



Announcement to ASX  
ASX Code: HTG

December 20, 2021

## RETAIL ENTITLEMENT OFFER BOOKLET

Harvest Technology Group Limited (ASX: HTG or “the Company”) advises that, in respect of its 1 for 10 accelerated non-renounceable entitlement offer (“Entitlement Offer”) announced on Monday, 13 December 2021, the retail component of the Entitlement Offer (“Retail Entitlement Offer”) opens today.

Enclosed is a copy of the Retail Entitlement Offer Booklet in respect of the Retail Entitlement Offer.

The Company also advises that it will today complete despatch of the Retail Entitlement Offer Booklet (including personalised entitlement and acceptance forms) to eligible retail shareholders.

The Retail Entitlement Offer will close at 5.00 pm (Sydney time), Friday, 14 January 2022.

- End -

*The announcement was approved for release by the Board of Directors of Harvest Technology Group Limited.*

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### Corporate enquiries, please contact:

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### Investor enquiries, please contact:

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### About Harvest Technology Group

Harvest Technology Group Limited (ASX: HTG) is a global leader in network optimised remote operations that deliver real-time remote control, communication, automation and monitoring capabilities for the energy, resources, and renewables sectors. Based in Perth, Australia, the group of companies is revolutionising remote field services with ultra-low bandwidth Network Optimised Livestreaming solutions that enable

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customers to stay connected to operations and personnel anywhere in the world while utilising just a fraction of existing bandwidth resources.

To learn more please visit: [www.harvest.technology](http://www.harvest.technology)

If you would like to receive the HTG Insights Newsletter for future updates, please visit our website and subscribe at the bottom of the page.

## **Harvest Technology Group Limited**

### **RETAIL OFFER BOOKLET**

Harvest Technology Group Limited is undertaking a 1 for 10 accelerated non-renounceable entitlement offer of Shares at an issue price of \$0.21 per New Share.

The Retail Entitlement Offer closes at 5.00 pm (Sydney time), Friday, 14 January 2022.

**Harvest Technology Group Limited** (ACN 149 970 445)

### **NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES**

This document and the personalised Entitlement and Acceptance Form that accompanies it contains important information and requires your immediate attention. You should read both documents carefully and in their entirety. This document is not a prospectus or product disclosure statement under the Corporations Act and has not been lodged with ASIC. If you have any queries please call your stockbroker, accountant or other professional adviser or the HTG Offer Information Line on 1300 850 505 (from within Australia) or +61 (03) 9415 4000 (from outside Australia) between 8.30 am and 5.00 pm (Sydney time), Monday to Friday during the Retail Offer Period (Monday, 20 December 2021 to Friday, 14 January 2022), or visit our website at <https://harvest.technology/investors>.

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## Important Notices

This Retail Offer Booklet is dated 20 December 2021. Capitalised terms in this section have the meaning given to them in this Retail Offer Booklet (including in the Glossary).

This Retail Offer Booklet is issued by Harvest Technology Group Limited (ACN 149 970 445) (**HTG**).

This Retail Entitlement Offer is being made pursuant to section 708AA of the Corporations Act (as modified by *ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84*) which allows entitlement offers to be offered without a prospectus. This Retail Offer Booklet does not contain all of the information which would be required to be disclosed in a prospectus. As a result, it is important for you to read and understand this Retail Offer Booklet in its entirety, along with the publicly available information on HTG and the Entitlement Offer (for example, the information available on HTG's website <https://harvest.technology> and on the ASX's website [www.asx.com.au](http://www.asx.com.au)) prior to deciding whether to accept your Entitlement and apply for New Shares.

The Investor Presentation, which is included in Annexure B, details important factors and risks that could affect the financial and operating performance of HTG. Please refer to the Key Risks section of the Investor Presentation for details. When making an investment decision in connection with this Retail Entitlement Offer, it is essential that you consider these risk factors carefully in light of your individual personal circumstances, including financial and taxation issues (some of which have been outlined in Section 3 of this Retail Offer Booklet).

Investments in HTG are subject to investment risk, including delays in repayment and loss of income and capital invested. None of the Underwriter, their respective related bodies corporate and affiliates, nor any of their respective directors, officers, partners, employees, representatives, contractors, consultants, agents, advisers or intermediaries guarantee any return or any particular rate of return on the New Shares offered under the Retail Entitlement Offer, the performance of HTG generally, the repayment of capital from HTG or any particular tax treatment.

By returning an Entitlement and Acceptance Form or otherwise paying for your New Shares through BPAY® in accordance with the instructions on the Entitlement and Acceptance Form, you acknowledge that you have read this Retail Offer Booklet and you have acted in accordance with and agree to the terms of the Retail Entitlement Offer detailed in this Retail Offer Booklet.

### **No overseas offering**

This Retail Offer Booklet, the accompanying Entitlement and Acceptance Form, the accompanying ASX announcement and Investor Presentation, do not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation. In particular, this Retail Offer Booklet does not constitute an offer to Ineligible Shareholders.

This Retail Offer Booklet is not to be distributed in, and no offer of New Shares is to be made under the Retail Entitlement Offer, in countries other than Australia and New Zealand.

No action has been taken to register or qualify the Retail Entitlement Offer, the Entitlements or the New Shares, or otherwise permit the public offering of the New Shares, in any jurisdiction other than Australia and New Zealand.

The distribution of this Retail Offer Booklet (including an electronic copy) outside Australia and New Zealand, is restricted by law. If you come into possession of the information in this Retail Offer Booklet, you should observe such restrictions and should seek your own advice on such restrictions. Any non-compliance with these restrictions may contravene applicable securities laws.

Foreign exchange control restrictions or restrictions on remitting funds from your country to Australia may apply. Your Application for New Shares is subject to all requisite authorities and clearances being obtained for HTG to lawfully receive your Application Monies.

## **New Zealand**

The Shares are not being offered to the public within New Zealand other than to existing Shareholders of HTG with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the Financial Markets Conduct Act 2013 and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021.

This document has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

## **United States - NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES**

This Retail Offer Booklet, and any accompanying ASX announcement, Investor Presentation and the Entitlement and Acceptance Form, do not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States.

Neither this Retail Offer Booklet nor the Entitlement and Acceptance Form may be distributed or released in the United States. Neither the Entitlements of Eligible Retail Shareholders nor the New Shares have been, or will be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction of the United States. Accordingly, the Entitlements of Eligible Retail Shareholders may not be taken up or exercised by persons in the United States or by persons who are acting for the account or benefit of a person in the United States. Neither the Entitlements of Eligible Retail Shareholders nor the New Shares may be offered, sold or resold in the United States or to persons acting for the account or benefit of a person in the United States except in a transaction exempt from, or not subject to, the registration requirements of the U.S. Securities Act and the applicable securities laws of any state or other jurisdiction in the United States. The Entitlements of Eligible Retail Shareholders and the New Shares in the Retail Entitlement Offer will be offered and sold only in "offshore transactions" (as defined in Rule 902(h) under the U.S. Securities Act) in reliance on Regulation S under the U.S. Securities Act.

## **Definitions and currency**

Defined terms used in this Retail Offer Booklet are contained in the Glossary. All currency amounts in this Retail Offer Booklet are in Australian dollars unless otherwise stated.

## **Times and dates**

All dates and times in this Retail Offer Booklet are indicative only and subject to change. Unless otherwise specified, all times and dates refer to Sydney time. Any changes to the timetable will be posted on HTG's website at <https://harvest.technology/investors>. Refer to the Key Dates section for more details.

## **Not investment advice**

Shareholders must note that the information provided in this Retail Offer Booklet and the accompanying Entitlement and Acceptance Form does not constitute financial product advice. All information has been prepared without taking into account your individual investment objectives, financial circumstances or particular needs. The information contained in this Retail Offer Booklet and the accompanying Entitlement and Acceptance Form should not be considered as comprehensive or to comprise all the information which a Shareholder may require in order to determine whether or not

to subscribe for New Shares. If you have any questions, please consult your professional adviser before deciding whether or not to invest.

### **Past performance**

Investors should note that HTG's past performance, including past security price performance and historical information in ASX announcements, cannot be relied upon as an indicator of (and provides no guidance as to) HTG's future performance, including HTG's future financial position or security price performance.

### **Forward-looking statements**

This Retail Offer Booklet contains certain "forward looking statements" including, without limitation, projections and guidance on the performance of HTG and the outcome of the Entitlement Offer. Forward looking statements can generally be identified by use of forward looking words such as "anticipate", "expect", "likely", "intend", "should", "could", "may", "propose", "predict", "plan", "potential", "will", "believe", "forecast", "estimate", "target", "outlook", "guidance" and other similar expressions within the meaning of securities laws of applicable jurisdictions and include, but are not limited to, statements relating to the future performance of HTG and the outcome and effects of the Entitlement Offer and use of proceeds. No representation or warranty is given as to the accuracy or likelihood of achievement of any forward-looking statement in this Retail Offer Booklet, or any events or results expressed or implied in any forward-looking statement. Forward-looking statements, opinions and estimates provided in this Retail Offer Booklet are not guarantees of future performance and are by their nature inherently uncertain and are based on future events which may or may not be correct, assumptions and estimates which are subject to certain risks, uncertainties and change without notice, as are statements about market and industry trends, which are based on interpretation of market conditions. Actual results and performance may vary materially because events and actual circumstances frequently do not occur as forecast and future results are subject to known and unknown risk such as changes in market conditions and in regulations. Investors should form their own views as to these matters and any assumptions on which any of the forward-looking statements are based and not place reliance on such statements. To the maximum extent permitted by law, the Underwriter, their respective affiliates and related bodies corporate, and each of their respective directors, officers, employees, advisers, agents and intermediaries disclaim any obligation or undertaking to release any updates or revisions to the information to reflect any change in expectations or assumptions.

### **Risks**

Refer to the Key Risks section of the Investor Presentation included in Annexure B of this Retail Offer Booklet for a summary of general and specific risk factors that may affect HTG.

### **Trading New Shares**

The Underwriter and their respective affiliates and related bodies corporate will have no responsibility and disclaim all liability (to the maximum extent permitted by law) to persons who trade New Shares they believe will be issued to them before they receive their holding statements, whether on the basis of confirmation of the allocation provided by HTG or the Registry or otherwise, or who otherwise trade or purport to trade New Shares in error or which they do not hold or are not entitled to.

If you are in any doubt as to these matters, you should first consult with your stockbroker, accountant or other professional advisers.

## Chairman's Letter

### Harvest Technology Group – Retail Entitlement Offer

Dear Shareholder,

On behalf of the Directors of Harvest Technology Group Limited (**HTG**), I am pleased to invite you to participate in the recently announced HTG 1 for 10 accelerated non-renounceable pro-rata entitlement offer (**Entitlement Offer**) of new HTG Shares (**New Shares**) at an issue price of \$0.21 per New Share (**Issue Price**).

#### Entitlement Offer

On 13 December 2021, HTG announced its intention to raise up to approximately \$11.1 million (before costs) under the Entitlement Offer, comprising an accelerated non-renounceable pro-rata entitlement offer to Eligible Institutional Shareholders (**Institutional Entitlement Offer**) and Eligible Retail Shareholders (**Retail Entitlement Offer**).

The Institutional Entitlement Offer was underwritten by MA Moelis Australia Advisory Pty Ltd (ABN 72 142 008 446)(**Underwriter**), which is acting as lead manager to the Entitlement Offer. The Institutional Entitlement Offer was underwritten to approximately \$3.0 million (before costs).

#### Use of proceeds

The available cash will be used for the following identified key applications in line with HTG's Three-Phase Strategic Plan:

- Increased customer sales and marketing activities;
- Development of industry partner and collaborator networks;
- Increased global customer support services;
- Formation of defence supplier division;
- Release of enhanced Nodestream software application and new RIS system;
- Integration of enhanced Nodestream software application into Opsivity SaaS platform;
- Ongoing research and development projects;
- Expansion into UK/Europe region;
- Procurement of supporting resources, systems and infrastructure.;
- Costs of the offer; and
- Working capital.

#### Retail Entitlement Offer

The Board is pleased to provide Eligible Retail Shareholders with an opportunity to participate in the Retail Entitlement Offer and to support the ongoing execution of HTG's growth strategy.

The Retail Entitlement Offer will raise up to approximately \$8.2 million (before costs). Eligible Retail Shareholders can subscribe for 1 New Share for every 10 Shares held as at the Record Date at an Issue Price of \$0.21 per New Share. The Issue Price represents a discount of 8.7% to the last closing share price of \$0.23 on 10 December 2021.

The New Shares issued under the Entitlement Offer will rank equally with existing Shares on issue.

The number of New Shares for which you are entitled to subscribe under the Retail Entitlement Offer (**Entitlement**) is set out in your personalised Entitlement and Acceptance Form that will accompany this Retail Offer Booklet when it is despatched to Eligible Retail Shareholders on Monday, 20 December 2021. Pursuant to the Top-up Facility, Eligible Retail Shareholders who take up their full



Entitlement may also apply for Top-up Shares for up to an additional 100% of their full Entitlement at the Issue Price. If the Retail Entitlement Offer is oversubscribed, the allocation of Top-up Shares will be at the discretion of the Board and the Underwriter and subject to scale back on a pro-rata basis. There is no guarantee that you will be allocated any Top-up Shares.

The Entitlement Offer is non-renounceable and therefore your Entitlements will not be tradeable on the ASX or otherwise transferrable. If you do not participate in the Retail Entitlement Offer, your Entitlement will lapse and you will receive no value for those lapsed Entitlements.

If you decide to take this opportunity to increase your investment in HTG please ensure that, before 5.00 pm (Sydney time) on Friday, 14 January 2022, you have paid your Application Monies via BPAY® pursuant to the instructions that are set out in the personalised Entitlement and Acceptance Form that will accompany this Retail Offer Booklet when it is despatched to you.

**The Retail Entitlement Offer closes at 5.00 pm (Sydney time) on Friday, 14 January 2022.**

You should carefully read this Retail Offer Booklet in its entirety and seek appropriate professional advice before making any investment decision. In particular, you should refer to the Key Risks section of the Investor Presentation included in Annexure B of this Retail Offer Booklet for a summary of general and specific risk factors that may affect HTG and the Entitlement Offer.

If you have any questions about the Entitlement Offer, please do not hesitate to contact HTG's Offer Information Line on 1300 850 505 (from within or outside of Australia) between 8.30 am and 5.00 pm (Sydney time), Monday to Friday during the Retail Offer Period.

If you do not wish to take up any of your Entitlement, you do not have to take any action.

On behalf of the Directors of HTG, I invite you to consider this investment and participate in the exciting next stage of HTG's growth.

Yours faithfully,



Jeffery Sengelman  
**Chairman**

## Key Dates

Key event	Date
Trading halt Announcement of Entitlement Offer	Monday, 13 December 2021
Announcement of results of Institutional Entitlement Offer Trading halt lifted	Wednesday, 15 December 2021
Record Date for Retail Entitlement Offer	7.00pm Wednesday, 15 December 2021
Retail Entitlement Offer opens Dispatch of Retail Offer Booklet and Entitlement and Acceptance Form	9.00am Monday, 20 December 2021
Settlement of Institutional Entitlement Offer	Wednesday, 22 December 2021
Issue of New Shares under the Institutional Entitlement Offer	Thursday, 23 December 2021
Quotation of New Shares issued under Institutional Entitlement Offer	Friday, 24 December 2021
Retail Entitlement Offer closes	5.00pm Friday, 14 January 2022
Announcement of results of Retail Entitlement Offer	Wednesday, 19 January 2022
Settlement of Retail Entitlement Offer	Thursday, 20 January 2022
Issue of New Shares under Retail Entitlement Offer	Friday, 21 January 2022
Quotation of New Shares issued under Retail Entitlement Offer	Monday, 24 January 2022
Dispatch of holding statements for New Shares issued under the Retail Entitlement Offer	Tuesday, 25 January 2022

All dates and times are indicative only and subject to change. Unless otherwise specified, all times and dates refer to Sydney time. HTG reserves the right to amend any or all of these dates and times, with the consent of the Underwriter, subject to the Corporations Act, the ASX Listing Rules and other applicable laws. In particular, HTG reserves the right to extend the Retail Closing Date and to accept late Applications under the Retail Entitlement Offer without prior notice. Any extension of the Retail Closing Date will delay the Issue Date for New Shares under the Retail Entitlement Offer. Any changes to the Retail Closing Date will be announced on the ASX Market Announcements Platform.

HTG reserves the right not to proceed with the Retail Entitlement Offer in whole or in part at any time prior to issue of the New Shares under the Retail Entitlement Offer. In that event, the relevant Application Monies (without interest) will be returned in full to applicants.

The commencement of quotation of New Shares is subject to the discretion of ASX.

Cooling off rights do not apply to an investment in New Shares. You cannot withdraw your application once it has been accepted. Eligible Retail Shareholders wishing to participate in the Retail Entitlement Offer are encouraged to submit their Entitlement and Acceptance Form as soon as possible after the Retail Entitlement Offer opens to ensure their application is received by the Registry in time.

## What Should You Do?

### 1. Read this Retail Offer Booklet and the accompanying Entitlement and Acceptance Form

This Retail Offer Booklet and the personalised Entitlement and Acceptance Form that accompanies it contain important information about the Retail Entitlement Offer. You should read both documents carefully and in their entirety before deciding whether or not to participate in the Retail Entitlement Offer. The Retail Offer Booklet can also be viewed at <https://harvest.technology/investors>.

This Retail Entitlement Offer is not being made under a prospectus. Accordingly, this Retail Offer Booklet does not contain all of the information which would be required to be disclosed in a prospectus. As a result, it is important for you to read and understand this Retail Offer Booklet in its entirety, along with the publicly available information on HTG and the Entitlement Offer (for example, the information available on HTG's website <https://harvest.technology> and on ASX's website [www.asx.com.au](http://www.asx.com.au)) prior to deciding whether to accept your Entitlement and apply for New Shares.

If you are in doubt as to the course you should follow, you should seek appropriate professional advice before making an investment decision.

### 2. Consider the Retail Entitlement Offer in light of your particular investment objectives and circumstances

Please consult with your stockbroker, accountant or other professional adviser if you have any queries or are uncertain about any aspect of the Retail Entitlement Offer.

An investment in New Shares is subject to both known and unknown risks, some of which are beyond the control of HTG. These risks include the possible loss of income and principal invested. HTG does not guarantee any return, any particular rate of return, the performance on the New Shares offered under the Retail Entitlement Offer, the performance of HTG generally or the repayment of capital from HTG. In considering an investment in New Shares, investors should have regard to (amongst other things) the Key Risks section in the Investor Presentation and the disclaimers outlined in this Retail Offer Booklet.

### 3. Decide what you want to do

The options available to Retail Shareholders under the Retail Entitlement Offer will depend on whether or not they are Eligible Retail Shareholders in accordance with the eligibility requirements outlined in Section 1.3 of the Retail Offer Booklet.

The Retail Entitlement Offer is only being made to Eligible Retail Shareholders.

#### Options for Eligible Retail Shareholders

If you are an Eligible Retail Shareholder, you have four options available to you in relation to the Retail Entitlement Offer:

1. take up all of your Entitlement (refer to Section 2.2);
2. take up all of your Entitlement and apply for Top-up Shares in excess of your Entitlement of up to 100% of your full Entitlement (refer to Section 2.2);
3. take up part of your Entitlement (refer to Section 2.2); or
4. do nothing and allow your Entitlement to lapse (refer to Section 2.3).

Eligible Retail Shareholders who have subscribed for their full Entitlement, may, in addition to their Entitlement, apply for Top-up Shares up to a maximum of 100% of their full Entitlement (**Top-up Shares**) in accordance with the Top-up Facility outlined in Section 1.4.

Eligible Retail Shareholders who participate in the Retail Entitlement Offer will see their percentage holding in HTG reduce, increase or remain the same depending on the proportion of their Entitlement they subscribe for and the Top-up Shares applied for and allocated to them. Eligible Retail Shareholders who do not participate in the Retail Entitlement Offer, or participate for an amount less than their full Entitlement will have their percentage holding in HTG reduced.

### **Ineligible Shareholders**

Shareholders who do not satisfy the criteria to be Eligible Retail Shareholders or Eligible Institutional Shareholders, are Ineligible Shareholders. Ineligible Shareholders may not take up any of their Entitlements.

## **4. Apply for New Shares**

To participate in the Retail Entitlement Offer, please make a payment by BPAY®, so that it is received by 5.00 pm (Sydney time) on Friday, 14 January 2022 pursuant to the instructions set out on the Entitlement and Acceptance Form. See Section 2 - How to Apply – Eligible Retail Shareholders.

If you are a New Zealand shareholder, and you are unable to pay by BPAY®, please contact Jack Rosagro, Company Secretary (jrosagro@ventnorcapital.com) and the relevant account details and reference numbers for an EFT payment will be e-mailed to you.

Eligible Retail Shareholders are being sent by post this Retail Offer Booklet with a personalised Entitlement and Acceptance Form or, if they have requested to receive their communications via email, they will be sent the Retail Offer Booklet and a personal link to their Entitlement and Acceptance Form by email. **If you take no action your Entitlement under the Retail Entitlement Offer will lapse.**

## **5. Questions**

If you have any questions about the Retail Entitlement Offer, please do not hesitate to contact the HTG Offer Information Line on 1300 850 505 (from within or outside of Australia) between 8.30 am and 5.00 pm (Sydney time), Monday to Friday during the Retail Offer Period.

# 1. Overview of the Entitlement Offer

## 1.1 Retail Entitlement Offer

HTG is seeking to raise up to approximately \$11.1 million (before costs) under the Entitlement Offer, comprising an underwritten amount of approximately \$3.0 million (before costs) under the Institutional Entitlement Offer and up to approximately \$8.2 million (before costs) to be raised under the Retail Entitlement Offer.

Under the Retail Entitlement Offer, HTG is offering Eligible Retail Shareholders the opportunity to subscribe for 1 New Share for every 10 Shares held on the Record Date. The issue price per New Share is \$0.21, the same price as offered to Eligible Institutional Shareholders under the Institutional Entitlement Offer (**Issue Price**). The Retail Entitlement Offer is not underwritten.

Under the Retail Entitlement Offer, Eligible Retail Shareholders are being invited to subscribe for all or part of their Entitlement. HTG is also offering Eligible Retail Shareholders who take up their Entitlement in full the opportunity to apply for Top-up Shares under the Top-up Facility (refer to Section 1.4 for further details).

The Entitlement Offer is non-renounceable, which means that the Entitlements cannot be traded or otherwise transferred on the ASX or any other exchange or privately. If you do not participate in the Entitlement Offer, you will not receive any value for your Entitlement.

The Retail Entitlement Offer closes at 5.00 pm (Sydney time) on Friday, 14 January 2022, with New Shares expected to be issued on Friday, 21 January 2022.

Please refer to the ASX Announcement and the Investor Presentation annexed to this Retail Offer Booklet for information on the reasons for the Retail Entitlement Offer, the use of the proceeds of the Retail Entitlement Offer, and for further information on HTG and its strategy.

## 1.2 Institutional Entitlement Offer

On Monday, 13 December 2021, the Institutional Entitlement Offer was conducted with Eligible Institutional Shareholders given the opportunity to take up all or part of their Entitlement at the Issue Price of \$0.21 per New Share.

New Shares equivalent to the number of Shares not taken up by Eligible Institutional Shareholders under the Institutional Entitlement Offer were offered to Eligible Institutional Shareholders who applied for New Shares in excess of their Entitlement and invited Institutional Investors.

The Institutional Entitlement Offer includes a committed underwritten component to raise \$3.0 million (before costs) for HTG. The New Shares are expected to be issued under the Institutional Entitlement Offer on Thursday, 23 December 2021.

## 1.3 Eligible Retail Shareholders

This Offer Booklet contains an offer of New Shares to Eligible Retail Shareholders. Eligible Retail Shareholders are those persons who:

- (a) are registered as a holder of Shares on the Record Date;
- (b) have a registered address in Australia or New Zealand;

- (c) are not in the United States and are not acting for the account or benefit of a person in the United States (to the extent such person holds Shares for the account or benefit of such person in the United States);
- (d) were not invited to participate (other than as nominee, in respect of other underlying holdings) under the Institutional Entitlement Offer, and were not treated as an Ineligible Shareholder under the Institutional Entitlement Offer; and
- (e) are eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer.

Retail Shareholders that are not Eligible Retail Shareholders are Ineligible Retail Shareholders. HTG has determined that it is unreasonable to extend to Ineligible Retail Shareholders the opportunity to participate in the Retail Entitlement Offer because of the small number of such Shareholders, the number and value of Shares that they hold and the cost of complying with the applicable regulations in jurisdictions outside Australia and New Zealand.

#### **1.4 Top-up Facility**

The Top-up Facility will allow Eligible Retail Shareholders that have fully subscribed for their Entitlements under the Retail Entitlement Offer to subscribe for such number of additional New Shares up to 100% of their full Entitlement (**Top-up Shares**).

Any Top-up Shares will be limited to the extent there are sufficient New Shares from Eligible Retail Shareholders who do not take up their full Entitlements or from New Shares that would have been offered to Ineligible Shareholders if they had been entitled to participate in the Entitlement Offer. The issue of Top-up Shares (if any) will occur on the same date as the issue of New Shares under the Retail Entitlement Offer.

In addition, the Board may elect to cap the number of Top-up Shares that are allotted to Eligible Retail Shareholders under the Top-up Facility, having regard to:

- (a) the number of Shares that an Eligible Retail Shareholder is entitled to subscribe for pursuant to its Entitlement relative to the number of Top-up Shares that it has applied for;
- (b) the total number of Top-up Shares available for subscription; and
- (c) the number of Shares held by an Eligible Retail Shareholder after the completion of the Offer.

The Board may scale back allocations of Top-up Shares prior to allotting and issuing those Shares. The Board will give priority to Shareholders who, after the allocation of their Entitlement, would not hold a marketable parcel of Shares without being allocated a sufficient number of Top-up Shares under the Top-up Facility. Otherwise, the Board anticipates that should it receive applications for Top-up Shares in excess of the number of Shares made available for subscription under the Top-up Facility, it will cap or scale back allocations of Top-up Shares on a pro-rata basis having regard to each Eligible Retail Shareholder's holding in Shares as at the Record Date.

In any event:

- (a) no Top-up Shares will be issued to an Eligible Retail Shareholder which would, if issued, result in them increasing their voting power in HTG above 20%; and
- (b) no Top-up Shares will be issued if their issue would contravene any law or ASX Listing Rule.

There is no guarantee that Eligible Retail Shareholders will receive the number of Top-up Shares applied for. HTG's decision on the number of New Shares and Top-up Shares to be allocated to an Applicant will be final.

In the event of a scale back, the difference between the Application Monies received, and the number of New Shares and Top-up Shares allocated to the Applicant multiplied by the Issue Price, will be refunded by HTG, without interest, following allotment.

To the extent that there are sufficient New Shares from Eligible Retail Shareholders who do not take up their full Entitlements or from New Shares that would have been offered to Ineligible Shareholders if they had been entitled to participate in the Retail Entitlement Offer and those New Shares are not otherwise allocated to persons applying for Top-up Shares, the remaining New Shares will be allocated in accordance with the allocation policy set out in Section 1.5.

## **1.5 Allocation of shortfall**

Shortfall from the Institutional Entitlement Offer will be placed to new and existing Institutional Investors in accordance with the terms of the Underwriting Agreement. In the event that there is a shortfall following the issue of New Shares under the Retail Entitlement Offer, the Directors reserve the right to allocate the shortfall at its sole discretion.

In allocating the shortfall from the Retail Entitlement Offer, Directors will:

- (a) preference Applications under the Top-up Facility from Eligible Retail Shareholders, subject to the parameters set out in Section 1.4;
- (b) preference Applications from new and existing Institutional Investors; and
- (c) consider:
  - (i) the number of Shares bid for by particular Eligible Shareholders;
  - (ii) identifying any Eligible Shareholders who are potential long term or cornerstone investors of the Company;
  - (iii) the timelines of the bid by particular Eligible Shareholders;
  - (iv) the overall level of demand under the Retail Entitlement Offer;
  - (v) recognising the ongoing support of longer standing Eligible Shareholders; and
  - (vi) ensuring an appropriate Shareholder base for the Company going forward.

Shares issued under a shortfall will not have an issue price less than the Issue Price under Entitlement Offer.



## 1.6 Use of proceeds

The Company intends to apply the funds raised from the Entitlement Offer in accordance with the table below:

Use of funds:	Funds (\$)	Allocation as % of Funds raised
Marketing	2,346,000	21.1
Research and Development	3,468,000	31.2
Technology and Delivery Support	1,122,000	10.1
Costs of Entitlement Offer	900,000	8.1
Working Capital and Administration	3,264,000	29.4
<b>Total</b>	<b>11,100,000</b>	<b>100</b>

The available cash will be used for the following identified key applications in line with HTG's Three-Phase Strategic Plan:

- (a) Increased customer sales and marketing activities;
- (b) Development of industry partner and collaborator networks;
- (c) Increased global customer support services;
- (d) Formation of defence supplier division;
- (e) Release of enhanced Nodestream software application and new RIS system;
- (f) Integration of enhanced Nodestream software application into Opsivity SaaS platform;
- (g) Ongoing research and development projects;
- (h) Expansion into UK/Europe region;
- (i) Procurement of supporting resources, systems and infrastructure;
- (j) Costs of the offer; and
- (k) Working capital.

## 1.7 Ranking of New Shares

New Shares will rank equally with existing Shares on issue.

## 1.8 Reconciliation and fractional entitlements

In any entitlement offer, investors may believe that they own more or fewer existing shares on the record date than they actually do. This could potentially result in the requirement for

reconciliation to ensure all Eligible Retail Shareholders have the opportunity to receive their full Entitlement. If this is required, it is possible that HTG may need to issue a small quantity of additional Shares to ensure all Eligible Retail Shareholders have the opportunity to receive their full Entitlement. The price at which these Shares will be issued will be the same as the Issue Price. HTG also reserves the right to reduce the number of New Shares allocated to Eligible Retail Shareholders or persons claiming to be Eligible Retail Shareholders, if their Entitlement claims prove to be overstated, or if they or their nominees fail to provide information requested to substantiate their Entitlement claims, or if they are not in fact Eligible Retail Shareholders.

To the extent that the application of the offer ratio of 1 New Share for every 10 Shares held on the Record Date results in a fractional entitlement to New Shares for a particular Shareholder, that Shareholder's Entitlement shall be rounded up to the next whole number of New Shares.

## **1.9 Quotation and trading**

HTG will apply to ASX for the official quotation of the New Shares in accordance with ASX Listing Rule requirements. It is expected that normal trading of New Shares issued under the Institutional Entitlement Offer will commence on Friday, 24 December 2021; and the New Shares and Top-up Shares (if any) issued under the Retail Entitlement Offer and Top-up Facility will commence on Monday, 24 January 2022.

## **1.10 Holding statements**

Holding statements are expected to be despatched on Friday, 24 December 2021 in respect of New Shares issued under the Institutional Entitlement Offer; and otherwise on Tuesday, 25 January 2022 in respect of New Shares and Top-up Shares (if any) issued under the Retail Entitlement Offer and Top-up Facility.

It is the responsibility of each Applicant to confirm their holding before trading any Shares issued under the Entitlement Offer. Any Applicant who sells New Shares or Top-up Shares before receiving confirmation of their holding in the form of a holding statement will do so at their own risk. HTG, the Underwriter and their respective affiliates and related bodies corporate each disclaim all liability whether in negligence or otherwise (and to the maximum extent permitted by law) to persons who trade Shares before receiving their holding statements, whether on the basis of confirmation of the allocation provided by HTG, the Registry or the Underwriter or otherwise.

## **1.11 Withdrawal of the Entitlement Offer**

Subject to the consent of the Underwriter, HTG reserves the right to withdraw the Entitlement Offer at any time, in which case HTG will refund any Application Monies already received in accordance with the Corporations Act and will do so without interest.

## 2. How to Apply – Eligible Retail Shareholders

### 2.1 Choices available to Eligible Retail Shareholders

If you are an Eligible Retail Shareholder, you may do any one of the following:

1. take up all of your Entitlement (refer to Section 2.2);
2. take up all of your Entitlement and apply for Top-up Shares in excess of your Entitlement of up to 100% of your full Entitlement (refer to Section 2.2);
3. take up part of your Entitlement (refer to Section 2.2); or
4. do nothing and allow your Entitlement to lapse (refer to Section 2.3).

The Retail Entitlement Offer is a pro rata offer to Eligible Retail Shareholders only.

### 2.2 Take up all or part of your Entitlement, or take up all of your Entitlement and apply for Top-up Shares in excess of your Entitlement

If you wish to take up your Entitlement in full or in part, or in full and apply for Top-up Shares in excess of your Entitlement (of up to 100% of your full Entitlement), please pay by BPAY in accordance with the instructions below.

#### (a) **Payment via BPAY®**

For payment by BPAY®, Eligible Retail Shareholders:

- who receive the Retail Offer Booklet and their personalised Entitlement and Acceptance Form by post should follow the instructions set out on that form; and
- who have requested to receive their communications via email, will be sent a personal link to their Entitlement and Acceptance Form and the Retail Offer Booklet by email.

You can only make payment by BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions.

If you are paying by BPAY®, please ensure you use the specific Biller Code and your unique Customer Reference Number (**CRN**) found on your personalised Entitlement and Acceptance Form.

If you have multiple holdings and receive more than one personalised Entitlement and Acceptance Form, when taking up your Entitlement in respect of one of those holdings, only use the CRN specific to that holding. If you do not use the correct CRN specific to that holding, your Application will not be recognised as valid and may be rejected.

Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment of Application Monies.

To apply and pay via BPAY®, you should:

- read this Retail Offer Booklet and the Entitlement and Acceptance Form in their entirety (also available online at <https://harvest.technology/investors>) and seek appropriate professional advice if necessary; and

- make your payment in respect of the full Application Monies via BPAY® for the number of New Shares you wish to subscribe for (being the Issue Price of \$0.21 per New Share multiplied by the number of New Shares (including your Entitlement and any Top-up Shares you are applying for) so that it is received by no later than the Retail Closing Date, being 5.00 pm (Sydney time) Friday, 14 January 2022.

If you choose to pay via BPAY® you are not required to submit the Entitlement and Acceptance Form but are taken to make the statements on that form and representations outlined below in Section 2.4 (Implications of making an Application), including the Eligible Retail Shareholder declarations referred to in Section 4.

If you take up all or part of your Entitlement (or all of your Entitlement and apply for Top-up Shares) and your payment of the Application Monies is received in cleared funds by the Retail Closing Date, being 5.00 pm (Sydney time) on Friday, 14 January 2022, New Shares (and Top-up Shares) are expected to be issued to you on the Issue Date being Friday, 21 January 2022. No New Shares (or Top-up Shares) will be issued to you in respect of an Application received after the Retail Closing Date.

If the amount of Application Monies is insufficient to pay in full for the number of New Shares you applied for, you will be taken to have applied for such whole number of New Shares which is covered in full by your Application Monies. Alternatively, your Application will be rejected.

If you apply for Top-up Shares in excess of your Entitlement and you are not allocated all or some of the Top-up Shares applied for, the relevant Application Monies will be refunded to you after the Issue Date in accordance with the Corporations Act, without interest being payable. The allocation of Top-up Shares will be at the discretion of the Board and the Underwriter and subject to scale back on a pro-rata basis.

**(b) *If you are a New Zealand Shareholder and are unable to pay by BPAY, please follow the instructions below:***

If you are a New Zealand Shareholder, and you are unable to pay by BPAY®, please contact Jack Rosagro, Company Secretary ([jrosagro@ventnorcapital.com](mailto:jrosagro@ventnorcapital.com)) and the relevant account details and reference numbers for an EFT payment will be e-mailed to you.

**(c) *Refund of Application Monies***

Any Application Monies received for more than your final allocation of New Shares and Top-up Shares (if any) will be refunded as soon as practicable after the Issue Date. No interest will be paid to applicants on any Application Monies received or refunded.

## **2.3 Take no action and allow all of your Entitlement to lapse**

If you are an Eligible Retail Shareholder and you do nothing, the Entitlements in respect of your Shares will lapse. Your Entitlement to participate in the Retail Entitlement Offer is non-renounceable and will not be tradeable or otherwise transferable. Shareholders who do not take up their Entitlements in full will not receive any payment or value for the Entitlements they do not take up.

You should also note that, if you do not take up all or part of your Entitlement, then your percentage holding in HTG will be diluted to the extent that New Shares are issued to other Shareholders.

## **2.4 Implications of making an Application**

Paying any Application Monies for New Shares via BPAY® will be taken to constitute a representation by the Eligible Retail Shareholder that they:

- (a) have received a copy of this Retail Offer Booklet accompanying the Entitlement and Acceptance Form, and have read them in their entirety;
- (b) make the Eligible Retail Shareholder declarations referred to in the Entitlement and Acceptance Form and in Section 4 of this Retail Offer Booklet; and
- (c) acknowledge that once the Entitlement and Acceptance Form is returned, or a BPAY® payment is made in relation to any Application Monies, the Application may not be varied or withdrawn except as required by law.

## **2.5 Enquiries**

This Retail Offer Booklet and the Entitlement and Acceptance Form that accompanies it contain important information. You should read both documents in their entirety before deciding whether or not to participate in the Retail Entitlement Offer. If you:

- (a) have questions in relation to the existing Shares upon which your Entitlement has been calculated;
- (b) have questions on how to complete the Entitlement and Acceptance Form or how take up your Entitlement; or
- (c) have lost your Entitlement and Acceptance Form and would like a replacement form,

please call the HTG Offer Information Line on 1300 850 505 (from within Australia) or +61 (03) 9415 4000 (from outside Australia) between 8.30 am and 5.00 pm (Sydney time), Monday to Friday during the Retail Offer Period. If you have further questions you should contact your professional adviser.

### **3. Important information for Shareholders**

#### **3.1 Retail Offer Booklet availability**

Eligible Retail Shareholders:

- (a) will receive the Retail Offer Booklet and their personalised Entitlement and Acceptance Form by post; or
- (b) if they have requested to receive their Shareholder communications via email, will be sent a personal link to their Entitlement and Acceptance Form and the Retail Offer Booklet by email.

Please read the Retail Offer Booklet and the Entitlement and Acceptance Form together in their entirety.

You will only be entitled to accept the Entitlement Offer by completing your personalised Entitlement and Acceptance Form which accompanies this Retail Offer Booklet, or by making a payment of Application Monies via BPAY® using the information contained on your personalised Entitlement and Acceptance Form or accessed at <https://harvest.technology/investors> (see Section 2.2 for further information). Please carefully read the instructions on the accompanying Entitlement and Acceptance Form.

#### **3.2 Continuous disclosure requirements**

Under the Corporations Act, HTG is considered a disclosing entity and is subject to ongoing reporting and disclosure obligations under the Corporations Act and the ASX Listing Rules, including the preparation of annual reports and half yearly reports.

Under the ASX Listing Rules, HTG has an obligation (subject to certain exceptions) to notify the ASX immediately of any information of which it is or becomes aware which a reasonable person would expect to have a material effect on the price or value of the Shares. Such information is available to the public from the ASX at [www.asx.com.au](http://www.asx.com.au).

HTG is also required to lodge certain documents with ASIC. Such documents can be inspected and obtained from an ASIC office.

#### **3.3 No authorisation beyond information contained within this Retail Offer Booklet**

Any information or representation not contained in this Retail Offer Booklet may not be relied on as having been authorised by HTG in connection with the Entitlement Offer. No person is authorised to give any information or make any representation in connection with the Entitlement Offer, which is not contained in this Retail Offer Booklet.

#### **3.4 No cooling-off rights**

Cooling-off rights do not apply to a subscription for Shares under the Entitlement Offer. This means that you cannot withdraw your Application once it has been accepted.

### **3.5 Notice to nominees and custodians**

The Retail Entitlement Offer is being made to all Eligible Retail Shareholders. Nominees with registered addresses in the eligible jurisdictions, irrespective of whether they participate under the Institutional Entitlement Offer, may also be able to participate in the Retail Entitlement Offer in respect of some or all of the beneficiaries on whose behalf they hold Shares, provided that the applicable beneficiary would satisfy the criteria for an Eligible Retail Shareholder.

Nominees and custodians who hold Shares as nominees or custodians will have received, or will shortly receive, a letter from HTG in respect of the Entitlement Offer. Nominees and custodians should consider carefully the contents of that letter and note in particular that the Retail Entitlement Offer is not available to, and they must not purport to accept the Retail Entitlement Offer in respect of:

- (a) beneficiaries on whose behalf they hold Shares who would not satisfy the criteria for an Eligible Retail Shareholder;
- (b) Eligible Institutional Shareholders who were invited to participate in the Institutional Entitlement Offer (whether they accepted their Entitlement or not);
- (c) Ineligible Shareholders who were ineligible to participate in the Institutional Entitlement Offer; or
- (d) Shareholders who are not eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer.

In particular, persons acting as nominees for other persons must not take up any Entitlements on behalf of, or send any documents related to the Entitlement Offer to, any person in the United States or any person that is acting for the account or benefit of a person in the United States.

HTG is not required, and does not undertake to, determine whether or not any Shareholder or investor is acting as a nominee or custodian or the identity or residence of any beneficial owners of existing Shares or Entitlements. Where any person is acting as a nominee or custodian for a foreign person, that person, in dealing with its beneficiary, will need to assess whether indirect participation in the Entitlement Offer by the beneficiary complies with applicable foreign laws. HTG is not able to advise on foreign laws. Eligible Retail Shareholders who are nominees or custodians are therefore advised to seek independent advice as to how to proceed.

### **3.6 Underwriting arrangements and fees**

The Company has entered into an underwriting agreement with the Underwriter (Underwriting Agreement), pursuant to which the Underwriter has agreed to be the sole lead manager and underwriter to the Entitlement Offer on the terms and conditions of the Underwriting Agreement. Alto Capital is acting as co-manager to the equity raising.

The Underwriter has agreed to underwrite the Institutional Entitlement Offer to approximately \$3.0 million (before costs).

The Underwriter will be paid the following fees (excluding GST) for providing these services:

- (a) a management fee of 2% of the funds raised under the Institutional Entitlement Offer;

- (b) an underwriting fee of 3% of the amount raised under the Institutional Entitlement Offer (excluding any portion of the Institutional Entitlement Offer received from subscriptions of Entitlements from Eligible Institutional Shareholders);
- (c) a management fee of 2% of the funds raised under the Retail Entitlement Offer; and
- (d) a selling fee of 3% of the proceeds received by the Company from subscriptions of Retail Shortfall Shares that the Underwriter has procured.

Further to the above, HTG may resolve to pay a discretionary incentive fee of up to 1.0% of the total funds raised under the Entitlement Offer to the Underwriter.

The Company must also pay to the Underwriter other reasonable costs and expenses including legal and out-of-pocket expenses incurred by the Underwriter in relation to the Entitlement Offer.

### 3.7 Effect of Entitlement Offer on capital structure

#### (a) Share capital

The proposed capital structure of the Company following the issue of Shares in connection with the Entitlement Offer will be as follows:

Event	Shares	Options	Performance Rights
Existing Securities	529,944,650	5,760,000	56,000,000
Institutional Entitlement Offer	14,061,205	-	-
Retail Entitlement Offer	38,933,260	-	-
<b>Maximum number of Shares on issue on completion of Entitlement Offer</b>	<b>582,939,115</b>	<b>5,760,000</b>	<b>56,000,000</b>

The final number of New Shares to be issued under the Entitlement Offer is subject to the rounding of Entitlements.

#### (b) Other Securities

##### (i) Options

As at the date of this Retail Offer Booklet, the Company has on issue 5,760,000 unquoted Options with exercise prices ranging from \$0.065 each to \$0.10 each and an expiry date of 18 February 2023. The Options do not carry an entitlement to participate in the Retail Entitlement Offer, unless exercised prior to the Record Date.



(ii) Performance Rights

The Company has on issue 56,000,000 performance rights, to be satisfied prior to the relevant expiry dates between 26 April 2022 and 10 November 2025. As disclosed in the 2021 Annual Report, a further 6,068,404 Shares may be issued under the Employee Incentive Plan subject to the satisfaction of performance milestones. The final number of Shares to be issued is subject to a performance based formula and therefore is subject to change.

(iii) Convertible Notes

The Company has 4,000,000 convertible notes on issue, each with a face value of \$1.00 (**Convertible Notes**). The Company raised \$4,000,000 from the issue the Convertible Notes on 28 November 2019 in connection with the acquisition of Harvest Infinity Pty Ltd.

The Convertible Notes have an interest rate of 9% per annum, a maturity date of 28 November 2024 and a conversion price of \$0.02 per Share on the conversion date.

### 3.8 Directors' interests

The relevant interest of each of the Directors in Shares as at the date of this Retail Offer Booklet, together with their Entitlement under the Entitlement Offer are set out below:

Name	Existing Shares		Entitlements
	Shares	%	
Paul Guilfoyle	33,337,846	6.29%	3,333,785
Rodney Evans	3,047,553	0.58%	304,756
Marcus Machin	15,203,864	2.87%	1,520,387
Jeffery Sengelman	500,000	0.09%	50,000
Stuart Carmichael	601,720	0.11%	60,172

As at the date of this Retail Offer Booklet, Messrs Machin and Carmichael intend to take up 25% and 75% of their Entitlements, respectively. The other Directors do not intend to take up their Entitlements under the Entitlement Offer in part or full.

### 3.9 Control effect of the Entitlement Offer

The potential effect of the issue of Shares pursuant to the Entitlement Offer on control of HTG and the consequences of that effect will depend on a number of factors, including the current holdings of HTG Shareholders and the extent to which Eligible Retail Shareholders take up New Shares (and Top-up Shares) under the Entitlement Offer. HTG does not consider that the issue of New Shares or Top-up Shares will have a material impact on control of HTG.

The maximum number of Shares offered under the Entitlement Offer will represent 9.1% of the total number of Shares on issue in HTG (post equity raising).

Ineligible Shareholders are not entitled to participate in the Entitlement Offer and their percentage holding in HTG will be diluted.

The interests of other substantial Shareholders in HTG is disclosed to and available from the ASX at [www.ASX.com.au](http://www.ASX.com.au).

### **3.10 Consents**

Statements included in this Retail Offer Booklet, and any statements on which a statement in this Retail Offer Booklet is based, are not made by the directors, officers, employees, partners, agents and advisers of HTG, but by HTG itself.

To the maximum extent permitted by law each of these parties expressly disclaims and takes no responsibility for any statements in or omissions from this Retail Offer Booklet other than references to its name.

### **3.11 Governing law**

This Retail Offer Booklet, the Entitlement Offer and the contracts formed on acceptance of the Entitlement and Acceptance Forms are governed by the law applicable in New South Wales, Australia. Each Shareholder who applies for New Shares submits to the jurisdiction of the courts of New South Wales, Australia.

### **3.12 Taxation Implications**

The Directors do not consider it appropriate to give Shareholders advice regarding the taxation consequences of subscribing for New Shares under this Retail Entitlement Offer. The Company, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to Shareholders.

Shareholders should consult their professional tax adviser in connection with subscribing for New Shares under the Entitlement Offer.

## 4. Eligible Retail Shareholder declarations

In making your application for New Shares or Top-up Shares as part of the Retail Entitlement Offer and Top-up Facility, you will be taken to have made declarations to HTG that you:

- have read and understand the Retail Offer Booklet and your personalised Entitlement and Acceptance Form in their entirety;
- agree to be bound by the terms of the Retail Entitlement Offer, the provisions of this Retail Offer Booklet and the constitutions of HTG;
- acknowledge the statement of risks in the Key Risks section of the Investor Presentation included in Annexure B of this Retail Offer Booklet and that investments in HTG are subject to risks;
- authorise HTG to register you as the holder of New Shares issued to you under this Retail Entitlement Offer;
- declare that all details on the Entitlement and Acceptance Form are complete, accurate and up to date;
- are over 18 years of age and that you have full legal capacity and power to perform all your rights and obligations under the Entitlement and Acceptance Form;
- accept that there is no cooling-off period under the Retail Entitlement Offer and that once HTG receives either your personalised Entitlement and Acceptance Form, your payment of Application Monies via BPAY® or both, you may not withdraw or change your Application;
- agree to apply for and be issued with up to the number of New Shares and Top-up Shares (if any) shown on the Entitlement and Acceptance Form, or for which you have submitted payment of Application Monies via BPAY®, at the Issue Price of \$0.21 per Share;
- authorise HTG, the Underwriter, the Registry and their respective related bodies corporate, affiliates, officers or agents, to do anything on your behalf necessary for the New Shares to be issued to you, including to act on instructions of the Registry upon using the contact details set out in the Entitlement and Acceptance Form;
- authorise HTG to correct any errors in your Entitlement and Acceptance Form or other forms provided by you;
- were the registered holder(s) at the Record Date of the Shares indicated on your Entitlement and Acceptance Form;
- represent and warrant (for the benefit of HTG, the Underwriter and their respective related bodies corporate and affiliates) that you did not receive an invitation to participate in the Institutional Entitlement Offer either directly or through a nominee, are not an Ineligible Shareholder and are otherwise eligible to participate in the Retail Entitlement Offer;
- acknowledge that the information contained in this Retail Offer Booklet and the Entitlement and Acceptance Form does not constitute investment advice, nor a recommendation that New Shares are suitable for you given your individual investment objectives, financial situation or particular needs;
- understand that this Retail Offer Booklet is not a prospectus or product disclosure statement, does not contain all of the information that you may require in order to assess an investment in HTG and is given in the context of HTG's past and ongoing continuous disclosure obligations under the Corporations Act and the ASX Listing Rules;
- acknowledge that none of HTG, the Underwriter or any of their respective related bodies corporate and affiliates or any of their respective directors, officers, employees, agents, consultants or advisers, guarantee the performance of the New Shares offered under the Retail Entitlement Offer or the performance of HTG, nor do they guarantee the repayment of capital from HTG;

- acknowledge and agree that:
  - determination of eligibility of investors for the purposes of the institutional or retail components of the Entitlement Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of HTG and/or the Underwriter; and
  - each of HTG and the Underwriter, and each of their respective affiliates and related bodies corporate, and their respective directors, officers, employees, advisers, agents and intermediaries, disclaim any duty or liability (including for negligence) in respect of that determination and the exercise or otherwise of that discretion, to the maximum extent permitted by law;
- represent and warrant that you are an Eligible Retail Shareholder and the law of any other jurisdiction does not prohibit you from being given the Retail Offer Booklet and the Entitlement and Acceptance Form, nor does it prohibit you from making an Application, and you are otherwise eligible to participate in the Retail Entitlement Offer;
- represent and warrant that you are not in the United States and are not acting for the account or benefit of a person in the United States (to the extent you hold Shares for the account or benefit of such person in the United States);
- understand and acknowledge that the Entitlements and the New Shares have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction in the United States, or in any other jurisdiction outside Australia. Accordingly, the Entitlements may not be taken up or exercised by persons in the United States or by persons who are acting for the account or benefit of a person in the United States. Neither the Entitlements nor the New Shares may be offered, sold or resold in the United States or to persons acting for the account or benefit of a person in the United States except in a transaction exempt from, or not subject to, the registration requirements of the U.S. Securities Act and the applicable securities laws of any state or other jurisdiction in the United States;
- are subscribing for or purchasing the Entitlements or the New Shares in an “offshore transaction” (as defined in Rule 902(h) under the U.S. Securities Act) in reliance on Regulation S under the U.S. Securities Act;
- have not and will not send this Retail Offer Booklet or the Entitlement and Acceptance Form, or copies thereof, or any other material relating to the Retail Entitlement Offer to any person in the United States or any other country outside Australia and New Zealand;
- if you are acting as a nominee or custodian, each beneficial holder on whose behalf you are submitting the Entitlement and Acceptance Form is resident in Australia or New Zealand and is not in the United States and is not acting for the account or benefit of a person in the United States, and you have not sent this Retail Offer Booklet, the Entitlement and Acceptance Form or any information relating to the Retail Entitlement Offer to any such person;
- make all other representations and warranties set out in this Retail Offer Booklet; and
- agree to provide (and direct your nominee or custodian to provide) any requested substantiation of your eligibility to participate in the Retail Entitlement Offer and/or of your holding of Shares on the Record Date.

## 5. Glossary

Defined Term	Meaning
<b>2021 Annual Report</b>	means HTG's annual report to Shareholders for the financial year ending 30 June 2021.
<b>Alto Capital</b>	means Alto Capital Pty Ltd (ACN 130 462 592).
<b>Application</b>	means an application for New Shares and Top-up Shares under the Retail Entitlement Offer.
<b>Application Monies</b>	means monies received from an applicant in respect of their Application.
<b>ASIC</b>	Australian Securities and Investments Commission.
<b>ASX</b>	ASX Limited (ABN 98 008 624 691) and, where the context requires, the financial market that it operates (i.e., the Australian Securities Exchange).
<b>ASX Announcement</b>	means the announcement released to ASX on Monday, 13 December 2021 in relation to the Entitlement Offer and annexed as Annexure A to this Retail Offer Booklet.
<b>ASX Listing Rules</b>	the listing rules of ASX.
<b>Board</b>	the board of directors of HTG.
<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth).
<b>CRN</b>	has the meaning given in Section 2.2.
<b>Eligible Institutional Shareholder</b>	means an Institutional Shareholder which has been invited to participate in the Institutional Entitlement Offer.
<b>Eligible Retail Shareholder</b>	means a Shareholder who on the Record Date : <ul style="list-style-type: none"> <li>(a) has a registered address in Australia or New Zealand;</li> <li>(b) is not in the United States and is not acting for the account or benefit of a person in the United States (to the extent such person holds Shares for the account or benefit of such person in the United States);</li> <li>(c) was not invited to participate (other than as nominee, in respect of other underlying holdings) under the Institutional Entitlement Offer, and were not treated as an Ineligible Shareholder under the Institutional Entitlement Offer; and</li> <li>(d) is eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer.</li> </ul>
<b>Eligible Shareholder</b>	means an Eligible Institutional Shareholder and an Eligible Retail Shareholder.
<b>Employee Incentive Plan</b>	means the Company's Employee Securities Incentive Plan, as set out in the Company's notice of annual general meeting dated 25 October 2019.
<b>Entitlement</b>	means the entitlement of Eligible Retail Shareholders to subscribe under the Entitlement Offer for 1 New Share for every 10 Shares held on the Record Date.
<b>Entitlement and Acceptance Form</b>	means the Entitlement and Acceptance Form accompanying this Retail Offer Booklet pursuant to which an Application can be made.
<b>Entitlement Offer</b>	means the offer of New Shares under the Retail Entitlement Offer and Institutional Entitlement Offer, collectively.

<b>Group</b>	means HTG and any entity that it controls for the purpose of section 50AA of the Corporations Act (but read as though that section did not exclude fiduciary holdings where the relevant holdings are held for the ultimate benefit of HTG) or any other entity which is consolidated in the consolidated financial statements of HTG.
<b>Group Member</b>	means HTG and any other company, trust or other entity included in the Group.
<b>HTG</b>	means Harvest Technology Group (ACN 149 970 445).
<b>Ineligible Shareholder</b>	means a Shareholder that is not an Eligible Retail Shareholder.
<b>Institutional Entitlement Offer</b>	means the offer of New Shares to Eligible Institutional Shareholders and Institutional Investors, as described in Section 1.2.
<b>Institutional Investor</b>	means a person: <ul style="list-style-type: none"> <li>(a) in the case of a person with a registered address in Australia, who is an "exempt investor" as defined in ASIC Corporations (Non-Traditional Rights Issue) Instrument 2016/84; or</li> <li>(b) if outside Australia, to whom offers for issues of Shares may lawfully be made without the need for a lodged product disclosure statement, prospectus or other disclosure document or other lodgement, registration, filing with or approval by a governmental agency.</li> </ul>
<b>Institutional Issue Date</b>	means the date in the issue of the issue of New Shares under the Institutional Entitlement Offer.
<b>Institutional Shareholder</b>	means a holder of Shares on the Record Date who is an Institutional Investor.
<b>Investor Presentation</b>	means the investor presentation dated 13 December 2021 in relation to the Entitlement Offer and annexed as Annexure B to this Retail Offer Booklet.
<b>Issue Date</b>	means Friday, 21 January 2022 in respect of the New Shares to be issued under the Retail Entitlement Offer.
<b>Issue Price</b>	means the issue price per New Share, being \$0.21 per New Share or Top up Share.
<b>Key Risks</b>	means the risks set out in the Investor Presentation.
<b>New Shares</b>	means Shares offered under the Entitlement Offer.
<b>Offer Information Line</b>	means the telephone call centre for the Entitlement Offer which is available on 1300 850 505 (from within or outside of Australia) between 8.30 am and 5.00 pm (Sydney time), Monday to Friday during the Retail Offer Period.
<b>Offer Materials</b>	means the materials issued to the market and to Institutional Investors and Shareholders in connection with the Offer.
<b>Options</b>	means an option to acquire a Share.
<b>Record Date</b>	means 7.00 pm (Sydney time) on Wednesday, 15 December 2021.
<b>Registry</b>	means Computershare Investor Services Pty Limited (ABN 48 078 279 277).
<b>Retail Closing Date</b>	means the time and date on which the Retail Entitlement Offer closes, being 5.00 pm (Sydney time) on Friday, 14 January 2022.
<b>Retail Entitlement Offer</b>	means the offer of New Shares to Eligible Retail Shareholders, as described in Section 1.1.

<b>Retail Offer Booklet</b>	means this booklet dated 20 December 2021, including the ASX Announcement and the Investor Presentation.
<b>Retail Offer Period</b>	means the period from the date the Retail Entitlement Offer opens until the Retail Closing Date.
<b>Share</b>	means a fully paid ordinary share in HTG.
<b>Shareholder</b>	means the registered holder of a Share.
<b>Retail Shortfall</b>	means the shortfall under the Retail Entitlement Offer as described in Section 1.5.
<b>Retail Shortfall Shares</b>	means the New Shares and Top up Shares not subscribed for by Eligible Retail Shareholders.
<b>Timetable</b>	has the meaning given in the timetable set out on page 8 of this Retail Offer Booklet.
<b>Top-up Facility</b>	means the offer of Top-up Shares to Eligible Retail Shareholders that have fully subscribed to the Entitlement Offer as described in Section 1.4.
<b>Top-up Shares</b>	means New Shares in excess of a Shareholder's Entitlement for which the Shareholder may apply under the Top-up Facility.
<b>Underwriter</b>	means MA Moelis Australia Advisory Pty Ltd (ABN 72 142 008 446).
<b>United States</b>	means the United States of America, its territories and possessions, any state of the United States of America and the District of Columbia.
<b>U.S. Securities Act</b>	means the U.S. Securities Act of 1933, as amended.

## 6. Corporate Directory

### Directors

Paul Guilfoyle  
Jeffery Sengelman  
Rodney Evans  
Marcus Machin  
Stuart Carmichael

Executive Director and Group CEO  
Non-Executive Chairman  
Non-Executive Director  
Non-Executive Director  
Non-Executive Director

### Company Secretary

Joel Ives  
Jack Rosagro

### Share Registry

Computershare Investor Services Pty Limited  
Level 11, 172 St Georges Terrace  
Perth WA 6000  
Phone: +61 1300 552 270

### Registered Office

Ground Floor, 16 Ord Street  
West Perth WA 6005  
Phone: +61 8 6370 6370  
Email: [investor@harvest-tech.com.au](mailto:investor@harvest-tech.com.au)  
Website: [www.harvest.technology](http://www.harvest.technology)

### Auditor\*

HLB Mann Judd (WA Partnership)  
Level 4, 130 Stirling Street  
Perth WA 6000

### Underwriter

MA Moelis Australia Advisory Pty Ltd  
Level 27, Governor Phillip Tower  
One Farrer Place  
Sydney NSW 2000

### HTG Offer Information Line

1300 850 505 (toll free within Australia)  
+61 (03) 9415 4000 (outside Australia)

Open between 8.30 am and 5.00 pm (Sydney time) Monday to Friday during the Retail Offer Period

### Legal Adviser

HWL Ebsworth Lawyers  
Level 20, 240 St Georges Terrace  
Perth WA 6000

\* These entities are included for information purposes only. They have not been involved in the preparation of this Offer Booklet.





## Annexure A – ASX Announcement

Announcement to ASX  
ASX Code: HTG

December 13, 2021

### Harvest Launches Equity Raising to Pursue Strategic Growth

**December 13, 2021:** Harvest Technology Group Limited (ASX:HTG) (“**Harvest**”, “**Company**”, “**Group**” or “**HTG**”) is pleased to announce the following:

- Harvest continues to consistently achieve milestones in its Three-Phase Strategic Plan and is strongly positioned to deliver on the next Phase
- A 1 for 10 accelerated non-renounceable entitlement offer to raise up to approximately A\$11.1 million (“**Equity Raising**”) to fund working capital for identified key applications in line with Harvest’s Three-Phase Strategic Plan
- The Equity Raising is partially underwritten and together with commitments received from major shareholders the minimum proceeds are A\$3.0 million (“**Committed Amount**”)

#### DELIVERING ON ITS THREE PHASE STRATEGIC PLAN

Harvest has established key partnerships through formal agreements with technology leaders in global communications.

- Established global reseller agreement with Speedcast, the world’s leading communications and IT services provider. Speedcast’s SmartView™ solution is powered by Harvest and significantly enhances Harvest’s global sales capability
- Proof of concept integration of Infinity Nodestream with WebEx by Cisco is complete. Creation of a scalable dedicated API for end user on-demand integration of Infinity Nodestream into WebEx has commenced
- Development partner for Inmarsat’s VELARIS network, Harvest will play a critical function in the global roll-out of Inmarsat’s bespoke connectivity service designed specifically for the rapidly growing commercial UAV sector

Group Chief Executive Officer, Paul Guilfoyle said “Harvest has continued to deliver on its Three-Phase Strategic Plan in recent years, culminating in the establishment of a number of key partnerships with global technology leaders. These partnerships coupled with our strong technology platform, high global technology demand and substantial pipeline underpin our goal to significantly grow revenue through 2022 and beyond.”

#### WEBEX PROOF OF CONCEPT COMPLETE

Harvest partnered with Innovation Central Perth (led by Cisco and Curtin University) to successfully prove technical viability of integration of its ultra-low bandwidth Infinity solution with WebEx by Cisco using an open API (see ASX release dated the 6<sup>th</sup> September 2021).



Announcement to ASX  
ASX Code: HTG

WebEx by Cisco is the leading enterprise solution for video conferencing, with billions of calls connected each month and other leading technology add-ins such as real-time language translation.

Harvest's Infinity technology can reduce minimum data streaming requirements by ~3x, increasing the global capacity and connectivity of platforms such as Cisco's WebEx. Further updates to be provided in due course.

### **RESELLER AGREEMENTS PROGRESSING**

Harvest is currently in negotiations with several established Global resellers for the integration of Infinity Nodestream into their existing sales and distribution channels. Utilisation of these networks will maximise Harvest's penetration and speed to market worldwide through resale of the Infinity suite of products. Harvest is seeking to enter into new reseller agreements across target sectors of Maritime and Energy, Defence and Government, Security and Surveillance, Utilities and Light Industry, Unmanned Systems/Vehicles, and Broadcasting/Conferencing.

### **OPSIVITY OPENS NEW MARKETS**

Harvest launched into the U.S. a wholly owned software-as-a-service (SaaS) subsidiary, Opsivity, for the remote field operations market. The market is estimated to include 600 million field technicians worldwide.

Opsivity uses AI and AR to harness knowledge and share operational expertise across field teams to rapidly solve technical issues in real-time to increase field productivity, minimise down-time, and keep operations running. The capability to capture and share knowledge is particularly useful as companies face the impending brain drain due to retiring baby boomers and a global labour shortage exacerbated by the current Covid environment.

Opsivity is increasing sales and marketing for 2022 targeting customers in the oil and gas, utilities, offshore marine, transport and logistics, telecommunications, and repair services sectors.

### **DETAILS OF THE ENTITLEMENT OFFER**

Harvest announces a 1 for 10 accelerated non-renounceable entitlement offer to raise up to A\$11.1 million (before costs) through the issue of approximately 53 million new ordinary HTG shares. The Equity Raising will comprise of an institutional entitlement offer and a retail entitlement offer. The Committed Amount is A\$3.0 million, comprising the underwritten amount and major shareholder commitments.

New shares will be offered at an issue price of A\$0.21 per share, representing a:

- 8.7% discount to the last close price of A\$0.23 per share on 10 December 2021;
- 11.2% discount to 5-day VWAP of A\$0.24 per share on 10 December 2021; and
- 8.0% discount to TERP of A\$0.23 per share.

Harvest will use the proceeds from the Equity Raising to fund the achievement of Phase 2 in line with Harvest's Three-Phase Strategic Plan, including the following:

Ground Floor, 16 Ord Street West Perth WA 6005 P: +61 8 9482 0500  
ABN: 77 149 970 445



Announcement to ASX  
ASX Code: HTG

- Increased customer sales and marketing activities
- Development of industry partner and collaborator networks
- Increased global customer support services
- Formation of defence supplier division
- Release of enhanced Nodestream software application and new RIS system
- Integration of enhanced Nodestream software application into Opsivity SaaS platform
- Ongoing research and development projects
- Expansion into UK/Europe region
- Procurement of increased capability through resources, systems, and infrastructure

The new shares issued under the Equity Raising will rank equally with existing HTG shares on issue.

#### TIMETABLE

Key event	Date
Trading halt and announcement of the Equity Raising	Monday, 13 December 2021
Announcement of results of the institutional entitlement offer; trading halt lifted	Wednesday, 15 December 2021
Record date for entitlement offer	Wednesday, 15 December 2021
Retail entitlement offer opens	Monday, 20 December 2021
Settlement of institutional entitlement offer	Wednesday, 22 December 2021
Allotment of institutional entitlement offer shares	Thursday, 23 December 2021
ASX quotation of shares under institutional entitlement offer	Friday, 24 December 2021
Retail entitlement offer closes	Friday, 14 January 2022
Retail shortfall bookbuild	Tuesday, 18 January 2022
Announcement of results of retail entitlement offer	Wednesday, 19 January 2022



Announcement to ASX  
ASX Code: HTG

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Settlement of retail entitlement offer	Thursday, 20 January 2022
Allotment of retail entitlement offer shares	Friday, 21 January 2022
ASX quotation of shares under retail entitlement offer	Monday, 24 January 2022

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All dates and times are indicative only and subject to change. Unless otherwise specified, all times and dates refer to Australian Eastern Daylight Time (AEDT).

#### **ADDITIONAL INFORMATION**

MA Moelis Australia Advisory Pty Ltd is acting as underwriter and sole lead manager to the Equity Raising. Alto Capital is acting as the co-manager to the Equity Raising.

Additional information about the Equity Raising, including key risks, is contained in the investor presentation released on the ASX today. The retail entitlement offer booklet will be released separately and mailed to eligible unitholders.

- End -

*This announcement was authorised for release by Mr. Paul Guilfoyle, Group Chief Executive Officer.*

---

#### **Corporate enquiries, please contact:**

Mr. Paul Guilfoyle  
Group Chief Executive Officer, Harvest Technology Group Limited  
Tel: +61 8 6370 6370  
Email: [investor@harvest-tech.com.au](mailto:investor@harvest-tech.com.au)

#### **Investor enquiries, please contact:**

Mr. Jack Rosagro  
Company Secretary  
Tel: + 61 8 9482 0511  
Email: [investor@harvest-tech.com.au](mailto:investor@harvest-tech.com.au)



Announcement to ASX  
ASX Code: HTG

**About Harvest Technology Group**

Harvest Technology Group Limited (ASX: HTG) is a global leader in network optimised remote operations that deliver real-time remote control, communication, automation and monitoring capabilities for the energy, resources, and renewables sectors. Based in Perth, Australia, the group of companies is revolutionising remote field services with ultra-low bandwidth Network Optimised Livestreaming solutions that enable customers to stay connected to operations and personnel anywhere in the world while utilising just a fraction of existing bandwidth resources.

To learn more please visit: [www.harvest.technology](http://www.harvest.technology)

If you would like to receive the HTG Insights Newsletter for future updates, please visit our website and subscribe at the bottom of the page.

## Annexure B – Investor Presentation



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## Disclaimer



This presentation is made available by Harvest Technology Group Limited ("HTG", "Company", "Group", "Harvest" or "we").

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Investors are cautioned that references to market size are provided for context only and are not intended to reflect HTG's target addressable market. HTG's ability to access global markets is limited by factors such as regulations and licensing requirements, local competition, geographical and linguistic barriers and other substantive barriers to entry.

No representation or warranty, express or implied, is made as to the fairness, accuracy, completeness or correctness of the information, opinions or conclusions contained in or derived from this presentation or any omission from this presentation or of any other written or oral information or opinions provided now or in the future to any person.

This presentation does not purport to contain all the information that a prospective investor may require in evaluating a possible investment in HTG nor does it contain all the information which would be required in a disclosure document prepared in accordance with the requirements of the Corporations Act and should not be used in isolation as a basis to invest in HTG. Recipients of this presentation must make their own independent investigations, consideration and evaluation of HTG.

HTG recommends that potential investors consult their professional advisor/s as an investment in HTG is considered to be speculative in nature.

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Unless otherwise specified, all references to \$ amounts are in Australian dollars.

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# Executive Summary



 <p>Connecting people in the most challenging environments</p>	<ul style="list-style-type: none"> <li>Harvest Technology Group Limited (ASX: HTG) ("<b>Harvest</b>") enables people and businesses to connect in the most challenging and remote environments</li> <li>Harvest's proprietary protocol allows the transfer of real time video, audio and data across ultra-low bandwidth with extremely low latency. The Harvest protocol:                             <ul style="list-style-type: none"> <li>Mitigates against buffering and lag with self-healing error correction algorithms that can survive 90% packet loss;</li> <li>Is industry and device agnostic, operating over both satellite and terrestrial networks; and</li> <li>Protects with high grade encryption (384-bit).</li> </ul> </li> </ul>
 <p>Established key partnerships and targeting more</p>	<ul style="list-style-type: none"> <li>Established global reseller agreement with Speedcast, the world's leading communications and IT services provider. Speedcast's SmartView™ solution is powered by Harvest and significantly enhances Harvest's global sales capability</li> <li>Proof of concept integration of Infinity Nodestream with WebEx by Cisco is complete. Creation of a scalable dedicated API for end user on-demand integration of Infinity Nodestream into WebEx has commenced</li> <li>Development partner for Inmarsat's VELARIS network, Harvest will play a critical function in the global roll-out of Inmarsat's bespoke connectivity service designed specifically for the rapidly growing commercial UAV sector</li> <li>Harvest is seeking to enter into new reseller agreements with negotiations ongoing with global leaders in target sectors</li> </ul>
 <p>Equity Raising</p>	<ul style="list-style-type: none"> <li>Harvest is undertaking a 1 for 10 accelerated non-renounceable entitlement offer ("<b>ANREO</b>") to raise up to approximately \$11.1 million ("<b>Equity Raising</b>")</li> <li>The Equity Raising is partially underwritten and together with commitments received from major shareholders the minimum proceeds are \$3.0 million ("<b>Committed Amount</b>")</li> <li>Issue price of \$0.21 per share, representing a 8.7% discount to the last close price of \$0.23 per share on 10 December 2021</li> <li>Proceeds to be used for working capital to continue to execute on Harvest's Three-Phase Strategic Plan</li> </ul>

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# Harvest is supported by strong platform and industry fundamentals



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# How does Harvest's protocol work



Harvest's proprietary protocol allows the transfer of real time video, audio and data across ultra-low bandwidth with extremely low latency



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# Key sectors are demanding more bandwidth



Global trends towards digitisation are driving demand for data access and availability, which is challenging in remote environments with existing network limitations and increasing congestion



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\* For source information refer to Slide 26, Appendix D, References

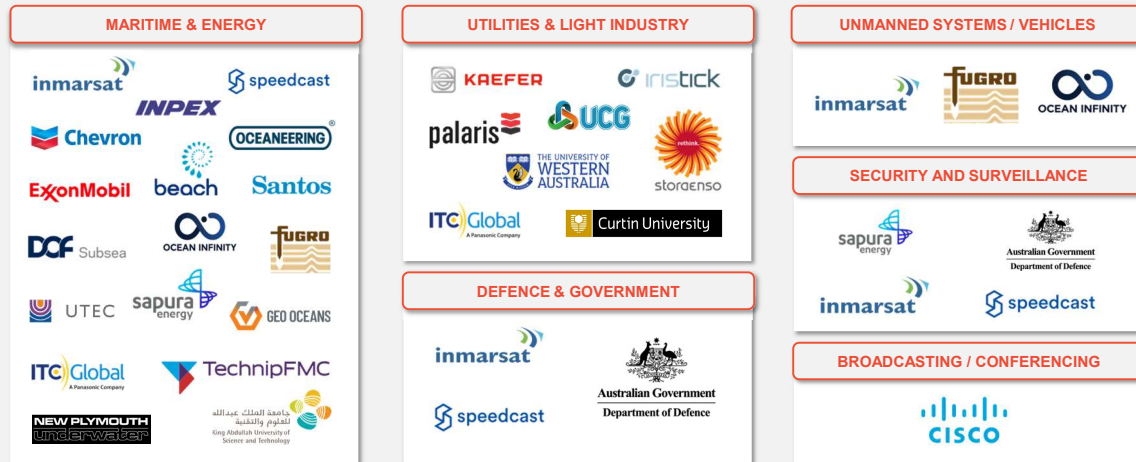
6



## Growing customer, collaboration and partner base



Harvest is growing its network of customers and partners to expand user growth and sales opportunities



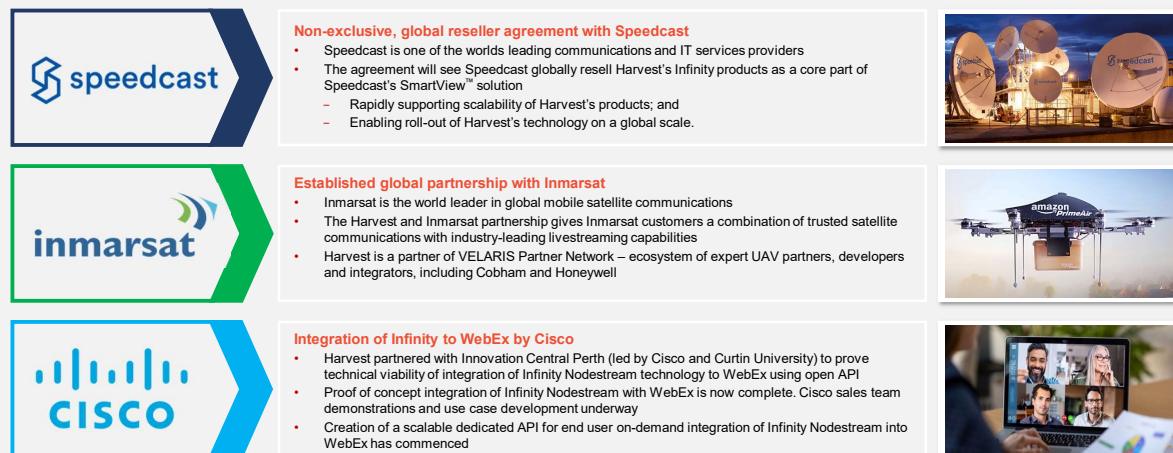
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## Key partnerships supporting Harvest's Stage 2 growth



Harvest has formal agreements with technology leaders in global communications



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# Global reseller agreement with Speedcast



Speedcast's SmartView™ powered by Harvest significantly enhances Harvest's sales capabilities and accelerates global roll-out

## Overview

- Speedcast is one of the world's largest remote communications solutions providers and currently serves over 3,200 customers in 140 countries
- Speedcast's SmartView™ solution is powered by Harvest enabling secure, high-definition video and audio to be streamed in real-time via satellite at a fraction of the bandwidth previously required
- The reseller agreement is highly complementary, providing a major value-add to Speedcast's SmartView™ solution offering, while providing access to an established, global customer base for Harvest
- Customers looking to digitally transform their operations can use Speedcast SmartView™ solution to conduct inspections and repairs for assets worldwide without requiring technicians to travel and work at remote sites

### Benefits to Harvest

- Leveraging of Speedcast's existing sales team and distribution channels to maximise penetration and speed to market through resale of the Infinity suite of products
- Revenue from hire of hardware and licensing of software on 12-month minimum plans, and SaaS products, in mid-2022

speedcast is a leader across major Harvest target markets



Commercial maritime



Cruise & Ferries



Broadcasting/Conferencing



Energy



Defence & Government



Utilities & Industry



Denotes Speedcast target markets with significant maritime exposure

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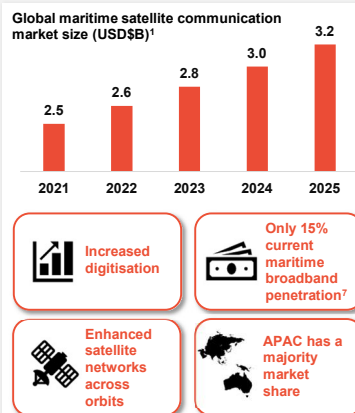
9

# Understanding the Harvest maritime opportunity



Harvest is targeting 1,000 licensing plans by the end of CY22 through its reseller arrangements

## Unprecedented demand for maritime satellite communications



## Maritime satellite communications reseller market access

Harvest target resellers		
	Status	Ships in existing networks <sup>8</sup> (#)
speedcast	Executed reseller agreement	~10,000
Company B	Qualified opportunity	~45,000
Company C	Qualified opportunity	~20,000

## Harvest maritime pricing

**INFINITY NODESTREAM**

Harvest solutions are sold per ship on 12-month minimum licensing plans

**4-channel solution**

~\$850 / month\*

**12-channel solution**

~\$1200 / month\*

\* based on average recommended retail price

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\* For source information refer to Slide 26, Appendix D, References

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# Partnering with Inmarsat to enhance global connectivity



Harvest's data optimisation technology is highly complementary to Inmarsat's new ELERA network

## Overview

- ELERA is a highly resilient L-Band satellite network with enormous application in bringing the fastest connections possible to customers in remote environments
- Always-on connectivity offers global coverage, high security and 99.9% availability
- ELERA is a major strategic program for Inmarsat and leverages the company's deep expertise in global mobile satcom services
- With wide application in various sectors, ELERA will provide new L-Band connectivity solutions at speeds that were previously not available

## Benefits to Harvest

- Harvest has been accepted as a member of the Inmarsat Application Solution Provider and Certified Application Provider networks with access to:
  - Inmarsat's customer distribution channels; and
  - Other Provider connectivity channels and regional presence to scale solutions into new sectors and geographies.
- Revenue from hire of hardware and licensing of software on 12-month minimum plans, and SaaS product monthly subscription

## Key ELERA capability highlights



L-band speeds up to 1.7Mbps



Simple deployment with small footprint, low-cost terminals



Network resilience to be supported by two of the most sophisticated commercial satellites ever created



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# Development partner for Inmarsat's VELARIS network



Harvest will play a critical function in the global roll-out of Inmarsat's bespoke connectivity service that is powered by ELERA and designed specifically for the commercial UAV sector

## Overview

- The commercial UAV market is forecast to grow to USD\$11.3B by 2028<sup>9</sup>
- Complex regulation, safety, monitoring and connectivity issues are presenting large barriers to delivering a scaled network of UAVs
- VELARIS leverages ELERA and Inmarsat's extensive experience in the aviation industry to provide a global, satellite powered ecosystem for the commercial drone market that enables:
  - Beyond Visual Line of Sight (BVLOS) operations;
  - One pilot to operate multiple UAVs remotely at scale; and
  - Alignment with global aerospace regulation and safety requirements.

## Benefits to Harvest

- Opportunities for Harvest to expand its industry partner network in the area of aviation and gain access to Inmarsat aviation customers
- Revenue through embedding of Harvest technology in Inmarsat satellite terminals on a software license per unit per month basis

inmarsat and Harvest to play a critical role in the global adoption of UAVs



## Smart logistics

Up to 80% of commercial deliveries could be made by autonomous vehicles by 2026



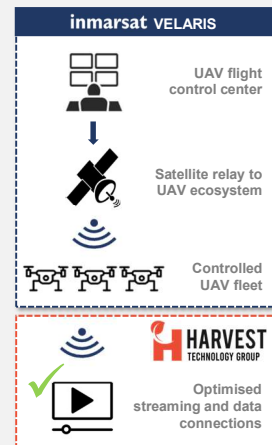
## Infrastructure inspection

Persistent asset monitoring will increase the efficiency and safety of maintaining critical infrastructure



## Medical aid

Reduction in delivery times for aid to remote and harsh environments will revolutionise emergency medicine



Harvest Technology Group Ltd | Equity Raising Presentation December 2021

\* For source information refer to Slide 26, Appendix D, References

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# Viasat acquisition of Inmarsat



The Viasat and Inmarsat merger positions Harvest to integrate products into a larger global platform

## Overview

Viasat + inmarsat is a more significant global networks company

- 8 November 2021: Viasat (NASDAQ: VSAT) and Inmarsat announced Viasat will acquire Inmarsat in a transaction valued at USD\$7.3B
- The combined company intends to integrate the technology assets of both companies into a global high-capacity hybrid space and terrestrial network
- As a result of the combination, Viasat intends to:
  - Grow investment in U.K. space communications in support of the National Space Strategy
  - Bring additional space capabilities and long term, highly skilled engineering and related jobs
  - Preserve and grow Inmarsat's London headquarters, as well as its footprint in Australia, Canada and EMEA

### Benefits to Harvest

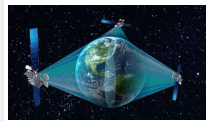
- Access to Viasat's customer and distribution channels with the opportunity to establish a more scalable global footprint for Harvest's products in new sectors and regions, including space



**Financial strength**  
Increased financial strength, supporting innovation, investors, customers and workforce



**Enhanced innovation**  
Enhanced growth and innovation opportunities through fusion of complementary assets and resources



**New services**  
New and better services for customers, creating more choice in fragmented and highly competitive sectors

### MergeCo key metrics

**USD\$4.1B**  
CY21E Revenue

**19**  
Satellites in service

**10**  
Satellites under construction

Harvest Technology Group Ltd | Equity Raising Presentation December 2021

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# Integration with WebEx by Cisco



Proof of concept integration of Infinity Nodestream with WebEx by Cisco is complete

## Overview

- WebEx by Cisco is the leading enterprise solution for video conferencing, with billions of calls connected each month and other leading technology add-ins such as real-time language translation
- In partnership with Innovation Central Perth, Harvest undertook a proof of concept to integrate its Infinity Nodestream data optimisation technology with WebEx by Cisco using open API
- Proof of concept completed successfully with Cisco sales team demonstrations and use case development underway
- Creation underway of scalable dedicated API for end user on-demand integration of Infinity Nodestream to WebEx
- Harvest's Infinity technology can reduce minimum data streaming requirements to as low as 256 kbps, significantly increasing the global capacity and connectivity of Cisco's WebEx

### Benefits to Harvest

- Proof of concept successful, with Cisco sales team demonstrations and user case development underway
- Opportunity to establish a scalable software licensing agreement

**webex** is the leading enterprise solution for video conferencing



**600 million**  
Global monthly users



**6 billion**  
Calls connected per month



**Real time translation**  
100+ different languages supported



**1000 total**  
Meeting participant limit

### WebEx standalone



**900 kbps**  
Minimum data 720p HD video<sup>10</sup>

### Harvest integration\*\*

**webex**



**256 kbps**  
Minimum data using Harvest

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\* For source information refer to Slide 26, Appendix D, References

\*\* Refer to ASX release dated 6<sup>th</sup> September 2021. The group notes there is no revenue attributable to this initial project at this time.

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# Opsivity™ field support application (SaaS)



Opsivity is a field support application (SaaS) developed by Harvest that can be installed on existing devices allowing technicians to connect, capture, and collaborate remotely

## Overview

opsivity provides significant operational support in three ways

### Field Service Collaboration

- Connect technicians from anywhere with subject matter experts and documentation. Accelerate onboarding of new field hires using the know-how of your most experienced people

### Field Service Management

- Collaboration to deliver faster solutions for break-fix, maintenance and inspection. Associate assigned jobs with questions, checklists and video calls

### Field Service Knowledgebase

- Maximal uptime and efficiency by linking field teams with operational expertise. Capture interactions in real time to archive organisational know-how. Enable anytime access for future issue resolution



### Artificial intelligence

AI enabled Smart Recommendation helps solve field issues in real-time and avoid costly downtime



### Augmented Reality

Technicians are automatically connected to Subject Matter Experts via live chat or video, where annotated photos of the situation are shared



### Proactive operational Knowledgebase

Every support interaction is stored, searchable, and utilises AI algorithms to provide expertise on demand

## Opsivity key metrics



150%

Targeted 2022 Revenue growth



1300

Current users



10x

Targeted 2022 user growth

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\* For source information refer to Slide 26, Appendix D, References

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# Harvest continues to deliver on its 3-Phase Strategic Plan



Global industry partnerships have laid the groundwork for growth in Phase 2

Harvest's goal is to achieve significant revenue growth in FY22 and beyond

## Target revenue mix:



<15%

Hardware



~30%

Software Licensing



>55%

SaaS

## Phase 1: Speed and scalability

- Establish business systems and infrastructure
- Build product teams and offices
- Establish customer base
- Establish US presence

✓ Completed

- Establish global industry partners to support scalability and diversification of customer base and revenue streams
- Acquisition of US based SaaS company
- US SaaS product launch - Opsivity™

✓ Completed

## Phase 2: Income diversity and expansion

- Grow customer and partner relationships and sales
- Build defence supplier division
- Release enhanced Nodestream software application and integrate with Opsivity
- Release new RIS system
- Increased global user support services

speedcast

webex

inmarsat

simPRO

INFINITY

opsivity



Harvest has consistently achieved milestones in its Three-Phase Strategic Plan and is strongly positioned to deliver on Phase 2

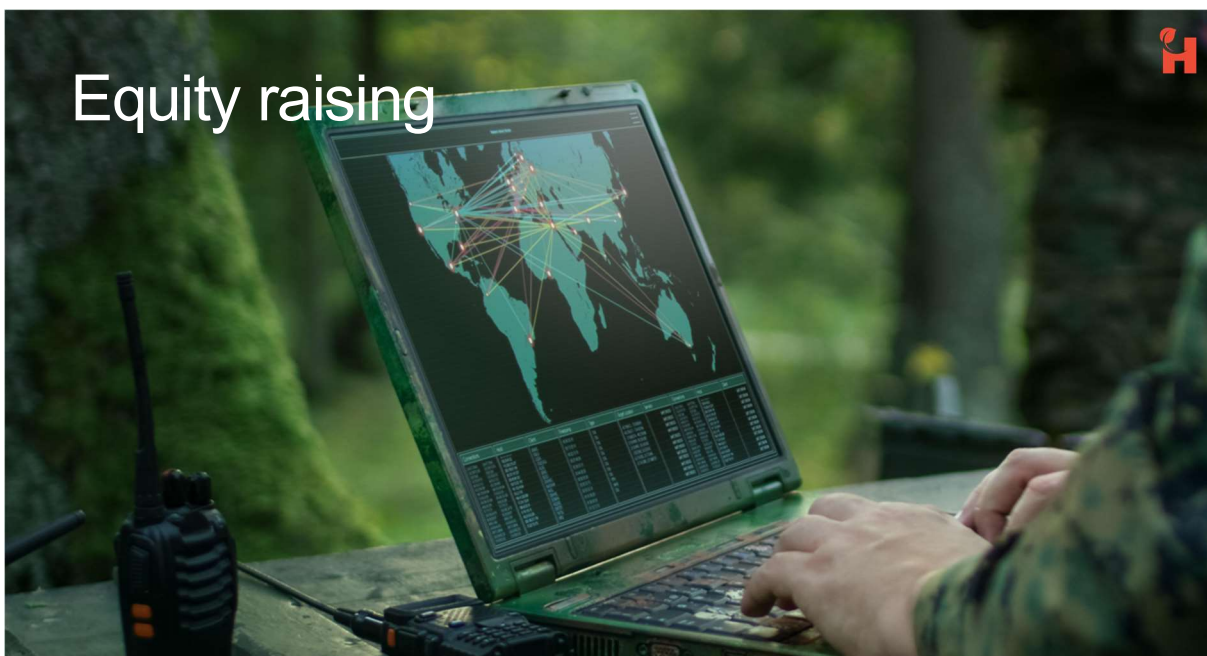
Delivering on Phase 2 in accordance with 3-Phase Strategic Plan

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# Equity raising



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## Equity raising details

Sources of proceeds	\$m
Equity Raising proceeds	11.1
<b>Total sources</b>	<b>11.1</b>

Uses of proceeds	\$m
Working capital	10.2
Transaction costs	0.9
<b>Total uses</b>	<b>11.1</b>

Key metrics <sup>1</sup>	
Equity Raising issue price per share	\$0.21
Discount to late close price	8.7%
Discount to the 5-day VWAP	11.2%
Discount to TERP	8.0%



Equity raising structure



Use of proceeds



Ranking

- Harvest is undertaking a 1 for 10 accelerated non-renounceable entitlement offer to raise up to approximately \$11.1 million. The Equity Raising will comprise of an institutional entitlement offer and a retail entitlement offer
- Committed Amount of \$3.0 million, comprising the underwritten amount and major shareholder commitments
- The available cash will be used for the following identified key applications in line with Harvest's Three-Phase Strategic Plan:
  - Increased customer sales and marketing activities
  - Development of industry partner and collaborator networks
  - Increased global customer support services
  - Formation of defence supplier division
  - Release of enhanced Nodestream software application and new RIS system
  - Integration of enhanced Nodestream software application into Opsivity SaaS platform
  - Ongoing research and development projects
  - Expansion into UK/Europe region
  - Procurement of increased capability through resources, systems and infrastructure
- New shares issued under the Equity Raising will rank equally with existing HTG shares from the date of issue

Note: 1. Discount to last close, 5-day VWAP and theoretical ex-rights price ("TERP") metrics as at 10 December 2021.  
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## Indicative timetable



Key event	Date
Trading halt and announcement of the Equity Raising	Monday, 13 December 2021
Announcement of results of the institutional entitlement offer, trading halt lifted	Wednesday, 15 December 2021
Record date for entitlement offer	Wednesday, 15 December 2021
Retail entitlement offer opens	Monday, 20 December 2021
Settlement of institutional entitlement offer	Wednesday, 22 December 2021
Allotment of institutional entitlement offer shares	Thursday, 23 December 2021
ASX quotation of shares under institutional entitlement offer	Friday, 24 December 2021
Retail entitlement offer closes	Friday, 14 January 2022
Retail shortfall bookbuild	Tuesday, 18 January 2022
Announcement of results of retail entitlement offer	Wednesday, 19 January 2022
Settlement of retail entitlement offer	Thursday, 20 January 2022
Allotment of retail entitlement offer shares	Friday, 21 January 2022
ASX quotation of shares under retail entitlement offer	Monday, 24 January 2022

Note: The timetable above is indicative only and is subject to change without notice. Unless otherwise specified, all times and dates refer to Australian Eastern Daylight Time (AEDT).  
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## Key takeaways



**STRONG TECHNOLOGY BACKED PLATFORM**

- ✓ Unique proprietary technology in use with blue chip clients
- ✓ Competitive position backed by in house trades secrets
- ✓ Committed founder management team aligned to the business

**HIGH GLOBAL TECHNOLOGY DEMAND**

- ✓ Estimated market size across identified sectors of USD\$132B\*
- ✓ Live, high quality and reliable data transmission is critical for real-time decision-making

**SUBSTANTIAL PIPELINE**

- ✓ Significant existing customer base with more than 10,000 targeted customers

**ESTABLISHED KEY PARTNERSHIPS**

- ✓ Formal agreements with technology leaders in global communications
- ✓ Revenue from hire of hardware and licensing of software on 12-month minimum plans
- ✓ SaaS products with recurring revenue

**HIGH GROWTH OUTLOOK**

- ✓ Goal to achieve significant revenue growth in FY22 and beyond

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\* For source information refer to Slide 26, Appendix D, References

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# Appendices

## Appendix A – Key risks

## Appendix B – International Offer Restrictions

## Appendix C – Material Contracts

## Appendix D – References

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## Appendix A

# Key risks

### Growth strategies

HTG has a number of strategies in place to generate future growth and earnings. There is a risk that the implementation of growth strategies will be subject to delays or cost overruns and there is no guarantee that these strategies will generate the customer demand, full financial benefits anticipated or result in future sales and earnings growth and may not deliver a return on investment. Furthermore, the implementation of growth strategies may lead to changes to HTG's business or the customer experience which may result in unintended adverse consequences.

### Stage of Development

There is a risk that HTG (being at an early stage of development) may not be able to manage accelerated growth, which could impact the financial results and growth funding of HTG, as well as the share price of the Company. The Company does not currently generate positive cash-flow and requires funding to deliver on its strategy.

### Future profitability

The Company's limited financial history creates uncertainty in relation to the business and its prospects. There can be no certainty that Harvest will achieve or sustain profitability or achieve or sustain positive cash flow from its operating activities. The Group's profitability may be impacted by many factors and the extent of future profits (if any) and the time required to achieve sustained profitability are uncertain and cannot be reliably predicted.

### Supplier and customer relationships

The Group relies on key business relationships to deliver its services. There are multiple suppliers for the Company to contract with. A failure to maintain supplier relationships generally could result in a loss of support, which could adversely impact the business operations and the financial results. In particular, the Company has four significant supplier contracts with Avidia, Corsair Solutions, Server Case UK, and Metcase. A loss of these arrangements would therefore have a materially adverse impact on the operability and profitability of the Company in its delivery and support of hardware products.

### Credit and counterparty risk

HTG is exposed to credit risks relating to the delayed payments or non-payments from its customers, including in the event a customer ceases operations or suffers an insolvency event, or an inability to recover payments from customers outside Australia. If a material portion of customers were to default in payment under their respective arrangements with HTG, this could have a material adverse effect on the Company's business, operating results and financial condition, including decreasing operating cash flows. Furthermore, while the Company has not observed a material decline in collections relative to its historical levels, investors should note that there may be an increased risk of default as a result of poor economic conditions if the spread of COVID-19 and the current geo-political situation in Asia continues.

### Data Loss, Theft or Corruption

The Company stores data in its own systems and networks. Exploitation or hacking of any of these systems or networks could lead to corruption, theft or loss of the data which could have a material adverse effect on the Company's business, financial condition and results. Further, if the Company's systems, networks or technology are subject to any type of 'cyber' crime, its technology may be perceived as insecure which may lead to a decrease in the number of customers.

### Research and Development and Technical Risk

HTG's products are the subject of continuous research and development in order to meaningfully improve the products' usability, scalability and performance. There are no guarantees that the Company will be able to undertake such research and development successfully. Failure to successfully undertake such research and development, anticipate technical problems, or estimate research and development costs or timeframes accurately will adversely affect the Company's results and viability.

### Technology Risk

The Company's market involves rapidly evolving products and technological change. To succeed, the Company will need to research,

develop, design, develop, test, market and support enhancements to its existing products and new products, on a timely and cost-effective basis. The Company cannot guarantee that it will be able to engage in research and development at the requisite levels. The Company cannot assure investors that it will successfully identify new technological opportunities and continue to have the needed financial resources to develop new products in a timely or cost-effective manner.

### Competition

HTG's ability to attract and retain customers will be affected by alternative service and price offerings by products and technologies developed by competitors in the markets in which HTG operates which may render the Company's products and systems obsolete or non-competitive.

### Intellectual Property Rights

A substantial part of the Company's commercial success will depend on its ability to establish and protect HTG's intellectual property to maintain trade secret protection and operate without infringing the proprietary rights of third parties. The commercial value of these intellectual property assets is dependent on any relevant legal protections. These legal mechanisms, however, do not guarantee that the intellectual property will be protected or that the Company's competitive position will be maintained. No assurance can be given that employees or third parties will not breach confidentiality agreements, infringe or misappropriate the Company's intellectual property or commercially sensitive information, or that competitors will not be able to produce non-infringing competitive products. Competition in retaining and sustaining protection of technologies and the complex nature of technologies can lead to expensive and lengthy disputes for which there can be no guaranteed outcome. There can be no assurance that any intellectual property which the Company (or entities it deals with) may have an interest in now or in the future will afford the Company commercially significant protection of technologies, or that any of the projects that may arise from technologies will have commercial applications. It is possible that third parties may assert intellectual property infringement, unfair competition or like claims against HTG or the Company under copyright, trade secret, patent, or other laws. While the Company is not aware of any claims of this nature in relation to any of the intellectual property rights in which it has or will acquire an interest, such claims, if made, may harm, directly or indirectly, the Company's business. If the Company is forced to defend claims of intellectual property infringement, whether they are with or without merit or are determined in the Company's favour, the costs of such litigation will be potentially significant and may divert management's attention from normal commercial operations. Additionally, securing rights to (or developing) technologies complementing HTG's existing intellectual property will also play an important part in the commercial success of the Company. There is no guarantee that such rights can be secured, or such technologies can be developed.

### Key management personnel

HTG relies heavily on its existing key management personnel, who have intimate knowledge of the business. If a member of the Company's key management team were to resign or leave the businesses this could have an adverse effect on HTG's performance, and there is no guarantee that HTG could attract a suitably qualified replacement, or if it is able to do so, how long it may take to attract and employ such a replacement.

### Legal or regulatory risks

HTG operates in a regulated environment. It is subject to having its market behaviour monitored and regulated by ASIC, ASX, ACCC and other applicable agencies. There are also several consumer groups that monitor the conduct of data optimisation service providers. The viability and profitability of HTG may be affected by changes to government policies and legislation of Australia or any other country where the Company may acquire or operate economic interests, including but not limited to those relating to the data optimisation and transfer pricing and taxation.

### Litigation

The Company is exposed to possible litigation risks including, but not limited to, intellectual property ownership disputes, contractual claims, environmental claims, occupational health and safety claims and employee claims. Further, the Company may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute if proven, may impact adversely on the Company's operations, financial performance and financial position. The Company is not currently engaged in any litigation.

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# Key risks (cont.)

## Accounting Standards and Tax Laws

The Company is exposed to the risk of changes to accounting standards, applicable laws or their interpretation which may have a negative effect on the Company, its investments or returns to Shareholders including the risk of non-compliance with reporting or other legal obligations. Any change to the rate of company income tax in jurisdictions in which the Company operates will impact on shareholder returns.

## Financial Environment

Changes in the general economic climate in which the Company operates may adversely affect the financial performance of the Company and the value of its assets. Factors which contribute to that general economic climate include:

- Contractions in the world economy or increases in rates of inflation resulting from domestic or international conditions (including movements in domestic interest rates and reduced economic activity);
- International currency fluctuations and changes in interest rates;
- The demand for and supply of capital and finance;
- Changes in government legislation and regulatory policy, including with regard to rates and types of taxation; and
- Domestic and international economic and political conditions.

Further, share market conditions may affect the value of the Company's quoted shares regardless of the Company's operating performance. Share market conditions are affected by factors such as:

- General economic outlook;
- Interest rates and inflation rates;
- Currency fluctuations;
- Changes in investor sentiment toward particular market sectors;
- The demand for, and supply of, capital; and
- Terrorism or other illegal acts.

## Disputes

The activities of the Company may result in disputes with third parties, including, without limitation, the Company's investors, competitors, regulators, partners, distributors, customers, directors, officers and employees, and service providers. The Company may incur substantial costs in connection with such disputes.

## Additional Requirements for Capital

The funds raised under the Offer are considered sufficient to meet the current proposed objectives of the Company. Additional funding may be required in the event future costs exceed the Company's estimates and to effectively implement its business and operations plans in the future, to take advantage of opportunities for acquisitions, joint ventures or other business opportunities, and to meet any unanticipated liabilities or expenses which the Company may incur.

The Company may seek to raise further funds through equity or debt financing, joint ventures or other means. Failure to obtain sufficient financing for the Company's activities and future projects may result in delay and indefinite postponement of its research and development programmes. There can be no assurance that additional finance will be available when needed or, if available, the terms of the financing might not be favourable to the Company and might involve substantial dilution to Shareholders.

## Government Contracts

A portion of the Company's revenues may depend on the Company's ability to do business with the Australian, U.S. and other foreign governments and their various agencies, whether directly or indirectly. Such customers may:

- Award or terminate contracts at their convenience;
- Terminate, reduce or modify contracts or subcontracts if its requirements or budgetary constraints change;
- Cancel multi-year contracts and related orders if funds become unavailable;
- Shift their spending priorities;
- Adjust contract costs and fees based on audits done by its agencies;
- Use and practice intellectual property developed in the performance of a government contract or subcontract;

- Claim rights to intellectual property not properly protected pursuant applicable contract terms;
- Seek penalties and fines exceeding the value of a contract for contract activity that results in the submission of a false claim to the government;
- Debar the Company or its subsidiaries because of legal and other actions undertaken by or against the Company or its subsidiaries, the Company's officers, directors, shareholders, employees and affiliates, or convictions of the Company's officers, directors, shareholders, employees or affiliates; and
- Inquire about and investigate business practices and audit compliance with applicable rules and regulations.

## Export Controls

The United States Government and other governments impose export controls to protect national security interests and promote foreign policy objectives. Such export controls are particularly prevalent in technologies that may have defence, data or telecommunication applications. The impact of export controls can restrict the manner in which a product or service is commercialised, and to the extent that the controls prevent HTG from commercialising its products or limit competition for its products and services, such export controls may adversely impact HTG's revenues.

## Foreign Exchange

The Company will be operating in a variety of jurisdictions (both for its customer both and its supply chain), including the United States of America and Australia, and as such, expects to generate revenue and incur costs and expenses in more than one currency. Consequently, movements in currency exchange rates may adversely or beneficially affect the Company's results or operations and cash flows. For example, the appreciation or depreciation of the US dollar relative to the Australian dollar would result in a foreign currency loss or gain. Any depreciation of currencies in foreign jurisdictions in which the Company operates may result in lower than anticipated revenue, profit and earnings of the Company.

## Insurance Coverage

The Company faces various risks in conducting its business and may lack adequate insurance coverage or may not have the relevant insurance coverage. The Company has arranged and maintains insurance coverage for its employees (such as travel insurance, workers compensation, and health insurance policies for some of its overseas employees), public liability, motor vehicle, marine cargo, Directors & Officers, as well as and other insurances such as general liability covering office and contents, however it does not currently propose to arrange and maintain product liability, professional indemnity or business interruption insurance. The Company will need to review its insurance requirements periodically. If the Company incurs substantial losses or liabilities and its insurance coverage is unavailable or inadequate to cover such losses or liabilities, the Company's financial position and financial performance may be adversely affected. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company.

## Infectious diseases and COVID-19

Infectious diseases such as COVID-19 could interrupt HTG's operations, impair deployment of its solutions to customers and prevent customers from honouring their contractual obligations. Such diseases can also cause hospitalisation or death of HTG's existing and potential customers and staff. Containment strategies imposed by governments are likely to inhibit the installation and maintenance of HTG's products, as well as causing disruptions to supply chains and delays in sourcing component parts. The Company has sufficient material to deliver current orders and will aim to meet future demand through commercial terms that protect lead times and force majeure events. The Company has also created work-from-home procedures to manage business continuity risks if required.

## Climate Change

HTG's services could be impacted by significant adverse weather conditions such as hurricanes, cyclones, or high winds impacting on the operation of its equipment or other adverse weather conditions or floods impacting third party networks on which the Company depends, which could have an adverse impact on future operations and profitability. HTG recognises that adverse climate change events may have an adverse impact on the general economic climate in which it operates, may impact the supply and price of hardware components and may adversely impact HTG's logistics.

# International offer restrictions

This document does not constitute an offer of New Shares of the Company in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the New Shares may not be offered or sold, in any country outside Australia except to the extent permitted below.

## Hong Kong

WARNING: This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the "SFO"). Accordingly, this document may not be distributed, and the New Shares may not be offered or sold, in Hong Kong other than to "professional investors" (as defined in the SFO and any rules made under that ordinance).

No advertisement, invitation or document relating to the New Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to New Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors. No person allotted New Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

## New Zealand

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the "FMC Act").

The New Shares are not being offered to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016.

Other than in the entitlement offer, the New Shares may only be offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) to a person who:

- is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

## Singapore

This document and any other materials relating to the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of New Shares, may not be issued, circulated or distributed, nor may the New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part XIII of the Securities and Futures Act, Chapter 289 of Singapore (the "SFA"), or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA.

This document has been given to you on the basis that you are (i) an "institutional investor" (as defined in the SFA) or (ii) an "accredited investor" (as defined in the SFA). If you are not an investor falling within one of these categories, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the New Shares being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

## United States

This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. Any securities described in this document have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, registration under the US Securities Act and applicable US state securities laws.

# Material Contracts



The Company has entered into an underwriting agreement with MA Moelis Australia Advisory Pty Ltd (ABN 72 142 008 446) (**Underwriter**) (**Underwriting Agreement**), pursuant to which the Underwriter has agreed to be the sole and exclusive bookrunner, lead manager and underwriter to the Entitlement Offer on the terms and conditions of the Underwriting Agreement.

The Underwriter has agreed to underwrite the Institutional Entitlement Offer up to \$3.0 million.

The Underwriter will be paid the following fees (excluding GST) for providing these services:

- (a) a management fee of 2% of the funds raised under the Institutional Entitlement Offer;
- (b) an underwriting of 3% of the amount raised under the Institutional Entitlement Offer, (excluding any portion of the institutional offer amount received from subscriptions of institutional acceptance securities);
- (c) a management fee of 2% of the funds raised under the Retail Entitlement Offer; and
- (d) a selling fee of 3% of the funds raised under the Retail Entitlement Offer from subscriptions of retail shortfall securities that the Underwriter has procured.

Further to the above, HTO may resolve to pay a discretionary incentive fee of up to 1.0% of the total funds raised under the Entitlement Offer to the Underwriter.

The Company must also pay to the Underwriter other reasonable costs and expenses including legal and out-of-pocket expenses incurred by the Underwriter in relation to the Entitlement Offer.

The Underwriting is subject to termination events, some of which are materially qualified and have been marked with an \*\*\*. The termination events are set out as follows (with terms as defined in the Underwriting Agreement unless otherwise marked):

- (a) **(Offer Materials)** Any of the offer materials, was, at the time of issue, false, misleading or deceptive (including by omission) or likely to mislead or deceive or a matter required to be included (having regard to section 708AA of the Corporations Act and other applicable laws) is omitted from the offer materials.
- (b) **(quotation of Offer Securities)** Unconditional approval is refused or not granted to the quotation of all the Offer Securities on the ASX before the Institutional Issue Date, or if such approval is granted, the approval is withdrawn or qualified.
- (c) **(withdrawal)** The Issuer withdraws one of the Offer Materials, the Offer or any part of the Offer.
- (d) **(Timetable)** Any event specified in the Timetable is delayed for more than 1 business day without the prior written approval of the Underwriter.
- (e) **(ASX actions)** ASX does any of the following:
  - (i) announces or makes a statement to any person that the Issuer will be removed from the official list of ASX or Shares will be suspended from quotation, other than any announcement by ASX of a trading halt or suspension made in accordance with the Timetable;
  - (ii) removes the Issuer from the official list; or
  - (iii) suspends the trading of Shares for any period of time, other than any trading halt or suspension made in accordance with the Timetable.
- (f) **(Change in management)** A change in the executive management or in the board of directors of the Issuer (or any Group Members) occurs.
- (g) **(Offence)** Any director or executive member of management of the Issuer is charged with a criminal offence, or a director of the Issuer is disqualified from managing a corporation under the Corporations Act.
- (h) **(Fraud)** The Issuer or its directors or officers (as these terms are defined in the Corporations Act) engage in any fraudulent conduct or activity in connection with the Offer.
- (i) **(Insolvency event)** Any one of the following occurs:
  - (i) the Issuer (or any of its Group Members);
  - (ii) being or stating that it is unable to pay its debts as and when they fall due; or
  - (iii) failing to comply with a statutory demand;
  - (iv) any step being taken towards:
    - (A) the appointment of a liquidator, provisional liquidator, administrator, receiver, receiver and manager or other similar

- official in relation to, or to any property of, the Issuer (or any of the Group Members); or
- (B) the Issuer (or any of the Group Members) being wound up or dissolved or entering into a scheme, moratorium, composition or other arrangement with, or to obtain protection from, its creditors or any class of them or an assignment for the benefit of its creditors or any class of them;
- (C) circumstances existing which would permit a presumption of insolvency in relation to the Issuer (or any of the Group Members) under section 480C(2) of the Corporations Act; or
- (D) anything analogous or having a substantially similar effect occurring in relation to the Issuer (or any Group Member).
- (J) **(market fall)** The S&P/ASX 300 Index falls by an amount that is 10% or more of the level of that index at the close of trading on the day before the date of this document.
- (K) **(ASIC inquiry into Offer)** ASIC issues or threatens to issue proceedings in relation to the Offer or commences, or threatens to commence any inquiry or investigation in relation to the Offer.
- (L) **(Material adverse change)** There is a material adverse change in the financial position, results, operations or financial prospects of the Issuer.
- (M) **(Political or economic conditions)** There occurs, in the Underwriter's bona fide opinion, any adverse change or disruption to the political conditions or financial markets of Australia, the United Kingdom, Hong Kong, Singapore, the United States of America or the international financial markets or any change or development involving a prospective adverse change in national or international political, financial or economic conditions, the effect of which makes it impractical or inadvisable (in the bona fide opinion of the Underwriter) to proceed with the issue or enforce contacts to issue the Offer Securities.
- (N) **(Breach of document)** The Issuer is or becomes in default of any of the terms and conditions of this document or a representation or warranty by the Issuer is or becomes misleading or deceptive or is or becomes false or incorrect.
- (O) **(Change in laws)** There is introduced into the Parliament of Australia, the United States Congress, or any State in Australia or the United States, any law or prospective law (or any such law or prospective law is publicly contemplated):
  - (i) that is reasonably expected to adversely affect investors in the Issuer; or
  - (ii) which does or is likely to prohibit, restrict, regulate or otherwise affect the Offer, capital issues or stock markets.
- (P) **(Hostilities)** There is an outbreak or escalation of hostilities in any part of the world, whether war has been declared or not, or an act or acts of terrorism, involving one or more of any one or more of Australia, United States, United Kingdom, People's Republic of China, Hong Kong, Singapore, Taiwan or Korean Peninsula.
- (Q) **(Banking moratorium)** A general moratorium on commercial banking activities in Australia, Hong Kong, Singapore, United States or United Kingdom is declared by the relevant central banking authority in any of those countries, or there is a material disruption in commercial banking or security settlement or clearance services in any of those countries.
- (R) **(Failure to comply)** The Issuer or any Group Member fails to comply with any of the following:
  - (i) the Corporations Act or any other applicable laws;
  - (ii) the Listing and Market Rules;
  - (iii) the Constitution or other constituent documents;
  - (iv) any legally binding requirement of ASIC, the ASX or other Governmental Agencies; or
  - (v) any material agreement entered into by it.
- (S) **(ASIC investigations)** ASIC commences or gives notice of an intention to commence:
  - (i) a prosecution of the Issuer or any director or employee of the Issuer; or
  - (ii) a hearing or investigation into the Issuer.

# References



- 1 MarketsandMarkets™ Report, Maritime Satellite Communications, Market Value by Service 2022, Published Date: June 2020 | Report Code: TC 4008
- 2 MarketsandMarkets™ Report, Military Communications Market, Market Value 2021, Published Date: November 2020 | Report Code: TC 2356
- 3 Emergen Research Report, Video Surveillance Market, Market Value 2021, Published Date: October 2020 | Report ID: ER\_00209
- 4 MarketsandMarkets™ Report, Global Markets Wearable Report, Industrial Wearable Market, Market Value 2022, Published Date: November 2019 |
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- 6 Research Nester, Assessment of the Global Video Streaming Infrastructure Market, Published Date: September 2020
- 7 Northern Sky Research, Maritime Satcom Markets 9th Edition, Published Date: July 2021
- 8 McKinsey Global Institute Connected World discussion paper Published Feb 2020, McKinsey Global Institute & World Economic Forum Future of Jobs report Oct 2020
- 9 Company websites and filings, Retrieved Date: November 2021
- 10 Fortune Business Insights™, Commercial Drone Market, 2021-2028, Published Date: June 2021 | Report Code: FBI102171
- 11 Bandwidth Planning in your Cisco WebEx Meetings Environment White Paper, April 13, 2021, Table 4. WebEx Meetings Bandwidth per Resolution Table, 720p main video

