



Harvest Technology Group Limited
ASX Code: HTG

20 December 2021

Not for release to US wire services or distribution in the United States

Dear Shareholder,

**ACCELERATED NON-RENOUNCEABLE PRO-RATA RETAIL ENTITLEMENT OFFER – NOTIFICATION
TO INELIGIBLE SHAREHOLDERS**

This is a letter to inform you that you are not an Eligible Retail Shareholder for the purposes of the Retail Entitlement Offer. This letter is not an offer to issue New Shares to you, nor an invitation to apply for New Shares. You are not required to do anything in response to this letter but there may be financial implications for you as a result of the Retail Entitlement Offer that you should be aware of.

On 13 December 2021, Harvest Technology Group Limited (ABN 77 149 970 445) (**HTG**), announced that it was conducting an accelerated non-renounceable pro-rata entitlement offer (**Offer**), comprising:

- (a) an institutional entitlement offer to eligible institutional and sophisticated investors (**Institutional Entitlement Offer**); and
- (b) a retail entitlement offer to Eligible Retail Shareholders (as defined below) (**Retail Entitlement Offer**),

of new ordinary shares in HTG (**New Shares**) on a 1 for 10 basis at an offer price of A\$0.21 per New Share to raise approximately A\$11.1 million.

The proceeds of the Offer will be primarily used to provide Harvest Technology Group Limited with additional capital to continue to execute on its three-phase strategic plan, as well as to provide additional working capital and to fund transaction costs associated with the Offer. Further details are set out in the ASX announcement and presentation published on the Australian Securities Exchange (**ASX**) on 13 December 2021.

The Offer is being made without a prospectus or product disclosure document in accordance with section 708AA of the *Corporations Act 2001* (Cth) (the **Corporations Act**) as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84. The Offer is partially-underwritten by MA Moelis Australia Advisory Pty Ltd.

An offer booklet in relation to the Retail Entitlement Offer will be lodged with the ASX and mailed to Eligible Retail Shareholders (as defined below) on or around 20 December 2021.

Eligibility Criteria

Shareholders who are eligible to participate in the Retail Entitlement Offer (**Eligible Retail Shareholders**) are those persons who:

- (a) are registered as a holder of Shares as at 7.00pm (Sydney time) on 15 December 2021 (**Record Date**);
- (b) have a registered address in Australia or New Zealand;
- (c) are eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer;
- (d) 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); and

Ground Floor, 16 Ord Street West Perth WA 6005 **P:** +61 8 9482 0500

ABN: 77 149 970 445



Harvest Technology Group Limited
ASX Code: HTG

- (e) were not invited to participate (other than as nominee, in respect of other underlying holdings) in the Institutional Entitlement Offer, and were not treated as an ineligible shareholder under the Institutional Entitlement Offer.

Shareholders who are not Eligible Retail Shareholders are Ineligible Shareholders. Ineligible Shareholders are not eligible to participate in the Retail Entitlement Offer. The entitlements of Eligible Retail Shareholders are not tradeable on ASX or otherwise transferrable.

HTG has determined, pursuant to and in accordance with section 9A of the Corporations Act and ASX Listing Rule 7.7.1(a), that it would be unreasonable to make offers to shareholders in all countries outside Australia or New Zealand in connection with the Retail Entitlement Offer. This is due to the legal and regulatory requirements in countries other than Australia or New Zealand and the potential costs to HTG of complying with these requirements, compared with the relatively small number of shareholders in those countries, the relatively small number of existing ordinary shares in HTG they hold and the relatively low value of New Securities which those shareholders would otherwise be entitled to subscribe for.

Unfortunately, according to our records, you do not satisfy the eligibility criteria for an Eligible Retail Shareholder as stated above. Accordingly, HTG wishes to advise you that it will not be extending the Retail Entitlement Offer to you and you will not be able to subscribe for New Shares under the Retail Entitlement Offer. You will not be sent the documents relating to the Retail Entitlement Offer.

Non-renounceable Offer

As the Retail Entitlement Offer is non-renounceable, Entitlements in respect of the New Securities you would have been entitled to if you were an Eligible Retail Shareholder will lapse and you will not receive any payment or value for your Entitlements in respect of any New Securities that would have been offered to you if you had been eligible.

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>.

On behalf of HTG, we regret that you are not eligible to participate in the Retail Entitlement Offer and thank you for your continued support.

Yours sincerely,

Jeffery Sengelman
Chairman



Harvest Technology Group Limited
ASX Code: HTG

IMPORTANT INFORMATION

This letter is issued by HTG. This letter is not a prospectus or offering document under Australian law or under any other law. It is for information purposes only and does not constitute an offer, invitation or recommendation to subscribe for, retain or purchase any entitlements or securities in HTG in any jurisdiction. This letter does not constitute financial product advice and does not and will not form any part of any contract for the acquisition of HTG securities.

This letter does not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States or in any other jurisdiction in which such an offer would be illegal. The securities referred to in this letter have not been, nor will be, registered under the U.S. Securities Act of 1933 as amended (**U.S. Securities Act**) or under the securities laws of any state or other jurisdiction of the United States and may not be issued to, purchased or traded by, or taken up or exercised by, any person in the United States.