

Harvest Technology Group Ltd
ACN 149 970 445
(Company)

Notice of Special General Meeting

Notice is hereby given that the special general meeting of those Shareholders of the Company whose Shares are proposed to be cancelled pursuant to Resolution 1 of the General Meeting (**Cancellation Shareholders**) will be held virtually at the offices of the Company at Ground Floor, 16 Ord Street West Perth WA 6005 on Wednesday, 4 October 2023 at 2:00pm (AWST), or as soon as the General Meeting has concluded, whichever is earlier (**Special General Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Special General Meeting. The Explanatory Memorandum and the Proxy Form, form part of the Notice.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Special General Meeting are the Cancellation Shareholders who are registered as Shareholders on Monday, 2 October 2023 at 5:00pm (AWST).

Terms and abbreviations used in the Notice are defined in Schedule 1.

Agenda

1. Resolutions

Resolution 1 – Capital Reduction of Shares held by Mr Jeffery Sengelman

To consider and, if thought fit, to pass with or without amendment, as a **special** resolution the following:

‘That, subject to and conditional on Resolution 1 of the General Meeting being passed, and in accordance with section 256C(2) of the Corporations Act and for all other purposes, Shareholders approve the selective reduction of the Company’s capital and cancellation of 500,000 Shares issued to Non-Executive Chair of the Company, Mr Jeffery Sengelman, with effect from the date that is 14 days after this Resolution is lodged with ASIC, on the terms and conditions set out in the Explanatory Memorandum.’

Only Mr Jeffery Sengelman may vote on this Resolution.

However, the Company need not disregard a vote if:

- (a) it is cast by the person as proxy for Mr Jeffery Sengelman, in accordance with directions on the Proxy Form; or
- (b) it is cast by the Chair as proxy for Mr Jeffery Sengelman, in accordance with a direction on the Proxy Form to vote as the proxy decides.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either a member of the Key Management Personnel or a Closely Related Party of such member; and
- (a) the appointment does not specify the way the proxy is to vote on the Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

BY ORDER OF THE BOARD

Jack Rosagro
Company Secretary
Harvest Technology Group Ltd
Dated: August 30, 2023

Harvest Technology Group Ltd
ACN 149 970 445
(Company)

Explanatory Memorandum

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Special General Meeting to be held virtually at the offices of the Company at Ground Floor, 16 Ord Street West Perth WA 6005 on Wednesday, 4 October 2023 at 2:00pm (AWST), or as soon as the General Meeting has concluded, whichever is earlier.

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolution will be voted.

The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolution:

Section 2	Action to be taken by Mr Jeffery Sengelman
Section 3	Resolution 1 – Capital Reduction of Shares held by Mr Jeffery Sengelman
Schedule 1	Definitions

A Proxy Form is located at the end of the Explanatory Memorandum.

2. Action to be taken by Mr Jeffery Sengelman

Mr Sengelman should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolution.

2.1 No voting in person

Please refer to the information below on how Shareholders can participate in the Special General Meeting.

As Shareholders will not be entitled to physically attend the Meeting, it will be deemed to be held at the registered office of the Company in accordance with section 249RA(1)(c) of the Corporations Act.

2.2 Attending the Special General Meeting virtually

Shareholders entitled to attend the Special General Meeting will be able to attend by entering <https://meetnow.global/MZV77H5> into a web browser on your smartphone, tablet, or computer.

If you are a 'Shareholder' (including body corporate representatives and attorneys), then enter an SRN/HIN, and Postcode, then Sign In.

Proxyholders will need to contact Computershare on +61 3 9415 4024 prior to the Special General Meeting to obtain their login details.

If you are a 'Guest', select Guest, then enter your name, and email, and then sign in.

The Special General Meeting will be virtually accessible to all Shareholders entitled to attend and will allow Shareholders entitled to attend, as a whole, a reasonable opportunity to participate without being physically present at the Special General Meeting.

The technology used to hold the Special General Meeting will be reasonable and, Shareholders entitled to attend and vote at the Special General Meeting, will be able to:

- (a) view the Special General Meeting live;
- (b) exercise a right, orally and in writing, to ask questions and make comments; and
- (c) cast votes in real time on a poll during the Special General Meeting.

Refer to the Online Meeting Guide available at:

www.computershare.com.au/virtualmeetingguide for further details about attending the Special General Meeting via the online portal. If you require assistance, call +61 3 9415 4024.

2.3 Voting at the Special General Meeting

Mr Sengelman (including his proxies, attorneys and body corporate representatives) can vote online.

If you are eligible to vote at this Special General Meeting, please select the Vote Icon at the top right of the Computershare platform. The resolutions will appear and be available to vote. To cast your vote, simply select For, Against or Abstain, and it will acknowledge your vote. There is no need to hit submit. Voting will open at the start of the Meeting.

To vote or ask a question online, you will need to provide your securityholder number (i.e. your SRN/HIN) or proxy number. Proxyholders will need to contact Computershare on +61 3 9415 4024 prior to the Meeting to obtain their login details.

2.4 Voting by proxy

Mr Sengelman is encouraged to vote by completing a Proxy Form.

Lodgement of a Proxy Form will not preclude Mr Sengelman from participating and voting on a live poll at the virtual Special General Meeting.

The Company instructs Mr Sengelman to either:

- (a) vote by lodging a Proxy Form prior to 2:00pm (AWST) on Monday, 2 October 2023 (**Proxy Cut-Off Time**) (recommended). Mr Sengelman is strongly urged to vote by lodging a Proxy Form prior to the Special General Meeting and to appoint the Chair as his proxy; or
- (b) vote live at the virtual Special General Meeting in accordance with the instructions in Section 2.3 above and as otherwise instructed by the Chair at the Special General Meeting.

Proxy Forms can be lodged:

Online: www.investorvote.com.au

By mail: Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By fax: 1800 783 447 within Australia or +61 3 9473 2555 outside Australia

By mobile: Scan the QR Code on your Proxy Form and follow the prompts

In order for your proxy to be valid, your Proxy Form (and any power of attorney under which it is signed) must be received by the Proxy Cut-Off Time. **Proxies received after this time will be invalid.**

Please note that:

- (a) a member of the Company entitled to attend and vote at the Special General Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);
- (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;
- (c) if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (d) if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Section 250BC of the Corporations Act provides that, if:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;
- (b) the appointed proxy is not the chair of the meeting;
- (c) at the meeting, a poll is duly demanded, or is otherwise required under section 250JA on the resolution; and

- (d) either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

2.5 Chair's voting intentions

If the Chair is Mr Sengelman's proxy, either by appointment or by default, and Mr Sengelman has not indicated his voting intention, he expressly authorises the Chair to exercise the proxy in respect of Resolution 1 even though this Resolution is connected directly or indirectly with the remuneration of the Company's Key Management Personnel.

The Chair intends to exercise all available proxies in favour of the Resolution, unless Mr Sengelman has expressly indicated a different voting intention.

3. Resolution 1 – Capital Reduction of Shares held by Mr Jeffery Sengelman

3.1 General

A detailed background to the Selective Capital Reduction is summarised in section 3.1 of the Notice of General Meeting.

Resolution 1 seeks Mr Jeffery Sengelman's approval for a selective capital reduction and cancellation of 500,000 Shares issued to him upon the conversion of Performance Rights.

Resolution 1 is a special resolution and therefore requires approval of 75% of the votes cast by Mr Jeffery Sengelman (in person, by proxy or by attorney).

3.2 Section 256B and 256C(2) of the Corporations Act

Pursuant to Section 256C of the Corporations Act, a company may make a selective capital reduction if it is approved by a special resolution passed at a general meeting of the Company, with no votes being cast in favour of the resolution by any person who is to receive consideration as part of the reduction or whose liability to pay amounts unpaid on shares is to be reduced.

The Corporations Act provides that the rules relating to a reduction of share capital are designed to protect the interests of shareholders and creditors by:

- (a) addressing the risk of the transaction leading to the company's insolvency;
- (b) seeking to ensure fairness between the shareholders of the company; and
- (c) requiring the company to disclose all material information.

In particular, section 256B of the Corporations Act requires that a company may only reduce its capital if:

- (a) it is fair and reasonable to the shareholders as a whole;
- (b) it does not materially prejudice the company's ability to pay its creditors; and

- (c) it is approved by shareholders in accordance with section 256C of the Corporations Act.

To enable the Company to make the capital reduction by cancelling the Relevant Shares, section 256C(2) of the Corporations Act requires a special resolution of the Shareholders passed at a general meeting as the capital reduction proposed for the Company is a selective reduction because the terms of the reduction will not be the same for all Shareholders, as only 500,000 Shares will be cancelled (**Special Resolution**). The Special Resolution will be sought at the General Meeting of the Company, immediately preceding this Special General Meeting.

Additionally, the Company requires the reduction of capital to be approved by a special resolution passed at a meeting of the shareholders whose shares are to be cancelled. This Special General Meeting is convened solely for this purpose.

Resolution 1 will only be put to Mr Jeffery Sengelman for approval if the Special Resolution that is being considered by Shareholders at the General Meeting (being Resolution 1 of the General Meeting) is approved by the requisite majority of Shareholders. If Resolution 1 of the General Meeting is not approved by the requisite majority of Shareholders, Resolution 1 of this Notice will be withdrawn.

3.3 Summary of and Effect of Proposed Selective Capital Reduction

The overall effect of the Selective Capital Reduction is as follows:

Shares	Number
Ordinary Shares currently on issue	692,765,374
Shares cancelled under the Selective Capital Reduction	500,000
Total Shares on issue upon Completion of the Selective Capital Reduction	692,265,374

The Shares the subject of the Selective Capital Reduction represent approximately 0.07% of the issued capital of the Company (on an undiluted basis) as at the date of this Notice and are held by Mr Jeffery Sengelman. If the proposed Selective Capital Reduction in capital proceeds, the number of Shares held in the Company by a Shareholder other than Mr Jeffery Sengelman will remain the same, however, their percentage holding in the Company will increase.

There is no material impact on the control of the Company arising as a result of the Selective Capital Reduction.

Directors believe that the Selective Capital Reduction as proposed is fair and reasonable to Shareholders for the following reasons:

- (a) the Selective Capital Reduction will only result in the cancellation of the Relevant Shares issued to the Mr Jeffery Sengelman;
- (b) the Selective Capital Reduction will not materially prejudice the Company's ability to pay its creditors and will have minimal financial effect on the Company; and
- (c) the financial effect on cash reserves of the Selective Capital Reduction on the Company will be nil as no consideration is being provided for the Selective Capital Reduction.

The Directors do not consider that there are any material disadvantages to the Company undertaking the Selective Capital Reduction.

3.4 Other Material Information

There is no information material to the making of a decision by a Shareholder whether or not to approve Resolution 1 being information that is known to any of the Directors, and which has not been previously disclosed to Shareholders, other than as disclosed in this Explanatory Statement.

Pursuant to the Corporations Act, the Company may cancel the Relevant Shares 14 days after the lodgement of Resolution 1 (once the requisite Shareholder approvals have been received) with the ASIC.

Schedule 1 Definitions

In the Notice, words importing the singular include the plural and vice versa.

\$ or A\$	means Australian Dollars.
ASIC	means the Australian Securities and Investments Commission.
ASX	means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
AWST	means Australian Western Standard Time.
Board	means the board of Directors.
Chair	means the person appointed to chair the Meeting of the Company convened by the Notice.
Closely Related Party	means: <ul style="list-style-type: none">(a) a spouse or child of the member; or(b) has the meaning given in section 9 of the Corporations Act.
Company	means Harvest Technology Group Ltd (ACN 149 970 445).
Corporations Act	means the <i>Corporations Act 2001</i> (Cth), as amended.
Director	means a director of the Company.
Explanatory Memorandum	means the explanatory memorandum which forms part of the Notice.
General Meeting	means the general meeting of Shareholders to be held prior to the Special General Meeting on Wednesday, 4 October 2023 at 1:00pm (AWST).
Key Management Personnel	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any Director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.
Listing Rules	means the listing rules of ASX.
Notice	means this notice of Special General Meeting.
Notice of General Meeting	means the notice of General Meeting annexed with this Notice.
Performance Rights	means the performance rights issued to Mr Jeffery Sengelman on the terms and conditions set out in schedule 2 of the Notice of General Meeting.

Proxy Form	means the proxy form attached to the Notice.
Relevant Shares	means the 500,000 Shares held by Mr Jeffery Sengelman the subject of the Selective Capital Reduction pursuant to Resolution 1 of the General Meeting.
Resolution	means a resolution referred to in the Notice.
Resolution 1 of the General Meeting	means resolution 1 referred to in the Notice of General Meeting.
Schedule	means a schedule to the Notice.
Section	means a section of the Explanatory Memorandum.
Selective Capital Reduction	has the meaning in section 3.1 of the Notice of General Meeting.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the holder of a Share.
Special General Meeting	has the meaning given in the introductory paragraph of the Notice.
Vesting Notice	has the meaning given in schedule 2 of the Notice of General Meeting.



Harvest Technology Group Ltd
ABN 77 149 970 445

HTGRM

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SUBURB
SAMPLETOWN VIC 3030

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **2:00pm (AWST) on Monday, 2 October 2023.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

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By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia

Custodians:

For Intermediary Online subscribers only visit
www.intermediaryonline.com



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SURBURB
SAMPLETOWN VIC 3030

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



IND

Proxy Form

Please mark ☒ to indicate your directions

Step 1

Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Harvest Technology Group Ltd hereby appoint

☐ the Chairman of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Special General Meeting of Harvest Technology Group Ltd to be held virtually on Wednesday, 4 October 2023 at 2:00pm (AWST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention in step 2) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2.

Step 2

Item of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Resolution 1 Capital Reduction of Shares held by Mr Jeffery Sengelman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of the item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on the resolution, in which case an ASX announcement will be made.

Step 3

Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/

/

Date

Update your communication details

(Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically