



Notice of 2020 Annual General Meeting and Explanatory Statement

Harris Technology Group Limited
ACN 085 545 973

Date: Friday 5 February 2021
Time: 3.00 pm (Melbourne time)
Venue: UNIT 6, 94 ABBOTT ROAD, HALLAM VIC 3803

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NOTICE OF 2020 ANNUAL GENERAL MEETING

NOTICE is given that the 2020 Annual General Meeting of Harris Technology Group Limited ACN 085 545 973 will be held at UNIT 6, 94 ABBOTT ROAD, HALLAM VIC 3803, on Friday 5 February 2021 at 3.00 pm (Melbourne time).

BUSINESS OF THE MEETING

Shareholders are invited to consider the following items of business at the Annual General Meeting:

1. Financial and related reports

<i>Description</i>	<i>To receive and consider the Financial Report of the Company and its controlled entities and the related Directors' and Auditor's Reports in respect of the financial year ended 30 June 2020.</i>
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2. Resolution 1 - Adoption of Remuneration Report (non-binding resolution)

Resolution (Ordinary)	<p><i>To consider and, if thought fit, pass the following resolution as an ordinary resolution:</i></p> <p>"THAT the Remuneration Report of the Company and its controlled entities for the year ended 30 June 2020 be adopted."</p>
Voting Exclusion	<p>The Company will disregard any votes cast on this resolution:</p> <ul style="list-style-type: none">▪ by or on behalf of a member of Key Management Personnel (KMP) named in the remuneration report for the year ended 30 June 2020, or that KMP's Closely Related Party, regardless of the capacity in which the vote is cast; and▪ as a proxy by a member of the KMP at the date of the meeting, or that KMP's Closely Related Party. <p>However, this does not apply to a vote cast in favour of a resolution by:</p> <ul style="list-style-type: none">• A person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or• The chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or• A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:<ul style="list-style-type: none">○ The beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and○ The holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

3. Resolution 2 - Re-election of Director

Resolution (Ordinary)	<p>To consider and, if thought fit, pass the following resolution as an ordinary resolution:</p> <p>“THAT Mr Howard Chen, having retired from his office as a Director in accordance with Article 47(b)(i) of the Constitution and, being eligible, having offered himself for re-election, be re-elected as a Director of the Company.”</p>
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4. Resolution 3 - Re-election of Director

Resolution (Ordinary)	<p>To consider and, if thought fit, pass the following resolution as an ordinary resolution:</p> <p>“THAT Mr Alan Sparks, having been appointed as a Director during the year, in accordance with Article 47(c) of the Constitution and, being eligible, having offered himself for re-election, be re-elected as a Director of the Company.”</p>
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5. Resolution 4 - Ratification of issue of shares on 17 August 2020

Resolution (Ordinary)	<p>To consider and, if thought fit, pass the following resolution as an ordinary resolution:</p> <p>“THAT, for the purposes of ASX Listing Rule 7.4, and for all other purposes, the issue of 43,900,000 shares at an issue price of \$0.08 per share on 17 August 2020 to the persons identified and on the terms described in the Explanatory Statement which forms part of this Notice of Meeting, be approved.”</p>
Voting Exclusion	<p>The Company will disregard any votes cast in favour of Resolution 4 by Evolution Capital Advisors Pty Ltd, a person who participated in the issue or any associates of those persons.</p> <p>However, this does not apply to a vote cast in favour of a resolution by:</p> <ul style="list-style-type: none">• A person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or• The chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or• A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:<ul style="list-style-type: none">○ The beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and○ The holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

6. Resolution 5 - Approval of issue of Options to Evolution Capital Advisors Pty Ltd

Resolution (Ordinary)	<p><i>To consider and, if thought fit, pass the following resolution as an ordinary resolution:</i></p> <p>“THAT, for the purposes of ASX Listing Rule 7.4, and for all other purposes, the issue 7,500,000 options at an exercise price of \$0.16 per share expiring on 17 August 2021 to Evolution Capital Advisors Pty Ltd and on the terms described in the Explanatory Statement which forms part of this Notice of Meeting, be approved.”</p>
Voting Exclusion	<p>The Company will disregard any votes cast in favour of Resolution 5 by Evolution Capital Advisors Pty Ltd or any associates of that person.</p> <p>However, this does not apply to a vote cast in favour of a resolution by:</p> <ul style="list-style-type: none"> • A person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or • The chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or • A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: <ul style="list-style-type: none"> ○ The beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and ○ The holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

7. Resolution 6 - Approval of issue of Options to Evolution Capital Advisors Pty Ltd

Resolution (Ordinary)	<p><i>To consider and, if thought fit, pass the following resolution as an ordinary resolution:</i></p> <p>“THAT, for the purposes of ASX Listing Rule 7.4, and for all other purposes, the issue of 2,500,000 options at an exercise price of \$0.16 per share and 5,000,000 options at an exercise price of \$0.20 per share expiring 12 months after the date of issue to Evolution Capital Advisors Pty Ltd and on the terms described in the Explanatory Statement which forms part of this Notice of Meeting, be approved.”</p>
Voting Exclusion	<p>The Company will disregard any votes cast in favour of Resolution 6 by Evolution Capital Advisors Pty Ltd or any associates of that person.</p> <p>However, this does not apply to a vote cast in favour of a resolution by:</p> <ul style="list-style-type: none"> • A person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or • The chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or • A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: <ul style="list-style-type: none"> ○ The beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and ○ The holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

8. Resolution 7 - Approval of 10% Placement Capacity under Listing Rule 7.1A

<p>Resolution (Special)</p>	<p>To consider and, if thought fit, pass the following resolution as an ordinary resolution:</p> <p><i>“THAT, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to an additional 10% of its issued Equity Securities by way of placements over a 12-month period, on such terms and conditions more particularly described in the Explanatory Statement accompanying this Notice.”</i></p>
<p>Voting Exclusion</p>	<p>The Company will disregard any votes cast in favour of this resolution by any person who is expected to participate in the issue of Equity Securities under this resolution and a person who will obtain a material benefit as a result of the proposed issue, except a benefit solely in the capacity of a holder of shares, if the resolution is passed and any associates of those persons.</p> <p>However, this does not apply to a vote cast in favour of a resolution by:</p> <ul style="list-style-type: none"> • A person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or • The chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or • A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: <ul style="list-style-type: none"> ○ The beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and ○ The holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

9. Resolution 8 – Removal of Auditor

<p>Description</p>	<p><i>The Company seeks shareholder approval for the removal of the current auditors pursuant to section 329 of the Corporations Act.</i></p>
<p>Resolution (Ordinary)</p>	<p>To consider and, if thought fit, pass the following resolution as an ordinary resolution:</p> <p><i>“THAT RSM Australia Partners as, the current auditor of the Company, be removed as the auditor of the Company effective at the close of the Meeting.”</i></p>

10. Resolution 9 – Appointment of Auditor

Description	<i>The Company seeks shareholder approval for the appointment of auditors pursuant to section 329 of the Corporations Act.</i>
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as a special resolution : <i>“THAT, subject to the passing of Resolution 8, ShineWing Australia, being qualified to act as auditor of the Company and having consented to act as auditor of the Company, be appointed as the auditor of the Company effective from the date of the meeting and the Directors be authorised to agree the remuneration.”</i>

Dated: 30 December 2020

By order of the Board of Harris Technology Group Limited

Brett Crowley
Company Secretary

VOTING INFORMATION

Entitlement to vote at the Annual General Meeting

A determination has been made by the Board of the Company under regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered shareholders of the Company as at **7.00 pm (Melbourne time) on Wednesday 3 February 2021**, subject to any applicable voting exclusion.

Voting by proxy

- (a) A shareholder entitled to attend and vote at the Annual General Meeting may appoint one proxy or, if the shareholder is entitled to cast 2 or more votes at the Meeting, 2 proxies, to attend and vote instead of the shareholder.
- (b) Where 2 proxies are appointed to attend and vote at the Meeting, each proxy may be appointed to represent a specified proportion or number of the shareholder's voting rights at the Meeting.
- (c) A proxy need not be a shareholder of the Company.
- (d) A proxy may be an individual or a body corporate. If a body corporate is appointed, the proxy form must indicate the full name of the body corporate and the full name or title of the individual representative of the body corporate for the Meeting.
- (e) A proxy form accompanies this Notice. If a shareholder wishes to appoint more than 1 proxy, they may make a copy of the proxy form attached to this Notice. For the proxy form to be valid it must be received together with the power of attorney or other authority (if any) under which the form is signed, or a certified copy of that power or authority **by 3.00 pm (Melbourne time) on Wednesday 3 February 2021**:

Online <https://www.votingonline.com.au/ht8agm2020>

by post Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001

by personal delivery Boardroom Pty Limited
Level 12, Grosvenor Place
225 George Street
Sydney NSW 2000

by facsimile +61 9290 9655

Proxy voting by the Chair

The *Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011* (Cth), imposes prohibitions on Key Management Personnel and their Closely Related Parties from voting their shares (or voting undirected proxies) on, amongst other things, remuneration matters.

However, the chair of a meeting may vote an undirected proxy (i.e. a proxy that does not specify how it is to be voted), provided the shareholder who has lodged the proxy has given an express voting direction to the chair to exercise the undirected proxy, even if the resolution is connected with the remuneration of a member of Key Management Personnel.

If you complete a Proxy Form that authorises the Chairman of the Meeting to vote on your behalf as proxy, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, then

you will be taken to have expressly authorised the Chairman to exercise your proxy on the Resolutions. In accordance with this express authority provided by you, the Chairman will vote in favour of the Resolutions. If you wish to appoint the Chairman of the Meeting as your proxy, and you wish to direct him how to vote, please tick the appropriate boxes on the Proxy Form.

The Chairman of the Meeting intends to vote all available undirected proxies in favour of each item of business.

If you appoint as your proxy any Director of the Company, except the Chairman, or any other Key Management Personnel or any of their Closely Related Parties and you do not direct your proxy how to vote on Resolutions 1 to 9, he will not vote your proxy on that item of business.

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EXPLANATORY STATEMENT TO NOTICE OF 2020 ANNUAL GENERAL MEETING

1. FINANCIAL AND RELATED REPORTS

<i>Explanation</i>	<p><i>Section 317 of the Corporations Act requires the Company's financial report, Directors' report and auditor's report for the financial year ended 30 June 2020 to be laid before the Company's 2020 Annual General Meeting. There is no requirement for a formal resolution on this item. The financial report contains the financial statements of the consolidated entity consisting of Harris Technology Group and its controlled entities.</i></p> <p><i>As permitted by the Corporations Act, a printed copy of the Company's 2020 Annual Report has been sent only to those shareholders who have elected to receive a printed copy. A copy of the 2020 Annual Report is available from the Company's website (www.ht8.com.au).</i></p> <p><i>The Chairman of the Meeting will allow a reasonable opportunity at the Meeting for shareholders to ask questions. Shareholders will also be given a reasonable opportunity at the Meeting to ask the Company's auditor RSM Australia questions about its audit report, the conduct of its audit of the Company's financial report for the year ended 30 June 2020, the preparation and content of its audit report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of RSM Australia in relation to the conduct of the audit.</i></p>
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2. RESOLUTION 1 - ADOPTION OF REMUNERATION REPORT (NON-BINDING RESOLUTION)

<i>Explanation</i>	<p><i>Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the Company's 2020 Annual Report and is available from the Company's website (www.ht8.com.au). The Remuneration Report:</i></p> <ul style="list-style-type: none"> <i>▪ describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of executives and the Company's performance;</i> <i>▪ sets out the remuneration arrangements in place for each Director and for certain members of the senior management team; and</i> <i>▪ explains the differences between the basis for remunerating Non-Executive Directors and senior executives, including the Managing Director.</i> <p><i>The vote on this item is advisory only and does not bind the Directors. However, the Board will take into account any discussion on this item and the outcome of the vote when considering the future remuneration policies and practices of the Company.</i></p>
Voting Exclusion	A voting exclusion statement applies to this resolution, as set out in the Notice.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 1.

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3. RESOLUTION 2 - RE-ELECTION OF MR CHEN AS DIRECTOR

Explanation	<p>Article 47(b) of the Constitution requires that the Director who has held office for the longest period of time since his or her last election or appointment to that office must retire at each annual general meeting of the Company, or if two or more Directors have held office for the same period of time, the Director determined by lot. Article 47(b) provides that a Director so retiring is eligible for re-election at that annual general meeting.</p> <p>Under Article 47(d) of the Constitution, the Managing Director Garrison Huang is not subject to Article 47(b) and is not taken into account in determining the Directors required to retire at an annual general meeting.</p> <p>Mr Howard Chen was last elected to office at the Company's 2017 Annual General Meeting. Mr Chen will retire as a Director at the Company's 2020 Annual General Meeting in accordance with Article 47(b) of the Constitution.</p> <p>Mr. Chen holds a Masters of Microelectronics degree from Griffith University, and is a member of the Institution of Engineers Australia. Mr Chen has a strong background in and deep understanding of electrical and IT products having worked as the system design engineer in Quanta Computer (Shanghai). Mr Chen is currently the managing director of Ultra Imagination Technology Pty Ltd which operates "mbeat", a dynamic and fast-growing lifestyle tech brands in Australia.</p> <p>Mr Chen, being eligible under Article 47(b), offers himself for re-election as a Director.</p>
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 2.

4. RESOLUTION 3 - RE-ELECTION OF MR SPARKS AS DIRECTOR

Explanation	<p>Article 47(c) of the Constitution requires that the Director who has been appointed as a director during the year, must retire at the next annual general meeting of the Company. Article 47(c) provides that a Director so retiring is eligible for re-election at that annual general meeting.</p> <p>Mr Sparks was appointed as a director on 1 December 2020 in accordance with Article 47(c) of the Constitution.</p> <p>Mr Sparks is an experienced company director and senior executive. He was CEO of Cellnet Group Limited from 2014 to 2020 and is currently a non-executive director of ASX-listed Buddy Technologies Limited (ASX:BUD). Mr Sparks is a chartered accountant (South Africa).</p> <p>Mr Sparks, being eligible under Article 47(c), offers himself for re-election as a Director.</p>
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 3.

5. RESOLUTION 4 - RATIFICATION OF ISSUE OF SHARES ON 17 AUGUST 2020

Explanation	<p>Under Listing Rule 7.1, a company must obtain shareholder approval if it wants to issue more than 15% of its ordinary securities. If a company has obtained approval under Listing Rule 7.1A, it may issue ordinary shares equivalent to an additional 10% of the number of ordinary shares on issue by way of placements over a 12-month period.</p>
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	<p>ASX Listing Rule 7.4 provides that shareholders may approve an issue of securities after the fact so that the securities issued are regarded as having been issued with approval for the purpose of Listing Rule 7.1.</p> <p>On 6 August 2020, the company appointed Evolution Capital Advisors Pty Ltd (“Evolution”) as the lead manager for a placement of 43,900,000 shares to be issued at \$0.08 per share (the “Placement”). The Placement was completed and announced to the ASX on 17 August 2020.</p> <p>The Shares were issued in accordance with Listing Rule 7.1 (24,881,603 Shares) and 7.1A (19,118,397 Shares). The participants in the Placement were investors who were identified by Evolution.</p> <p>The Company is seeking approval for the issue of the Shares for the purposes of ASX Listing Rule 7.4 so that the Company will have the flexibility to issue further securities under ASX Listing Rule 7.1 if the need arises in the next 12 months. If approval is not given, the Company will not have the flexibility to issue further securities under ASX Listing Rule 7.1.</p>										
Specific information required by ASX Listing Rule 7.5	<p>In accordance with ASX Listing Rule 7.5, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.4, the following information is provided to shareholders:</p> <table border="0"> <tr> <td>Identification of recipients of shares</td> <td>Investors who were who identified by the lead manager to the placement, Evolution Capital Advisors Pty Ltd.</td> </tr> <tr> <td>Number of shares issued</td> <td>43,900,000 fully paid ordinary shares.</td> </tr> <tr> <td>Date for issue and allotment of shares</td> <td>The shares were issued on 17 August 2020.</td> </tr> <tr> <td>Issue price per share</td> <td>The Shares were issued at \$0.08 per share.</td> </tr> <tr> <td>Use of funds raised</td> <td>The funds raised from the issue of the Shares were used for repayment of debt and for the purchase of inventory.</td> </tr> </table>	Identification of recipients of shares	Investors who were who identified by the lead manager to the placement, Evolution Capital Advisors Pty Ltd.	Number of shares issued	43,900,000 fully paid ordinary shares.	Date for issue and allotment of shares	The shares were issued on 17 August 2020.	Issue price per share	The Shares were issued at \$0.08 per share.	Use of funds raised	The funds raised from the issue of the Shares were used for repayment of debt and for the purchase of inventory.
Identification of recipients of shares	Investors who were who identified by the lead manager to the placement, Evolution Capital Advisors Pty Ltd.										
Number of shares issued	43,900,000 fully paid ordinary shares.										
Date for issue and allotment of shares	The shares were issued on 17 August 2020.										
Issue price per share	The Shares were issued at \$0.08 per share.										
Use of funds raised	The funds raised from the issue of the Shares were used for repayment of debt and for the purchase of inventory.										
Voting Exclusion	A voting exclusion statement applies to Resolution 4 as set out in the Notice.										
Chairman’s available proxies	The Chairman intends to vote all available proxies in favour of Resolution 4.										

6. RESOLUTION 5 – APPROVAL TO ISSUE 7.5 MILLION OPTIONS TO EVOLUTION

Explanation	<p>Under Listing Rule 7.1, a company must obtain shareholder approval if it wants to issue more than 15% of its ordinary securities.</p> <p>The material terms of the agreement entered into with Evolution referred to above in relation to Resolution 4 were as follows:</p> <ul style="list-style-type: none"> Evolution appointed lead manager to raise up to \$3.6 million pursuant to a private placement. Fees payable to Evolution to be a cash fee of 6% of the placement amount plus 7,500,000 options (the “Options”) with an exercise price of \$0.16 and an
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	<p><i>expiry date of one year from the date of the agreement. The issue of the Options was subject to shareholder approval.</i></p> <ul style="list-style-type: none"> • <i>Conditions precedent included completion of satisfactory due diligence by Evolution.</i> <p><i>The Company is seeking approval for the purposes of ASX Listing Rule 7.1 for the issue of the Options. If approval is not given, the Company will be in breach of the agreement and will need to otherwise compensate Evolution, the level of compensation will need to be negotiated as it is not specified in the agreement.</i></p>												
<p>Specific information required by ASX Listing Rule 7.3</p>	<p>In accordance with ASX Listing Rule 7.3, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.1, the following information is provided to shareholders:</p> <table border="0"> <tr> <td>Identification of recipients of the options</td> <td>Evolution Capital Advisors Pty Ltd.</td> </tr> <tr> <td>Number of options to be issued</td> <td>7,500,000.</td> </tr> <tr> <td>Date for issue and allotment of options</td> <td>If shareholder approval is obtained for Resolution 5, the Company will issue the options as soon as is practicable after the Meeting, or in any event no later than 3 months after the date of the Meeting.</td> </tr> <tr> <td>Issue price per options</td> <td>The options will be issued at nil cash consideration.</td> </tr> <tr> <td>Use of funds raised</td> <td>No funds will be raised from the issue of the options. The funds received on the exercise of the options will be used for working capital.</td> </tr> <tr> <td>Material terms of options</td> <td>The options will expire on 5 August 2021. Other terms as set out in annexure A.</td> </tr> </table>	Identification of recipients of the options	Evolution Capital Advisors Pty Ltd.	Number of options to be issued	7,500,000.	Date for issue and allotment of options	If shareholder approval is obtained for Resolution 5, the Company will issue the options as soon as is practicable after the Meeting, or in any event no later than 3 months after the date of the Meeting.	Issue price per options	The options will be issued at nil cash consideration.	Use of funds raised	No funds will be raised from the issue of the options. The funds received on the exercise of the options will be used for working capital.	Material terms of options	The options will expire on 5 August 2021. Other terms as set out in annexure A.
Identification of recipients of the options	Evolution Capital Advisors Pty Ltd.												
Number of options to be issued	7,500,000.												
Date for issue and allotment of options	If shareholder approval is obtained for Resolution 5, the Company will issue the options as soon as is practicable after the Meeting, or in any event no later than 3 months after the date of the Meeting.												
Issue price per options	The options will be issued at nil cash consideration.												
Use of funds raised	No funds will be raised from the issue of the options. The funds received on the exercise of the options will be used for working capital.												
Material terms of options	The options will expire on 5 August 2021. Other terms as set out in annexure A.												
Voting Exclusion	A voting exclusion statement applies to Resolution 5 as set out in the Notice.												
Chairman's available proxies	The Chairman intends to vote all available proxies in favour of Resolution 5.												

7. RESOLUTION 6 – APPROVAL TO ISSUE 7.5 MILLION OPTIONS TO EVOLUTION

Explanation	<p><i>The Company seeks shareholder approval for the issue of 7.5 million options to subscribe for fully paid ordinary shares in the Company to Evolution Capital Advisors Pty Ltd (“Evolution”) without using the Company’s 15% placement capacity under ASX Listing Rule 7.1.</i></p> <p><i>Evolution acted as the lead manager for the Company’s placement of 43.9 million shares in August 2020.</i></p> <p><i>In October 2020, the company entered into an agreement with Evolution, the material terms of which were as follows:</i></p> <ul style="list-style-type: none"> • <i>Evolution will provide additional valuable investor relations services on an ongoing basis for a period of 12 months.</i>
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	<ul style="list-style-type: none"> • <i>Evolution at the first right of refusal to raise additional funds for the Company for a period of 180 days.</i> • <i>Evolution will be issued with 2.5 million options exercisable at \$0.16 and 5 million options are exercisable at \$0.20. The options shall expire 12 months from the date of issue.</i> • <i>No other fees are payable to Evolution under the agreement.</i> <p><i>The Company is seeking approval for the purposes of ASX Listing Rule 7.1 for the issue of the options. If approval is not given, the Company will be in breach of the agreement and will need to otherwise compensate Evolution, the level of compensation will need to be negotiated as it is not specified in the agreement.</i></p>												
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Date for issue and allotment of options	If shareholder approval is obtained for Resolution 6, the Company will issue the options as soon as is practicable after the Meeting, or in any event no later than 3 months after the date of the Meeting.												
Issue price per Option	The options will be issued at nil cash consideration.												
Use of funds raised	No funds are raised from the issue of the options. Funds raised from the exercise of the options will be utilised for working capital and repayment of debt.												
Material terms of options	Expiry date of one year from date of issue. Other terms as set out in annexure A.												
<p>Voting Exclusion</p>	<p>A voting exclusion statement applies to Resolutions 6 as set out in the Notice.</p>												
<p>Chairman's available proxies</p>	<p>The Chairman intends to vote all available proxies in favour of Resolution 6.</p>												

8. RESOLUTION 7 – APPROVAL OF PLACEMENT CAPACITY

<p>General</p>	<p>Under ASX Listing Rule 7.1, every listed entity has the ability to issue 15% of its issued capital without shareholder approval in a 12-month period. ASX Listing Rule 7.1A permits eligible small and mid-cap ASX-listed entities, subject to shareholder approval, to issue Equity Securities of up to an additional 10% of its issued capital by way of placements over a 12-month period, in addition to its ability to issue securities under Listing Rule 7.1 (10% Placement Capacity).</p> <p>The Company seeks shareholder approval under ASX Listing Rule 7.1A for the 10% Placement Capacity. The effect of this resolution will be to allow the Company, subject to the conditions set out below, to issue Equity Securities under the 10% Placement Capacity without using the Company's 15% placement capacity under ASX Listing Rule 7.1. If approval is not given, the Company will not have the flexibility to issue further securities under ASX Listing Rule 7.1A.</p> <p>Resolution 7 is a special resolution. Accordingly, at least 75% of votes cast by shareholders present and eligible to vote (in person or by proxy) at the meeting must be in favour of this resolution for it to be passed.</p>
<p>Eligibility</p>	<p>ASX-listed entities which have a market capitalisation of \$300 million or less, and which are not included in the S&P/ASX 300 Index will be considered eligible to seek shareholder approval under ASX Listing Rule 7.1A.</p> <p>As at the date of this Notice, the Company, which has a market capitalisation of less than \$300 million, is not included in the S&P/ASX 300 Index. Accordingly, the Company is considered eligible to seek shareholder approval under ASX Listing Rule 7.1A.</p>
<p>Formula</p>	<p>The exact number of additional Equity Securities that the Company may issue under the 10% Placement Capacity will be determined by a formula set out ASX Listing Rule 7.1A.2 as follows:</p> <p style="text-align: center;">(A x D) - E</p> <p>Where:</p> <p>A is the number of shares on issue 12 months before the date of issue or agreement:</p> <ul style="list-style-type: none"> ▪ plus the number of fully paid shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2; ▪ plus the number of partly paid shares that became fully paid in the previous 12 months (there are presently no partly paid shares on issue in the Company); ▪ plus the number of shares issued in the previous 12 months with approval of shareholders under ASX Listing Rules 7.1 and 7.4. This does not include an issue of fully paid shares under the Company's 15% placement capacity without shareholder approval; and ▪ less the number of shares cancelled in the previous 12 months. <p>'A' has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity</p> <p>D is 10%.</p> <p>E is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the "relevant period" where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under rule 7.4.</p>

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	<p>“Relevant period” means the 12-month period immediately preceding the date of the issue for the agreement.</p>
<p>Conditions of issue under the 10% Placement Capacity</p>	<p>There are a number of conditions applicable to the issue of Equity Securities under ASX Listing Rule 7.1A, including a limitation on the discount to prevailing market price at which they may be issued, and additional disclosure requirements. A summary of these conditions is as follows:</p> <ul style="list-style-type: none"> (a) Equity Securities issued under the 10% Placement Capacity can only be in a class of securities already quoted. At the date of this Notice, the Company only has one class of securities which are quoted, being ordinary shares. (b) The issue price of each Equity Security issued under the 10% Placement Capacity must be no less than 75% of the volume weighted average market price (VWAP) for Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before either: <ul style="list-style-type: none"> i. the date on which the price at which the Equity Securities are to be issued is agreed; or ii. if the Equity Securities are not issued within 5 trading days of the date in paragraph (i), the date on which the securities are issued.
<p>Period of validity of shareholder approval</p>	<p>In the event that the Company obtains shareholder approval for Resolution 7, such approval will cease to be valid upon the earlier of:</p> <ul style="list-style-type: none"> (a) 12 months after the date of this Annual General Meeting; (b) the time and date of the Company’s next Annual General Meeting; and (c) if applicable, the date on which the Company’s shareholders approve a change to the nature or scale of the Company’s activities under ASX Listing Rule 11.1.2, or the disposal of the Company’s main undertaking under ASX Listing Rule 11.2. <p>(7.1A Placement Period)</p>
<p>INFORMATION TO BE PROVIDED TO SHAREHOLDERS UNDER ASX LISTING RULE 7.3A</p>	
<p>Minimum issue price</p>	<p>The issue price of each Equity Security issued under the 10% Placement Capacity must be no less than 75% of the VWAP for Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before either:</p> <ul style="list-style-type: none"> i. the date on which the price at which the Equity Securities are to be issued is agreed; or ii. if the Equity Securities are not issued within 10 trading days of the date in paragraph (i), the date on which the securities are issued.
<p>Risk of dilution to shareholders</p>	<p>If Resolution 7 is approved by shareholders, any issue of Equity Securities under the 10% Placement Capacity may present a risk of economic and voting dilution of existing shareholders, including the risk that:</p> <ul style="list-style-type: none"> ▪ the market price of the Company’s Equity Securities may be significantly lower on the relevant issue date than on the date of this Meeting; and ▪ the Equity Securities may be issued at a price that is at a discount to the market price for the Company’s Equity Securities on the issue date. <p>The table below shows the potential dilution of existing shareholders under various</p>

scenarios on the basis of:

- an issue price of \$0.18 per share which was the closing price of the Company's shares on the ASX on 10 December 2020; and
- the variable 'A' being calculated as the number of fully paid ordinary shares on issue on the date of this Notice, being 254,995,481.

The table also shows:

- (a) two examples where variable 'A' has increased by 50% and 100%. The number of shares on issue in the Company may increase as a result of the issue of shares that do not require approval of shareholders (for example, pro-rata entitlement issues or scrip issues under takeover offers) or future placements of shares under ASX Listing Rule 7.1 of up to 15% of issued capital that are approved at future general meetings of shareholders; and
- (b) two examples of where the issue price of shares has decreased by 50% and increased by 100%.

VARIABLE 'A'		Dilution		
		50% decrease in issue price \$0.09	Issue price \$0.18	100% increase in issue price \$0.36
Current Variable 'A' 254,995,481 Shares	10% voting dilution	25,499,548 Shares	25,499,548 Shares	25,499,548 Shares
	Funds raised	\$2294959	\$4589919	\$9179837
50% increase in current Variable 'A' 382,493,222 Shares	10% voting dilution	38,249,322 Shares	38,249,322 Shares	38,249,322 Shares
	Funds raised	\$3,442,439	\$6,884,878	\$13,769,756
100% increase in current Variable 'A' 509,990,962 Shares	10% voting dilution	50,999,096 Shares	50,999,096 Shares	50,999,096 Shares
	Funds raised	\$4,589,919	\$9,179,837	\$18,359,675

The table has been prepared on the following assumptions:

- (a) the Company issues the maximum number of shares available under the 10% Placement Capacity;
- (b) no options to acquire shares on issue in the Company are exercised and no convertible notes on issue are converted;
- (c) the 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue;
- (d) the table does not show an example of dilution that may be caused to a particular shareholder as a result of placements under the 10% Placement Capacity based on that shareholder's holding at the date of the Meeting;
- (e) the table shows only the effect of issues of Equity Securities under the 10% Placement Capacity in accordance with ASX Listing Rule 7.1A and not under the 15% placement capacity under ASX Listing Rule 7.1.

	<p>(f) the issue of Equity Securities under the 10% Placement Capacity consists only of shares and</p> <p>(g) the issue price is \$0.18, being the closing price of the Company's shares on the ASX on 10 December 2020.</p>
Period of validity	The Company will only issue and allot the Equity Securities during the 7.1A Placement Period. The approval under Resolution 7 for the issue of the Equity Securities will cease to be valid in the event that shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).
Reason for issue of shares under 10% Placement Capacity	<p>The Company may seek to issue the Equity Securities for the following purposes:</p> <p>(a) non-cash consideration for the acquisition of new assets, businesses or investments, in which event the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3; or</p> <p>(b) cash consideration, the proceeds of which will be applied to fund the Company's existing and future activities, including research and development and commercialisation of the Company's product offerings; marketing activities, appraisal of corporate opportunities, investment in new businesses (if any), the costs incurred in undertaking placement(s) of shares under ASX Listing Rule 7.1.A and for general working capital.</p> <p>The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.5A upon issue of any Equity Securities.</p>
Allocation policy	<p>The Company may not issue any or all the Equity Securities for which approval is given and may issue the Equity Securities progressively as the Company places the Equity Securities with investors. The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Capacity. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to factors such as:</p> <ol style="list-style-type: none"> 1. fund raising options (and their viability) available to the Company at the relevant time; 2. the effect of the issue of the Equity Securities on the control of the Company; 3. the financial situation of the Company and the urgency of the requirement for funds; and 4. advice from the Company's corporate, financial, legal and broking advisers. <p>The allottees under the 10% Placement Capacity have not been determined as at the date of this Notice. It is intended that the allottees will be suitable professional and sophisticated investors, and other investors not requiring a disclosure document under section 708 of the Corporations Act, that are known to the Company and/or introduced by third parties.</p> <p>The allottees may include existing substantial shareholders and/or new shareholders, but the allottees will not be related parties of the Company.</p>
Previous approval	The Company previously obtained approval under ASX Listing Rule 7.1A on 22 November 2019. As at 5 February 2020, being the date that is 12 months prior to this Meeting, the Company had the following Equity Securities on issue:

Class of Equity Securities	Number
Fully paid ordinary shares	190,501,812
Performance Rights	100,000
TOTAL	190,601,812

The table below shows the number and type of Equity Securities issued by the Company in the 12 months preceding the Meeting, and the percentage they represent of the total number of Equity Securities on issue at 5 February 2020 (being 190,501,812).

Item	Date of issue	Class of Equity Securities	No. issued	% represented of total number of Equity Securities
1.	25 June 2020	Shares	2,493,669	1.3%
2.	17 August 2020	Shares	44,000,000	23.1%
3.	10 September 2020	Shares	18,000,000	9.4%
TOTAL			64,493,669	33.8%

Specific information in relation to each issue is as follows:

Item	Reason for issue	Recipient	Use of funds	Issue price per security	Discount/premium to market price	Total cash consideration (\$)
1.	Employee share scheme entitlements, payments to contractors in lieu of cash	Various employees, company secretary, investor relations consultant	None raised	Average deemed \$0.02	33% discount to closing price on date of issue	N/A. Shares issued in lieu of cash
2.	Private placement, employee share scheme entitlements	Investors identified by lead manager, various employees	Repayment of debt, purchase of inventory	\$0.08	33% discount to closing price on date of issue	\$3,512,000
3.	Conversion of employee options and issue under share purchase plan	Various employees, shareholders of HT8	Repayment of debt, purchase of inventory	SPP: 8c Options: 1.7c (100,000), 3.4c (100,000) and 4c (300,000)	SPP: 40% discount to closing price on date of issue	\$1,417,100

All Shares issued by the Company in the 12 months preceding the Meeting have the same terms and rank equally in all respects with existing shares in the Company.

Ranking of shares

Any shares issued under the 10% Placement Capacity will rank equally with all other existing shares on issue in the Company.

GENERAL INFORMATION

Voting Exclusion

A voting exclusion statement applies to this resolution, as set out in the Notice.

Chairman's available proxies

The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.

9. RESOLUTIONS 8 and 9 – REMOVAL AND APPOINTMENT OF AUDITORS

<p>Explanation</p>	<p><i>Under Section 329 of the Corporations Act, an auditor of a company may be removed from office by resolution at a general meeting of which notice of intention to move the resolution has been given to the company in accordance with section 329 of the Corporations Act. Australian PC Accessories Pty Limited, a company related to Garrison Huang, has given notice to the Company of its intention to remove RSM Australia Partners as auditor of the Company. Resolution 4 therefore seeks Shareholder approval to remove RSM Australia Partners as auditor of the Company with effect from the close of the AGM.</i></p> <p><i>Under section 327D of the Corporations Act, where an auditor of a company is removed from office at a general meeting in accordance with section 329 of the Corporations Act, the company may, by special resolution at that general meeting, immediately appoint an individual, firm or company as auditor of the company in accordance with section 328B(3) of the Corporations Act. Either a Director or a Shareholder will nominate an auditor to be appointed at the AGM in accordance with section 328B(3). A shareholder of the Company, Australian PC Accessories Pty Limited, has nominated ShineWing Australia as auditor of the Company.</i></p> <p><i>In the event that Resolution 8 is passed and RSM Australia Partners is removed as auditor of the Company, Resolution 9 will seek approval for the appointment of ShineWing Australia with effect from the close of the AGM.</i></p>
<p>Chairman's available proxies</p>	<p>The Chairman of the Meeting intends to vote all available proxies in favour of Resolutions 8 and 9.</p>

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ANNEXURE A TERMS OF OPTIONS

The Options will be issued at nil cash consideration.

No funds are raised from the issue of the options. Funds raised from the exercise of the options will be utilised for working capital and repayment of debt.

The following specific terms and conditions will apply to the options:

(a) Entitlement

(i) Each Option entitles the Option holder to subscribe for, and be allotted, one ordinary Share in the capital of the Company.

(ii) Shares issued on the exercise of Options will rank equally with all existing Shares on issue, as at the exercise date, and will be subject to the provisions of the Constitution of the Company and any escrow restrictions imposed on them by the ASX.

(b) Exercise of Option

(i) The Options are exercisable at any time from the issue date.

(ii) The final date and time for exercise of the Options is the date specified in the notice of meeting of the 2020 Annual General Meeting of the Company (Expiry Date)

(iii) The exercise price per option is the amount specified in the notice of meeting of the 2020 Annual General Meeting of the Company.

(iv) Each Option is exercisable by the Option holder signing and delivering a notice of exercise of Option together with the exercise price in full for each Share to be issued upon exercise of each Option to the Company's Share Registry.

(v) The Options cannot be exercised if, as a result of the exercise, the Optionholder or any of its associates would breach the provisions of Chapter 6 (and specifically section 606) of the Corporations Act.

(vii) All Options will lapse on the earlier of the (A) receipt by the Company of notice from the Optionholder that the Optionholder has elected to surrender the Option; and (B) Expiry Date.

(c) Quotation

The Options will not be listed on the ASX.

(d) Participation in Securities Issues

Subject to paragraph (e) below, the holder is not entitled to participate in new issues of securities without exercising the Options.

(e) Participation in a Reorganisation of Capital

(i) In the event of any reconstruction or reorganisation (including consolidation, sub-division, reduction or return of the capital of the Company), the rights of an Option holder will be changed in accordance with the Listing Rules of the ASX applying to a restructure or reorganisation of the capital at the time of that restructure or reorganisation, provided always that the changes to the terms of the Options do

not result in any benefit being conferred on the Option holder which is not conferred on Shareholders of the Company.

(ii) In any reorganisation as referred to in paragraph (e)(i), Options will be treated in the following manner:

(A) in the event of a consolidation of the share capital of the Company, the number of Options will be consolidated in the same ratio as the ordinary share capital of the Company and the exercise price will be amended in inverse proportion to that ratio;

(B) in the event of a subdivision of the share capital of the Company, the number of Options will be subdivided in the same ratio as the ordinary share capital of the Company and the exercise price will be amended in inverse proportion to that ratio;

(C) in the event of a return of the share capital of the Company, the number of Options will remain the same and the exercise price will be reduced by the same amount as the amount returned in relation to each ordinary share;

(D) in the event of a reduction of the share capital of the Company by a cancellation of paid up capital that is lost or not represented by available assets where no securities are cancelled the number of Options and the exercise price of each Option will remain unaltered;

(E) in the event of a pro-rata cancellation of shares in the Company, the number of Options will be reduced in the same ratio as the ordinary share capital of the Company and the exercise price of each Option will be amended in inverse proportion to that ratio; and

(F) in the event of any other reorganisation of the issued capital of the Company, the number of Options or the exercise price or both will be reorganised (as appropriate) in a manner which will not result in any benefits being conferred on the Option holder which are not conferred on shareholders.

(f) Adjustments to Options and Exercise Price

(i) Adjustments to the number of Shares over which Options exist and/or the exercise price may be made as described in paragraph (f)(ii) to take account of changes to the capital structure of the Company by way of prorata bonus and cash issues.

(ii) The method of adjustment for the purpose of paragraph (f)(i) shall be in accordance with the Listing Rules of the ASX from time to time, which, under Listing Rules 6.22.2 and 6.22.3, currently provide:

(A) Pro Rata Cash Issues

Where a pro-rata issue is made (except a bonus issue) to the holders of underlying securities, the exercise price of an Option may be reduced according to the following formula: $O' = O - \frac{E[P-(S+D)]}{N + 1}$

where: O' = the new exercise price of the Option.

O = the old exercise price of the Option.

E = the number of underlying securities into which one Option is Exercisable. P = the average market price per security (weighted by reference to volume) of the underlying securities during the 5 trading days ending on the day before the ex rights date or ex entitlements date.

S = the subscription price for a security under the pro-rata issue.

D = the dividend due but not yet paid on the existing underlying securities (except those to be issued under the pro-rata issue).

N = the number of securities with rights or entitlements that must be held to receive a right to one new security.

(B) Pro-Rata Bonus Issues

If there is a bonus issue to the holders of the underlying securities, on the exercise of any Options, the number of Shares received will include the number of bonus Shares that would have been issued if the Options had been exercised prior to the record date for bonus issues. The exercise price will not change.

DEFINITIONS

10% Placement Capacity	Means the Company's capacity to issue Equity Securities under ASX Listing Rule 7.1A.
15% Placement Capacity	Means the Company's capacity to issue Equity Securities under ASX Listing Rule 7.1.
Board	Means the board of Harris Technology Group Limited.
Company or Harris Technology Group	Means Harris Technology Group Limited ACN 085 545 973.
Constitution	Means the constitution of Harris Technology Group Limited.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Closely Related Party (of a member of KMP of an entity)	Has the definition given to it by section 9 of the Corporations Act, and means: <ul style="list-style-type: none"> (a) a spouse or child of the member; or (b) a child of the member's spouse; or (c) a dependant of the member or of the member's spouse; or (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or (e) a company the member controls; or (f) a person prescribed by the regulations for the purposes of this definition (nothing at this stage).
Director	Means a director of the Board of Harris Technology Group Limited
Equity Security	Means: <ul style="list-style-type: none"> a) a share; b) a right to a share or option; c) an option over an issued or unissued security; d) a convertible security; e) any security that ASX decides to classify as an equity security.
Key Management Personnel or KMP	Means those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity.
Meeting	Means the Company's 2020 Annual General Meeting.
Notice	Means this Notice of Meeting.

9 December 2020

The Secretary
HARRIS TECHNOLOGY GROUP LIMITED
UNIT 6 94 ABBOTT ROAD HALLAM VIC 3803

By email: brett@crowley.net.au

Dear Mr Crowley

HARRIS TECHNOLOGY GROUP LIMITED ("Company")

I, as a director of Australian PC Accessories Pty Limited, being a shareholder of the Company, hereby nominate ShineWing Australia for appointment as Auditor of the Company as required by Section 328B(3) of the Corporations Act.

Yours faithfully



Garrison Huang
Director

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All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 3:00pm on Wednesday 3 February 2021.**

🖥 TO VOTE ONLINE

STEP 1: VISIT <https://www.votingonline.com.au/ht8agm2020>

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

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

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **3:00pm on Wednesday 3 February 2021**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

🖥 **Online** <https://www.votingonline.com.au/ht8agm2020>

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Harris Technology Group Limited

ACN 085 545 973

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Harris Technology Group Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting** (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at **UNIT 6, 94 ABBOTT ROAD, HALLAM VIC 3803 on Wednesday, 5 February 2021 at 3:00pm** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 1,4,5 & 6 I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolutions 1,4,5 & 6 are connected with the remuneration of a member of the key management personnel of the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolutions 1,4,5 & 6). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	To re-elect Mr Howard Chen as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	To re-elect Mr Alan Sparks as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of issue of shares on 17 August 2020	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of issue of Options to Evolution Capital Advisors Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval of issue of Options to Evolution Capital Advisors Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval of 10% Placement Capacity under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Removal of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director and Sole Company Secretary

Director

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / /