

Harmony Harmony Corp Limited. Notice of annual meeting of shareholders.

Notice is hereby given that the 2022 annual meeting of shareholders of Harmony Corp Limited (ARBN 645036595 / NZBN 9429041215272) (the **Company**) will be held online at meetings.linkgroup.com/HMY22 on **Wednesday 16 November 2022** at 1:00pm AEDT / 3:00pm NZDT or (the **Meeting**).

Agenda

The business of the Meeting will be:

- A. The Chairman's address
- B. The CEO's address
- C. Resolutions

To consider and, if thought fit, to pass the following ordinary resolutions:

Resolution 1: That Monique Cairns be elected as a director of the Company.

Resolution 2: That John Quirk be elected as a director of the Company.

Resolution 3: That the Board be authorised to fix the remuneration of the Company's auditor for the ensuing year.

- D. Other business

To consider any other business properly brought before the Meeting.

By order of the Board of Directors



Paul Lahiff, Chairman
5 October 2022

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Explanatory notes

These explanatory notes have been prepared to help shareholders understand the business to be put to shareholders at the Meeting. They form part of, and should be read with, this notice of Meeting.

Resolution 1: Election of Monique Cairns

ASX Listing Rule 14.5 provides that an entity which has directors must hold an election of directors at each annual general meeting. ASX Listing Rule 14.4 requires that a director appointed by the Board must not hold office (without re-election) past the Company's following annual general meeting. The Meeting is an annual general meeting or the purposes of the ASX Listing Rules.

Director Monique Cairns retires in accordance with ASX Listing Rule 14.4 and offers herself for election in accordance with clause 21.5 of the Company's Constitution.

Accordingly, the shareholders of the Company are requested to consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company: *"That Monique Cairns be elected as a director of the Company."*

In the Board's opinion, Ms Cairns would, if appointed as at the date of this notice of Meeting, be an independent non-executive director of the Company for the purposes of the Board Charter.

Prior to submitting herself for election, Ms Cairns acknowledged to the Company that she would have sufficient time to properly fulfil her duties to the Company.

Monique Cairns

Appointed: 1 August 2022

Monique has over 20 years of experience in strategy, communications, marketing and sales, across financial institutions and a range of sectors. She has a diverse governance experience with extensive shareholder engagement. She is currently the Deputy Chair of New Zealand Home Loans ("NZHL"), and the Chair of NZHL's People and Culture Committee. Monique is also a Director of DEC International, Unitec Institute of NZ, Manukau Institute of Technology, and a Trustee of the NZ Portrait Gallery.

Monique owns Caribou, a consulting provider in New Zealand, providing business strategy, brand marketing and communication advice to clients from diverse industry sectors, including Fintech and personal lending. Monique's unique experience across governance and marketing will provide valuable insights for the Harmoney Board.

Prior to her governance roles, Monique was the Chief Marketing Officer at GE Capital New Zealand, and the Head of Retail Sales Development and Customer Experience at the Bank of New Zealand. Ms Cairns is a member of the Australian Institute of Company Directors and the NZ Institute of Directors.

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Resolution 2: Election of John Quirk

Director John Quirk retires in accordance with ASX Listing Rule 14.4 and offers himself for election in accordance with clause 21.5 of the Company's Constitution.

Accordingly, the shareholders of the Company are requested to consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company: *"That John Quirk be elected as a director of the Company."*

In the Board's opinion, Mr Quirk would, if appointed as at the date of this notice of Meeting, be an independent non-executive director of the Company for the purposes of the Board Charter.

Prior to submitting himself for election, Mr Quirk acknowledged to the Company that he would have sufficient time to properly fulfil her duties to the Company.

John Quirk

Appointed: 1 August 2022

John has over 40 years of experience in the technology space across several overseas or multinational information technology companies. He has held key leadership roles, including the position of Chief Executive Officer (Asia Pacific) of MI Services Group, an international management consulting organisation for information systems company. For the past 20 years, he has specialised in strategic advisory to high-growth technology companies like Harmoney.

John also has an extensive governance background, and has been actively involved in strategic, mentoring and M&A activity. Currently, he is Chair of Portainer.io, Cumulo9, a director of Aeroqual, and has recently been appointed to the New Zealand Government's 'Strong Public Media' Establishment Board. Previous roles have included Chair of Kordia Group, Clearpoint Group, SMX Limited, FrameCAD Group, merlot.aero, WhereScape Software, Farm-IQ Systems and Axon Computers. John is a Chartered Member of the Institute of Directors.

Resolution 3: Auditor remuneration

PricewaterhouseCoopers (Australia) is the current auditor of the Company and has indicated its willingness to continue in office. Pursuant to section 207T of the Companies Act 1993 (New Zealand), PricewaterhouseCoopers will be automatically reappointed as auditor of the Company at the Meeting.

Accordingly, the shareholders of the Company are requested to consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company for the purposes of section 207S of the Companies Act 1993: *"That the Board be authorised to fix the remuneration of the Company's auditor for the ensuing year."*

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Procedural notes

Attendance

The Board has decided to hold the Meeting online. Shareholders can attend and participate in the Meeting at meetings.linkgroup.com/HMY22.

Please note that your shareholder number will be required for verification purposes. Your shareholder number can be found on your Proxy Form, enclosed with this notice of Meeting.

For holders that have migrated from the NZX register to the ASX register as part of the NZX delisting, you will need to utilise your new Security Holder Reference Number (SRN) on the statement issued to you.

Materials from the Meeting will be posted on the Company's website at harmoney.co.nz/investor and released to the ASX and NZX market announcement platforms in due course.

Entitlement to vote

The Company has determined that voting entitlements for the Meeting will be fixed as at 3:00pm AEDT / 5:00pm NZDT on Friday 11 November 2022. Only persons recorded as shareholders in the Company's share register will be able to vote at the Meeting, and votes will be based on shareholdings at that time.

Voting

Voting on all resolutions will be by poll. The resolutions are ordinary resolutions and can be passed by a simple majority (more than 50%) of the votes cast.

Voting during the Meeting

You can vote online during the Meeting. Your shareholder number will be required for verification purposes.

Voting by proxy

You can exercise your right to vote by appointing a proxy (or representative, in the case of a corporate shareholder) to cast an online vote during the Meeting in your place.

You can appoint a proxy online at linkmarketservices.com.au, or by completing and returning your Proxy Form by post, email (as a scanned attachment), fax, or hand, so that it is received by Link Market Services Limited no later than 10:30am AEDT / 12:30pm NZDT on Monday 14 November 2022. Please see the further instructions on your Proxy Form.

A proxy does not have to be a shareholder. You may appoint the Chair of the Meeting as your proxy. The Chair will vote for resolutions marked "Proxy's Discretion", even if they have an interest in the outcome of the resolution.

If your named proxy does not attend the Meeting or you haven't named a proxy, the Chair will act as your proxy and will vote in accordance with your express direction,

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and any undirected votes will (subject to any restriction(s) set out in the ASX Listing Rules) be voted in accordance with the Chair's discretion.

If your Voting/Proxy Form is returned without direction as to how your proxy should vote on the resolutions, then the proxy may vote as he or she thinks fit on that resolution.

More information

If you have any questions or require further information in relation to this notice of Meeting, please contact us at [**investors@harmoney.co.nz**](mailto:investors@harmoney.co.nz).

Questions can be asked via the online platform during the Meeting.


The Chair will answer as many questions as possible during the Meeting.

LODGE YOUR VOTE

 **ONLINE**
<https://investorcentre.linkgroup.com>

 **BY MAIL**
Harmony Corp Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

 **BY FAX**
+61 2 9287 0309

 **BY HAND**
Link Market Services Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150

 **ALL ENQUIRIES TO**
Telephone: 1300 306 276 Overseas: +61 1300 306 276



X99999999999

PROXY FORM

I/We being a member(s) of Harmony Corp Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the annual meeting of shareholders of the Company to be held at **1:00pm (AEDT) / 3:00pm (NZDT) on Wednesday, 16 November 2022 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in online at <https://meetings.linkgroup.com/HMY22> (refer to details in the Virtual Meeting Online Guide).

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

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an

Resolutions

	For	Against	Abstain*
1 Election of Monique Cairns as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Election of John Quirk as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Auditor remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and applicable laws.

HMY PRX2201N



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF ADDITIONAL PROXIES

You are entitled to appoint more than one proxy to attend the Meeting and vote on a poll, provided that more than one proxy is not appointed to exercise the rights attached to a particular share. If you wish to appoint an additional proxy, additional Proxy Forms may be obtained by telephoning the Company's share registry or you may copy this form and return the forms together.

To appoint an additional proxy you must:

- on each Proxy Form, state the percentage of your voting rights or number of shares 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 an equal share of your votes (fractions of votes being disregarded); and
- return the forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: the form must be executed in accordance with the company's constitution and applicable laws (typically one or more Directors, a single Director and a Company Secretary, or a Sole Director who is also the Sole Company Secretary). Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at registrars@linkmarketservices.com.au prior to admission in accordance with the notice of meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **1:00pm (AEDT) / 3:00pm (NZDT) on Monday, 14 November 2022**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

<https://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - this being the CSN/holder number.



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Harmony Corp Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

*During business hours Monday to Friday (9:00am - 5:00pm)

Virtual Meeting Online Guide

Before you begin

Ensure your browser is compatible. Check your current browser by going to the website: **whatismybrowser.com**

Supported browsers are:

- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer 9 and up
- Microsoft Edge - 92.0 and after

To attend and vote you must have your securityholder number and postcode.

Appointed Proxy: Your proxy number will be provided by Link before the meeting.

Please make sure you have this information before proceeding.

Virtual Meeting Online Guide

Welcome to the Link Meeting 2021

LINKGroup

Please register your details to participate

Full Name

Mobile (e.g. 022 123 1234)

Email

I am a...

I have read and accept the [Terms & Conditions](#)

REGISTER AND WATCH AGM

Help Number: 1800 990 363

Step 1

Open your web browser and go to <https://meetings.linkgroup.com/HMY21>

Step 2

Log in to the portal using your full name, mobile number, email address, and participant type.

Please read and accept the terms and conditions before clicking on the blue **'Register and Watch Meeting'** button.

- On the left – a live audio webcast of the Meeting
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

Note: If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

1. Get a Voting Card

To register to vote – click on the 'Get a Voting Card' button.

This will bring up a box which looks like this.

Voting Card

Please provide your Shareholder or Proxy details

SHAREHOLDER DETAILS

Shareholder Number

Post Code

SUBMIT DETAILS AND VOTE

OR

PROXY DETAILS

Proxy Number

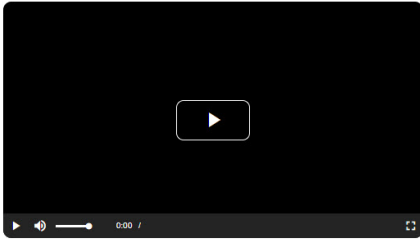
SUBMIT DETAILS AND VOTE

If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

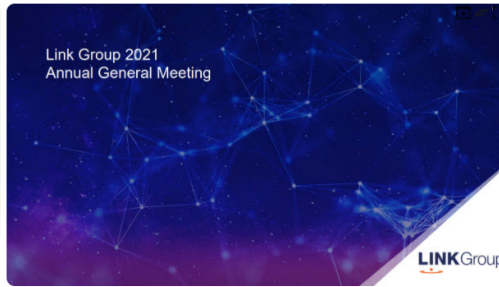
If you are an appointed Proxy, please enter the Proxy Number issued by Link in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by securityholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Securityholders and proxies can either submit a Full Vote or Partial Vote.



The presentation will begin at XX:XX am/pm ZONE



+
Get a Voting Card

?
Ask a Question

Downloads

- Speakers Bio
- Sustainability Report
- Notice of meeting
- Online Guide

ABC COMPANY PTY LTD X123456789

Voting Card

Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like complete a partial vote, please specify the number of votes for each resolution in the Partial Vote section. Proxy holder votes will only be applied to discretionary (undirected) votes. Directed votes will be applied as per the Unitholder's voting instructions.

Full Vote Partial Vote

Resolution 2B	<input checked="" type="radio"/> For	<input type="radio"/> Against	<input type="radio"/> Abstain
RE-ELECTION OF MR. ABC AS A DIRECTOR			
Resolution 2C	<input checked="" type="radio"/> For	<input type="radio"/> Against	<input type="radio"/> Abstain
RE-ELECTION OF MS XYZ AS A DIRECTOR			
Resolution 3	<input checked="" type="radio"/> For	<input type="radio"/> Against	<input type="radio"/> Abstain
INCREASE TO DIRECTORS' MAXIMUM FEE POOL LIMIT			
Resolution 4	<input checked="" type="radio"/> For	<input type="radio"/> Against	<input type="radio"/> Abstain
ADOPTION OF REMUNERATION REPORT			
SUBMIT VOTE			

Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

Note: If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click on the **'Submit Vote'** or **'Submit Partial Vote'** button.

Note: You can close your voting card without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards.

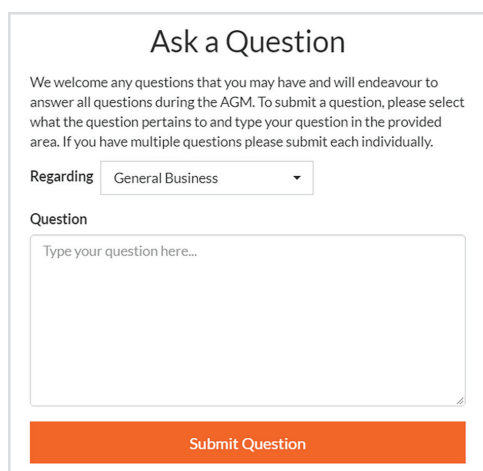
Once voting has been closed all submitted voting cards cannot be changed.

2. How to ask a question

Note: Only securityholders are eligible to ask questions.

If you have yet to obtain a voting card, you will be prompted to enter your securityholder number or proxy details before you can ask a question. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

The 'Ask a Question' box will then pop up with two sections for completion.



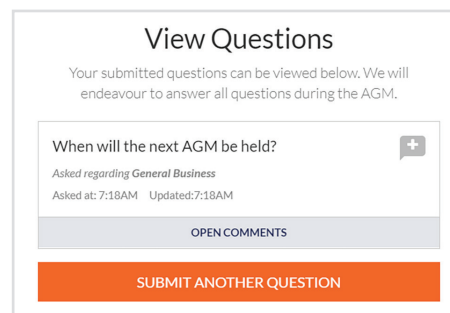
In the 'Regarding' section click on the drop down arrow and select the category/resolution for your question.

Click in the 'Question' section and type your question and click on 'Submit'.

A 'View Questions' box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question.

Note that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.



3. Downloads

View relevant documentation in the Downloads section.

4. Voting closing

Voting will end 5 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.