

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.

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

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

Notice is hereby given that the Annual Report for Harmony Corp Limited (ARBN 645036595 / NZBN 9429041215272) for the year ended 30 June 2022 was published online at [harmony.co.nz/investor](https://www.harmony.co.nz/investor) (under the heading “Harmony's Results”).

You may access and download a copy of the Annual Report from the above website free of charge.

Alternatively, you may request that an electronic copy be emailed to you, or a hard copy posted to you, free of charge.

Contact us

Email: investors@harmony.co.nz

Phone:

New Zealand: 0800 427 666

Australia: 1300 042 766

Post:

New Zealand: Harmony, PO Box 106-507, Customs Street, Auckland 1143

Australia: Harmony, GPO Box 7004, Sydney, NSW 2001

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