



Harvest Technology Group Limited  
ASX Code: HTG

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

20 December 2021

**Harvest Technology Group Limited**

**STRICTLY CONFIDENTIAL**

**URGENT – ACKNOWLEDGEMENT REQUIRED BY 5:00 PM  
(SYDNEY TIME) ON 14 JANUARY 2022**

**1 for 10 accelerated non-renounceable pro-rata entitlement offer of new ordinary shares at A\$0.21  
per new share to raise up to approximately A\$11.1 million**

Dear Sir/Madam

**Instructions to nominees, trustees and/or custodians acting for beneficial shareholders in Harvest  
Technology Group Limited**

**1. Introduction**

If you are not the correct person in your organisation to receive this letter we apologise and ask that you forward it to the most appropriate person.

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

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

of new ordinary shares in HTG (**New Shares**) on the basis of 1 New Share for every 10 shares held at 7:00 pm (Sydney time) on 15 December 2021 (**Record Date**) at an offer price of A\$0.21 per New Share.

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

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

An offer booklet (**Offer Booklet**) in relation to the Retail Entitlement Offer will be lodged with the ASX and mailed to Eligible Retail Shareholders (as defined below), or emailed to Eligible Retail Shareholders if they

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ABN: 77 149 970 445



have selected email as their preferred method of communication, on or around 20 December 2021, together with a personalised entitlement and acceptance form (**Entitlement and Acceptance Form**), and together with the Offer Booklet, the **Offer Materials**).

## 2. Retail Entitlement Offer

As a nominee, trustee or custodian for shareholders in HTG (hereafter, **nominee**) you will shortly receive a copy of the Offer Materials. The personalised Entitlement and Acceptance Form will indicate a pro-rata Entitlement based upon the number of ordinary shares in HTG (**Shares**) you hold in aggregate under your nominee account name as at 7.00pm (Sydney time) on the Record Date.

The Retail Entitlement Offer is only being extended to nominees with a registered address in Australia or New Zealand who were registered as the holder of Shares at 7:00 pm (Sydney time) on the Record Date and who held those Shares on behalf of Eligible Retail Shareholders (defined below).

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

- (a) are registered as a holder of Shares as at 7.00pm (Sydney time) on 15 December 2021;
- (b) have a registered address in Australia or New Zealand;
- (c) are eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer;
- (d) are not in the United States and are not acting for the account or benefit of a person in the United States (to the extent such person holds shares for the account or benefit of such person in the United States); and
- (e) were not invited to participate (other than as nominee, in respect of other underlying holdings) in the Institutional Entitlement Offer, and were not treated as an ineligible shareholder under the Institutional Entitlement Offer.

Shareholders who are not Eligible Retail Shareholders (**Ineligible Shareholders**) are not entitled to participate in the Retail Entitlement Offer or to exercise their entitlement to be issued New Shares (**Entitlements**). HTG and Moelis reserve the right to reject any application that they believe comes from a person who is not an Eligible Retail Shareholder.

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

**IMPORTANT NOTE: Any underlying beneficial shareholders who are not Eligible Retail Shareholders are ineligible to apply for New Shares under the Retail Entitlement Offer. If you are a nominee for underlying beneficial shareholders who are not Eligible Retail Shareholders, you must not provide those persons with the Offer Materials, submit personalised Entitlement and Acceptance Forms nor apply for New Shares on their behalf. In particular, without limiting the foregoing, you must not submit an Entitlement and Acceptance Form or BPAY® payment on behalf of an underlying beneficial shareholder that is in the United States, or is acting for the account or benefit of a person in the United States.**

HTG may in its absolute discretion refuse to accept an offer to subscribe for New Shares under the Retail Entitlement Offer if it believes that the nominee's underlying applicants are not each an Eligible Retail Shareholder or have not complied with the terms and conditions set out in the Offer Materials. Determination



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of eligibility of shareholders for the purposes of the Retail Entitlement Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of HTG. HTG disclaims any liability in respect of the exercise or otherwise of that discretion, to the maximum extent permitted by law.

In particular, the New Shares have not been, and will not be, registered under the U.S. Shares Act of 1933 as amended (**U.S. Shares Act**) or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Shares to be offered in the Retail Entitlement Offer may only be offered to, directly or indirectly, eligible holders of HTG Shares that are not in the United States in “offshore transactions” (as defined in Rule 902(h) of the Securities Act) in reliance on Regulation S under the U.S. Securities Act.

You must not send any documents in relation to the Retail Entitlement Offer, including the Offer Materials to, or submit an application or otherwise accept the Retail Entitlement Offer on behalf of, any Ineligible Shareholder, including any person in the United States or elsewhere outside Australia or New Zealand. Failure to comply with restrictions contained in this letter may result in violations of applicable securities laws.

Return of the Entitlement and Acceptance Form or payment of application monies via BPAY® by you on behalf of HTG's shareholders for which you act as nominee and/or custodian will be taken by HTG and Moelis to constitute a representation by you that there has been no breach of any such laws or the representations, warranties, agreements and restrictions set out in this letter and the Offer Materials or any other relevant materials. Further, consistent with the warranties contained in the Entitlement and Acceptance Form, you are also advised not to submit any completed Entitlement and Acceptance Form with respect to the Retail Entitlement Offer on behalf of any of your clients (or any other person) resident in the United States. Failure to comply with these restrictions may result in violations of applicable laws. Eligible Retail Shareholders who are nominees, trustees or custodians are therefore advised to seek independent legal advice as to how to proceed.

### **3. What you are required to do**

If you submit an application on a personalised Entitlement and Acceptance Form, you are required to also complete a copy of the attached form entitled “**Summary for Nominee Applications**” (see Appendix A) which should detail the beneficial owner's name and number of New Shares sought for each such person on whose behalf you are applying. Each beneficial owner's portion of the Retail Entitlement Offer is to be calculated as their holding of HTG Shares under your nominee account at 7:00 pm (Sydney time) on the Record Date.

Any application made via BPAY® or on the respective personalised Entitlement and Acceptance Forms by you on behalf of an underlying beneficial Eligible Retail Shareholder must be in accordance with these terms and the Offer Materials. Your completed Entitlement and Acceptance Form will be taken by HTG to constitute a representation by you that you have complied with the Retail Entitlement Offer restrictions, the Offer Materials, this letter and all applicable laws. You acknowledge and agree that any failure by you to comply with the Retail Entitlement Offer restrictions may result in violations of applicable laws and loss to HTG.

**Please attach copies of the completed “Summary for Nominee Applications” form with any application submitted on the personalised Entitlement and Acceptance Form.**

**For BPAY or EFT applications**, a copy of these forms should be emailed to [custodians@computershare.com.au](mailto:custodians@computershare.com.au).

**Applications received from a nominee account without a completed “Summary for Nominee Applications” form WILL NOT BE PROCESSED.**

It is important to note that information on the “Summary for Nominee Applications” will be kept confidential and will only be used by HTG to compare with our records of nominee accounts as at the Record Date.



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In addition, please sign where indicated below and return as directed to acknowledge receipt of this letter and your understanding of and compliance with these procedures.

If you have any queries please call your stockbroker, accountant or other professional adviser or the HTG Offer Information Line on 1300 850 505 (from within Australia) or +61 (03) 9415 4000 (from outside Australia) between 8.30 am and 5.00 pm (Sydney time), Monday to Friday during the Retail Offer Period (Monday, 20 December 2021 to Friday, 14 January 2022), or visit our website at <https://harvest.technology/investors>.

Yours sincerely,

Jeffery Sengelman  
Chairman

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### **ACKNOWLEDGEMENT**

We hereby acknowledge receipt of the letter dated 20 December 2021 setting out instructions to nominees acting for holders of Shares and confirm that we understand the procedures and terms and conditions for lodgement of personalised Entitlement and Acceptance Forms under the Retail Entitlement Offer. We further hereby acknowledge that the Retail Entitlement Offer is only available for acceptance (whether directly, indirectly or by us as nominee) by Eligible Retail Shareholders that are not in the United States.

**NOMINEE:** .....

**SIGNED:** ..... **NAME:** .....

**DATED:** ..... **PHONE:** .....



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**NOTE:** The information in this letter is general information only, does not constitute a securities recommendation or financial product advice, and has been prepared without taking account of the investment objectives, financial situation or needs of any particular investor. You should read the Offer Booklet (lodged by HTG with ASX on 20 December 2021, which attaches HTG's Investor Presentation lodged with ASX on 13 December 2021), which includes risk factors, and consider whether any investment is appropriate having regard to your (or your client's) objectives, financial situation or needs before acting on the information.

Copies of the Offer Materials are available from ASX's website and from the Registry. Nominees acting on behalf of Eligible Retail Shareholders who want to acquire New Shares should complete, or otherwise apply in accordance with, the personalised Entitlement and Acceptance Form that accompanies the Offer Booklet and should consider the Offer Materials and publicly available information about HTG in deciding whether or not to acquire the New Shares.

In dealing with beneficial owners of existing Shares, custodians/nominees will need to assess whether indirect participation in the Retail Entitlement Offer by the beneficiary complies with applicable foreign laws. Neither HTG nor Moelis will advise as to, and neither is responsible for determining, whether any such person qualifies as an Eligible Retail Shareholder. Accordingly, any application made on the respective personalised Entitlement and Acceptance Forms by you on behalf of beneficial owners of existing Shares for whom you act as nominee or custodian must only be for Eligible Retail Shareholders as set out above. For further information, please refer to the Offer Booklet and Investor Presentation.

#### **NOT FOR RELEASE OR DISTRIBUTION IN THE UNITED STATES**

This letter and the Offer Materials do not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States, or in any other jurisdiction in which such an offer or solicitation would be illegal. No action has been or will be taken to register, qualify or otherwise permit a public offering of the New Shares in any jurisdiction outside Australia or New Zealand. In particular, the New Shares have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction of the United States.

**IMPORTANT NOTICE TO NOMINEES:** Because of legal restrictions, you must not send copies of this letter or any material relating to the Retail Entitlement Offer to any of your clients (or any other person) in the United States or elsewhere outside Australia or New Zealand (or in such other country as HTG may agree is permissible in compliance with applicable securities laws) and on whose behalf you are the registered owner of HTG Shares. Failure to comply with these restrictions may result in violations of applicable securities laws.

You should seek independent tax advice in relation to the Retail Entitlement Offer and your participation. You may also wish to refer to the tax disclosures contained in the Offer Booklet which will provide further information on potential taxation implications for certain categories of Australian shareholders.



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**APPENDIX A – HARVEST TECHNOLOGY GROUP LIMITED (ASX:HTG) RETAIL ENTITLEMENT OFFER**

**Summary for Nominee Applications**

<b>NOMINEE ACCOUNT NAME:</b>	<b>SRN/HIN:</b>	<b>SUMMARY No.</b>

	NAME OF BENEFICIAL HOLDER	SECURITY HOLDING AT ON RECORD DATE (7:00PM, SYDNEY TIME, 15 DECEMBER 2021)	ENTITLEMENT BASED ON RECORD DATE HOLDING (7:00PM, SYDNEY TIME, 15 DECEMBER 2021)	NEW SECURITIES APPLIED FOR	APPLICATION PAYMENT (AUD) AT A\$0.21 PER NEW SECURITY
1					A\$
2					A\$
3					A\$
4					A\$
5					A\$
<b>TOTAL</b>					<b>A\$</b>

If more than one form is required please photocopy this form and submit all forms together and at the same time.

**Entitlement:** Entitlement is calculated on the basis of 1 New Share for every 10 existing HTG Shares held based on each Eligible Retail Shareholder's holding as at 7:00 pm (Sydney time) on 15 December 2021.

<b>CONTACT PERSON</b>	<b>PHONE NO.</b> ( )	<b>COMPLETED BY (INITIALS)</b>
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Please enclose this form with your personalised Entitlement and Acceptance Form and send both via email at [custodians@computershare.com.au](mailto:custodians@computershare.com.au).

By submitting the enclosed Entitlement and Acceptance Form we confirm that every Eligible Retail Shareholder for whose account we are acquiring New Shares has made an irrevocable offer to subscribe for New Shares under the Retail Entitlement Offer on the terms and conditions set out in the Entitlement and Acceptance Form and the Offer Booklet.

We acknowledge that HTG may in its absolute discretion refuse to accept this irrevocable offer to subscribe for New Shares under the Retail Entitlement Offer if they reasonably believe that our underlying applicants are not each an Eligible Retail Shareholder or have not complied with the terms and conditions set out in the Entitlement and Acceptance Form and Offer Booklet. In particular, you represent, warrant and agree that each beneficial holder on whose behalf you are submitting this form is resident in Australia or New Zealand (or in such other country as HTG may agree is permissible in compliance with applicable securities laws) and is not in the United States. We hereby acknowledge receipt of the letter setting out instructions to nominees acting for holders of HTG Shares from HTG and confirm that we understand the procedures for lodgement of personalised Entitlement and Acceptance Forms under the Retail Entitlement Offer. We further hereby acknowledge that the Retail Entitlement Offer is only available for acceptance (whether directly, indirectly or by us as nominee and/or custodian) by certain shareholders that are not in the United States.

**SIGNED:** \_\_\_\_\_ **NAME:** \_\_\_\_\_ **DATED:** \_\_\_\_\_

Please enclose this form with your personalised Entitlement and Acceptance Form

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