

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

Notice is hereby given that the 2023 annual meeting of shareholders of Harmony Corp Limited (ARBN 645036595 / NZBN 9429041215272) (the **Company**) will be held online at **meetings.linkgroup.com/HMY23** on **Wednesday 15 November 2023** at 12:00pm AEDT / 2:00pm 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 Neil Roberts be elected as a director of the Company.

Resolution 2: 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

A handwritten signature in black ink, appearing to read 'Paul Lahiff', with a large, stylized circular flourish at the bottom.

Paul Lahiff, Chairman
5 October 2023

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 Neil Roberts

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 must not hold office (without re-election) past the Company's third annual general meeting following the Company's admission to the ASX. The Meeting is an annual general meeting for the purposes of the ASX Listing Rules.

Director Neil Roberts 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 Neil Roberts be elected as a director of the Company."*

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

Neil Roberts

Appointed: 11 December 2015

Mr Roberts founded the Company, and led the business as Chief Executive Officer over six years, driving the capital path and building culture systems and processes that are intrinsic to the Company's success.

Prior to that, Mr Roberts was Head of Sales and Business Development at FlexiGroup, leading a team of 80 with annual sales of \$200 million driving a \$30 million profit.

Mr Roberts also founded the Direct Division of a New Zealand retail company, PRG Group, that sold personal loans to consumers and raised retail debentures to fund loans. Launched in 2001 PRF Direct, achieved \$3.2 billion in personal loan applications and \$1.2 billion in written personal loan volume over five years. Ultimately heading the business, Mr Roberts was responsible for over 400 staff and a balance sheet of \$750 million in assets with forecasted pre-tax profit of \$50 million six years later and prior to being sold to GE Money in 2006.

Mr Roberts is currently the Chief Strategy Officer for the Company.

Resolution 2: Auditor remuneration

KPMG (New Zealand) 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), KPMG 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.”*

Procedural notes

Attendance

The Board has decided to hold the Meeting online. Shareholders can attend and participate in the Meeting at **meetings.linkgroup.com/HMY23**.

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.

Materials from the Meeting will be posted on the Company’s website at harmony.co.nz/investor and released to the ASX market announcement platform in due course.

Entitlement to vote

The Company has determined that voting entitlements for the Meeting will be fixed as at 7:00pm AEDT / 9:00pm NZDT on Monday 13 November 2023. 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 12:00pm AEDT / 2:00pm NZDT on Monday 13 November 2023. 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, 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.

Harmony **Harmony** Corp Limited. Annual Report.

Notice is hereby given that the Annual Report for Harmony Corp Limited (ARBN 645036595 / NZBN 9429041215272) for the year ended 30 June 2023 was published online at **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

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