

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

Notice is hereby given that the 2021 annual meeting of shareholders of Harmony Corp Limited (ARBN 645036595 / NZBN 9429041215272) (the **Company**) will be held online at meetings.linkgroup.com/HMY21 on **Monday 29 November 2021** at 10:30am AEDT / 12:30pm NZDT (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 Paul Lahiff 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



Paul Lahiff, Chairman
19 October 2021



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 Paul Lahiff

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 for the purposes of the ASX Listing Rules.

Director and Chairman Paul Lahiff 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 Paul Lahiff be elected as a director of the Company."*

In the Board's opinion, Mr Lahiff 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 Lahiff acknowledged to the Company that he would have sufficient time to properly fulfil his duties to the Company.

Paul Lahiff

Appointed: 15 February 2021

Paul is a highly seasoned executive following 40 years' experience in financial services, encompassing a broad portfolio of executive and non-executive roles.

Paul currently sits on the Board of ASX-listed AUB Holdings, as well as payments company Sezzle Inc. He is also the Chair of Australian neo-bank 86 400 Holdings, and of NESS Super.

Paul was previously the CEO and Managing Director of Mortgage Choice, during which time he led its successful listing on the ASX. He was also a former Managing Director at Permanent Trustee, and before that at Heritage Building Society.

Paul brings a recent track record of Chairmanships, where he gained extensive capital markets, regulatory and governance experience from his time at Cuscal Limited, New Payments Platform (NPP) Australia, the Australian Retail Credit Association, and RFi Group.

Resolution 2: 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.”*

Procedural notes

Attendance

The Board has decided to hold the Meeting online given the current restrictions on gatherings and travel caused by COVID-19, which may still be in place at the time of the Meeting.

Shareholders can attend and participate in the Meeting at **meetings.linkgroup.com/HMY21**. 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 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 26 November 2021. 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.

Harmoney

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 Saturday 27 November 2021. 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.