

SHAREHOLDERS' CIRCULAR



DATED 7 JULY, 2020

Harvest Technology plc
Nineteen Twenty Three,
Valletta Road, Marsa,
MRS 3000, Malta

T +356 2144 5566
E info@harvest.tech

This circular is being issued by Harvest Technology p.l.c. (C 63276), with registered office at Nineteen Twenty Three, Valletta Road, Marsa MRS 3000, Malta (the “**Company**”), and sent to those shareholders appearing on the register of members of the Company as at close of business on **30 June 2020**, and is intended to provide an explanation of the ordinary resolution pertaining to the proposed Remuneration Policy of the Company that is being proposed to shareholders at the next Annual General Meeting of the Company.

This circular (the “**Circular**”) is intended to provide further information to shareholders of the Company on the ordinary resolution being proposed at the forthcoming Annual General Meeting (the “**AGM**”) of the Company, for shareholders to consider and, if thought fit, approve, the Directors’ proposed Remuneration Policy.

1. IMPORTANT INFORMATION

This Circular, containing information about one of the ordinary resolutions to be proposed for approval at the forthcoming AGM, as approved by the Board of Directors of the Company, is being dispatched to all persons appearing on the Company’s register of members as at close of business on **30 June 2020** (the “**Members**”).

This Circular is being issued in compliance with the Listing Rules issued by the Listing Authority, in particular the requirements set out in Listing Rule 6.1.11 relating to circulars sent to shareholders when the notice of an annual general meeting includes any business other than ordinary business, and Listing Rule 6.2 on the contents of all circulars.

Where any or all of the shares in the Company held by a recipient of this Circular have been sold or transferred by the date of receipt of this document, a copy of this Circular should be passed on to the person through whom the sale or transfer was effected for transmission of the Circular to the purchaser or transferee.

All the directors of the Company as at the date hereof, namely Prof. Juanito Camilleri (Chairman), Ms Jacqueline Camilleri, Mr. Richard Abdilla Castillo, Mr. Conrad Aquilina and Mr. Stephen Paris (together referred to as the “**Directors**”) accept responsibility for the information contained in this document.

To the best of the knowledge and belief of the Directors, who have taken all reasonable care to ensure that such is the case, the information contained in this document is in accordance with the facts and does not omit anything which is likely to affect the import of such information.

This Circular is important and requires your immediate attention as you shall be required to vote at the AGM. If you remain in doubt as to what voting action to take, you are advised to consult an appropriate independent adviser.

2. INTRODUCTION

In addition to the resolutions relating to the ordinary business of the Company being placed before the Company’s shareholders at the AGM, the Directors are also placing before the shareholders the below ordinary resolution, constituting extraordinary business of the Company, for the purpose of approving the Directors’ remuneration policy that may be paid to the Directors of the Company as set out in article 21.1 of the Company’s Articles of Association, as explained in further detail below.

3. PROPOSED ORDINARY RESOLUTION - EXTRAORDINARY BUSINESS

RESOLUTION 5: APPROVAL OF DIRECTORS’ REMUNERATION POLICY

The proposed resolution reads as follows:

“That the Remuneration Policy of the Company, in the form as enclosed and explained in the Shareholder’s Circular dated 7 July, 2020 and circulated together with the notice convening this meeting, be and is hereby approved.”

Explanatory Note

Following amendments made to Chapter 12 of the Listing Rules in July 2019, as a result of the transposition of Directive (EU) 2017/828 of the European Parliament and of the Council of 17 May 2017 (the “**Shareholder Rights Directive II**”), the Directors have drawn up a remuneration policy relating to the remuneration payable to the Directors and chief Executive Officer (CEO) of the Company (the “**Remuneration Policy**”).



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The overarching objective of the proposed Remuneration Policy is to promote the long-term success and development of the Company, and to attract, motivate and retain individuals with an apt combination of skills, knowledge, experience and expertise. Furthermore, the Remuneration Policy is formulated on the general principle of upholding integrity and good governance in the conduct of the affairs and business of the Company, by establishing clear, comprehensive, and objective parameters upon which the remuneration that may be paid to the Directors and Chief Executive Officer (“CEO”) of the Company are to be made, together with the decision-making process involved.

The Directors are proposing that this Remuneration Policy be approved by the shareholders of the Company as required in terms of the Listing Rules. Should the approval by the shareholders of the Company be forthcoming, the effective date of the Remuneration Policy shall be 30 July 2020, and the Directors and CEO of the Company shall be remunerated in accordance with this Remuneration Policy, with effect from the date of approval by the Company in general meeting. The Remuneration Policy shall be reviewed regularly, and any material changes shall be submitted to a vote of the annual general meeting of the Company before adoption, and in any case at least every four (4) years.

As from the AGM to be held in 2021, the audited financial statements of the Company shall contain a remuneration report to be drawn up in accordance with the requirements of Appendix 12.1 of the Listing Rules, for the purpose of providing the Company’s shareholders with a comprehensive overview of the remuneration (including all benefits in whatever form) awarded or accrued during the most recent financial year to the Directors and CEO of the Company in accordance with the Remuneration Policy.

4. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents or certified copies thereof will be available for inspection at the Company’s registered office at Nineteen Twenty Three, Valletta Road, Marsa MRS 3000, for at least fourteen (14) days from the date of publication of this Circular:

- a) the Company’s Memorandum and Articles of Association;
- b) the Directors’ remuneration policy, as put forward for approval by the shareholders of the Company; and



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- c) the Company's last Annual Financial Statements, together with the Directors' Report and Auditors' Report thereon, for the year ended 31 December 2019.



5. DIRECTORS' RECOMMENDATION

The Directors, having made the necessary considerations, are of the view that the proposed resolutions, including those not set out in this Circular, are in the best interests of the Company and its shareholders as a whole. The Directors therefore recommend that the shareholders vote in favour of the said resolutions at the forthcoming AGM.

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Date: 7 July, 2020

**Approved and issued by Harvest Technology p.l.c.
(C 63276)**