

HARVEST

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

T + 356 2144 5566
E info@harvest.tech

**Annual General Meeting
Notice to Shareholders in terms of Article 11.4 of the Articles of
Association**

Notice is hereby given of the Annual General Meeting (the “**AGM**”) of Harvest Technology p.l.c. (the “**Company**”) to be held remotely on the 7th May 2021 at 10:00 hrs.

A. Ordinary Resolutions - Ordinary Business

The AGM is being called for the purpose of considering and, if thought fit, passing, the resolutions set out hereunder:

1. Audited Financial Statements

That the Audited Consolidated Financial Statements of the Company for the financial year ended 31 December 2020, together with the Directors’ Report and Auditors’ Report thereon be hereby received and approved.

2. Dividend

That the aggregate of the net interim dividends declared and distributed by the Directors on 28 July 2020 (amounting to €546,785, or €0.024 per share), 4 November 2020 (amounting to €364,490, or €0.016 per share) and 26 March 2021 (amounting to €455,613, or €0.018 per share), amounting to an aggregate net dividend for the financial year ended 31 December 2020 of €1,366,888 (equivalent to €0.060 per share), be considered the aggregate net final dividend for the financial year ended 31 December 2020, and such aggregate net final dividend be and is hereby approved.

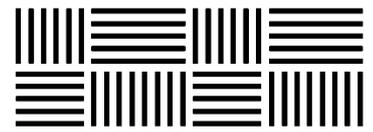
3. Re-appointment of Auditors

That the appointment of Grant Thornton as auditors of the Company be hereby approved and that the Board of Directors be hereby authorised to fix their remuneration.

4. Aggregate remuneration of Directors

That for the purpose of Article 21.1 of the Articles of Association of the Company, the aggregate remuneration that may be paid to the Directors of the Company for the financial year ending 31 December 2021 be hereby approved and fixed at €150,000.

B. Appointment of Non-Executive Directors



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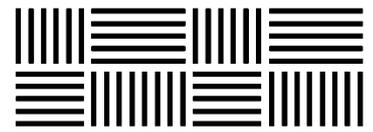
Save as explained hereunder, the present non-executive directors of the Company shall continue in office until such time that they are required to resign from their position in accordance with the mandatory rotation procedure contemplated by Article 16.2 and 16.3 of the Articles of Association of the Company.

Accordingly, the following present non-executive directors of the Company shall continue in office as aforesaid - Mr. Conrad Aquilina, Mr. Keith Busuttil, Ms. Jacqueline Camilleri, and Mr. Stephen Paris.

Mr. Georgios T. Kakouras was co-opted by the Board of Directors to the office of non-executive director of the Company in accordance with the co-option procedure contemplated by Article 18.3 of the Articles of Association of the Company. This co-option was effective as from 4th November 2020 and remains valid until the next annual general meeting of the Company following such co-option, being the upcoming AGM of the Company, at which the said co-opted director shall be eligible for re-appointment. In addition, as the longest serving non-executive director on the Board, Prof. Juanito Camilleri (non-executive director and chairman of the Board) will be obliged to retire from office at the upcoming AGM in accordance with Article 16.3 of the Articles of Association of the Company, at which he will be eligible for re-appointment.

Consequently, in view of the vacancies on the Board of Directors arising as a result of the expiry of the term of co-option of Mr. George T. Kakouras and the mandatory resignation of Prof. Juanito Camilleri resulting from the application of the mandatory rotation procedures, and in line with the requirements of Article 14.2 of the Articles of Association, in February 2021 the Company issued adverts calling for the nomination of persons to be appointed Non-Executive Directors. In terms of Article 14.1.1, the Nominations Committee of the Company received two (2) valid nominations for the appointment of Non-Executive Directors, in respect of Prof Juanito Camilleri and Mr. George T. Kakouras, which nominations were subsequently approved by the Nominations Committee. The said two (2) nominees shall together hereinafter be referred as the 'Approved Candidates'.

Pursuant to Article 14.3, unless a member of the Company holding not less than 10% in nominal value of the shares having voting rights demands that a vote be taken in respect of all or any one or more of the candidates approved by the Nominations Committee of the Company, in the event that there are as many Approved Candidates made pursuant to articles 14.1.1 of the Articles of Association of the Company, as there are vacancies on the Board, then all such Approved Candidates shall automatically take office as Non-Executive Directors of the Company. After taking into account the nominations received with respect to Non-Executive Directors as aforesaid, all of which have been approved by the Nominations Committee, and considering that the minimum and maximum number of directors as specified in Article 5 of the Memorandum of Association of the Company (five (5) Directors and seven (7) Directors respectively) is met and not exceeded



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respectively, no election of Directors will take place, and each of the Approved Candidates referred to herein will be automatically appointed as Non-Executive Directors in accordance with Article 14.3 of the Articles of Association, provided that a member of the Company holding not less than 10% in nominal value of the shares having voting rights may demand that a vote be taken in respect of all or any one or more of the Approved Candidates. Accordingly, save as aforesaid no resolution for the purpose of appointing Non-Executive Directors to the Board of Directors of the Company is required at this meeting.

C. Advisory Vote on Remuneration Report

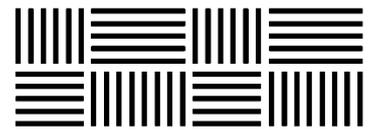
The Remuneration Report of the Company set out in the Directors' Report is being put to an advisory vote of the shareholders of the Company in accordance with Listing Rule 12.12L of the Listing Rules issued by the Listing Authority.¹

By order of the Board.

Dr. Malcolm Falzon
Company Secretary

Date: 13th April, 2021

¹ In view of the fact that the Company qualifies as a SME in terms of Directive 2013/34/EU of the European Parliament and of the Council of 26 June 2013 on the annual financial statements, consolidated financial statements and related reports of certain types of undertakings, amending Directive 2006/43/EC of the European Parliament and of the Council and repealing Council Directives 78/660/EEC and 83/349/EEC, it is not required to hold an advisory vote on the remuneration report of the most recent financial year where, as an alternative to holding such an advisory vote, it elects to submit the remuneration report for discussion in the annual general meeting. In light of the fact that the 2021 Annual General Meeting shall be held remotely, the Board of Directors has elected to hold an advisory vote, whilst reserving the right to opt for a discussion, rather than an advisory vote, in future general meetings which are not to be held remotely.



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Important Information

i. Record Date

This notice has been mailed to the shareholders of the Company registered on its register of members as at the close of business **7th April 2021** (the “**Members**”). Only such Members shall be entitled to the cast a vote by proxy at the Annual General Meeting.

ii. Members voting by Proxy

In view of continued dangers associated with the COVID-19 pandemic and the resulting ban on mass gatherings, amongst other directives issued by the Public Health Authorities, the Board of Directors of the Company has decided to hold the 2021 Annual General Meeting on a remote basis, that is, without the physical presence of Members. The meeting shall be held in accordance with the provisions of the Companies Act (Public Companies - Annual General Meetings) Regulations (subsidiary legislation 386.23 of the laws of Malta). The meeting will not be transmitted live, however, a recording of the AGM will be made available following conclusion of the meeting.

A Member may participate and cast a vote at the Annual General Meeting by completing the proxy form dispatched to all Members together with this notice, and submitting such proxy form to the Company, for the purpose of nominating the Chairman as their proxy and instructing the Chairman to vote in accordance with the voting preferences specified therein.

The proxy form may be sent to the Company up to no later than forty-eight (48) hours before the time appointed for the Annual General Meeting, either:

- (a) by mail to the registered address of the Company at ‘Harvest Technology p.l.c., Nineteen Twenty Three, Valletta Road, Marsa, MRS 3000, Malta’; or
- (b) by electronic means on agm@harvest.tech.

In case of proxy forms sent by email to the email address indicated in (b) above, the email should have attached thereto a scanned copy of the proxy form duly completed and signed by the Member or by the authorised person on behalf of a corporate / institutional Member.

Completing the Proxy Form

Members are to complete all details required on the proxy form fully, clearly, and accurately. This includes:

- a) indicating that they wish to appoint as their proxy, the Chairperson of the meeting;
- b) indicating whether the Member wishes the proxy to vote as he/she wishes or whether the Member wishes to indicate how the proxy is to vote. In either case, a mark ought to be made in the appropriate box indicated in the proxy form. In the event that no such indication is made it shall be deemed that the Member authorises the proxy to vote as he/she wishes, unless the Member indicates how he/she wishes the shares held to be voted by inserting the number of shares or another appropriate mark against the relevant resolutions, in which case the proxy shall be deemed authorised to vote only as indicated by the Member in the proxy form;
- c) where a Member wishes to have his/her proxy to vote in a particular manner then he/she should indicate his/her voting preference in the appropriate box against each resolution. The insertion of a cross or a mark (rather than the insertion of a number of votes) in the appropriate space on the proxy form under either ‘FOR’ or ‘AGAINST’ will result in the Member being interpreted as having assigned all his/her votes either ‘FOR’ or ‘AGAINST’ the resolution as the case may be. If a cross or a mark is inserted in both ‘FOR’ or ‘AGAINST’ in respect of the same resolution, then the Member’s vote on that particular resolution will be considered invalid;
- d) any resolution remaining unmarked on the proxy form will be construed as an authorisation to the proxy to exercise his/her discretion as to whether, and if so, how, to vote on such particular resolution;
- e) a proxy form shall be invalid if the Member has supplemented the form with specific instructions or conditions, or if the pre-printed text is amended or supplemented.
- f) in the case of shares held jointly by several persons, except in the case of shares held jointly by a married couple or a couple in a civil union, the first named joint holder on the Register of Members shall be eligible to cast a vote by proxy at the Meeting.
- g) a single representative of a joint shareholding, who is not the first named on the Register, will only be eligible to cast a vote by proxy at the Meeting if a form of proxy has been duly executed in his/her favour by all other joint holders.
- h) in the case of shares held jointly by a married couple or a couple in a civil union, the form of proxy must be signed and executed by both spouses or partners.

iii. Draft Resolutions and Documents

The draft resolutions to be considered and voted upon at the meeting are included as an integral part of this notice. The full unabridged text of any documents submitted to the meeting shall, unless dispatched to Members, be available at the registered office of the Company and on <https://harvest.tech/agm>. A copy of this notice together with all documents and information required by Listing Rule 12.11 are available on <https://harvest.tech/agm>.

iv. Right to ask questions

Members are reminded that they are entitled to submit questions which are pertinent and related to any resolution or matter contained in the notice. Members have such questions answered by the Directors or such person(s) as the Directors may delegate for that purpose. Members are required to submit any such questions to the attention of the Company Secretary, either by mail at ‘Harvest Technology p.l.c., Nineteen Twenty-Three, Valletta Road, Marsa, MRS 3000, Malta, or email at agm@harvest.tech, by not later than forty-eight (48) hours before the time set for the commencement of the meeting. The Directors shall endeavour to reply to all pertinent questions submitted in advance of the meeting as aforesaid, and all such replies will be posted on the Company’s website within forty-eight (48) hours from conclusion of the meeting.