



HALO TECHNOLOGIES HOLDINGS LIMITED
ACN 645 531 219
NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of Shareholders of Halo Technologies Holdings Limited ('HALO or Company') will be held at **11:00 am AEST on Friday, 29 May 2026** via webcast hosted on the Zoom Workplace platform <https://bit.ly/halo2026AGM> (Meeting).

The Explanatory Notes to this Notice provide additional information on the matters to be considered at the Meeting. The Explanatory Notes and the Proxy form part of this Notice.

AGENDA

- A. Welcome by the Chairman
- B. Review of the Financial Statements, Directors' Report and Auditor's Report for HALO (and its controlled entities) for the year ended 31 December 2025

To receive and consider the Financial Report, the Directors' Report and Auditor's Report of the Company for the year ended 31 December 2025.

C. Resolutions

Resolution 1: Remuneration Report (non-binding vote)

To consider and, if thought fit, to pass the following resolution as an advisory resolution of the Company:

"That the Company adopts the Remuneration Report for the year ended 31 December 2025."

Notes:

- In accordance with section 250R(2) of the Corporations Act, the vote on this resolution will be advisory only and will not bind the Directors or the Company.
- A voting exclusion statement applies to this resolution, as set out in the Explanatory Notes.

Resolution 2 – Compulsory Spill of the Board

To consider and, if thought fit, to pass the following resolution as an ordinary resolution of the Company:

"That, in accordance with the Corporations Act 2001 (Cth), a spill meeting of the Company's members be held within 90 days of the passing of this resolution."

Resolution 2 will only be proposed at the Annual General Meeting if 25% or more of the eligible votes cast on Resolution 1 are cast against Resolution 1.

Resolution 3 – Re-election of Mr Peter Oxlade

To consider and, if thought fit, to pass the following resolution as an **ordinary** resolution of the Company:

"That Peter Oxlade, being a director who is retiring in accordance with Clause 10.2(b) of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

Resolution 4: Additional 10% Placement Capacity

To consider and, if thought fit, to pass the following as a **special** resolution of the Company:

"For the purpose of ASX Listing Rule 7.1A and for all other purposes, to approve the issue of additional Equity Securities up to 10% of the issued capital of the Company (at the time of issue), calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 over a 12- month period and on the terms and conditions set out in the Explanatory Memorandum."

Note: A voting exclusion statement applies to this resolution. (See Explanatory Notes for details)

Resolution 5: Renewal of Proportional Takeover Provisions in the Constitution

To consider, and if thought fit, pass the following resolution as a **special** resolution of the Company:

"That, for the purpose of sections 136(2) and 648G of the Corporations Act and for all other purposes, the Proportional Takeover Provisions in rule 15 of the Constitution be renewed for a period of three years from the date of approval of this Resolution."

Note: A voting exclusion statement applies to this resolution. (See Explanatory Notes for details)

For personal use only

ENTITLEMENT TO VOTE

The Directors have determined that the persons eligible to vote at the Meeting are those who are registered Shareholders of the Company as at 7:00 p.m. (AEST) on 27 May 2025 (**Entitlement Time**) subject to any applicable voting exclusion.

This means that if you are not the registered shareholder at the Entitlement Time, you will not be entitled to attend or vote at the Annual General Meeting.

MEETING ATTENDANCE

The Meeting will be held virtually via webcast and hosted on an online platform. Any security holder who wishes to attend the Meeting virtually may do so by accessing the following link: <https://bit.ly/halo2026AGM>

When registering onto the online platform, those attending the Meeting must enter their Voter Access Code from their shareholder letter, proxy form or meeting notification e-mail.

The Company recommends that Shareholders log in to the online portal at least 15 minutes prior to the start of the Meeting to ensure their internet connections and devices are working and to attend to registration requirements.

If you choose to participate online on the day of the meeting you will be able to view the webcast of the Meeting, ask the Directors questions online or orally and submit your vote in real time.

VOTING OPTIONS AND PROXIES

Voting

To vote online during the meeting you will need to register for the meeting by accessing the following link: <https://bit.ly/halo2026AGM>. Following registration, you will receive the meeting link to join the meeting.

Shareholders can participate in the AGM online by using smartphone, tablet or computer. You will require the latest versions of Chrome, Safari, Edge, or Firefox. Please ensure your browser is compatible.

If you do not plan to attend the Meeting in person, you are encouraged to lodge your proxy vote online at <https://www.votingonline.com.au/haloagm2026>

Voting by Proxy

A Shareholder who is entitled to attend and vote at this Meeting is entitled to appoint not more than two proxies to attend and vote in place of the Shareholder.

If the Shareholder appoints two proxies, the Shareholder may specify the proportion or number of votes each proxy is entitled to exercise. If no proportion or number of votes is specified, each proxy may exercise half of the Shareholder's votes. If the specified proportion or number of votes exceeds

that which the Shareholder is entitled to, each proxy may exercise half of the Shareholder's votes. Any fractions of votes brought about by the apportionment of votes to a proxy will be disregarded.

A proxy need not be a Shareholder of the Company. A body corporate appointed as a shareholder's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the Meeting. The representative should bring to the Meeting evidence (in an electronic format capable of distribution by email) of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

Subject to the specific proxy provisions applying to Resolution 1 (see the Explanatory Notes below):

- If a Shareholder has not directed their proxy how to vote, the proxy may vote (or abstain from voting) as the proxy determines; and
- If a Shareholder appoints the Chairman of the Meeting as proxy and does not direct the Chairman how to vote on an item of business, the Chairman will vote in accordance with his voting intention as stated in this Notice of Meeting, namely in favour of each of the proposed resolutions set out in the Notice of Meeting (except the conditional item where the Chairman will vote against the resolution).

Proxy Voting by the Chairman

For Resolutions 1 and 2, where the Chairman is appointed as a Shareholder's proxy and that Shareholder has not specified the way in which the Chairman is to vote on Resolutions 1 and 2, the Shareholder is directing the Chairman to vote in accordance with the Chairman's voting intentions for these items of business, even though Resolutions 1 and 2 are connected directly or indirectly with the remuneration of key management personnel (**KMP**).

The Chairman intends to vote all undirected proxies in favour of the Resolutions 1, 3, 4 and 5 in the Notice of Meeting, and to vote all undirected proxies against Resolution 2 in the Notice of Meeting.

To be effective, an online Proxy vote must be lodged at <https://www.votingonline.com.au/haloagm2026> by **no later than 11:00 am (AEST) on Wednesday 27 May 2026 (Proxy Deadline)** – i.e. at least 48 hours before the time scheduled for the commencement of the meeting (or any adjournment of that meeting).

1. Enter your Postcode (if within Australia) OR Country of Residence (if outside Australia).
2. Enter your Voting Access Code (VAC) – As displayed on your shareholder letter.
3. Follow the prompts to vote on each resolution.

Proxy Forms

For shareholders who have requested a proxy form, the form must be completed, signed, and lodged (together with the relevant original power of attorney or a certified copy if the proxy is signed by an attorney) with the Company's Share Registry, as an original or by facsimile, by **no later than 11:00 am (AEST) on Wednesday 27 May 2026 (Proxy Deadline)** – i.e. at least 48 hours before the time scheduled for the commencement of the meeting (or any adjournment of that meeting).

Proxy forms may be submitted in one of the following ways:

- (i) By mail to Boardroom Pty Limited, GPO Box 3993 Sydney NSW 2001 Australia. Please allow sufficient time so that it reaches Boardroom Pty Limited by the Proxy Deadline;

- (ii) By fax to Boardroom Pty Limited on +61 2 9290 9655 (within Australia);
- (iii) By email to proxy@boardroom.com.au ;
- (iv) Online via the Company's Share Registry website at <https://www.votingonline.com.au/haloagm2026>. Please refer to the Proxy Form for more information; or
- (v) By hand delivery to Boardroom Pty Limited at Level 8, 210 George Street, Sydney NSW 2000.

Proxy Forms and Powers of Attorney must be received by the Proxy Deadline.

Questions from Shareholders

In order to provide an equal opportunity for all Shareholders to ask questions of the Board, we ask you to submit in writing any questions to the Company or to the Company's auditor, in relation to the conduct of the external audit for the year ended 31 December 2024, or the content of its audit report. Please send your questions to:

The Company Secretary, Halo Technologies Holdings Limited, at BoardRoom Pty Limited, Level 8, 210 George Street, Sydney NSW 2000

Email: stuart.roberts@boardroomlimited.com.au

Written questions must be received by no later than 5.00 pm (AEST) on Friday 22 May 2026.

Your questions should relate to matters that are relevant to the business of the Annual General Meeting, as outlined in this Notice of Meeting and Explanatory Memorandum.

In accordance with the Corporations Act 2001 (Cth) and the Company's policy, a reasonable opportunity will also be provided to Shareholders attending the Annual General Meeting to ask questions about, or make comments upon, matters in relation to the Company, including the Remuneration Report.

During the course of the Annual General Meeting, the Chairman will seek to address as many Shareholder questions as reasonably practicable, and where appropriate, will give a representative of the auditor the opportunity to answer written questions addressed to it. However, there may not be sufficient time to answer all questions at the Annual General Meeting. Please note that individual responses may not be sent to Shareholders.

CORPORATE REPRESENTATIVES

Where a shareholding is registered in the name of a corporation, the corporate Shareholder may appoint a person to act as its representative to attend the Meeting by providing that person with:

- (i) a letter or certificate authorising him or her as the corporation's representative, executed in accordance with the corporation's constitution; or
- (ii) a copy of the resolution appointing the representative, certified by a secretary or director of the corporation.

By Order of the Board
Halo Technologies Holdings Limited

Stuart Roberts
Company Secretary
28 April 2026

For personal use only

Explanatory Notes

Financial Statements and Reports

As required by section 317 of the Corporations Act, the Financial Report, Directors' Report and Auditor's Report of the Company for the most recent financial year will be presented at the Meeting. The Financial Report comprises the consolidated financial report of the Company and its controlled entities.

There is no requirement for a formal resolution on this item.

The Chairman of the Meeting will allow a reasonable opportunity at the Meeting for Shareholders to ask questions about or make comments on the management of the Company. Shareholders will also be given a reasonable opportunity at the Meeting to ask the Company's auditor, BDO Audit & Assurance (**BDO**), questions about the Auditor's Report, the conduct of its audit of the Company's Financial Report for the year ended 31 December 2024, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of BDO in relation to the conduct of the audit.

Resolution 1 – Adoption of Remuneration Report (non-binding vote)

Reasons for Resolution

In accordance with section 300A of the Corporations Act the Company has proposed a Remuneration Report for the consideration of Shareholders.

As provided by section 250R(3) of the Corporations Act, the resolution on this item of business is advisory only and does not bind the Board or the Company. The objective of the Company's executive reward framework is to ensure reward for performance is competitive and appropriate for the results delivered.

Directors and KMP and their closely related parties will not be permitted to vote on this resolution.

Voting consequences

Under the Corporations Act, if at least 25% of the votes cast on a remuneration report resolution are voted against the adoption of the Remuneration Report in two consecutive annual general Meetings, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general Meeting to consider the appointment of Directors of the Company at the second annual general Meeting (Spill Resolution).

Directors' Recommendation

Noting that each Director of the Company has a personal interest in their own remuneration the subject of this resolution and as a matter of corporate governance and in accordance with the spirit of section 250R(4) Corporations Act, the Board does not consider it appropriate to make a recommendation to Shareholders in relation to voting on this resolution.

Voting Exclusion Statement

As required by the Corporations Act, the Company will disregard any votes cast on Resolution 1 by any member of the Company's KMP or a Closely Related Party of any such KMP unless the person:

- (i) votes as a proxy appointed by writing that specifies how the person is to vote on the resolution; or
- (ii) is the Chairman of the Meeting and votes as a proxy appointed by writing that authorises the Chairman to vote on the resolution even though that resolution relates to the remuneration of a member of the Company's KMP.

What this means for Shareholders: If you intend to appoint a member of the KMP (such as one of the Directors) as your proxy, please ensure that you direct them how to vote on Resolution 1. If you intend to appoint the Chairman of the Meeting as your proxy, you can direct her how to vote by marking the boxes for Resolution 1 (for example, if you wish to vote for, against or abstain from voting), or you can choose not to mark any of the boxes for Resolution 1 and give the Chairman your express authority to vote your undirected proxy (in which case the Chairman will vote in favour of this item of business).

Shareholders should be aware that the Chairman intends to vote all undirected proxies in favour of the Resolutions 1, 3, 4 and 5 in the Notice of Meeting, and to vote all undirected proxies against Resolution 2 in the Notice of Meeting, subject to compliance with the Corporations Act.

Resolution 2 – Compulsory Spill of the Board

At the Annual General Meeting, shareholders will be asked to consider Resolution 1, being *Adoption of Remuneration Report* for the financial year ended 31 December 2025.

At the last Annual General Meeting of 16 May 2025, more than 25% of shareholders voted to *not* adopt the Company's Remuneration Report for the financial year ended 31 December 2024.

Under the *Corporations Act 2001 (Cth)* (the 'Act'), if at least 25% of the eligible votes cast on the remuneration report resolution are cast against that resolution, and this occurs for the second

For personal use only

consecutive year, the Company is required to put a further resolution to shareholders to determine whether a spill meeting should be held. This is commonly referred to as the “two strikes” rule.

Resolution 2 will only be put to the meeting if Resolution 1 receives a “second strike”, being that at least 25% of the eligible votes cast on Resolution 1 are against its adoption, in accordance with section 250U of the aforementioned Act.

If Resolution 1 does not receive a second strike, Resolution 2 will not be put to the meeting and will be disregarded.

If Resolution 2 is passed, the Company will be required to hold a further general meeting of shareholders (a “spill meeting”) within 90 days of the Annual General Meeting, in accordance with section 250V.

At the spill meeting:

- all directors who were in office when the Directors’ Report was approved (other than the managing director, if applicable), and
- who are not exempt under the Corporations Act,

will cease to hold office immediately before the end of the spill meeting and may offer themselves for re-election.

Shareholders will then vote on resolutions to re-elect those directors and/or elect replacement directors.

If Resolution 2 is not passed, the Directors in office will retain their positions.

In accordance with section 250V of the Act, the following directors would be subject to the spill resolution if it is passed:

- all directors in office at the time the Directors’ Report was approved, other than the managing director (if any); and
- excluding any director appointed after that time.

Directors who are subject to the spill may stand for re-election at the spill meeting.

In accordance with section 250V, the following persons are not entitled to vote on Resolution 2:

- members of the Company’s key management personnel; and
- their closely related parties.

However, such persons may vote if the vote is cast by a proxy for a person who is entitled to vote, and the proxy form specifies how the proxy is to vote.

Voting Exclusion Statement

As required by the Act, the Company will disregard any votes cast on Resolution 2 by any member of the Company's KMP or a Closely Related Party of any such KMP unless the person:

- (i) votes as a proxy appointed by writing that specifies how the person is to vote on the resolution; or
- (ii) is the Chairman of the Meeting and votes as a proxy appointed by writing that authorises the Chairman to vote on the resolution even though that resolution is connected with the remuneration of a member of the Company's KMP.

Therefore, the Company will disregard any votes cast on Resolution 2 by any Director and any Related Parties of any Director of the Company.

What this means for Shareholders: If you intend to appoint a member of the KMP (such as one of the Directors) as your proxy, please ensure that you direct them how to vote on the proposed resolution in Resolution 2. If you intend to appoint the Chairman of the Meeting as your proxy, you can direct her how to vote by marking the boxes for Resolution 2 (for example, if you wish to vote for, against or abstain from voting), or you can choose not to mark any of the boxes for Resolution 2 and give the Chair your express authority to vote your undirected proxy (in which case the Chair will vote against this item of business).

Directors' Recommendation

The Directors make no recommendation in respect of Resolution 2 as it is contingent on the outcome of Resolution 1.

Resolution 3 – Re-election of Director – Mr Peter Oxlade

In accordance with Rule 10.2(b) of the Company's Constitution and ASX Listing Rule 14.5, an entity must not hold an AGM without putting to security holders a resolution to elect directors, in the event that no director is otherwise required to stand for re-election under Listing Rule 14.4 (whereby a director, other than a managing director, of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is longer).

Mr Oxlade was re-appointed as a director on 27 May 2024. Being eligible, Mr Oxlade makes himself available for re-election at this Meeting. Details relevant to the consideration of Mr Oxlade's appointment are set out below.

Mr Oxlade is a highly experienced Senior Executive with more than 40 years' experience in financial markets, specialising in derivatives and leveraged products. He gained his initial experience working in stockbroking and foreign exchange broking before moving into senior management roles. Peter has successfully established retail and institutional business units for several global financial companies and helped pioneer the popularisation of Contracts of Difference (CFDs) in Australia and the Asia Pacific. Mr Oxlade held executive director positions at CGS CIMB Securities Singapore Pte Ltd and CGS CIMB Financial Services Pte Ltd. Mr Oxlade was first appointed as a non-executive director of the Company in October 2023, and was re-elected as a non-executive director by shareholders at the Annual General Meeting held on 27 May 2024. Mr Oxlade was appointed by the Board as Executive Director and Chief Executive Officer of the Company in October 2025.

Having had regard to the ASX Corporate Governance Principles, the Company's Board does not consider Mr Oxlade to be an independent director.

Directors' Recommendation

The Directors (with Mr Oxlade abstaining) unanimously support the election of Mr Oxlade and recommend that Shareholders vote in favour of this resolution.

Resolution 4 – Additional 10% placement capacity

ASX Listing Rule 7.1A provides that an eligible entity (as defined below) may seek security holder approval by special resolution at its Annual General Meeting to issue equity securities equivalent to an additional 10% of the number of ordinary securities on issue over a period of 12 months after the Annual General Meeting (**10% Placement Capacity**). This is in addition to the existing 15% placement capacity permitted by ASX Listing Rule 7.1.

Resolution 4 is a Special Resolution and accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 4 for it to be passed.

If Resolution 4 is approved, the number of equity securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (as set out below).

If Resolution 4 is not approved any further issues of securities in excess of the Company's remaining issuing capacity under Listing Rule 7.1 will require Shareholder approval.

An eligible entity is one that, as at the date of the relevant Annual General Meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

As at the date of this Notice, the Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$6.42 million (based on the number of Shares on issue and the closing price of Shares on ASX on 10 April 2026).

Any equity securities issued must be in the same class as an existing class of quoted equity securities. The Company currently has the following classes of quoted security, being:

- 289,699,434 quoted fully paid ordinary shares (ASX Code: HAL).

The number of equity securities that the Company may issue under the approval sought by Resolution 4 will be calculated in accordance with the following formula as set out in ASX Listing Rule 7.1A:

$$(A \times D) - E$$

Where:

A = the number of fully paid Shares on issue at the commencement of the relevant period:

- (i) plus, the number of Shares issued in the relevant period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;
- (ii) plus, the number of Shares issued in the relevant period on the conversion of convertible securities under rule 7.2 exception 9 where:
 - a. the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - b. the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under rule 7.1 or rule 7.4;
- (iii) plus, the number of Shares issued in the relevant period under an agreement to issue securities within rule 7.2 exception 16 where:
 - a. The agreement was entered into before the commencement of the relevant period; or
 - b. the agreement or issue was approved, or taken under these rules to have been approved, under rule 7.1 or 7.4;
- (iv) plus, the number of fully paid Shares issued in the relevant period with approval under Listing Rules 7.1 and 7.4;
- (v) Plus, the number of partly paid Shares that became fully paid in the relevant period;
- (vi) less the number of fully paid Shares cancelled in the relevant period.

D = 10%.

E = the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the relevant period where the issue or agreement to issue has not been subsequently approved by Shareholders under Listing Rule 7.4; and

“relevant period” means the 12-month period immediately preceding the date of the issue or agreement.

Specific information required by Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to Resolution 4:

Minimum price

As required by ASX Listing rules 7.1A.3, the securities may only be issued for cash consideration per security which is not less than 75% of the volume weighted average price of securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (a) the date on which the price at which the equity securities are to be issued is agreed; by the Company and the recipient of the securities; or
- (b) if the securities are not issued within 10 ASX trading days of the date in paragraph (i) above, the date on which the securities are issued.

Risk of voting dilution

Shareholders should be aware there is a risk of economic and voting dilution that may result from an issue of equity securities under the 10% Placement Capacity, including the risk that:

- the market price for equity securities in that class may be significantly lower on the issue date than on the date of the Meeting where approval is being sought; and
- the equity securities may be issued at a price that is at a discount to the market price for those equity securities on the date of issue.

Any issue of equity securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any equity securities under the issue.

If Resolution 4 is approved and the Company issues the maximum number of equity securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the potential dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A.2, on the basis of the current market price of the Shares and the current number of Shares on issue as at the date of this Notice of Meeting. The table also assumes that no options on issue are exercised into Shares before the date of issue of the equity securities.

The table also shows the voting dilution impact where the number of Shares on issue (Variable "A" in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.¹

Issue Price		\$0.011	\$0.022	\$0.044
Variable A in Listing Rule 7.1.A.2		50% Decrease in Issue Price	Issue Price	100% Increase in Issue Price
Current Variable A	10% Voting Dilution	29,193,953	29,193,953	29,193,953
291,939,537	Funds Raised	\$321,133	\$642,266	\$1,284,533
50% increase in Current Variable A	10% Voting Dilution	43,790,930	43,790,930	43,790,930
437,909,305	Funds Raised	\$481,700	\$963,400	\$1,926,800
100% increase in Current Variable A	10% Voting Dilution	58,387,907	58,387,907	58,387,907
583,879,074	Funds Raised	\$642,266	\$1,284,533	\$2,569,067

Notes:

¹ The table has been prepared on the following assumptions:

- (a) The Company issues the maximum number of shares available under ASX Listing Rule 7.1A;
- (b) The table shows only the effect of shares issued under ASX Listing Rule 7.1A and does not factor in the Company's ability to issue up to 15% of its issued capital under ASX Listing Rule 7.1;
- (c) The current issue price is \$0.038, being the closing price of the Shares on ASX on 14 March 2025.
- (d) The current number of securities on issue is the Shares on issue as at 25 March 2024, being 128,636,395.

The table shows:

- two examples where Variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of Shares the Company has on issue. The number of Shares on issue may increase as a result of issues of Shares that do not require approval (for example, a pro rata entitlements issue) or future specific placements under ASX Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- two examples of where the issue price of shares has decreased by 50% and increased by 100% as against the current market price.

Period for which the approval will be valid

If Shareholder approval is granted for Resolution 4, then that approval will expire on the earlier of:

- (a) 29 May 2027, being 12 months from the date of the Meeting;
- (b) the time and date of the Company's next Annual General Meeting; or
- (c) the date Shareholder approval is granted to a transaction under ASX Listing Rule 11.1.2 (proposed change to nature and scale of activities) or ASX Listing Rule 11.2 (change involving main undertaking).

The approval under ASX Listing Rule 7.1A will cease to be valid in the event that Shareholders approve a transaction under ASX Listing Rule 11.1.2 or 11.2.

Purpose of Issue under 10% Placement Capacity

The Company may issue equity securities under the 10% Placement Capacity for various purposes including general working capital purposes and to raise funds to further develop the Company's product offering as required.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.3 upon issue of any Equity Securities.

Allocation under the 10% Placement Capacity

The allottees of the equity securities to be issued under the 10% Placement Capacity have not yet been determined. However, the allottees of equity securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the allottees at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (a) the purpose of the issue;
- (b) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (c) the effect of the issue of the equity securities on the control of the Company;
- (d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (e) prevailing market conditions; and
- (f) advice from corporate, financial, and broking advisers (if applicable).

Securities issued or agreed to be issued under rule 7.1A.2 in the 12 months preceding the date of Meeting

The Company issued nil Shares under ASX Listing Rule 7.1A.2 over the 12 months preceding the date of the Meeting.

Compliance with ASX Listing Rules 7.1A.4 and 3.10.3

When the Company issues equity securities pursuant to the 10% Placement Capacity, it will give ASX:

- a) a list of the names of the persons to whom the Company issues the equity securities and the number of equity securities allotted to each (not for release to the market), in accordance with ASX Listing Rule 7.1A.4; and
- b) the information required by ASX Listing Rule 3.10.3 for release to the market.

At the date of the Notice of Meeting, the Company has not invited and has not determined to invite any particular existing Shareholder or an identifiable class of existing Shareholder to participate in an offer under ASX Listing Rule 7.1A. Accordingly, no existing Shareholder will be excluded from voting on this Resolution.

Director's Recommendation

The directors unanimously recommend that Shareholders vote in favour of Resolution 4.

Voting Exclusion Statement

The Company will disregard any votes cast on the Resolution by or on behalf of:

- a person who is expected to participate in, or who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- an associate of that person or those persons.

However, the Company need not disregard a vote if it is cast by:

- a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the Chairman as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Note: In accordance with ASX Listing Rule 14.11.1, as at the date of this Notice of Meeting it is not known who may participate in any placement utilising the 10% Placement Capacity (if any). On that basis, no Shareholders are currently excluded from voting on this Resolution.

Resolutions 5: Renewal of Proportional Takeover Provisions of the Constitution

A proportional takeover bid is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder's shares but for the same proportion of each shareholder's shares (Proportional Takeover Bid).

In accordance with section 648D(1)(a) of the Corporations Act, the Company has included rule 15 in its Constitution, whereby a Proportional Takeover Bid for Shares may only proceed after the Proportional Takeover Bid has been approved by a meeting of Shareholders held in accordance with the terms set out in the Corporations Act (Proportional Takeover Provisions). The Proportional Takeover Provisions have been extracted in full in Annexure C to this Explanatory Memorandum.

Pursuant to section 648G(1) of the Corporations Act, Proportional Takeover Provisions will cease to apply at the end of three years from the incorporation of the Company, insertion of the clause or renewal of the clause (as appropriate) unless otherwise specified. When this clause ceases to apply, the constitution will be modified by omitting the clause.

A company may renew its Proportional Takeover Provisions in the same manner in which a company can modify its constitution (i.e. by Special Resolution of shareholders) before the clause ceases to apply. The Directors propose that the Proportional Takeover Provisions are renewed for a further period of three years from the date the Resolution is approved.

Information required by the Corporations Act

The following information is required by section 648G of the Corporations Act:

Effect of Proportional Takeover Provisions

Pursuant to the Proportional Takeover Provisions, the registration of a transfer of shares acquired under a proportional off-market bid in respect of a class of securities in a company is prohibited unless and until a majority resolution to approve the proportional off-market bid is passed.

The Directors must ensure that a meeting of Shareholders is convened to vote on the resolution. The resolution must be voted on at least 14 days before the last day of the bid period (Approving Resolution Deadline). If no resolution to approve the bid has been voted on at the end of the day before the Approving Resolution Deadline, a resolution to approve the bid is taken to have been passed.

If the resolution is not passed before the Approving Resolution Deadline, the bid cannot proceed and any transfers giving effect to the takeover contracts for the bid will not be registered.

These Proportional Takeover Provisions do not apply to a full takeover bid for all of the Shares in the Company.

Reasons for proposing Resolution 5

A Proportional Takeover Bid may result in the control of the Company changing without Shareholders having the opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium. These provisions allow Shareholders to decide whether a Proportional Takeover Bid is acceptable in principle, and assist in ensuring that any partial bid is appropriately priced.

Knowledge of any acquisition proposals

As at the date of this Notice, no Director is aware of any proposal by any person to acquire, or to increase the extent of a substantial interest in, the Company.

Potential advantages and disadvantages of Proportional Takeover Provisions for Shareholders

The potential advantages of the Proportional Takeover Provisions for Shareholders include:

- (i) the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;
- (ii) assisting in preventing Shareholders from being locked in as a minority;
- (iii) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced; and
- (iv) each individual Shareholder may better assess the likely outcome of the proportional takeover bid by knowing the view of the majority of Shareholders which may assist in deciding whether to accept or reject an offer under the takeover bid.

The potential disadvantages of the Proportional Takeover Provisions for Shareholders include:

- (i) Proportional Takeover Bids may be discouraged;
- (ii) lost opportunity to sell a portion of their Shares at a potential premium price; and
- (iii) the likelihood of a Proportional Takeover Bid succeeding may be reduced.

If a Proportional Takeover Bid is made, the Company will incur the cost of calling a meeting of Shareholders.

Potential advantages and disadvantages of Proportional Takeover Provisions for Directors

The Directors consider that the Proportional Takeover Provisions have no potential advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a Proportional Takeover Bid should be accepted.

Review of Proportional Takeover Provisions

There have been no full or Proportional Takeover Bids for the Company in the previous three years. Accordingly, there has been no example against which to review the advantages and disadvantages of the provision for the Directors and Shareholders during the past three years.

Director's Recommendation

The Directors believe that the potential advantages of renewing the Proportional Takeover Provisions outweigh any potential disadvantages and unanimously recommend that Shareholders vote in favour of Resolution 5.

For personal use only

Glossary

Annual General Meeting or **AGM** or **Meeting** means the Annual General Meeting of the Company to be held on 29 May 2026, notice of which is set out herein.

Board means the board of directors of the Company.

Chairman means the chairperson of the general meeting.

Company or **Halo** means Halo Technologies Holding Limited ACN 645 531 219

Corporations Act means the *Corporations Act 2001 (Cth)*.

Constitution means the Company's constitution, which is the set of rules that govern a company.

Directors means the directors of Halo Technologies Holdings Limited, and **Director** means any one of them.

Explanatory Memorandum means this Explanatory Memorandum as modified or varied by any supplementary Memorandum issued by the Company from time to time;

Notice or **Notice of Meeting** means this notice convening the annual general meeting of the Company which accompanies this Explanatory Memorandum.

Proxy Form means the proxy form that is enclosed with and forms part of this Notice.

Resolution means a formal decision passed by Shareholders at a general meeting in the form proposed in the Notice of meeting. There are two types of Resolution, Ordinary and Special. An

Ordinary Resolution is a Resolution passed by a simple majority of Shareholders (i.e., by more than 50% of the vote). A **Special Resolution** is a Resolution passed by 75% or more of the vote.

Share means an ordinary fully paid share in the Company.

Shareholder means a registered holder of a Share in the Company.

For personal use only

All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.boardroomlimited.com.au
- ☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

For personal use only

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00 a.m. (AEST) on Wednesday, 27 May 2026**

📱 TO APPOINT A PROXY ONLINE

📱 BY SMARTPHONE

STEP 1: VISIT <https://www.votingonline.com.au/haloagm2026>

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11:00 a.m. (AEST) on Wednesday, 27 May 2026** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

📱 **Online** <https://www.votingonline.com.au/haloagm2026>

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited
Level 8, 210 George Street
Sydney NSW 2000 Australia

Halo Technologies Holdings Limited

ACN 645 531 219

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of Halo Technologies Holdings Limited and entitled to attend and vote hereby appoint:

the Chair of the Meeting (mark box)

OR if you are NOT appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held **virtually via webcast hosted on the Zoom Workplace platform <https://bit.ly/halo2026AGM> on Friday, 29 May 2026 at 11:00 am AEST** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting is authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 1 & 2, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Items even though Resolutions 1 & 2 are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in Favour of Items 1,3,4 & 5 and Against Item 2 of business. If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	To Adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Spill Resolution (Conditional)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Mr Peter Oxlade	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Additional 10% Placement Capacity (Special Resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Renewal of Proportional Takeover Provisions in the Constitution (Special Resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2026

For personal use only