

## ASX ANNOUNCEMENT (ASX:HFY)

### Notice of Annual General Meeting

Hubify Limited (HFY: HFY) advises that it will be holding an annual general meeting (**Meeting**) on 12<sup>th</sup> November 2021 which Hubify will seek the necessary approvals from shareholders in relation to the proposed resolutions which are outline in detail in this Notice.

Due to the continuing developments of COVID-19, the Meeting will be held as a virtual meeting via a live webcast with electronic voting as well as an online platform. These processes are set out in this notice of meeting.

The attached documentation in relation to the Meeting will be dispatched to shareholders;

- **Notice of Meeting and Explanatory Statement**, which provides an explanation of the resolutions proposed and the disclosures required by law; and
- **Proxy Form** (sample attached) to be used by shareholders to appoint a proxy to vote on their behalf at the Meeting.

The details of the Meeting are as follows:

|                              |  |
|------------------------------|--|
| <b>Date:</b>                 | Friday, 12 <sup>th</sup> November 2021   |
| <b>Time:</b>                 | 9.30am   |
| <b>Venue:</b>                | Virtual Meeting only   |
| <b>Virtual Meeting Link:</b> | <a href="http://www.advancedshare.com.au/virtual-meeting">www.advancedshare.com.au/virtual-meeting</a> |

For further information, contact:

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Chief Financial Officer

Hubify Limited

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**Hubify Limited**  
**ACN 607 921 246**

**Notice of Annual General Meeting**

**And**

**Explanatory Statement**

**And**

**Proxy Form**

Annual General Meeting of Hubify Limited to be held on Friday, 12<sup>th</sup> November 2021 commencing at 9.30am (Sydney time). Please use the link [www.advancedshare.com/virtual-meeting](http://www.advancedshare.com/virtual-meeting).

This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety.

If Shareholders are in any doubt how to vote, they should seek advice from their own independent financial, taxation or legal advisor without delay.



ASX : HFY

Suite 3, Level 1, 6-10 Talavera Road  
Macquarie Park, NSW 2113



**Hubify Limited ACN 607 921 246**  
**General information**

This notice of meeting (**Notice**) relates to an annual general meeting (**Meeting**) of the shareholders of the Company (**Shareholders**).

The Meeting will take place on Friday, 12<sup>th</sup> November 2021 commencing at 9.30am (Sydney time). Please use the link [www.advancedshare.com.au/virtual-meeting](http://www.advancedshare.com.au/virtual-meeting).

The purpose of the Meeting is to:

- Obtain Shareholder approval for the proposed employee share scheme; and
- Obtain Shareholder approval for a number of other matters which are outlined in more detail in this Notice.

The following documents accompany this Notice and are designed to assist Shareholders' understanding of the resolutions under consideration (**Resolutions**):

- **Explanatory Statement:** provides an explanation of the Resolutions and the disclosures required by law; and
- **Proxy form:** to be used by Shareholders to appoint a proxy to vote on their behalf at the Meeting.

Shareholders should read the above documents carefully.



## Hubify Limited ACN 607 921 246 General Meeting: Agenda

The business to be transacted at the Meeting is set out below;

### 1. Approval of Proposed Placement

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

*"That for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the issue of up to 49,146,097 Equity Securities to such allottees and on such terms as set out in the Explanatory Statement."*

### 2. Annual Report

To receive the financial statements, directors' report and auditor's report for the Company and its controlled entities for the year ended 30 June 2021.

### 3. Remuneration Report

To consider and if thought fit, to pass the following as a non-binding ordinary resolution:

*"That for the purposes of section 250R(2) of the Corporations Act (Cth) 2001 and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's Annual Financial Report for the financial year ended 30 June 2021."*

#### Voting exclusion statement on Resolution 3:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the Directors or Key Management Personnel including Messrs Anthony Ghattas, Victor Tsaccounis and Charbel Nader, details of whose remuneration are included in the Remuneration Report or a Closely Related Party of such a member. If such a person does cast a vote, it shall be ignored. However, a person described above may cast a vote in this Resolution if appointed as a proxy:-

- (a) by writing that specifies the way the proxy is to vote on the resolution; or
- (b) he is the chair of the meeting and the appointment of the chair as proxy:
  - (i) does not specify the way the proxy is to vote on this resolution; and
  - (ii) expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of that person or any of his Closely Related Parties.



#### 4. Re-election of Directors

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

*"That for the purposes of clause 6.7 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Anthony Ghattas, Director and Chairman, retires by rotation, and being eligible, is re-elected as a Director."*

##### **Voting exclusion statement on Resolution 4:**

The Company will disregard any votes cast on this Resolution by a person who may participate in the proposed issue and Mr Anthony Ghattas is excluded from voting on this resolution and makes no recommendation

#### 5. Approval to issue securities under the Company's Performance Rights Plan

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

*"That, for the purposes of ASX Listing Rule 7.2, Exception 13, and for all other purposes, approval is given for the issue of securities under the Company's Performance Rights Plan on the terms and conditions outlined in the Explanatory Memorandum."*

##### **Voting exclusion statement on Resolution 5:**

In accordance with the ASX Listing Rules, a vote on this Resolution must not be cast (in any capacity) by or on behalf of:

- (a) any person who is eligible to participate in the Performance Rights Plan; or
- (b) any associate of any such persons.

If such a person does cast a vote, it shall be ignored. However, this does not apply to a vote cast in favour of this Resolution by:

- (c) a person as 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
- (d) the Chairman of the Meeting 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
- (e) 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 communication 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 the directions given by the beneficiary to the holder to vote in that way.

In addition, as required by the Corporations Act, no Key Management Personnel of the Company or a Closely Related Party of such a member may vote as a proxy on this Resolution unless:

- (f) the person votes as a proxy appointed by writing that specifies how the person is to vote on the resolution; or
- (g) the person is the Chairman and votes as a proxy appointed by writing that authorises the Chairman to vote on the resolution even though the resolution is connected directly or indirectly with the remuneration of Key Management Personnel of the Company

## 6. Grant of Performance Rights to Anthony Ghattas

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

*"That for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the grant of Performance Rights by the Company to Anthony Ghattas, as outlined in the Explanatory Memorandum (and the issue of Shares upon the vesting of those Performance Rights) under the Company's Performance Rights Plan on the terms and conditions set out in the Explanatory Memorandum."*

### Voting exclusion statement on Resolution 6:

In accordance with the ASX Listing Rules, a vote on this Resolution must not be cast (in any capacity) by or on behalf of:

- (a) any person referred to in ASX Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Performance Rights Plan; or
- (b) any associate of any such persons.

If such a person does cast a vote, it shall be ignored. However, this does not apply to a vote cast in favour of this Resolution by:

- (c) a person as 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
- (d) the Chairman of the Meeting 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
- (e) 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 communication 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 the directions given by the beneficiary to the holder to vote in that way.

In addition, as required by the Corporations Act, no Key Management Personnel of the Company or a Closely Related Party of such a member may vote as a proxy on this Resolution unless:

- (f) the person votes as a proxy appointed by writing that specifies how the person is to vote on the resolution; or
- (g) the person is the Chairman and votes as a proxy appointed by writing that authorises the Chairman to vote on the resolution even though the resolution is connected directly or indirectly with the remuneration of Key Management Personnel of the Company.

## 7. Grant of Performance Rights to Charbel Nader

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

*"That for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the grant of Performance Rights by the Company to Charbel Nader, as outlined in the Explanatory Memorandum (and the issue of Shares upon the vesting of those Performance Rights) under the Company's Performance Rights Plan on the terms and conditions set out in the Explanatory Memorandum."*

### **Voting exclusion statement on Resolution 7:**

In accordance with the ASX Listing Rules, a vote on this Resolution must not be cast (in any capacity) by or on behalf of:

- (a) any person referred to in ASX Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Performance Rights Plan; or
- (b) any associate of any such persons.

If such a person does cast a vote, it shall be ignored. However, this does not apply to a vote cast in favour of this Resolution by:

- (c) a person as 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
- (d) the Chairman of the Meeting 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



- (e) 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 communication 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 the directions given by the beneficiary to the holder to vote in that way.

In addition, as required by the Corporations Act, no Key Management Personnel of the Company or a Closely Related Party of such a member may vote as a proxy on this Resolution unless:

- (f) the person votes as a proxy appointed by writing that specifies how the person is to vote on the resolution; or
- (g) the person is the Chairman and votes as a proxy appointed by writing that authorises the Chairman to vote on the resolution even though the resolution is connected directly or indirectly with the remuneration of Key Management Personnel of the Company.

## 8. Grant of Performance Rights to Victor Tsaccounis

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

*"That for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the grant of Performance Rights by the Company to Victor Tsaccounis, as outlined in the Explanatory Memorandum (and the issue of Shares upon the vesting of those Performance Rights) under the Company's Performance Rights Plan on the terms and conditions set out in the Explanatory Memorandum."*

### **Voting exclusion statement on Resolution 8:**

In accordance with the ASX Listing Rules, a vote on this Resolution must not be cast (in any capacity) by or on behalf of:

- (a) any person referred to in ASX Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Performance Rights Plan; or
- (b) any associate of any such persons.

If such a person does cast a vote, it shall be ignored. However, this does not apply to a vote cast in favour of this Resolution by:

- (c) a person as 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



- (d) the Chairman of the Meeting 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
- (e) 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 communication 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 the directions given by the beneficiary to the holder to vote in that way.

In addition, as required by the Corporations Act, no Key Management Personnel of the Company or a Closely Related Party of such a member may vote as a proxy on this Resolution unless:

- (f) the person votes as a proxy appointed by writing that specifies how the person is to vote on the resolution; or
- (g) the person is the Chairman and votes as a proxy appointed by writing that authorises the Chairman to vote on the resolution even though the resolution is connected directly or indirectly with the remuneration of Key Management Personnel of the Company.



## Hubify Limited ACN 607 921 246 (Company)

### Explanatory Statement

#### 1. BACKGROUND

##### 1.1 Introduction

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to the Shareholders in deciding whether or not to pass the Resolutions which are the subject of the business of the Meeting.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions set out in the accompanying Notice. It explains the Resolutions and identifies the Board's reasons for putting them to Shareholders.

##### 1.2 Action to be taken by Shareholders

Shareholders should read this Explanatory Statement carefully before deciding how to vote on the Resolutions set out in the Notice.

All Shareholders are invited and encouraged to attend the Meeting. If Shareholders are unable to attend in person, the **attached** Proxy Form should be completed, signed, and returned to the Company in accordance with the instructions contained in the Proxy Form and the Notice. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person, but the person appointed as the proxy must then not exercise the rights conferred by the Proxy Form.

##### 1.3 Details of Share Issues

###### 1.3.1 Background

At the Meeting, the Company is seeking approval from Shareholders for the proposed issue of Shares under Proposed Placement Facility.

###### 1.3.2 Issue of Shares under Proposed Placement Facility

The Company is seeking Shareholder approval pursuant to Listing Rule 7.1A under Resolution 1 for the Proposed Placement, being the issue of up to 49,146,097 Equity Securities to raise funds.

The Company is seeking approval to issue additional Equity Securities under the Additional 10% Placement Capacity. It is anticipated that funds raised by the issue of Equity Securities under the Additional 10% Placement Capacity would be applied towards:

- (a) supplementing the company's general working capital;
- (b) securing new partners (existing and new sectors);
- (c) expanding services, including value added services; and
- (d) possible acquisitions of complementary businesses.



## 2. Resolution

### 2.1 Resolution 1: Approval of Proposed Placement

#### 2.1.1 Background

Resolution 1 is a special resolution which seeks Shareholder approval pursuant to Listing Rule 7.1A for the Proposed Placement, being the issue of up to 49,146,097 Equity Securities. It is proposed that the issue price per Share under the Proposed Placement will not be less than 75% of the volume weighted average price for the securities in that class calculated over the 15 trading days on which trades in that class were recorded and as set out below.

#### 2.1.2 Approval sought under Listing Rule 7.1A

Pursuant to section 7.1A of the Listing Rules, a Company may seek Shareholder approval to have additional capacity to issue Equity Securities where the securities proposed to be issued represent more than 15% of the company's ordinary securities then on issue. Approval may be sought from the holders of its ordinary securities by a special resolution passed at an annual general meeting.

The effect of approval of Resolution 1 will be to allow the Company to issue the Equity Securities under Listing Rule 7.1A during the Additional Placement Period (as defined below) without using the Company's 15% placement capacity under Listing Rule 7.1. If the resolution is not approved, the Company will not be able to access the 10% capacity to issue equity securities without shareholder approval and will remain subject to the 15% limit on issuing equity securities without shareholder approval under Listing Rule 7.1

Equity Securities issued under the Additional 10% Placement Capacity must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company has 491,460,971 Shares on issue at the date of this notice. Based on such number of Shares and subject to Shareholder approval of Resolution 1, 49,146,097 Equity Securities will be permitted to be issued in accordance with Listing Rule 7.1A. Shareholders should note that the calculation of the number of Equity Securities permitted to be issued under the Additional 10% Placement Capacity is a moving calculation and will be based on the formula set out in Listing Rule 7.1A at the time of issue of the Equity Securities. The table below demonstrates various examples as to the number of Equity Securities that may be issued under the Additional 10% Placement Capacity.

The Company is seeking approval to issue additional Equity Securities under the Additional 10% Placement Capacity. It is anticipated that funds raised by the issue of Equity Securities under the Additional 10% Placement Capacity would be applied towards:

- (a) supplementing the company's general working capital;
- (b) securing new partners (existing and new sectors);
- (c) expanding services, including value added services; and
- (d) the possible acquisitions of complementary businesses.

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of their issued share capital over a 12 month period after the Annual General Meeting at which a resolution for



the purposes of Listing Rule 7.1A is passed by special resolution (Additional 10% Placement Capacity).

An entity will be eligible to seek approval under Listing Rule 7.1A if:

- (e) the entity has a market capitalisation of \$300 million or less (excluding restricted securities and securities quoted on deferred settlement basis); and
- (f) the entity is not included in the S&P ASX 300 Index.

The Company is an eligible entity for the purposes of Listing Rule 7.1A.

### **Formula for calculating Additional 10% Placement Capacity**

Listing Rule 7.1A.2 provides that an eligible entity, which has obtained shareholder approval at an Annual General Meeting, may issue, or agree to issue, during the Additional Placement Period (as defined below), a number of Equity Securities calculated in accordance with the following formula:

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

Where:

- A is the number of fully paid shares on issue 12 months before the date of issue or agreement:
- plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
  - plus the number of partly paid shares that became fully paid in the 12 months;
  - plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;
  - less the number of fully paid shares cancelled in the 12 months.
- D is 10%.
- E is the number of Equity Securities issued or agreed to be issue under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rules 7.1 or 7.4.

### **2.1.3 Disclosure requirements under Listing Rule 7.3A**

Listing Rule 7.3A sets out the requirements as to the contents of a notice which is to be sent to Shareholders for the purpose of Listing Rule 7.1A.

For the purposes of Listing Rule 7.3A the following information regarding Resolution 1 and the issue of Equity Securities is provided to the Shareholders:



| Listing Rule Requirement  | Response  |
|---|---|
| <p>Minimum price at which the Equity Securities may be issued</p> | <p>The issue price of each Equity Security must be no less than 75% of the volume weighted average price for the Company's Equity Securities in that class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:</p> <ul style="list-style-type: none"> <li>(a) the date on which the price at which the Equity Securities are to be issued is agreed; or</li> <li>(b) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (a) above, the date on which the Equity Securities are issued.</li> </ul>  |
| <p>Risk of economic and voting dilution</p>                       | <p>If Resolution 1 is approved by Shareholders and the Company issues Equity Securities under the Additional 10% Placement Capacity, existing Shareholder's economic and voting interests in the Company will be diluted. The risks include:</p> <ul style="list-style-type: none"> <li>(a) the market price for Company's Equity Securities may be significantly lower on the date of issue of the Equity Securities than on the date of the Meeting; and</li> <li>(b) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date, which may have an effect on the amount of funds raised by the issue of the Equity Securities.</li> </ul> <p>In accordance with Listing Rule 7.3A.2 a table describing the notional possible dilution, based upon various assumptions as stated, is set out below.</p> |
| <p>Date by which the Company may issue the Equity Securities</p>  | <p>The Company may issue the Equity Securities during the period commencing on the date of the Meeting at which approval is obtained and expiring on the first to occur of the following:</p> <ul style="list-style-type: none"> <li>(a) the date which 12 months after the date of the Meeting at which approval is obtained;</li> <li>(b) the time and date of the Company's next annual general meeting; and</li> <li>(c) the time and date of the approval by holders of the Company's Ordinary Securities of a transaction under Listing Rules 11.1.2 or 11.2.</li> </ul> <p>The approval under Listing Rule 7.1A will cease to be valid in the event that holders of the Company's Ordinary Securities approve a transaction under Listing Rules 11.1.2 or 11.2.</p>  |



| Listing Rule Requirement   | Response   |
|--|--|
| Purpose for which the Equity Securities may be issued                | <p>It is the Board’s current intention that any funds raised pursuant to an issue of Equity Securities will be applied towards the Company’s growth strategies. They may include:</p> <ul style="list-style-type: none"> <li>(a) supplementing the company’s general working capital;</li> <li>(b) securing new partners (existing and new sectors);</li> <li>(c) expanding services, including value added services; and</li> <li>(d) possible acquisitions of complementary businesses.</li> </ul> <p>The Company, if approval sought for this Resolution is obtained, will comply with Listing Rule 7.1A.4 on issue of any Equity Securities pursuant to that approval.</p>   |
| Details of the Company’s allocation policy for issues under approval | <p>The Company’s allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to Listing Rule 7.1A. The identity of the allottees will be determined on a case-by-case basis having regard to the factors including but not limited to the following:</p> <ul style="list-style-type: none"> <li>(a) the methods of raising funds that are available to the Company including but not limited to, rights issues or other issues in which existing security holders can participate;</li> <li>(b) the effect of the issue of the Listing Rule 7.1A securities on the control of the Company;</li> <li>(c) the financial situation and solvency of the Company; and</li> <li>(d) advice from corporate, financial and broking advisers (if applicable).</li> </ul> <p>The allottees under the Listing Rule 7.1A facility have not been determined as at the date of this Notice of Meeting but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.</p> |
| Previous approvals under Listing Rule 7.1A                           | <p>The Company previously obtained approval from its shareholders pursuant to ASX Listing Rule 7.1A at its annual general meeting held on 26 October 2020. The Company has not issued any equity securities since 26 October 2020 under Listing Rule 7.1A.</p>   |

The table below shows the dilution of existing Shareholders of the issue of the maximum number of Equity Securities under the Additional 10% Placement Capacity using variables for the number of ordinary securities for variable “A” (as defined in Listing Rule 7.1A) and the market price of Shares. It is noted that the variable “A” is based on the number of ordinary securities the Company has on issue at the time of the proposed issue of Equity Securities.



The table shows:

- (a) examples where variable "A" is at its current level and where variable "A" has increased by 50% and 100%; and
- (b) examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the current market price; and
- (c) the effect of the dilution will always be 10% if the maximum number of Equity Securities that may be issued under the Additional 10% Placement Capacity are issued.

| Variable "A" in Listing Rule 7.1A.2   | Number of Shares issued and funds raised under the Additional 10% Capacity and dilution effect | Dilution                      |                       |                               |
|---------------------------------------|--|-------------------------------|-----------------------|-------------------------------|
|                                       |  | \$0.04                        | \$0.08                | \$0.12                        |
| Current Variable A                    | Voting Dilution  | (50% decrease in Issue Price) | (Assumed Issue Price) | (50% increase in Issue Price) |
| 491,460,971                           | 10.00%   | 49,146,097                    |                       |                               |
|                                       | Funds raised   | \$1,965,843.88                | \$3,931,687.77        | \$5,897,531.65                |
| 50% increase in current Variable "A"  | Voting Dilution  | (50% decrease in Issue Price) | (Assumed Issue Price) | (50% increase in Issue Price) |
| 737,191,457                           | 10.00%   | 73,719,130                    |                       |                               |
|                                       | Funds raised   | \$2,948,765.83                | \$5,897,531.65        | \$8,846,297.48                |
| 100% increase in current Variable "A" | Voting Dilution  | (50% decrease in Issue Price) | (Assumed Issue Price) | (50% increase in Issue Price) |
| 982,921,942                           | 10.00%   | 98,292,174                    |                       |                               |
|                                       | Funds raised   | \$3,931,687.77                | \$7,863,375.54        | \$11,795,063.30               |

The table has been prepared on the following assumptions:

- (a) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- (b) No Options are exercised into Shares before the date of the issue of the Equity Securities.
- (c) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.



- (d) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on the Shareholder's holding at the date of the Meeting.
- (e) The table shows only the effect of issue of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- (f) The use of Equity Securities under the 10% Placement Facility consists only of Shares.
- (g) The assumed issue price is \$0.08, being the closing price of the Shares on ASX on 30 September 2021.

At the date of the Notice, the Company has not determined its allocation policy for the issue of Equity Securities under the Additional 10% Placement Capacity. The Company has not, and has not yet determined to approach, any particular existing security holders or an identifiable class of existing security holders to participate in an offer under the Additional 10% Placement Capacity, and therefore no Shareholder will be excluded from voting on Resolution 1.

#### **2.1.4 Recommendation**

Each Director has no interest in the outcome of Resolution 1, other than as existing Shareholders. Each of the Directors recommend that Shareholders vote in FAVOUR of Resolution 1 for the reasons specified above.

#### **2.2 Resolution 2: Financial Report**

The Financial Statements, Director's Report and Auditor's Report for the year ended 30 June 2021 will be tabled before the meeting. However, neither the *Corporations Act 2001 (Cth)* (**Corporations Act**) nor the Company's Constitution require Shareholders to vote on the financial statements or the accompanying reports. However, Shareholders will be given the opportunity to raise questions or comments on the Financial Statements at the AGM. In addition, Shareholders will be given the opportunity to ask the Company's Auditor, Rothsay Chartered Accountants, questions relevant to the conduct of the audit, the independence of the Auditor, the Company's accounting policies and the preparation and content of the Auditor's Report.

#### **2.3 Resolution 3: Adoption of Remuneration Report**

The Remuneration Report of the Company for the financial year ended 30 June 2021 is contained in the 2021 Annual Report. The Remuneration Report is required to be considered by Members of the Company in accordance with section 250R of the Corporations Act. The Remuneration Report, which details the Company's policy on remuneration of non-executive directors, executive directors and key executives.

The vote on the adoption of the Remuneration Report is advisory only and is not binding. However, the Board will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies and practices.

The Chairman will allow reasonable opportunity for shareholders to ask questions about or make comments on the Remuneration Report at the meeting before calling on a vote.

#### ***Directors' Recommendation***



The independent directors recommend that shareholders vote in favour of the adoption of the Remuneration Report. Subject to the Voting Exclusion Statement, the Chairman of the Meeting will be casting undirected proxies in FAVOUR of this Resolution.

## 2.4 Resolution 4: Re-election of Directors

The Board continues to consider the mix of skills, diversity, and experience of the Board in the context of opportunities and challenges facing the company.

In accordance with clause 6.7 of the Company's Constitution, Mr Anthony Ghattas will retire at the Annual General Meeting and, being eligible, will offer himself for election. The skills and experience of Mr Anthony Ghattas is set out below.

Anthony Ghattas is the former CEO of ASX listed, digital and mobile content development company HWW Limited. Anthony is the Founder and Managing Director of United Lifestyle Group, he has extensive experiences in direct to customer marketing in Australia and overseas which retails consumer direct wines under multiple brands in Australia and New Zealand. Over the last 16 years, Anthony has seen to the growth of United Lifestyle Group across multiple continents.

### *Directors' Recommendation*

The Board (other than Anthony Ghattas, who makes no recommendation) unanimously support the re-election and recommend that shareholders approve Resolution 4 for the re-election of Anthony Ghattas as a Director of the Company. The Chairman of the Meeting will be casting undirected proxies in FAVOUR of these Resolutions.

## 2.5 Resolution 5: Approval to issue securities under the Company's Performance Rights Plan

### 2.5.1 Background

On 16<sup>th</sup> July 2021 the Board resolved to establish a new Performance Rights Plan, under which eligible employees and directors would be offered the opportunity to be issued performance rights which will vest into shares if certain performance criteria are met.

ASX Listing Rule 7.1 allows the Company to issue a maximum of 15% of its capital in any 12-month period without requiring Shareholder approval. If Resolution 1 is passed, this maximum capacity will be increased by 10% to 25% under ASX Listing Rule 7.1A.

ASX Listing Rule 7.2 allows certain issues of securities to be excluded from the calculation of the number of securities issued in the 12-month period under ASX Listing Rules 7.1 and 7.1A, including under Exception 13 for issues made under an employee incentive plan.

Exception 13 is only available for issues made under an employee incentive plan if, within three years before the date of issue:

- (a) for a plan which was established before the entity was listed, a summary of the terms of the plan were included in the prospectus lodged with ASX on listing; or
- (b) the holders of the entity's ordinary securities approved the issue of securities under the plan as an exception to ASX Listing Rule 7.2.



The Company is therefore seeking Shareholder approval for the issue of securities under the Performance Rights Plan as an exception to ASX Listing Rule 7.2, so that any securities issued by the Company under the Performance Rights Plan will not be included when calculating the Company's remaining placement capacity under ASX Listing Rule 7.1, and, if Resolution 1 is passed, ASX Listing Rule 7.1A.

## 2.5.2 Requirements under ASX Listing Rule 7.2, Exception 13

In accordance with the requirements of ASX Listing Rule 7.2, Exception 13, the following information is provided by the Company:

- (a) The terms of the Company's Performance Rights Plan are outlined in section 2.5.3 below. The detailed terms and conditions of the Performance Rights Plan may be obtained free of charge by contacting the Company Secretary on +62 2 9300 9514 or by email at [nfitzgerald@hubify.com.au](mailto:nfitzgerald@hubify.com.au).
- (b) As the Performance Rights Plan is newly established, no performance rights have been issued under the Performance Rights Plan. The Company intends to issue the initial performance rights under the Performance Rights Plan following Shareholder approval of Resolution 1, to ensure that all issues of performance rights have the benefit of ASX Listing Rule 7.2, Exception 13.
- (c) The maximum number of performance rights proposed to be issued under the Performance Rights Plan following Shareholder approval over the next three years is 55,443,750 performance rights (some of which may vest during that time, with Shares allocated to the participant on vesting). This maximum is not intended to be a prediction of the actual number of performance rights to be issued under the Performance Rights Plan, but is specified for the purposes of setting a ceiling on the number of performance rights approved to be issued under and for the purposes of ASX Listing Rule 7.2, Exception 13. If that number is reached, fresh Shareholder approval under ASX Listing Rule 7.2, Exception 13 would be required, otherwise any additional issues of performance rights under the Performance Rights Plan over the maximum will count towards the calculation of the Company's placement capacity under ASX Listing Rule 7.1 (and, if applicable, any additional placement capacity approved under ASX Listing Rule 7.1A).

## 2.5.3 Terms of the Performance Rights Plan

### (d) *Eligibility Criteria*

Subject to the rules of the Performance Rights Plan, the Performance Rights Plan is open to all eligible participants, being full time and part time employees and Directors of the Company or any of its related bodies corporate who the Board designates as being eligible. The Directors are entitled to participate in the Performance Rights Plan.

### (e) *Invitation and offer of performance rights*

Under the Performance Rights Plan, the Directors may invite eligible participants to participate in the Performance Rights Plan and make an offer to acquire performance rights. The invitation must be in writing and specify, amongst other things, the number of performance rights that eligible participants may accept, the date on which the performance rights vest and any conditions to be satisfied before vesting, and any other terms attaching to the rights.



Following receipt by an eligible participant of an invitation, the eligible participant may make an offer by delivering a duly completed and signed application form to the Company within the closing time specified in the invitation. The Directors may decide to accept or reject an offer and an offer is accepted by the grant of performance rights to the participant.

(f) ***Vesting of performance rights***

The performance rights vest upon the satisfaction of any performance criteria or any other conditions contained in the offer, following which the trustee of the Performance Rights Plan will allocate to the participant the number of Shares to which the participant is entitled under the terms of the offer.

(g) ***Lapse***

Unvested performance rights shall lapse upon the earlier of the date specified by the Board, the events contained in the offer or the rules of the Performance Rights Plan.

(h) ***Quotation***

Performance rights will not be quoted on the ASX. The Company will apply for official quotation of any Shares issued under the Performance Rights Plan in accordance with the ASX Listing Rules and having regard to any disposal restrictions.

(i) ***Assignment***

Performance rights are not transferable or assignable without the prior written approval of the Board.

(j) ***Administration***

The Performance Rights Plan is administered by the Board, or its delegates, in accordance with the rules of the Performance Rights Plan. The Board may make regulations and policies for operating and administering the Performance Rights Plan provided that such regulations and policies are consistent with the rules of the Performance Rights Plan.

(k) ***Termination and Amendment***

The Performance Rights Plan may be terminated or suspended at any time by the Board. To the extent permitted by the Corporations Act and the ASX Listing Rules, the Board may vary the rules of the Performance Rights Plan except where the amendment would have the effect of materially adversely affecting or prejudicing the rights of any participant holding performance rights.

(l) ***Plan Trustee***

The Company intends to establish an employee share trust to hold Shares which will be available for allocation to the participants under the Performance Rights Plan and to appoint a professional trustee (covered by its own Australian Financial Services Licence) to be the trustee of the Trust under a trust deed to be entered into between the Company and the Plan Trustee.



Under the trust deed, Shares can either be:

- (A) issued by the Company to the trustee; and/or
- (B) purchased on market by the trustee,

and then allocated to the participant once the performance rights vest on satisfaction of the performance criteria.

#### **2.5.4 Directors' Recommendation**

The Directors unanimously recommend Shareholders vote in favour of Resolution 5. The Chairman intends to vote undirected proxies in FAVOUR of Resolution 5.

#### **2.6 Resolutions 6, 7 and 8: Grant of Performance Rights to Directors**

##### **2.6.1 Background**

The Company is proposing, subject to obtaining Shareholder approval, to issue performance rights to Anthony Ghattas, Charbel Nader and Victor Tsaccounis under the Company's Performance Rights Plan.

The number of performance rights to be issued to each Director referred to above, and the conditions attaching to those performance rights, are summarised in section 2.6.2 below. The terms of the Performance Rights Plan more generally are summarised in section 2.5.3 above.

ASX Listing Rule 10.14 requires Shareholder approval to be obtained where an entity issues, or agrees to issue, securities under an employee incentive scheme to a director of the entity, an associate of the director, or a person whose relationship with the entity, director or associate of the director is, in ASX's opinion, such that approval should be obtained.

As Shareholder approval is sought under ASX Listing Rule 10.14, separate approvals under ASX Listing Rules 7.1 and 10.11 are not required to issue the performance rights to the Directors.

If Resolutions 6, 7 and 8 are passed, the Company will be able to proceed with the issue of the performance rights to the Directors. If Resolutions 6, 7 and 8 are not passed, the Company will not be able to proceed with the issue of the performance rights to the relevant Director.

Section 2.6.2 provides information in relation to each of Resolution(s) 6, 7 and 8.

##### **2.6.2 Performance rights terms**

Subject to Shareholder approval, the Company will issue the following performance rights to the Directors:



| Director           | Number of Performance Rights | Issue Date | Performance Criteria           | Vesting Date |
|--------------------|------------------------------|------------|--------------------------------|--------------|
| Anthony Ghattas    | 1,800,000                    | 15/11/21   | Operating Profit & Share Price | 30/06/24     |
| Charbel Nader      | 900,000                      | 15/11/21   | Operating Profit & Share Price | 30/06/24     |
| Victor Tsaccountis | 4,687,500                    | 15/11/21   | Operating Profit & Share Price | 30/06/24     |

### Number of Performance Rights

The number of performance rights to be issued to each Director has been determined:

- (a) first, by multiplying 50% of the base remuneration or fees of each Director by 3, as it is the intention of the Company to offer performance rights to each Director every 3 years; and
- (b) secondly, by dividing the number determined in accordance with subparagraph (a) by \$0.08, being the closing price of the Company's shares as at 30 September 2021.

### Performance Criteria and Vesting of Performance Rights

The performance criteria will be tested based on the:

- (a) Company achieving its target Operating Profit for FY24 of \$6 million; and
- (b) Share price of the Company increasing by 100% in the 3 years between 1 July 2021 and the end of the performance period on 30 June 2024. That is, the base Share price will be the 60 day VWAP of the Company's Shares as at 1 July 2021. This will be compared to the 60 day VWAP of the Company's Shares at the end of the performance period.

In addition to meeting the above performance criteria, each Director must remain a Director or employee of the Company as at the vesting date for the performance rights to vest.

If the above performance criteria and employment conditions are not met as at the vesting date, the Director's performance rights will lapse.

The Company will allocate each Director with one Share for each performance right that vests. Shares may be issued to the trustee of the Performance Rights Plan under the relevant trust deed or acquired on market by the trustee to satisfy the Director's entitlement to Shares on vesting of the performance rights.

Any Shares issued upon vesting of the performance rights will upon issue rank pari passu in all respects with other Shares. The performance rights will not be quoted on ASX, however if the Company issues Shares on vesting, the Company must apply for the official quotation of those Shares within the time period required by the ASX Listing Rules.

### **2.6.3 Particular terms of Performance Rights for each Director**



The performance rights to be issued to Anthony Ghattas and Charbel Nader will be issued for nil cash consideration and no consideration will be payable upon vesting of the performance rights.

With respect to Victor Tsaccounis, his performance rights will be issued on the following terms:

- (a) Mr Tsaccounis will purchase the performance rights at market value using loan funds under a limited recourse interest-free loan offered by the Company;
- (b) the Company, having regard to the market value of a Share, being \$0.08 (the closing price of the Shares on ASX as at 30 September 2021), and discounting this value to reflect the likelihood of the performance rights vesting, has determined that the market value of a performance right is \$0.02; and
- (c) the Company will loan Mr Tsaccounis a total amount of \$93,750 under a limited recourse interest-free loan to purchase 4,687,500 of performance rights. The loan will only become repayable once the performance rights have vested, and the underlying shares have been sold. If the performance rights do not vest, the loan amount will be forgiven.

**2.6.4 Specific information required by ASX Listing Rule 10.15**

Pursuant to and in accordance with ASX Listing Rule 10.15, the following information is provided in relation to the proposed issue of the performance rights:

- (a) Subject to Shareholder approval, the performance rights will be issued under the Performance Rights Plan to Anthony Ghattas, Charbel Nader, and Victor Tsaccounis, each of whom is a Director of the Company.
- (b) Each Anthony Ghattas, Charbel Nader, and Victor Tsaccounis, is a related party of the Company by virtue of being a Director and falls into the category stipulated by ASX Listing Rule 10.14.1.
- (c) The total number of performance rights to be issued to each Director is as follows:

Anthony Ghattas: 1,800,000 performance rights  
 Charbel Nader: 900,000 performance rights  
 Victor Tsaccounis: 4,687,500 performance rights

- (d) Each Director's current total remuneration package as at the date of this Notice is as follows:

| Director        | Base Remuneration (inc. superannuation) | Performance Rights                                      | Additional incentives/bonuses |
|-----------------|---|---|-------------------------------|
| Anthony Ghattas | \$105,600                               | 1,800,000<br>(if the Shareholders approve Resolution 6) | 0                             |
| Charbel Nader   | \$52,800                                | 900,000<br>(if the Shareholders approve Resolution 7)   | 0                             |



| Director             | Base Remuneration<br>(inc. superannuation) | Performance Rights   | Additional<br>incentives/bonuses |
|----------------------|--|--|----------------------------------|
| Victor<br>Tsaccounis | \$275,000                                  | 4,687,500<br><br>(if the Shareholders<br>approve Resolution 8) | 75,000                           |

- (e) The material terms of the performance rights proposed to be issued are summarised in sections 2.6.2 and 2.6.3 above. The Board considers that performance rights are an appropriate form of incentive because they reward the Directors for the achievement of target Operating Profit and a substantial increase to the Share price over a long period (which aligns with the interest of Shareholders) and the Directors will only obtain the value of the performance rights upon satisfaction of the performance criteria.
- (f) The value attributed by the Company to each performance right to be issued to the Directors is \$0.02.
- (g) Subject to Shareholder approval being obtained, the performance rights will be issued on 15 November 2021 and in any event, no later than 3 years after the date of the meeting.
- (h) See section 2.6.3 regarding the price payable by the Directors for the issue of the performance rights. No price is payable for any Shares to be allocated on vesting of the performance rights.
- (i) A summary of the material terms of the Performance Rights Plan is set out in section 2.5.3.
- (j) See section 2.6.3 regarding the terms of the loan to be provided to Victor Tsaccounis in relation to the issue of the performance rights.
- (k) Details of any securities issued under the Performance Rights Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.
- (l) Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Performance Rights Plan after Resolution 5 is approved and who were not named in this Notice will not participate until approval is obtained under ASX Listing Rule 10.14.

## 2.6.5 Chapter 2E of the Corporations Act: Related Party Transactions

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

- (a) obtain Shareholder approval in the manner set out in section 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.



Relevantly, section 211 of the Corporations Act provides that shareholder approval is not required where the financial benefit comprises remuneration, and to give that remuneration would be reasonable given the circumstances of the Company and the related party.

Anthony Ghattas, Charbel Nader, and Victor Tsaccounis are each a related party of the Company by virtue of being a Director, and the grant of performance rights to each of them constitutes giving a financial benefit.

However, for the reasons set out in section 2.6.3 above, the Board considers the financial benefits to be provided by way of the grant of performance rights to each Director, and the loan to be provided to Victor Tsaccounis, constitute reasonable remuneration in the circumstances. Accordingly, the exception set out in section 211 of the Corporations Act applies and approval under Chapter 2E of the Corporations Act is not being sought.

### **2.6.6 Directors' Recommendations**

The Directors (other than Anthony Ghattas) unanimously recommend that Shareholders vote in favour of Resolution 6. The Chairman intends to vote undirected proxies in FAVOUR of Resolution 6.

The Directors (other than Charbel Nader) unanimously recommend that Shareholders vote in favour of Resolution 7. The Chairman intends to vote undirected proxies in FAVOUR of Resolution 7.

The Directors (other than Victor Tsaccounis) unanimously recommend that Shareholders vote in favour of Resolution 8. The Chairman intends to vote undirected proxies in FAVOUR of Resolution 8.

## **3. Other information**

### **3.1 Scope of disclosure**

The Company is required to provide to Shareholders all information which is known to the Company that is reasonably required by Shareholders in order to decide whether or not it is in the Company's interest to pass the Resolutions.

The Company is not aware of any relevant information that is material to the decision on how to vote on the Resolutions, other than as is disclosed in this Explanatory Statement or previously disclosed to Shareholders by notification to the ASX.

### **3.2 Voting intentions and relevant interest of the Directors**

The number of Shares in which each Director has a relevant interest as at the date of this Notice is set out in the table below:

| <b>Director</b>   | <b>Number of Hubify Shares held</b> | <b>% of issued Share capital</b> |
|-------------------|-------------------------------------|----------------------------------|
| Victor Tsaccounis | 72,508,316                          | 14.75                            |
| Charbel Nader     | 90,000                              | 0.01                             |



|                 |            |      |
|-----------------|------------|------|
| Anthony Ghattas | 38,319,235 | 7.80 |
|-----------------|------------|------|

### 3.3 Recommendation

Except as otherwise stated, the Directors unanimously recommend that, in the context of the Company's current circumstances, Shareholders should vote to approve all of the Resolutions to be put to the Meeting.

However, Shareholders must decide how to vote based on the matters set out in the Explanatory Statement.



**LODGE YOUR PROXY APPOINTMENT ONLINE**



**ONLINE PROXY APPOINTMENT**

[www.advancedshare.com.au/investor-login](http://www.advancedshare.com.au/investor-login)



**MOBILE DEVICE PROXY APPOINTMENT**

Lodge your proxy by scanning the QR code below, and enter your registered postcode.

It is a fast, convenient and a secure way to lodge your vote.

**Important Note:** Due to the ongoing COVID-19 travel restrictions, Shareholders will not be able to attend in person at a physical location, but are strongly encouraged to attend online as outlined in the Notice, and by submitting their Proxy Form or CDP Voting Instruction Form to record their vote on the Resolutions.

**2021 ANNUAL GENERAL MEETING PROXY FORM**

I/We being shareholder(s) of Hubify Limited Ltd and entitled to attend and vote hereby:

**APPOINT A PROXY**

The Chair of the Meeting **OR**



**PLEASE NOTE:** If you leave the section blank, the Chair of the Meeting will be your proxy.

STEP 1

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) named, the Chair of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf, including to vote in accordance with the following directions (or, if no directions have been given, and to the extent permitted by law, as the proxy sees fit), at the Annual General Meeting of the Company to be held **virtually on 12 November 2021 at 9:30am (Sydney Time)** and at any adjournment or postponement of that Meeting.

**Chair's voting intentions in relation to undirected proxies:** The Chair intends to vote all undirected proxies in favour of all Resolutions. In exceptional circumstances, the Chair may change his/her voting intentions on any Resolution. In the event this occurs, an ASX announcement will be made immediately disclosing the reasons for the change.

**Chair authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 2 (except where I/we have indicated a different voting intention below) even though these resolutions are connected directly or indirectly with the remuneration of a member(s) of key management personnel, which includes the Chair.

**VOTING DIRECTIONS**

**Resolutions**

|  | For                      | Against                  | Abstain*                 |
|--|--------------------------|--------------------------|--------------------------|
| 1 Approval of Proposed Placement   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3 Remuneration Report  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4 Re-election of Directors   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5 Approval to issue securities under the Company's Performance Rights Plan | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6 Grant of Performance Rights to Anthony Ghattas                           | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7 Grant of Performance Rights to Charbel Nader                             | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8 Grant of Performance Rights to Victor Tsaccounis                         | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

STEP 2



\* If you mark the Abstain box for a particular Resolution, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

**SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED**

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)




Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

STEP 3

This form should be signed by the shareholder. If a joint holding, all the shareholder should sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

Email Address



Please tick here to agree to receive communications sent by the Company via email. This may include meeting notifications, dividend remittance, and selected announcements.

## HUBIFY LIMITED - ANNUAL GENERAL MEETING

Due to the ongoing COVID-19 pandemic and uncertainty regarding the level of travel restrictions around the time of the meeting, the Company has determined that Shareholders will only be able to attend and participate in the meeting through an online platform provided by Advanced Share Registry.

To facilitate such participation, voting on each Resolution will occur by a poll rather than a show of hands.

A live webcast and electronic voting via [www.advancedshare.com.au/virtual-meeting](http://www.advancedshare.com.au/virtual-meeting) will be offered to allow Shareholders to listen to the Meeting and vote online.

Please refer to the Meeting ID and Shareholder ID on the proxy form to login to the website.

Shareholders may submit questions ahead of the Meeting via the portal.

## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### CHANGE OF ADDRESS

This form shows your address as it appears on Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes.

### APPOINTMENT OF A PROXY

If you wish to appoint the Chair as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair, please write that person's name in the box in Step 1. A proxy need not be a shareholder of the Company. A proxy may be an individual or a body corporate.

### DEFAULT TO THE CHAIR OF THE MEETING

If you leave Step 1 blank, or if your appointed proxy does not attend the Meeting, then the proxy appointment will automatically default to the Chair of the Meeting.

### VOTING DIRECTIONS – PROXY APPOINTMENT

You may direct your proxy on how to vote by placing a mark in one of the boxes opposite each resolution of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any resolution by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given resolution, your proxy may vote as they choose to the extent they are permitted by law. If you mark more than one box on a resolution, your vote on that resolution will be invalid.

### PROXY VOTING BY KEY MANAGEMENT PERSONNEL

If you wish to appoint a Director (other than the Chair) or other member of the Company's key management personnel, or their closely related parties, as your proxy, you must specify how they should vote on Resolutions 1, 3, 4, 6 & 8 by marking the appropriate box. If you do not, your proxy will not be able to exercise your vote for Resolutions 1, 3, 4, 6 & 8.

**PLEASE NOTE:** If you appoint the Chair as your proxy (or if they are appointed by default) but do not direct them how to vote on a resolution (that is, you do not complete any of the boxes "For", "Against" or "Abstain" opposite that resolution), the Chair may vote as they see fit on that resolution.

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Advanced Share Registry Limited or you may copy this form and return them both together.

To appoint a second proxy you must:

- On each Proxy Form state the percentage of your voting rights or number of shares 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; and
- Return both forms together.

### COMPLIANCE WITH LISTING RULE 14.11

In accordance with Listing Rule 14.11, if you hold shares on behalf of another person(s) or entity/entities or you are a trustee, nominee, custodian or other fiduciary holder of the shares, you are required to ensure that the person(s) or entity/entities for which you hold the shares are not excluded from voting on resolutions where there is a voting exclusion. Listing Rule 14.11 requires you to receive written confirmation from the person or entity providing the voting instruction to you and you must vote in accordance with the instruction provided.

By lodging your proxy votes, you confirm to the company that you are in compliance with Listing Rule 14.11.

### CORPORATE REPRESENTATIVES

If a representative of a nominated corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A Corporate Representative Form may be obtained from Advanced Share Registry.

### SIGNING INSTRUCTIONS ON THE PROXY FORM

#### Individual:

Where the holding is in one name, the security holder must sign.

#### Joint Holding:

Where the holding is in more than one name, all of the security holders should sign.

#### Power of Attorney:

If you have not already lodged the Power of Attorney with Advanced Share Registry, please attach the original or a certified photocopy of the Power of Attorney to this form when you return it.

#### Companies:

Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

### LODGE YOUR PROXY FORM

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 9:30am (Sydney Time) on 10 November 2021, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled Meeting.



#### ONLINE PROXY APPOINTMENT

[www.advancedshare.com.au/investor-login](http://www.advancedshare.com.au/investor-login)



#### BY MAIL

Advanced Share Registry Limited  
110 Stirling Hwy, Nedlands WA 6009; or  
PO Box 1156, Nedlands WA 6909



#### BY FAX

+61 8 6370 4203



#### BY EMAIL

[admin@advancedshare.com.au](mailto:admin@advancedshare.com.au)



#### IN PERSON

Advanced Share Registry Limited  
110 Stirling Hwy, Nedlands WA 6009



#### ALL ENQUIRIES TO

Telephone: +61 8 9389 8033