

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting (**AGM** or **Meeting**) of shareholders of humm group limited ACN 122 574 583 (**hummmgroup**, the **Group** or the **Company**) will be held:

Date: Thursday, 28 November 2024
Time: 10:00am (AEDT)
Venue: Offices of K&L Gates Lawyers
Level 31, 1 O'Connell Street
Sydney NSW 2000

The Explanatory Memorandum accompanying this Notice of Meeting provides additional information on matters to be considered at the AGM. The Proxy Form and Explanatory Memorandum form part of this Notice of Meeting.

AGENDA

1. CONSIDERATION OF REPORTS

To receive and consider the Company's financial report, the directors' report and the independent auditor's report for the financial year ended 30 June 2024 (**Financial Reports**).

There is no requirement for shareholders to approve the Financial Reports.

All shareholders can view the Company's annual report for the financial year ended 30 June 2024 (**2024 Annual Report**) which contains the Financial Reports on **hummmgroup's** website at <https://investors.humm-group.com/Investor-Centre/?page=annual-reports>

2. RESOLUTIONS

Resolution 1: Election of a director, Mr Andrew Darbyshire

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

"That, Mr Andrew Darbyshire, who was appointed as a director of the Company on 21 October 2024, and being eligible, offers himself for election."

Resolution 2: Adoption of Remuneration Report

To consider and, if thought fit, pass the following resolution:

"That, for the purposes of section 250R(2) of the Corporations Act 2001 (Cth), the Company's Remuneration Report for the financial year ended 30 June 2024, as set out in the 2024 Annual Report, be adopted."

The Company's Remuneration Report for the financial year ended 30 June 2024 is contained in the 2024 Annual Report, available at <https://investors.humm-group.com/Investor-Centre/?page=annual-reports>.

In accordance with section 250R(3) of the *Corporations Act 2001 (Cth)* (**Corporations Act**), the vote on this resolution is advisory only and does not bind the Directors or the Company.

VOTING EXCLUSION STATEMENTS

Resolution 2 (Adoption of Remuneration Report)

In accordance with section 250R of the Corporations Act, the Company will disregard any votes cast in any capacity on Resolution 2 by, or on behalf of, the following persons:

- a member of the key management personnel (**KMP**) whose remuneration details are included in the Company's Remuneration Report for the financial year ended 30 June 2024; or
- a closely related party of such members of the KMP (including close family members and companies the KMP controls).

However, the Company will not disregard a vote cast if the vote is cast as a proxy for a person entitled to vote on Resolution 2 and either:

- the proxy appointment is in writing and specifies the way the proxy is to vote (that is, for or against) on the Resolution and the vote is exercised as directed; or
- the vote is cast by the Chairman of the Meeting and the appointment of the Chairman as proxy:
 - does not specify the way the proxy is to vote on the Resolution; and
 - expressly authorises the Chairman to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the KMP.

EXPRESS AUTHORITY OF THE CHAIRMAN

If a shareholder appoints the Chairman of the Meeting as their proxy, or the Chairman becomes the shareholder's proxy by default, and the shareholder does not direct the proxy how to vote on Resolution 2 then by submitting the Proxy Form the shareholder expressly authorises the Chairman to exercise the proxy on Resolution 2 even though that Resolution is connected with the remuneration of a member of the Company's KMP.

CHAIRMAN'S VOTING INTENTIONS

The Chairman of the Meeting intends to vote undirected proxies **in favour** of all Resolutions.

RESOLUTION BY POLL

Each Resolution considered at the AGM will be conducted by a poll.

ENTITLEMENT TO ATTEND AND VOTE

In accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Board has determined that persons who are registered holders of shares in the Company as at **10.00am (AEDT) on Tuesday 26 November 2024** will be entitled to attend and vote at the AGM as a shareholder.

Voting entitlements

On a poll, each shareholder present in person has one vote for each fully paid share held by the shareholder. On a poll, each person present as a proxy, attorney or representative of a shareholder has one vote for each fully paid share held by the shareholder that the person represents.

Joint holders of shares

If more than one joint holder of shares is present at the AGM (whether in person or by proxy, attorney or representative) and casts a vote, only the vote of the joint holder whose name appears first in the Company's share register will be counted.

HOW TO VOTE

Shareholders may vote either by:

- attending the Meeting and voting in person at the Meeting; or

- appointing a proxy or attorney to attend the Meeting and vote on their behalf.

A body corporate that is a shareholder or appointed proxy must appoint an individual as its body corporate representative if it wishes to attend and vote at the Meeting.

Voting in person

Shareholders who wish to vote in person will need to attend the Meeting and complete a voting card. When registering at the Meeting you will be given a voting card and instructions on how to complete it.

Appointment of proxy

A shareholder entitled to attend and vote at the AGM may appoint an individual or a body corporate as a proxy to attend and vote for them. To appoint a proxy, a shareholder must complete and return a Proxy Form. If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a body corporate representative in accordance with section 250D of the Corporations Act to exercise its powers as proxy at the AGM.

A proxy need not be a shareholder of the Company.

A shareholder who is entitled to cast two or more votes may appoint up to two proxies to attend and vote at the AGM on that shareholder's behalf and the appointment may specify the proportion or number of votes each proxy may exercise at the AGM. If the shareholder does not specify the proportion or number of votes to be exercised, each proxy may exercise half of the shareholder's votes.

A shareholder can direct their proxy how to vote on the Resolution by marking either the "For" or "Against" boxes or direct their proxy not to vote by marking the "Abstain" box on the Proxy Form. If a shareholder appoints the Chairman as proxy and does not direct the Chairman how to vote, the Chairman will vote FOR all Resolutions.

A proxy may vote or abstain as he or she chooses except where the appointment of the proxy directs the way the proxy is to vote on a particular Resolution. If the appointment of proxy specifies the way the proxy is to vote on the Resolution and:

- the proxy is not the Chairman, the proxy need not vote on a poll, however if the proxy does vote, the proxy must vote as directed; or
- the proxy is the Chairman, the proxy must vote on a poll and must vote as directed.

There are some circumstances where the Chairman will be taken to have been appointed as a shareholder's proxy for the purposes of voting on the Resolution even if the shareholder has not expressly appointed the Chairman as their proxy. This will be the case where:

- the appointment of a proxy specifies the way the proxy is to vote on the Resolution;
- the appointed proxy is not the Chairman; and
- either the proxy is not recorded as attending the Meeting or the proxy attends the Meeting but does not vote on the Resolution.

How to lodge your proxy

To be effective, the Proxy Form (and, if the appointment is signed or authenticated by the shareholder's attorney or representative, the original or a certified copy of the authority or power of attorney under which it was signed or authenticated) must be received by the Company's share registry, Link Market Services¹, no later than **10.00am (AEDT) on Tuesday 26 November 2024** (being 48 hours before the AGM).

¹ Link Group is now known as MUFG Pension & Market Services. Over the coming months, Link Market Services will progressively rebrand to its new name MUFG Corporate Markets, a division of MUFG Pension & Market Services.

Proxy Forms (and the original or certified copy of any authority or power of attorney under which the proxy was signed or authenticated) may be lodged with Link Market Services by one of the following methods:

ONLINE (**preferred**): <https://investorcentre.linkgroup.com>

(Shareholders are encouraged to use the online facility to appoint a proxy to ensure the timely and cost-effective receipt of proxies.)

BY MAIL: **humm**group limited
c/- Link Market Services
Locked Bag A14
Sydney South NSW 1235
Australia

BY FAX: 02 9287 0309 (within Australia)
+61 2 9287 0309 (from outside Australia)

BY HAND: Link Market Services *
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

or

Link Market Services *
Level 12
680 George Street
Sydney NSW 2000

*during business hours Monday to Friday (9:00am to 5:00pm).

The original or certified copy of any authority or power of attorney under which a Proxy Form is signed may be lodged with Link Market Services by mail only to the address shown above. An original or certified copy of an authority or power of attorney under which a Proxy Form is signed does not need to be lodged with Link Market Services if the document has been previously lodged with Link Market Services.

To be valid, a Proxy Form (and an original or certified copy of any authority or power of attorney under which it is signed) must be received by **10.00am (AEDT) on Tuesday 26 November 2024** in the manner stipulated above. The Company reserves the right to declare invalid any proxy not received in this manner.

Corporate representatives

A body corporate that is a shareholder or that has been appointed as a proxy, is entitled to appoint any person to act as its representative at the AGM. The appointment of the representative must comply with the requirements under section 250D of the Corporations Act. The representative should bring to the AGM a properly executed letter or other document confirming its authority to act as the body corporate's representative. A "Certificate of Appointment of Corporate Representative" form may be obtained by contacting Link Market Services on 1800 881 432 (within Australia) or +61 1800 881 432 (outside Australia) or online at https://www.linkmarketservices.com.au/corporate/forms/holding-management/App_Corp_Rep_140312.pdf.

Appointment of attorney

A shareholder entitled to attend and vote at the AGM is entitled to appoint an attorney to attend and vote at the meeting for the shareholder.

An attorney need not be a shareholder of the Company.

The power of attorney appointing the attorney must be duly signed and specify the name of each of the shareholder and the attorney and specify the meetings at which the appointment may be used.

To be effective, the original or certified copy of the power of attorney must be received by Link Market Services by **10.00am (AEDT) on Tuesday 26 November 2024** by mail at

BY MAIL: **hummmgroup** limited
c/- Link Market Services
Locked Bag A14
Sydney South NSW 1235
Australia

QUESTIONS AND COMMENTS

Following consideration of the Financial Reports, the Chairman will give shareholders attending the Meeting a reasonable opportunity to ask questions about, or comment on, the Financial Reports and the management of the Company.

The Chairman will also give shareholders a reasonable opportunity to ask the Company's external auditor, Ernst & Young (**Auditor**) questions relevant to:

- the conduct of the audit;
- the preparation and content of the Independent Auditor's Report;
- the accounting policies adopted by the Company in relation to the preparation of the Financial Reports; and
- the independence of the Auditor in relation to the conduct of the audit.

The Chairman will also give the Auditor a reasonable opportunity to answer written questions submitted by shareholders that are relevant to the content of the Independent Auditor's Report or the conduct of the audit.

Shareholders who prefer to register questions in advance of the AGM are invited to do so. Please log on to <https://investorcentre.linkgroup.com/Login/> and select "Voting" and then click "Ask a Question" or otherwise email any questions to the Company Secretary (company.secretary@hummmgroup.com). Written questions, including questions for the Auditor, must be received by the Company by no later than **Thursday 21 November 2024**.

The Chairman will endeavour to address as many of the questions as possible during the course of the AGM including questions received in advance by email or online. However, there may not be sufficient time available during the AGM to address all of the questions raised. Individual responses will not be sent to shareholders.

CONDUCT OF MEETING

hummmgroup is committed to ensuring that its shareholder meetings are conducted in a manner that provides those shareholders (or their proxy holders, attorneys or representatives) who attend the meeting with the opportunity to participate in the business of the meeting in an orderly fashion and to ask questions about and comment on matters relevant to the business of the meeting or about the Company generally.

hummmgroup will not allow conduct at any shareholder meeting that is discourteous to those who are present at the meeting, or which in any way disrupts or interferes with the proper conduct of the meeting. The Chairman of the Meeting will exercise his powers as the Chairman to ensure that the meeting is conducted in an orderly and timely fashion, in the interests of all attending shareholders.

ENCLOSURES

If you are receiving this Notice of Meeting by mail, enclosed are the following documents:

- (a) a Proxy Form to be completed if you would like to be represented at the AGM by proxy.

Alternatively, you can appoint a proxy online at <https://investorcentre.linkgroup.com/Login/>. Shareholders are encouraged to use the online facility to appoint a proxy to ensure the timely and cost-effective receipt of proxies; and

- (b) a reply-paid envelope for you to return the Proxy Form (if you do not wish to appoint a proxy using the online facility).

ALL ENQUIRIES

Telephone: Australia: 1800 881 432

Overseas: +61 1800 881 432

By order of the Board



Andrew Abercrombie
CHAIRMAN

25 October 2024

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of shareholders of hummmgroup in relation to the business to be conducted at the AGM to be held on Thursday, 28 November 2024 at 10.00am (AEDT).

The purpose of this Explanatory Memorandum is to provide shareholders with information that is reasonably required by shareholders to decide how to vote upon the Resolutions.

Subject to the abstentions noted below, the Directors unanimously recommend that shareholders vote in favour of all Resolutions. The Chairman of the Meeting intends to vote all available undirected proxies in favour of each Resolution.

Resolutions 1 and 2 are ordinary resolutions, which require a simple majority of votes cast by shareholders present and entitled to vote on the Resolution. Resolution 2, relating to the Remuneration Report, is advisory and does not bind the Directors or the Company.

A. CONSIDERATION OF FINANCIAL REPORTS

The Company's Financial Reports (comprised of the financial report, the directors' report and the independent auditor's report) for the financial year ended 30 June 2024 will be put before the Meeting. The Financial Reports are contained in the Company's Annual Report for the financial year ended 30 June 2024.

While this item does not require a formal resolution to be put to the Meeting, shareholders will be given a reasonable opportunity to ask questions about, or make comments on, the matters contained within the Financial Reports. Shareholders will also be able to ask questions of the Company's Auditor who will be in attendance at the Meeting.

B. ITEMS FOR APPROVAL

Resolution 1: Election of a director, Mr Andrew Darbyshire

Mr Andrew Darbyshire AM was appointed as director of the Company on 21 October 2024 and in accordance with Article 10.3 of the Company's Constitution and Listing Rule 14.4 offers himself for election.

Mr Darbyshire has over 35 years' proven experience in digital transformation and point-of-sale software development as well as over 10 years' experience in electronic engineering. He was CEO and founder of Pacsoft Pty Ltd which provided unique inventory control for complex retail environments. Throughout his tenure as CEO of Pacsoft Mr Darbyshire was instrumental in the development of Pacsoft for Windows and the release of the first iOS app for retail hardware stores whereby Pacsoft became the world leader in retail technology for large timber and hardware stores. Following the sale of Pacsoft Mr Darbyshire founded TranscendXL Pty Ltd which invented TXL script, to enable rapid application development.

In the 2012 Australia Day honours, Mr Darbyshire was made a member of the Order of Australia (AM) for service to the community as a supporter of research into child-related brain conditions, through contributions to special needs children and their families, and to the arts.

Mr Darbyshire's Board appointments include Zoos Victoria Foundation, The Song Room, Child Abuse Prevention Research Australia at Monash University (Chair), Caitlin's Retreat (founder), Petstock Foundation and Authentic Entertainment Limited.

Prior to submitting himself for election, Mr Darbyshire confirmed that he would continue to have sufficient time to properly fulfil his duties and responsibilities to the Company.

Directors' recommendation on Resolution 1

The Board considers that Mr Darbyshire is a valuable addition to the Board in light of the particular skills, knowledge and experience that he brings to the Board.

The Directors (other than Mr Darbyshire who is the subject of this Resolution) unanimously recommend that shareholders vote in favour of the election of Mr Darbyshire as a director.

Resolution 2: Adoption of Remuneration Report

Section 250R(2) of the Corporations Act requires that the Remuneration Report for the financial year ended 30 June 2024, as set out in the 2024 Annual Report, dealing with the remuneration of the Directors and key management personnel of the Company be put to the vote of shareholders for adoption by way of a non-binding vote.

The Remuneration Report sets out the Company's principles and policy in relation to the remuneration of the Company's KMP as well as, amongst other things:

- the executive remuneration structure;
- the relationship between executive remuneration and Company performance;
- Non-Executive Director remuneration policy and structure; and
- details of performance rights and options.

The Remuneration Report for the financial year ended 30 June 2024 is part of the Company's 2024 Annual Report and can be found on **hummmgroup's** website at <https://investors.hummm-group.com/Investor-Centre/?page=annual-reports>

Following consideration of the Remuneration Report, the Chairman will give shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report. Resolution 2, concerning the adoption of the Remuneration Report, will then be put to a vote. The vote on Resolution 2 is advisory only and does not bind the Directors or the Company. However, the Board values shareholder feedback and will take the outcome of the vote into account in setting remuneration policy for future years.

Directors' recommendation on Resolution 2

Noting that each of the Directors has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, the Directors abstain from providing a recommendation in relation to Resolution 2.

LODGE YOUR VOTE



ONLINE

<https://investorcentre.linkgroup.com>



BY MAIL

hummmgroup limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150



ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of hummmgroup limited and entitled to participate in and vote hereby appoint:

APPOINT A PROXY



the Chairman of the
Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting
as your proxy, please write the name of the person or
body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act 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 the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (Sydney time) on Thursday, 28 November 2024 at the offices of K&L Gates Lawyers, Level 31, 1 O'Connell Street, Sydney NSW 2000** (the **Meeting**) and at any postponement or adjournment of the Meeting.

Important for Resolution 2: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 2, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions

For Against Abstain*

1 Election of a director,
Mr Andrew Darbyshire

☐	☐	☐
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2 Adoption of Remuneration Report

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* 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 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

This form should be signed by the shareholder. If a joint holding, either shareholder may 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).

HUM PRX2401C



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the 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. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

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

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item 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 item 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 the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to participate in the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second 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
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach 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 also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to participate in the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (Sydney time) on Tuesday, 26 November 2024**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

<https://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

hummgrouplimited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Parramatta Square
Level 22, Tower 6
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Parramatta NSW 2150

*During business hours Monday to Friday (9:00am - 5:00pm)

IMPORTANT INFORMATION

Link Group is now known as MUFG Pension & Market Services. Over the coming months, Link Market Services will progressively rebrand to its new name MUFG Corporate Markets, a division of MUFG Pension & Market Services.

**IF YOU WOULD LIKE TO PARTICIPATE IN AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**