

## 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: Wednesday, 12 November 2025  
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.

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## AGENDA

### 1. CONSIDERATION OF REPORTS

To receive and consider the Company's Annual Report for the financial year ended 30 June 2025, including the financial statements, Directors' Report and the Auditor's Report.

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

### 2. RESOLUTIONS

#### Resolution 1: Election of a director, Mr Robert Hines

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

*"That, Mr Robert Hines, having retired from his office as a Director in accordance with Article 10.3(a) of the Constitution and ASX Listing Rule 14.4, and being eligible, having offered himself for re-election, be re-elected as a Director of the Company."*

#### Resolution 2: Election of a director, Ms Teresa Fleming

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

*"That, Ms Teresa Fleming, having retired from her office as a Director in accordance with Article 10.3(a) of the Constitution and ASX Listing Rule 14.4, and being eligible, having offered herself for re-election, be re-elected as a Director of the Company."*

#### Resolution 3: Adoption of Remuneration Report

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

*"That, for the purposes of section 250R(2) of the Corporations Act, the Company's Remuneration Report for the financial year ended 30 June 2025, as set out in the Annual Report, be adopted."*

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

#### Resolution 4: Renewal of Proportional Takeover Provisions

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

*"That the proportional takeover provisions in Articles 6.9 – 6.13 of the Constitution, as set out in Annexure A of the Notice of Meeting, be renewed for a period of three years commencing on the day this resolution is passed."*

## VOTING EXCLUSION STATEMENTS

### Resolution 3 (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 3 by, or on behalf of, the following persons:

- a member of the Key Management Personnel whose remuneration details are included in the Company's Remuneration Report; or
- a Closely Related Party of such members of the Key Management Personnel.

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 3 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 Key Management Personnel.

### 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 3 then by submitting the Proxy Form the Shareholder expressly authorises the Chairman of the Meeting to exercise the proxy on Resolution 3 even though that Resolution is connected with the remuneration of a member of the Company's Key Management Personnel.

### 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 Shareholders as at **7:00pm (AEDT) on Monday, 10 November 2025** will be entitled to attend and vote at the AGM as a Shareholder.

*Attendance is strictly limited to registered Shareholders, proxies, attorneys and representatives. Guests and non-Shareholders will not be admitted.*

### Voting entitlements

On a poll, each Shareholder present in person has one vote for each Share held by the Shareholder, and each person present as a proxy, attorney or representative of a Shareholder has one vote for each 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 of the Meeting 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 of the Meeting, 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 of the Meeting, the proxy must vote on a poll and must vote as directed.

There are some circumstances where the Chairman of the Meeting 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 of the Meeting; 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, no later than **10:00am (AEDT) on Monday, 10 November 2025** (being 48 hours before the AGM).

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 the Share Registry by one of the following methods:

ONLINE (**preferred**): <https://au.investorcentre.mpms.mufg.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: **hummgroup** limited  
c/- MUFG Corporate Market Services (AU) Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia

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

BY HAND: MUFG Corporate Market Services (AU) Limited \*  
Parramatta Square  
Level 22, Tower 6  
10 Darcy Street  
Parramatta NSW 2150

or

MUFG Corporate Market Services (AU) Limited \*  
Liberty Place  
Level 41  
161 Castlereagh 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 the Share Registry 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 the Share Registry if the document has been previously lodged with the Share Registry.

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 Monday, 10 November 2025** 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 the Share Registry on 1800 881 432 (within Australia) or +61 1800 881 432 (outside Australia) or online at <https://www.mpms.mufg.com/media/zsyd5h2i/appointment-of-corporate-representation.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 the Share Registry by **10.00am (AEDT) on Monday, 10 November 2025** by mail at

BY MAIL: **hummgroup** limited  
c/- MUFG Corporate Market Services (AU) Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia

## QUESTIONS AND COMMENTS

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

The Chairman of the Meeting will also give Shareholders a reasonable opportunity to ask the Company's Auditor questions relevant to:

- the conduct of the audit;
- the preparation and content of the 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 of the Meeting will also give the Auditor a reasonable opportunity to answer written questions submitted by Shareholders that are relevant to the content of the 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://au.investorcentre.mpms.mufig.com/> and select "Voting" and then click "Ask a Question" or otherwise email any questions to the Company Secretary ([company.secretary@hummm-group.com](mailto:company.secretary@hummm-group.com)). Written questions, including questions for the Auditor, must be received by the Company by no later than **Wednesday, 5 November 2025**.

The Chairman of the Meeting 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 their 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://au.investorcentre.mpms.mufig.com/>. 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**

**10 October 2025**

Carlie Bangs  
Company Secretary  
hummm group limited

For personal use only

## 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.

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 3, relating to the Remuneration Report, is advisory and does not bind the Directors or the Company. Resolution 4 is a Special Resolution. For a Special Resolution to be passed, at least 75% of the votes cast by Shareholders present and entitled to vote on the Resolution must be in favour of the Resolution.

### A. CONSIDERATION OF FINANCIAL REPORTS

The Company's Annual Report (comprised of the financial statements, the Directors' Report and the Auditor's Report) for the financial year ended 30 June 2025 will be put before the Meeting.

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 Annual Report. Shareholders will also be able to ask questions of the Company's Auditor who will be in attendance at the Meeting.

All Shareholders can view the Company's Annual Report on **hummmgroup's** website at <https://investors.humm-group.com/Investor-Centre/?page=annual-reports>

### B. ITEMS FOR APPROVAL

#### Resolutions 1 and 2: Election of directors, Mr Robert Hines and Ms Teresa Fleming

Article 10.3(c) of the Constitution provides that each Director must not continue to hold office without re-election beyond the longer of the third annual general meeting following the Director's appointment or last election or three years. Mr Hines and Ms Fleming were last re-elected by Shareholders at the 2022 Annual General Meeting and, accordingly, are required to retire from office and stand for re-election at this AGM.

If Resolution 1 or Resolution 2 is passed, the Director the subject of the Resolution will continue to be a Director and remain on the Board. If Resolution 1 or Resolution 2 is not passed, the Director the subject of the Resolution will cease to be a Director at the end of the Meeting.

Personal particulars of Mr Hines and Ms Fleming are set out below.

#### Robert Hines

Robert Hines joined the Board in September 2022 with over 35 years' experience in banking, finance and funds management services, agriculture and energy sectors and senior executive roles in finance, retail and operations. He has held executive positions of Chief Financial Officer and Chief Operating Officer at some of Australia's leading companies including Queensland Sugar Limited, Queensland Investment Corporation, Bank of Queensland Limited and Suncorp Group Limited.

Robert is a non-executive director of Cash Converters International Limited (ASX: CCV) (since April 2020) and Mackay Sugar Limited (since August 2022). Robert was a non-executive director of Raiz Investment Limited (ASX: RZI) (November 2023 to November 2024).

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

The Board considered whether Mr Hines has any interest, position or relationship that may interfere with his independence as a Director, having regard to the relevant factors as set out in the ASX Corporate Governance Principles & Recommendations. The Board considers that Mr Hines (if re-elected), will continue to be an independent non-executive Director.



The Board supports Mr Hines' re-election as a non-executive Director as Mr Hines provides a valuable contribution to the Board and Company, specifically in relation to banking and financial services, and is therefore recommended to Shareholders for re-election.

### **Teresa Fleming**

Teresa (Terry) Fleming has chaired the Group's Irish business since 2016 where she has overseen its growth and success in the Irish market and the expansion of **hummmgroup** into the UK.

Since 2005 she has acted as a non-executive director for a number of international and Irish companies across a range of industries including pharmaceuticals, infrastructure, medical research and e-commerce. She has extensive experience as a non-executive director with deep knowledge of corporate governance and regulatory environments. She has also served on an Irish State Board. Terry's background is in corporate tax consultancy with PWC Ireland.

Prior to submitting herself for re-election, Ms Fleming has confirmed that she would continue to have sufficient time to properly fulfil her duties and responsibilities to the Company.

The Board considered whether Ms Fleming has any interest, position or relationship that may interfere with her independence as a Director, having regard to the relevant factors as set out in the ASX Corporate Governance Principles & Recommendations. The Board considers that Ms Fleming (if re-elected), will continue to be an independent non-executive Director.

The Board supports Ms Fleming's re-election as a non-executive Director as Ms Fleming provides a valuable contribution to the Board and Company, specifically in relation to corporate tax and financial services industry experience, and therefore is recommended to Shareholders for re-election.

### **Directors' recommendation on Resolution 1 and 2**

The Board values the skills, qualifications, experience and contribution to the Board's activities that each of Mr Hines and Ms Fleming bring to the Board.

The Directors (other than Mr Hines who is the subject of Resolution 1) unanimously recommend that Shareholders vote in favour of the re-election of Mr Hines as a Director under Resolution 1.

The Directors (other than Ms Fleming who is the subject of Resolution 2) unanimously recommend that Shareholders vote in favour of the re-election of Ms Fleming as a Director under Resolution 2.

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

Section 250R(2) of the Corporations Act requires that the Remuneration Report for the financial year ended 30 June 2025, as set out in the 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 Key Management Personnel 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 is part of the Company's Annual Report and can be found on **hummmgroup's** website at <https://investors.humm-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 3, concerning the adoption of the Remuneration Report, will then be put to a vote. The vote on Resolution 3 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.



## Voting consequences

Under the Corporations Act, a company must propose a resolution to shareholders to call another meeting of shareholders to consider the appointment of directors (a **Spill Resolution**) if, at two consecutive annual general meetings, at least 25% of votes cast on the remuneration report are against its adoption and at the first of those meetings, a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favor of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting. At the Spill Meeting, all directors (except the managing director) who were in office at the time that the most recent directors' report (as included in the company's most recent annual financial report) was approved must cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting. Following the Spill Meeting each person whose election or re-election as a director of the company was approved will continue as a director of the company.

## Previous Voting Results

At the Company's previous annual general meeting, less than 25% of votes were cast against the Remuneration Report. Therefore, a Spill Resolution is not required for this Annual General Meeting.

## Proxy Voting Restrictions

Shareholders appointing a proxy for this Resolution should note:

Person Appointed as Proxy	Where Directions Are Given on Voting Form	Where No Directions Are Given on Voting Form
Key Management Personnel <sup>1</sup>	Vote as directed	Unable to vote <sup>3</sup>
Chair <sup>2</sup>	Vote as directed	Able to vote at discretion of proxy if expressly authorized to do so under the Proxy Form <sup>4</sup>
Other	Vote as directed	Able to vote at discretion of proxy

<sup>1</sup> Refers to Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of that Key Management Personnel.

<sup>2</sup> Refers to the Chair of the Meeting (where they are also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report).

<sup>3</sup> Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority on the poll on this Resolution.

<sup>4</sup> The Proxy Form notes that it is the Chair of the Meeting's intention to vote all undirected proxies in favour of all Resolutions.

## Directors' recommendation on Resolution 3

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 3.

## Resolution 4: Renewal of Proportional Takeover Provisions

Resolution 4 relates to a refresh of an existing provision of the Company's Constitution.

Articles 6.9 – 6.13 (inclusive) of the Constitution (an extract of which is included at **Annexure A**) provide that the Company must not register a transfer of Shares, which would give effect to a contract, resulting from the acceptance of an offer made under a proportional takeover bid unless Shareholders, in a general meeting, approve the offer.

Under the Corporations Act and Article 6.14 of the Constitution, Articles 6.9 – 6.13 (inclusive) cease to have effect at the end of three years from when they were adopted or on the date that they were last renewed.

This Resolution seeks to reinstate the provisions of Articles 6.9 – 6.13 (inclusive) of the Constitution for three years from the date of approval of this Resolution 4.

The Company last sought and received approval to renew Articles 6.9 – 6.13 (inclusive) of the Constitution at the 2022 annual general meeting. Given that the three year period is again expiring, the Company is again seeking approval at the AGM.

The Directors consider that it is in the interests of Shareholders for the Company to include a proportional takeover rule and approval is therefore being sought to renew Articles 6.9 – 6.13 (inclusive) of the Constitution.

### **What is a proportional takeover bid?**

In a proportional takeover bid, the bidder offers to buy a proportion only of each shareholder's shares in the target company and not the shareholder's entire shareholding.

### **Why are the proportional takeover approval provisions required?**

A proportional takeover bid means that control of a company may pass without shareholders having the chance to sell all of their shares to the bidder. In addition, this means the bidder may take control of a company without paying an adequate amount for gaining control.

In order to deal with this possibility, the Corporations Act permits a company to provide in its constitution that if a proportional takeover bid is made for shares in the company, shareholders must vote at a general meeting on whether to accept or reject the offer.

The majority decision of shareholders present and voting at the meeting will be binding on all shareholders.

The benefit of the provision is that shareholders are able to decide collectively whether the proportional offer is acceptable in principle, and it may ensure that any partial offer is appropriately priced.

If the shareholders do vote in favour of a proportional takeover bid and the offer does proceed, individual shareholders can then make a separate decision as to whether they wish to accept the bid for their shares.

### **What is the effect of the proportional takeover approval provisions?**

The effect of the proportional takeover approval provisions in the Company's Constitution is that, if a proportional takeover bid is made, the Company must refuse to register a transfer of the Company's shares giving effect to any acceptance of the bid unless the bid is approved by shareholders in general meeting.

In the event a proportional takeover bid is made, the Directors must ensure a shareholder vote on a resolution to approve the bid occurs at least 14 days before the last day of the bid period. The vote is decided on a simple majority.

Each person who, as at the end of the day on which the first offer under the bid was made, held bid class securities, is entitled to vote, but the bidder and its associates are not allowed to vote (and if they do vote, their votes must not be counted).

If the resolution is not passed, transfers which would have resulted from the acceptance of a bid will not be registered and the bid will be taken to have been withdrawn. Any contracts formed by acceptances will be rescinded. If the bid is approved (or taken to have been approved), the transfers must be registered provided they comply with the Corporations Act and the Company's Constitution.

If the resolution is not voted on before the 14-day deadline specified in the Corporations Act, the bid will be taken to have been approved.

The proportional takeover approval provisions do not apply to full takeover bids (being an offer to acquire the entire shareholding of a shareholder and not a proportion only) and only apply for 3 years from that date of their renewal pursuant to Resolution 4. The provisions may again be renewed by a special resolution of shareholders.

### **Acquisition proposals**

It is noted that, at the date of this Notice of Meeting, the Company is in receipt of a non-binding indicative proposal from The Abercrombie Group Pty Ltd (**TAG**) to acquire all of the ordinary shares on issue in **humm**group that are not currently held by TAG and its associates by way of a scheme of

arrangement. There is no certainty that the non-binding indicative proposal will result in any transaction being put to **hummmgroup** shareholders for their consideration. The proposal from TAG is not an offer to which the proportional takeover provisions would apply and has not influenced the decision of the Directors to propose the resolution.

Other than the non-binding indicative proposal from TAG, at the date of this Notice of Meeting, no Director is aware of any proposal by a person to acquire, or to increase the extent of, a substantial interest in the Company.

### **Potential advantages and disadvantages**

While the renewal of Articles 6.9 – 6.13 (inclusive) will allow the Board to ascertain shareholders' views on a proportional takeover bid, the Directors consider that the proportional takeover approval provisions have no potential advantages or disadvantages for them. They remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.

While proportional takeover approval provisions have been in force under the Company's Constitution, there have been no proportional takeover bids for the Company. Therefore, there is no example against which to review the advantages or disadvantages of the provisions for the Directors and the shareholders during the period those provisions have been in effect.

The potential advantages of the proportional takeover approval provisions for shareholders include:

- (a) the provisions give all shareholders (other than the offeror and its associates) an opportunity to study the terms of a proportional takeover proposal to determine whether it is in their best interests that it proceed and, on that basis, enables shareholders to decide whether or not to accept the offer;
- (b) the provisions may discourage the making of a proportional takeover bid which may be considered to be opportunistic and may prevent control of the Company passing without the payment of an appropriate control premium;
- (c) the provisions may assist shareholders in not being locked into a minority interest in the Company;
- (d) the provisions may increase shareholders' bargaining power and may assist in ensuring that any future proportional takeover offer is structured so as to be attractive to a majority of independent shareholders; and
- (e) knowing the view of the majority of shareholders may assist each individual shareholder in assessing the likely outcome of the proportional takeover scheme bid and whether to approve or reject that bid.

The potential disadvantages for shareholders include:

- (a) proportional takeover bids for shares in the Company may be discouraged and may reduce any speculative element in the market price of the Company's shares arising from a takeover offer being made;
- (b) shareholders may lose an opportunity of selling some of their shares at a premium;
- (c) the chance of a proportional takeover bid being successful may be reduced due to the delay, cost and uncertainty in convening a General Meeting; and
- (d) the renewal of Articles 6.9 – 6.13 (inclusive) may also be considered an additional restriction on the ability of shareholders to deal freely with their shares.

### **Directors' Recommendation:**

The Board considers that the potential advantages for Shareholders of the proportional takeover approval provisions outweigh the potential disadvantages. In particular, Shareholders as a whole are able to decide whether or not a proportional takeover bid is successful.

## GLOSSARY

**AEDT** means Australian Eastern Daylight Savings Time as observed in Sydney, New South Wales, Australia.

**AGM** or **Meeting** means the meeting convened by this Notice.

**Annual Report** means the annual financial report of the Company for the year ended 30 June 2025.

**ASX** means ASX Limited or the financial market operated by ASX Limited, as the context requires.

**ASX Corporate Governance Principles & Recommendations** means the ASX Corporate Governance Council Principles & Recommendations (4th edition).

**ASX Listing Rules** means the Listing Rules of the ASX.

**Auditor** means the Company's external auditor, Ernst & Young.

**Auditor's Report** means the independent auditor's report contained in the Annual Report.

**Board** means the current board of Directors.

**Chairman** means the chairperson of the Meeting.

**Closely Related Party** of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth).

**Company, hummmgroup** or the **Group** means hummm group limited ACN 122 574 583.

**Constitution** means the constitution of the Company.

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

**Director** means the current directors of the Company.

**Directors' Report** means the directors' report contained in the Annual Report.

**Explanatory Memorandum** means the explanatory memorandum accompanying this Notice.

**Key Management Personnel** has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

**Notice** or **Notice of Meeting** means this notice of Annual General Meeting, including the Explanatory Memorandum and Proxy Form.

**Proxy Form** means the proxy form accompanying the Notice.

**Remuneration Report** means the remuneration report set out in the Directors' Report contained in the Company's Annual Report.

**Resolution** means a resolution set out in the Notice.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a holder of a Share.

**Share Registry** means MUFG Corporate Market Services (AU) Limited.

**Special Resolution** means that at least 75% of votes cast by Shareholders present (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative) and eligible to vote at the Meeting must be in favour of a Resolution for it to be passed.

## ANNEXURE A

### EXTRACT FROM HUMM GROUP LIMITED'S CONSTITUTION

#### 6.9. Resolution required for proportional takeover provisions

Despite articles 6.1, 6.2 and 6.3, if offers are made under a proportional takeover bid for securities of the Company in accordance with the Corporations Act:

- (a) articles 6.9 to 6.13 apply;
- (b) the registration of a transfer giving effect to a takeover contract resulting from acceptance of an offer made under the takeover bid is prohibited unless and until a resolution (an "approving resolution") to approve the bid is passed or taken to be passed in accordance with article 6.12 or article 6.13; and
- (c) the Directors must ensure that an approving resolution is voted on in accordance with articles 6.10 to 6.11 before the fourteenth day before the last day of the bid period.

#### 6.10 Procedure for resolution

The Directors may determine whether the approving resolution is voted on:

- (a) at a meeting of persons entitled to vote on the resolution convened and conducted, subject to the provisions of article 6.11, as if it were a general meeting of the Company convened and conducted in accordance with this Constitution and the Corporations Act with such modifications as the Directors determine the circumstances require; or
- (b) by means of a postal ballot conducted in accordance with the following procedure:
  - (i) a notice of postal ballot and ballot paper must be sent to all persons entitled to vote on the resolution not less than 14 days before the date specified in the notice for closing of the postal ballot, or such lesser period as the Directors determine the circumstances require;
  - (ii) the non-receipt of a notice of postal ballot or ballot paper by, or the accidental omission to give a notice of postal ballot or ballot paper to, a person entitled to receive them does not invalidate the postal ballot or any resolution passed under the postal ballot;
  - (iii) the notice of postal ballot must contain the text of the resolution and the date for closing of the ballot and may contain any other information the Directors consider appropriate;
  - (iv) each ballot paper must specify the name of the person entitled to vote;
  - (v) a postal ballot is only valid if the ballot paper is duly completed and:
    - (A) if the person entitled to vote is an individual, signed by the individual or a duly authorised attorney; or
    - (B) if the person entitled to vote is a corporation, executed under seal or as permitted by the Corporations Act or under the hand of a duly authorised officer or duly authorised attorney;
  - (vi) a postal ballot is only valid if the ballot paper and the power of attorney or other authority, if any, under which the ballot paper is signed or a copy of that power or authority certified as a true copy by statutory declaration is or are received by the

Company before close of business on the date specified in the notice of postal ballot for closing of the postal ballot at the Registered Office or share registry of the Company or at such other place as is specified for that purpose in the notice of postal ballot; and

- (vii) a person may revoke a postal ballot vote by notice in writing which to be effective must be received by the Company before the close of business on the date for closing of the postal ballot.

#### **6.11 Persons entitled to vote**

The only persons entitled to vote on the approving resolution are those persons who, as at the end of the day on which the first offer under the bid was made, held bid class securities. Each person who is entitled to vote is entitled to one vote for each bid class security held by that person at that time. Neither the bidder nor any associate of the bidder is entitled to vote on the resolution.

#### **6.12 Resolution passed or rejected**

If the resolution is voted on in accordance with articles 6.9 to 6.11 then it is to be taken to have been passed if the proportion that the number of votes in favour of the resolution bears to the total number of votes on the resolution is greater than one-half, and otherwise is to be taken to have been rejected.

#### **6.13 Resolution taken as passed**

If a resolution to approve the bid has not been voted on as at the end of the day before the fourteenth day before the last day of the offer period, then a resolution to approve the bid is taken to have been passed in accordance with articles 6.10 to 6.12.

## LODGE YOUR VOTE



### ONLINE

<https://au.investorcentre.mpms.mufg.com>



### BY MAIL

hummmgroup limited  
C/- MUFG Corporate Markets (AU) Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia



### BY FAX

+61 2 9287 0309



### BY HAND

MUFG Corporate Markets (AU) 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 Wednesday, 12 November 2025 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 3:** 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 3, 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 Robert Hines	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Election of a director, Ms Teresa Fleming	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Renewal of Proportional Takeover Provisions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



\* 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 PRX2501C

For personal use only





## 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:

- 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
- 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 attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be received at support@cm.mpms.mufig.com prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.mpms.mufig.com/en/mufg-corporate-markets.

### 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 Monday, 10 November 2025**, 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://au.investorcentre.mpms.mufig.com>

Login to the Investor Centre using the holding details as shown on the Voting/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 vote by scanning the QR code adjacent or enter the voting link

<https://au.investorcentre.mpms.mufig.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

humgroup limited  
C/- MUFG Corporate Markets (AU) Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to MUFG Corporate Markets (AU) Limited\*  
Parramatta Square  
Level 22, Tower 6  
10 Darcy Street  
Parramatta NSW 2150

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

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.