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# Annual General Meeting

1.00pm (Sydney, Australia time)

20 November 2025



[HUB24.com.au](https://HUB24.com.au)

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**This document is important and requires your immediate attention.**

## Message from the Chair

Dear Shareholder,

I am pleased to invite you to HUB24 Limited's (**HUB24, Company**) Annual General Meeting (**AGM**), which will be held in Sydney on Thursday, 20 November 2025.



At the AGM our Managing Director, Mr Andrew Alcock and I will highlight key achievements for FY25, including outstanding Company wide performance, industry-leading Platform net inflows, and strong financial outcomes for shareholders. As we continue to execute our strategy, the business remains well-capitalised and focused on long-term sustainable growth. Delivering superior outcomes for our customers and creating shareholder value continues to guide our actions as we strive to enable financial professionals to empower better financial futures, together.

### Annual General Meeting

HUB24's 2025 AGM will be held at the Warrane Theatre, Museum of Sydney, corner Bridge Street and Phillip Street, Sydney NSW 2000 on Thursday, 20 November 2025 commencing at 1.00pm (Sydney, Australia time).

The AGM is an important day as it provides our shareholders the opportunity to engage with the Board and senior management. I encourage your attendance, either online or in person, and welcome your questions. You will hear from our Managing Director and myself, and vote on the items of business.

To join the AGM online, please have your HUB24 Securityholder Reference Number (SRN) or Holder Identification Number (HIN) ready. You'll need these holding details to register for the Automic Investor Portal and create your individual username and password. Without these details, you won't be able to vote or ask questions during the meeting. For information about attending the meeting and submitting questions, please refer to this Notice of Meeting and the Virtual Meeting Registration and Voting Guide.

The items of business at the AGM are outlined on pages 8 and 9 and should be reviewed alongside the Explanatory Memorandum. The agenda includes standard matters such as considering the financial statements and reports, adopting the Remuneration Report, and a non-executive Director election.

Our commitment to succession planning and Board renewal means we are focused on attracting and retaining directors with the necessary skills and experience to support HUB24's ongoing growth. To enable this, shareholders are being asked to approve an increase in the non-executive Director Fee Pool, which will support the recruitment and retention of highly skilled directors and allow for one additional non-executive Director on the Board.

In the context of our Board renewal, at the AGM Mr Anthony (Tony) McDonald will seek re-election as a non-executive Director. Tony has indicated his intention to step down from the Board in 2026,

and we will recruit a new director to support a seamless transition and the continuity of expertise. The Board endorses Tony's re-election and expresses gratitude for his substantial contributions to HUB24.

Shareholders will also consider resolutions regarding HUB24's Performance Rights Plan and proposed long-term incentive Performance Rights for Mr Andrew Alcock. Further information about executive remuneration and long-term incentives is included in our Remuneration Report commencing on page 20 of our 2025 Annual Report.

On behalf of my fellow Directors, thank you for your continued support in 2025 and I look forward to welcoming you to our AGM in November.

Yours sincerely,



**Paul Rogan**  
**Chair, HUB24 Limited**

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## Location of Annual General Meeting

Notice is hereby given that the 2025 Annual General Meeting of the Shareholders of HUB24 Limited will be held as a hybrid meeting on Thursday, 20 November 2025 commencing at 1.00pm (Sydney, Australia time) at the following venue:

**Warrane Theatre, Museum of Sydney  
Corner Bridge Street and Phillip Street  
Sydney NSW 2000**

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**HUB24 Limited**  
**ACN 124 891 685**

## Notice of Annual General Meeting

Notice is hereby given that the 2025 Annual General Meeting (Meeting) of the Shareholders of HUB24 Limited ACN 124 891 685 (Company) will be held as a hybrid meeting at the Warrane Theatre, Museum of Sydney, corner Bridge Street and Phillip Street, Sydney NSW 2000 on Thursday, 20 November 2025 commencing at 1.00pm (Sydney, Australia time).

Shareholders will be able to attend this year's Meeting in person at the address above and will be able to participate in the Meeting online by accessing the following website [investor.automic.com.au](https://investor.automic.com.au). To participate online, Shareholders will need a computer or mobile device with internet access.

Terms used in this document have the meaning given to them in the Glossary on page 33.

Shareholders who are unable to attend the Meeting may wish to appoint a proxy by completing and returning the Proxy Voting Form enclosed with this Notice. The Company encourages Shareholders to appoint the Chair of the Meeting as their proxy.

Shareholders and proxyholders will have the ability to watch and participate in the Meeting (including the ability to ask questions during the Meeting) in person or via the online platform, subject to connectivity of their device. Shareholder / proxyholder participation (as relevant) in the Meeting is possible by:

- voting in person at the Meeting;
- online voting at the Meeting;
- appointing a proxy; and
- submitting questions to the Company's share registry, Automic Pty Ltd (**Automic**), in advance of the Meeting or by attending the Meeting in person and asking a question or by attending the Meeting online and asking an audio or written question during the Meeting.

The Company strongly encourages the use of the question form enclosed with this Notice to submit questions in advance of the Meeting.

This Notice is an important document and should be read in its entirety. The explanatory memorandum attached to this Notice (**Explanatory Memorandum**) provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Voting Form enclosed with this Notice are part of this Notice.

Copies of the presentations given at the Meeting and the results of the Meeting will be announced to the ASX and placed on the Company's website at [www.hub24.com.au](http://www.hub24.com.au) in accordance with the timeframes prescribed by the ASX Listing Rules.

### **Accessing Notice of Annual General Meeting materials**

This Notice of Annual General Meeting is being made available to Shareholders electronically and can be viewed and downloaded online at the following link: [www.hub24.com.au/shareholder-centre/agm-materials/](http://www.hub24.com.au/shareholder-centre/agm-materials/).

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## Business to be considered at the Annual General Meeting

The business to be considered at the Meeting is set out below. The Explanatory Memorandum and Proxy Voting Form which accompany and form part of this Notice describe in more detail the matters to be considered at the Meeting. Please consider this Notice, the Explanatory Memorandum and the Proxy Voting Form in their entirety.

### Items of Business

#### 1. Financial statements and reports

To receive and consider the Company's Financial Report, Directors' Report and the Auditor's Report for the Company and its controlled entities for the year ended 30 June 2025.

***Note:** There is no requirement for Shareholders to approve these reports or vote on this item of business.*

#### 2. Resolution 1: Adoption of the Remuneration Report

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

**"THAT** the Remuneration Report of the Company for the year ended 30 June 2025 be adopted."

*Notwithstanding that each Director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, the Board recommends that Shareholders **vote in favour** of this Resolution.*

*Please note:*

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

A voting exclusion statement applies to this Resolution which is set out on page 10.

#### 3. Resolution 2: Re-election of Director – Anthony (Tony) McDonald

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

**"THAT** Anthony McDonald, an independent non-executive Director of the Company who retires from the office of Director by rotation in accordance with rule 65.1 of the Constitution and ASX Listing Rule 14.4, being eligible and offering himself for re-election, be re-elected as a Director of the Company."

*The Board (excluding Anthony McDonald who abstains from making a recommendation due to his personal interest in this Resolution) recommends that Shareholders **vote in favour** of this Resolution.*

There are no voting exclusions in relation to this Resolution.

#### **4. Resolution 3: Approval of HUB24 Performance Rights Plan**

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

**"THAT** for the purposes of Exception 13(b) of ASX Listing Rule 7.2, and for all other purposes, approval be given for the HUB24 Performance Rights Plan, and on the terms detailed in the Explanatory Memorandum, and the Company be authorised to continue to issue securities under the HUB24 Performance Rights Plan."

*The Board recommends that Shareholders **vote in favour** of this Resolution.*

A voting exclusion statement applies to this Resolution which is set out on page 10.

#### **5. Resolution 4: Increasing the maximum aggregate remuneration payable to non-executive Directors of the Company**

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

**"THAT** for the purposes of rule 68.1 of the Constitution, ASX Listing Rule 10.17 and all other purposes, the maximum aggregate remuneration payable to the non-executive Directors of the Company in any financial year be increased by \$450,000, from \$1,300,000 to \$1,750,000".

*Given the interest of each non-executive Director in the outcome of this Resolution, the non-executive Directors abstain from making a recommendation to Shareholders as to how to vote in relation to this Resolution. The Company's Managing Director, Mr Andrew Alcock, recommends that Shareholders **vote in favour** of this Resolution.*

A voting exclusion statement applies to this Resolution which is set out on page 11.

#### **6. Resolution 5: Approval of issue of performance rights to Andrew Alcock**

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

**"THAT** for the purposes of ASX Listing Rule 10.14 and for all other purposes, the issue by the Company of 38,010 Performance Rights to Mr Andrew Alcock under the HUB24 Performance Rights Plan on the terms set out in the Explanatory Memorandum, be approved."

*The Board (excluding Mr Andrew Alcock, who abstains from making a recommendation due to his personal interest in this Resolution) recommends that Shareholders **vote in favour** of this Resolution.*

A voting exclusion statement applies to this Resolution which is set out on page 11.

## Voting Exclusions

### Voting exclusion statement - Resolution 1 (Adoption of the Remuneration Report):

The Company will disregard any votes cast on Resolution 1:

- in any capacity by or on behalf of a member of the Company's key management personnel (**KMP**), details of whose remuneration are included in the Company's Remuneration Report for the year ended 30 June 2025, or by any closely related parties of a KMP (such as certain family members, dependants and companies they control) regardless of the capacity in which the vote is cast; or
- as a proxy, by a person who is a member of the KMP of the Company at the date of the Meeting, or by any of their closely related parties, unless the vote is cast as a proxy for a person entitled to vote on Resolution 1 (i) in accordance with a direction in the Proxy Voting Form, or (ii) by the Chair of the Meeting pursuant to an express authorisation in the Proxy Voting Form to vote an undirected proxy.

### Voting exclusion statement - Resolution 3 (Approval of HUB24 Performance Rights Plan):

The Company will disregard any votes cast on Resolution 3 by:

- or on behalf of a person who is eligible to participate in the Performance Rights Plan or any of their respective associates; and
- a KMP or a closely related party or associate of a KMP.

However, the Company need not disregard a vote on Resolution 3 if:

- it is cast by a person as proxy or attorney for a person who is entitled to vote on Resolution 3, in accordance with directions given to the proxy or attorney to vote on Resolution 3 in that way;
- it is cast by the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 3, in accordance with a direction given to the Chair of the Meeting to vote on Resolution 3 as the Chair decides; or
- it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 3; and (ii) the holder votes on Resolution 3 in accordance with directions given by the beneficiary to the holder to vote in that way.

### **Voting exclusion statement - Resolution 4 (Increasing the maximum aggregate remuneration payable to non-executive Directors of the Company):**

The Company will disregard any votes cast on Resolution 4 by or on behalf of a Director or any of their respective associates.

However, the Company need not disregard a vote on Resolution 4 if:

- it is cast by a person as proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with the directions given to the proxy or attorney to vote on Resolution 4 in that way; or
- it is cast by the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with an express direction given to the Chair of the Meeting to vote on Resolution 4 as the Chair of the Meeting decides; or
- it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 4; and (ii) the holder votes on Resolution 4 in accordance with directions given by the beneficiary to the holder to vote in that way.

### **Voting exclusion statement - Resolution 5 (Approval of issue of Performance Rights to Andrew Alcock):**

The Company will disregard any votes cast on Resolution 5 by or on behalf of Mr Andrew Alcock or any person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Performance Rights Plan or any of their respective associates, regardless of the capacity in which the vote is cast.

However, the Company need not disregard a vote on Resolution 5 if:

- it is cast by a person as proxy or attorney for a person who is entitled to vote on Resolution 5, in accordance with the directions given to the proxy or attorney to vote on Resolution 5 in that way; or
- it is cast by the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 5, in accordance with an express direction given to the Chair of the Meeting to vote on Resolution 5 as the Chair of the Meeting decides; or
- it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 5; and (ii) the holder votes on Resolution 5 in accordance with directions given by the beneficiary to the holder to vote in that way.

## Voting intentions of the Chair

The Chair of the Meeting intends to vote undirected proxies (where he has been appropriately authorised) in favour of each Resolution, to the extent permitted by law. If a Shareholder appoints the Chair of the Meeting as their proxy, expressly or by default, and they do not direct the Chair of the Meeting how to vote on a Resolution, by completing and returning the Proxy Voting Form they will be expressly authorising the Chair of the Meeting to exercise the proxy and vote as the Chair of the Meeting sees fit on a Resolution, even if the Resolution is connected directly or indirectly with the remuneration of a member of the KMP of the Company.

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## Explanatory Memorandum

Shareholders are referred to the Explanatory Memorandum accompanying materials which form part of this Notice.

### How can Shareholders access the Meeting?

On the day of the Meeting, Shareholders and proxyholders will be able to participate in person or virtually through an online meeting platform powered by Automic. Shareholders that have an existing account with Automic will be able to watch, listen, ask questions and vote online.

Shareholders who do not have an account with Automic are strongly encouraged to register for an **account as soon as possible and well in advance of the Meeting** to avoid any delays on the day of the Meeting.

An account can be created via the following link [investor.automic.com.au](https://investor.automic.com.au) and then clicking on “**register**” and following the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

To access the virtual meeting on the day of the Meeting:

1. Open your internet browser and go to [investor.automic.com.au](https://investor.automic.com.au)
2. Login with your username and password or click “**register**” if you haven’t already created an account. **Shareholders are encouraged to create an account prior to the start of the Meeting to ensure there is no delay in attending the virtual Meeting.**
3. After logging in, a banner will display at the bottom of your screen to indicate that the Meeting is open for registration, click on “**Register**” when this appears. Alternatively, click on “**Meetings**” on the left-hand menu bar to join the Meeting.
4. Click on “**Join Meeting**” and follow the prompts on screen to register and vote.

For appointed proxyholders, your proxy number will be provided by the Company's share registry, Automic, before the Meeting. Proxyholders attending online will need to contact Automic on 1300 288 664 (within Australia) +61 2 9698 5414 (overseas) or [meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au) to obtain their unique username and passcode.

Please make sure you have this information before proceeding to join the Meeting. If you require additional assistance, please refer to the Virtual Meeting Registration and Voting Guide that can be viewed here [www.hub24.com.au/shareholder-centre/](https://www.hub24.com.au/shareholder-centre/).

Shareholders and proxyholders will be able to vote (see the “Voting virtually at the Meeting” section of this Notice of Meeting below) and ask questions virtually.

The Company will also provide Shareholders and proxyholders with the opportunity to ask questions during the Meeting relating to the formal items of business as well as general questions in respect of the Company and its business.

In person and online registration will open at 12.30pm (Sydney, Australia time) on Thursday, 20 November 2025.

## Voting virtually at the Meeting

Shareholders who wish to vote virtually on the day of the Meeting can do so by logging into the Automic Investor Portal as follows:

1. Open your internet browser and go to [investor.automic.com.au](https://investor.automic.com.au)
2. Login using your username and password. If you do not already have an account, click **"Register"** and follow the prompts. **Shareholders are encouraged to register prior to the commencement of the Meeting to avoid delays in accessing the virtual platform.**
3. After logging in, a banner will appear at the bottom of your screen when the Meeting is open for registration. Click **"Register"**. Alternatively, select **Meetings** from the left-hand menu.
4. Click on **"Join Meeting"** and follow the prompts.
5. When the Chair of the Meeting declares the poll open, select the **"Voting"** dropdown menu on the right-hand side of your screen.
6. Select either the **"Full"** or **"Allocate"** voting units to access your electronic voting card.
7. Follow the prompts to record your voting direction for each resolution and click **"Submit Votes"**. For allocated votes, the number of votes submitted must not exceed your remaining available shares. ***Important:** Votes cannot be amended once submitted.*

Proxyholders will be sent an email with a link to a single access page through which they can cast their votes. If you have been appointed as a proxyholder (other than the Chair of the Meeting) to attend the virtual Meeting, please contact Automic to obtain your unique username and passcode.

For further information on the live voting process please see the **Virtual Meeting Registration and Voting Guide** at <https://www.automicgroup.com.au/virtual-agms/>

## Questions

In accordance with the Corporations Act and the Company's practice, reasonable opportunity will be provided to Shareholders during the Meeting to:

1. ask questions about or make comments on the management or performance of the Company, and on the Remuneration Report; and
2. 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 and the independence of the auditor.

A Shareholder may also submit a written question to the Company's auditor, Deloitte Touche Tohmatsu (**Deloitte**), in relation to the content of the Auditor's Report or the conduct of the audit in relation to the annual financial report for the year ended 30 June 2025. Questions must be

submitted to the Company no later than 5.00pm (Sydney, Australia time) on Thursday 13 November 2025 in accordance with section 250PA(1) of the Corporations Act and can be lodged online via Automic's online portal or mailed to:

HUB24 Limited  
c/- Automic Group  
GPO Box 5193  
Sydney NSW 2001

Any questions for the auditor will be immediately forwarded to Deloitte who will answer these at the Meeting.

Shareholders who prefer to register questions in advance of the Meeting are invited to do so.

A Shareholder question form has been included with this Notice and is also available on the Company's website at [www.hub24.com.au/shareholder-centre/](http://www.hub24.com.au/shareholder-centre/).

The Company will attempt to address the more frequently asked questions in the Chair's welcome and the Managing Director's presentation to the Meeting and questions that relate to specific Resolutions will be addressed at the time the Resolution is to be considered at the Meeting. Questions must be received by the Company or Automic by 5.00pm (Sydney, Australia time) on Thursday, 13 November 2025, and can be submitted online, by mail or in person (as set out on the top of the Shareholder question form).

### Entitlement to vote

It has been determined (in accordance with section 1074E(2)(g)(i) of the Corporations Act and regulation 7.11.37 of the *Corporations Regulations 2001* (Cth)) that for the purposes of the Meeting, Shares will be taken to be held by the persons who are the registered Shareholders of the Company at 7.00pm (Sydney, Australia time) on Tuesday, 18 November 2025. Accordingly, Share transfers registered after that time will be disregarded in determining entitlements to vote at the Meeting. A body corporate may vote by appointing a corporate representative. Each registered Shareholder has one vote for each fully paid share on a poll.

### All resolutions will be by Poll

Each Resolution considered at the Meeting will be conducted by a poll. The Board considers voting by poll to be in the interests of the Shareholders as a whole and ensures the views of as many Shareholders as possible are represented at the Meeting.

### Voting by Proxy

Sections 250BB and 250BC of the Corporations Act apply to voting by proxy. Shareholders and their proxies should be aware of the requirements under the Corporations Act, as they will apply to this Meeting. Broadly:

- if proxyholders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair of the Meeting, who must vote the proxies as directed.

You should seek professional advice if you need any further information on this issue. In accordance with section 249L of the Corporations Act, Shareholders are advised of the following:

- a Shareholder entitled to attend and vote at the Meeting has a right to appoint a proxy to attend and vote instead of the Shareholder. A proxy need not be a Shareholder and can be either an individual or a representative of a body corporate;
- a Shareholder that is entitled to cast two or more votes at the Meeting may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the Shareholder's votes; and
- if an appointed proxy is not also the Chair of the Meeting, the proxy need not vote on a poll, however if the proxy does vote on a poll the proxy must vote as directed by the Shareholder. If a poll is conducted and the proxyholder does not vote, the proxy appointment defaults to the Chair of the Meeting to vote as directed. If the appointed proxy is the Chair of the Meeting, the proxy must vote on a poll in the manner directed by the Shareholder.

The Chair of the Meeting intends to vote undirected proxies (where he has been appropriately authorised) in favour of the Resolutions set out in this Notice of Meeting, to the extent permitted by law. If a Shareholder appoints the Chair of the Meeting as their proxy, expressly or by default, without directing the Chair how to vote, then by completing and returning the Proxy Voting Form they expressly authorise the Chair to exercise the proxy and vote as the Chair sees fit on the Resolution. This applies even if the Resolution is connected directly or indirectly with the remuneration of a member of the KMP of the Company.

A Proxy Voting Form accompanies this Notice and to be effective must be received at least 48 hours before the appointed time of the Meeting (i.e., before 1.00pm (Sydney, Australia time) on Tuesday, 18 November 2025, **Proxy Voting Forms received later than this time will be invalid**) by the Company's share registry, Automic as follows:

|                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
|----------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Online</b>  | Lodge the Proxy Voting Form online at <a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a> by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Voting Form. Click on ' <b>View Meetings</b> ' – ' <b>Vote</b> '. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Voting Form.<br><br>For further information on the online proxy lodgement process please see the <b>Online Proxy Lodgement Guide</b> at <a href="https://www.automicgroup.com.au/virtual-agms/">https://www.automicgroup.com.au/virtual-agms/</a> |
| <b>By post</b> | Automic, GPO Box 5193, Sydney NSW 2001                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| <b>By hand</b> | Automic, Level 5, 126 Phillip Street, Sydney NSW 2000                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |

## Corporate Representatives

A body corporate which is a Shareholder, or which has been appointed as a proxy, may appoint an individual to act as its representative at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should, provide to the Company evidence of his or her appointment ahead of the Meeting, including any authority under which it is signed, unless it has previously been given to the Company.

## Voting by Attorney

A Shareholder may appoint an attorney to vote on his or her behalf. For an appointment to be effective for the Meeting, the instrument effecting the appointment (or a certified copy of it) must be received by the Company at its registered office or at the Company's share registry as set out above, at least 48 hours before the appointed time of the Meeting i.e., before 1.00pm (Sydney, Australia time) on Tuesday, 18 November 2025.

## Scrutineer

The Company's share registry, Automic, will act as scrutineer for each poll conducted at the Meeting.

## By Order of the Board



Andrew Brown  
Company Secretary  
Date: 17 October 2025

# Explanatory Memorandum

## Introduction

This Explanatory Memorandum forms part of this Notice of Annual General Meeting and has been prepared to provide Shareholders of the Company with sufficient information to consider the Resolutions contained in the accompanying Notice of Annual General Meeting.

The Board recommends that Shareholders read this Explanatory Memorandum carefully and in its entirety before making any decision in relation to the Resolutions.

## Item 1: Financial Statements and Reports

The Company's 2025 Annual Report, which includes the Financial Report and the Reports of the Directors and of the Company's auditor for the year ended 30 June 2025, is available at [www.hub24.com.au/shareholder-centre/](http://www.hub24.com.au/shareholder-centre/).

Printed copies of the 2025 Annual Report have only been mailed to those Shareholders who have elected to receive a printed copy. The Company encourages all Shareholders to reconsider the use of printed materials and encourages Shareholders to change their election to receive these electronically. Shareholders can update their preferences regarding election communications at [www.automicgroup.com.au/](http://www.automicgroup.com.au/)

There is no requirement under the Corporations Act or the Constitution for a formal resolution on this item and, as such, there will be no formal resolution put to the Meeting. However, Shareholders will be given a reasonable opportunity to ask questions about or make comments on the Company's Financial Report, the Directors' Report and Auditor's Report, and the management of the Company.

As part of the written Shareholder question process prior to the Meeting, Shareholders may submit written questions about the Auditor's Report and the conduct of the audit. The questions must be submitted as per the directions on the Shareholder Question Form by 5.00pm (Sydney, Australia time) on Thursday 13 November 2025. The Company's auditor will attend the Meeting, and the Chair of the Meeting will provide a reasonable opportunity for Shareholders to ask questions relevant to the audit.

No Shareholder vote is required on this item of business.

## Resolution 1: Adoption of the Remuneration Report

Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is in the 2025 Annual Report and is also available on the Company's website at [www.hub24.com.au/shareholder-centre/](http://www.hub24.com.au/shareholder-centre/). The Remuneration Report:

- describes the policies behind, and structure of, the remuneration arrangements of the Company and the link between the remuneration of employees and the Company's performance;

- sets out the remuneration arrangements in place for each Director and for specified senior executives of the Company; and
- explains the differences between the bases for remunerating non-executive Directors and executives, including any executive Directors.

The Corporations Act requires the agenda for an annual general meeting to include a resolution that a company's remuneration report be put to the vote. Should 25% or more of the votes cast on this Resolution (in person or by proxy) to approve the Remuneration Report be against approval of that report, then at the 2026 annual general meeting of the Company, the resolution to approve next year's remuneration report must be approved by 75% or more of the votes cast to avoid a resolution being put to the 2026 annual general meeting to consider a spill of the Board.

A reasonable opportunity for discussion of, and comment on, the Remuneration Report will be provided by the Chair at the Meeting.

Noting that each Director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, the Board recommends that Shareholders ***vote in favour*** of Resolution 1 to adopt the Remuneration Report.

## **Resolution 2: Re-election of Director - Anthony (Tony) McDonald**

Pursuant to rule 65.1 of the Constitution and ASX Listing Rule 14.4, retiring Director, Anthony McDonald, being eligible to do so, has offered himself for re-election. Anthony McDonald, an independent non-executive Director and Chair of the Company's Remuneration and Nomination Committee, was last elected by Shareholders at the Company's annual general meeting held on 16 November 2023.

This Resolution seeks Shareholder approval for the re-election of Anthony McDonald as a Director of the Company.

### **Profile of Anthony (Tony) McDonald**

Mr McDonald was appointed to the HUB24 board on 1 September 2015 and is the Chair of the Remuneration and Nomination Committee.

Mr McDonald co-founded financial planning firm Snowball Group Limited in 2000, which merged with Shadforth Financial Group in 2011 to become ASX-listed SFG Australia Limited. Mr McDonald is also Chairman of a well known not-for-profit organisation.

As a financial services executive Mr McDonald worked in a variety of senior roles with the Snowball Group, SFG, Jardine Fleming Holdings Limited (Hong Kong), and Pacific Mutual Australia Limited. Prior to entering the financial services industry, Mr McDonald worked as a solicitor with the two global law firms, Baker & McKenzie and Coudert Brothers in Sydney, London and New York. He holds a Bachelor of Laws (LLB) and a Bachelor of Commerce (Marketing) from the University of NSW.

The Board (excluding Anthony McDonald, who abstains from making a recommendation due to his personal interest in this Resolution) recommends supporting the re-election of Anthony



McDonald as a Director of the Company and recommends that Shareholders *vote in favour* of Resolution 2.

### Resolution 3: Approval of HUB24 Performance Rights Plan

The Company first adopted, and Shareholders first approved, an employee performance rights plan known as the HUB24 Performance Rights Plan at its annual general meeting held in November 2016. The HUB24 Performance Rights Plan was last approved by Shareholders at the annual general meeting of the Company held in November 2022.

Pursuant to the HUB24 Performance Rights Plan, the Company can issue performance rights to, on vesting, acquire Shares (**Performance Rights**), to eligible employees, contractors and directors of the Group (**Eligible Persons**) to provide them with incentive to deliver growth and value to Shareholders and provide the Company with the ability to attract and retain such people.

A summary of the principal terms of the Performance Rights Plan is set out in Annexure A to this Explanatory Memorandum. There have been no changes to the Performance Rights Plan since it was last approved.

Under ASX Listing Rule 7.1, subject to certain exceptions, companies are generally restricted from issuing more than 15% of their issued share capital in any 12 month period without Shareholder approval (**15% Rule**). Under ASX Listing Rule 7.2 (Exception 13(b)), Shareholders may approve issues of equity securities under an employee incentive scheme as an exception to the 15% Rule. This means that equity securities issued under such an employee incentive scheme are not considered for the purposes of calculating the capacity of the Company to issue equity securities under ASX Listing Rule 7.1. The approval continues for three years, at which time it must be renewed, or it will expire.

Since Shareholders last resolved to approve the HUB24 Performance Rights Plan at the 2022 AGM of the Company, a total of 1,299,546 Performance Rights have been issued under the Plan, subject to restrictions on vesting and exercise, of which 479,492 Performance Rights have since lapsed.

As three years have passed since the previous approval granted by Shareholders at the 2022 AGM of the Company, the Board is again seeking Shareholder approval of the HUB24 Performance Rights Plan and issue of Performance Rights to Eligible Persons under the HUB24 Performance Rights Plan.

Subject to the passing of Resolution 3, the theoretical maximum number of equity securities which may be issued by the Company under the Performance Rights Plan (refer to Annexure A which includes a summary of the Plan rules) in the following three year period is 4,088,299 (equivalent to 5% of the Company's current issued capital) less the number of securities issued, or that could be issued, as a result of offers under an employee share scheme in the previous three years.

If Resolution 3 is passed, the Company can issue equity securities under the Performance Rights Plan without such issues counting towards the 15% Rule. If Resolution 3 is not passed, issues of equity securities under the Performance Rights Plan may be made, but must fall within and be permitted by the 15% Rule at the time of issue (unless another exception under ASX Listing Rule 7.2 applies). The approval is also only available to equity securities issued by the Company under the Performance Rights Plan up to the theoretical maximum number of equity securities set out above.



The Board recommends that Shareholders *vote in favour* of Resolution 3 to again approve the HUB24 Performance Rights Plan and the issue of securities pursuant to the HUB24 Performance Rights Plan.

#### **Resolution 4: Increasing the maximum aggregate remuneration payable to non-executive Directors of the Company**

ASX Listing Rule 10.17 provides that a company must not increase the total aggregate amount of directors' fees payable by it to all of its non-executive Directors without the approval of the holders of its ordinary shares.

Rule 68.1 of the Constitution also provides that Shareholders must approve any increase to the total amount of Directors' (other than executive Directors) fees payable in a general meeting. This Resolution 4 seeks approval from Shareholders to approve an increase in the maximum annual aggregate amount of remuneration that may be paid by the Company to its non-executive Directors in any financial year (**Fee Pool**) from \$1,300,000 to \$1,750,000, being an increase of \$450,000.

The non-executive Directors fees have been benchmarked to ensure that they are competitive and that the Company is able to attract and retain talented non-executive Directors. Based on the non-executive Directors holding office as at the date of this Notice and the remuneration payable to the non-executive Directors for FY25 (as disclosed in section 7 of the Company's Remuneration Report), the annualised fees for FY2025 were \$1,122,000.

The current Fee Pool limit of \$1,300,000 was approved by Shareholders at the Company's 2023 annual general meeting. This Fee Pool includes all Board and Board Committee fees paid to non-executive Directors, including superannuation contributions made on behalf of non-executive Directors.

The Managing Director, as an executive Director, does not receive separate Director's fees in addition to the remuneration received in his executive capacity.

The Board currently comprises five non-executive Directors and one executive Director. The increase to the Fee Pool which the Company is requesting Shareholders approve pursuant to this Resolution 4 is being sought to:

- allow the Company to have the flexibility to increase the number of non-executive Director appointments to meet its needs for governance, experience and skills, diversity targets, and succession plans;
- enable the Company to seek to attract and retain non-executive Directors of the highest calibre to oversee the Company's ongoing growth; and
- provide allowance for future remuneration increases for non-executive Directors of high standing in line with ASX-listed companies of comparable size (by market capitalisation) in a similar sector.

In accordance with the requirements of ASX Listing Rule 10.17, the Company advises that in the last three years no securities have been issued to non-executive Directors and a voting exclusion statement in respect of Resolution 4 has been included in the Notice.

Given the interest of each non-executive Director of the Company in the outcome of Resolution 4, the non-executive Directors of the Company abstain from making a recommendation to Shareholders as to how to vote in relation to Resolution 4. The Company's Managing Director and Chief Executive Officer, Mr Andrew Alcock, recommends that Shareholders *vote in favour* of Resolution 4.

## Resolution 5: Approval of issue of Performance Rights to Andrew Alcock

Resolution 5 seeks Shareholder approval, for the purposes of ASX Listing Rule 10.14 and for all other purposes, for the grant of 38,010 Performance Rights for FY26 to the Company's Managing Director, Mr Andrew Alcock, on the terms and conditions set out in this Explanatory Memorandum and the Performance Rights Plan.

A summary of the principal terms of the grant of the Performance Rights is set out in this Explanatory Memorandum.

### Background

The Board engaged an external remuneration specialist to conduct a market review of the remuneration structure and quantum for Mr Alcock and the Company's KMP executives. The Company's remuneration approach for both short term and long term, at risk variable, incentives focuses on setting challenging targets that are aligned to the Company's broader strategic objectives and are designed to motivate executives to deliver strong performance over the short, medium and longer term, and for retention purposes. As the Company grows, it remains committed to providing market competitive remuneration that motivates and retains its executive talent who are critical to the Company's continued success.

Mr Alcock commenced his employment with the Company as its Chief Executive Officer on 29 July 2013 and was appointed Managing Director on 29 August 2014. Since that time, HUB24 has grown to be a market leading wealth management company which is now included in the S&P/ASX100 index. The Company has grown total funds under administration from \$104.7 billion as at 30 June 2024 to \$136 billion as at 30 June 2025 and received Platform net inflows of \$20 billion during FY25, the highest of any platform and a record for the industry<sup>1</sup>.

The Company continues to have significant opportunities for growth and seeks to retain the leadership of Mr Alcock and other key executives to pursue these opportunities, execute HUB24's strategic plan and continue to create strong returns for Shareholders.

The Board has set Mr Alcock's remuneration package for FY26 to include the grant of Performance Rights as a long-term incentive (**LTI**) under the Company's Performance Rights Plan, contingent upon the achievement of performance goals aligned with the Company's broader strategic objectives and the continued growth of the HUB24 business and Shareholder value.

Mr Alcock's FY26 LTI is proposed as the grant of Performance Rights with four performance conditions. For Performance Rights to vest, the Board must determine that a relevant performance

<sup>1</sup> Plan for Life media release dated 9 July 2025 for the year to March 2025. Based on Administrator View Net inflow rankings are adjusted to exclude the merger of BT Super to Mercer in the June 2023 quarter.

condition has been satisfied. The Board has already approved the remuneration of other key executives of the Company on similar terms as proposed in this Resolution 5 for Mr Alcock.

The Board aims to consistently align the remuneration of executives participating in the Company's LTI arrangements with similar terms and performance measures, which are reviewed annually. This is intended to motivate participating executives towards common Company strategic objectives.

The LTI performance conditions are specifically designed to motivate key executives to achieve strategic objectives and retain key executives. The LTI performance conditions seek to drive significant growth in the HUB24 Group's current market leading businesses and the execution of the strategic plan, leveraging innovation and the Company's overall capabilities to create further Shareholder and customer value.

The LTI performance conditions are intended to deliver Shareholder value over the long term and are linked to growth in key financial metrics of the Company.

ASX Listing Rule 10.14 provides that a company must not issue securities to, amongst others, a director under an employee incentive scheme without the approval of holders of its ordinary shares. As such, Resolution 5 seeks the required Shareholder approval to the grant of Performance Rights to Mr Alcock under the HUB24 Performance Rights Plan, and to the extent those Performance Rights vest and are exercised, the issue of the underlying Shares, under and for the purposes of ASX Listing Rule 10.14.

If Shareholder approval is obtained for the purposes of ASX Listing Rule 10.14, the issue of the Performance Rights to Mr Alcock will not count towards the Company's capacity to issue equity securities under ASX Listing Rule 7.1 (i.e., the 15% Rule), as ASX Listing Rule 7.2 (Exception 14) applies.

If Resolution 5 is passed, the Performance Rights will be granted to Mr Alcock on the basis set out in this Explanatory Memorandum. If Shareholder approval is **not** received for Resolution 5, the Performance Rights will not be granted to Mr Alcock, however, the Company may remunerate Mr Alcock in alternative forms, such as cash.

In accordance with the requirements of ASX Listing Rule 10.15, the following information is provided in respect of the proposed grant of the Performance Rights the subject of this Resolution 5 to Mr Alcock:

**Name of the person receiving the securities and the category in ASX Listing Rules 10.14.1 – 10.14.3 the person falls within and why**

The Performance Rights the subject of this Resolution 5 will be issued to Mr Alcock, who is a Director.

**The number and class of securities proposed to be issued to Mr Alcock under the Performance Rights Plan for which approval is being sought under ASX Listing Rule 10.14**

The maximum number of Performance Rights to be issued to Mr Alcock pursuant to this Resolution 5 is 38,010 (which on vesting will entitle Mr Alcock to be issued a maximum of 38,010 Shares).

### Details of Mr Alcock's total remuneration package

As mentioned above, with the significant growth achieved by HUB24 in recent years, the market peer reference group used to benchmark Mr Alcock's FY26 remuneration package now includes a number of larger companies more aligned to HUB24's increased scale and scope of operations.

The Board has continued to engage with stakeholders to seek to ensure that the design of incentives are aligned with Shareholder metrics and are consistent with good market practice.

Mr Alcock's remuneration package for FY26, effective from 1 September 2025, is as follows:

|                                                                  | FY26               |
|------------------------------------------------------------------|--------------------|
| Fixed Remuneration (FR) (inclusive of superannuation)            | \$1,075,000        |
| Short Term Incentive (STI) as a % of FR                          | 125%               |
| <b>Total STI at maximum</b>                                      | <b>\$1,343,750</b> |
| Long Term Incentive (LTI) - Standard LTI as a % of FR            | 150%               |
| Long Term Incentive (LTI) - Strategic Execution LTI as a % of FR | 225%               |
| <b>Total LTI at maximum</b>                                      | <b>\$4,031,250</b> |
| <b>Total remuneration including STI &amp; LTI at maximum</b>     | <b>\$6,450,000</b> |

When considering Mr Alcock's fixed remuneration and benchmarking data, the Board has decided to continue to align remuneration to the market median for his role. Mr Alcock's STI and LTI opportunity for FY26 are consistent with FY25 and if 100% of the performance conditions for STI and LTI are met Mr Alcock would be remunerated in the top quartile of market benchmark data.

A 2 year deferral period applies to the STI awarded with 50% of the STI being paid in cash upfront and 25% being paid in cash after 12 and 24 months, respectively.

Mr Alcock's LTI opportunity is linked to performance across a range of financial metrics including:

- Earnings Per Share (**EPS**);
- Relative Total Shareholder Return (**RTSR**);
- Platform (Custodial) funds under administration (**FUA**); and
- The execution of HUB24's Strategic Plan, incorporating key financial metrics related to growth in HUB24's Annual Recurring Revenue (**ARR**) for software and technology services, revenue derived from third party HUBecosystem participants, other revenue opportunities identified in the Strategic Plan and growth in HUB24's customer numbers.

The number of Performance Rights which are proposed to be issued to Mr Alcock has been determined on a Face Value basis using the 40 trading day VWAP of Shares on the ASX during the period straddling the announcement of the Company's FY25 results on 19 August 2025.

On this basis, each Performance Right is valued at of \$106.06, resulting in the proposed issue of 38,010 Performance Rights (i.e. \$4,031,250 divided by \$106.06). Accordingly, the LTI component of Mr Alcock's remuneration, should the four performance conditions be satisfied in full, has an aggregate maximum Face Value of \$4,031,250 (the four performance conditions are detailed below).

**The date or dates on or by which the Company will issue the Performance Rights to Mr Alcock**

If Shareholder approval is obtained for the grant of the Performance Rights the subject of this Resolution 5, the Performance Rights will be granted to Mr Alcock within 30 days of Shareholder approval being received.

**The number of securities that have previously been issued to Mr Alcock under the Performance Rights Plan and the average acquisition price (if any) paid by Mr Alcock for those securities**

Since Mr Alcock's employment commenced with the Company in 2013, the Company has granted 679,734 Performance Rights to Mr Alcock under the Performance Rights Plan. These Performance Rights were granted for nil consideration and no consideration is payable by Mr Alcock to exercise these Performance Rights.

**Details required where the securities to be issued are not fully paid ordinary securities**

A summary of the material terms upon which the Performance Rights the subject of this Resolution 5 will be issued is set out below under the heading 'Key terms of the grant of Performance Rights'.

**The price at which the Company will issue the Performance Rights to Mr Alcock under the Performance Rights Plan**

The Performance Rights the subject of this Resolution 5 will be issued to Mr Alcock for nil consideration. No consideration will be payable by Mr Alcock to acquire Shares on vesting and exercise of the Performance Rights.

**A summary of the material terms of any loan that will be made available to Mr Alcock in relation to the acquisition of Performance Rights under the Performance Rights Plan**

No loan will be provided to Mr Alcock in connection with the issue of the Performance Rights the subject of this Resolution 5.

**A summary of the material terms of the Performance Rights Plan**

A summary of the material terms of the Performance Rights Plan is set out at Annexure A of this Notice of Annual General Meeting.

**Other information**

While it is currently intended that shares granted on vesting will be acquired on-market, Shareholder approval is being sought to preserve flexibility should, for example, the need arise to issue shares rather than allocate Mr Alcock existing shares. If new shares are issued to satisfy the

Performance Rights (if they vest), that issue will fall within ASX Listing Rule 10.14 because Mr Alcock is a Director of HUB24 Limited, and therefore approval under ASX Listing Rule 10.14 is sought.

The details of any securities issued under the Performance Rights Plan will be published in the annual report of the Company relating to a period in which securities have been issued, along with a statement that approval for the issue of securities was obtained under ASX Listing Rule 10.14 as appropriate.

Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Performance Rights Plan after this Resolution 5 is approved and who were not named in this Notice of Meeting will not participate until approval is obtained under ASX Listing Rule 10.14.

### **Key terms of the grant of Performance Rights**

A brief overview of the key terms of the proposed grant of Performance Rights to Mr Alcock the subject of this Resolution 5 is set out below.

#### Amount of grant

In accordance with the remuneration arrangements approved by the Board for FY26, Mr Alcock is entitled to the grant of 38,010 Performance Rights under the HUB24 Performance Rights Plan with a valuation of 375% of his current total fixed remuneration. This is comprised of 15,204 Performance Rights (150% of current total fixed remuneration), measuring the overall performance of HUB24 with regard to Shareholder returns and 22,806 Performance Rights (225% of current total fixed remuneration), measuring the progress on the strategic development of the Company.

#### Types of long term incentive to be granted

The FY26 LTI grant to Mr Alcock is made up of 38,010 Performance Rights.

Each Performance Right provides an entitlement to one Share, subject to achievement of performance hurdles and satisfaction of the vesting conditions attaching to the Performance Rights (as set out below). No consideration will be payable for the issue of the Performance Rights. No exercise price will be payable in respect of the issue of Shares on exercise of the Performance Rights.

### **Conditions of vesting – performance conditions & performance periods**

For Mr Alcock, vesting of the FY26 grant of Performance Rights the subject of this Resolution 5 is subject to satisfaction of four performance conditions that the Board considers both challenging and aligned to growing the long term value of the Company.

The four performance conditions are referred to as PC1, PC2, PC3 and PC4 respectively and will be applied separately to the Performance Rights as follows:

- 9,122 of the Performance Rights are subject to the PC1;
- 6,082 of the Performance Rights are subject to the PC2;
- 11,403 of the Performance Rights are subject to the PC3; and
- 11,403 of the Performance Rights are subject to the PC4.



The Board believes that Mr Alcock, in his role as the Company's Managing Director and Chief Executive Officer, will play a crucial role in the execution and achievement of the Strategic Plan objectives. Accordingly, the Board considers that performance conditions assessing Mr Alcock's contribution to, and achievement of, specific objectives outlined in the Strategic Plan are an effective way to incentivise Mr Alcock to profitably build the Company's market share and with it, Shareholder value over the three year period from 1 July 2025 to 30 June 2028. Accordingly, the PC3 and PC4 performance conditions have been developed to achieve this.

The Performance Rights subject to the PC3 and PC4 performance conditions will **not** be eligible to vest unless the minimum performance conditions required to satisfy either the PC1 or the PC2 performance conditions (as set out below) have been met. The Board retains the discretion to determine whether the PC1, PC2, PC3 or PC4 performance conditions have been satisfied (see below under the heading 'Board discretions regarding satisfaction of performance conditions under this Resolution 5' for further information).

The performance conditions which apply to the Performance Rights are as follows:

*1. PC1 – Growth in Earnings per Share*

For the FY26 LTI programme the Board has determined that adopting an EPS measure of performance is an appropriate measure of the contribution of Mr Alcock and key executives of HUB24 towards the Company's financial performance for Shareholders.

In setting the EPS hurdle range, the Board considered the ranges set by peers and adopted an EPS hurdle range above the majority of the remuneration benchmark peers.

Having regard to the above, the Board has determined that the PC1 Performance Rights will be subject to an underlying EPS vesting condition based on the Company's Compound Annual Growth Rate (**CAGR**) in EPS over the three year performance period from 1 July 2025 to 30 June 2028 (**Performance Period**).

CAGR EPS will be calculated on an underlying Earnings Before Tax basis and measures the annual growth rate of earnings generated by the Company attributable to each Share it has on issue (on a fully diluted basis) over the Performance Period.

The PC1 Performance Rights vesting condition will be tested by measuring the growth in the Company's CAGR EPS over the Performance Period against pre-determined targets set by the Board.

The vesting of PC1 Performance Rights will be assessed as follows:

- zero vesting of PC1 Performance Rights will occur if the CAGR in EPS is less than 13%;
- 50% vesting of PC1 Performance Rights will occur if the CAGR in EPS is 13%;
- 100% vesting of PC1 Performance Rights will occur if the CAGR in EPS is 17% or above; and
- vesting between 13% and 17% per annum CAGR in EPS will be on a straight-line basis between these two levels.

*2. PC2 – Relative Total Shareholder Return*

The Board, working with its specialist remuneration advisers has determined to use a RTSR measure for PC2 given the maturity and growth of the Company. The Board believes that a RTSR is currently the most appropriate way to measure the success of Mr Alcock in seeking to implement

the Company's long term strategic objectives. The RTSR measure compares the Company's total Shareholder return (**TSR**) performance against the TSR performance of the ASX 300 Diversified Financials Index (the **Index**).

The Performance Rights subject to PC2 performance condition will be subject to, and will vest, on the achievement of a hurdle measuring the RTSR against the Index over the Performance Period.

Vesting of the Performance Rights subject to the PC2 performance condition will be assessed as follows:

- zero vesting of PC2 Performance Rights will occur when the Company's TSR is below a threshold of the 50<sup>th</sup> percentile performance when compared against the companies in the Index;
- 50% vesting of PC2 Performance Rights will occur when the Company's TSR is at a threshold of 50<sup>th</sup> percentile performance when compared against the companies in the Index;
- 100% vesting of PC2 Performance Rights will occur when the Company's TSR is at a threshold of 75<sup>th</sup> percentile performance when compared against the companies in the Index; and
- vesting between 50<sup>th</sup> percentile and 75<sup>th</sup> percentile performance against the companies in the Index will be on a straight-line basis between these two levels.

The determination of the TSR achieved over the Performance Period will be the 40 trading day VWAP of the Shares as traded on the ASX in the 20 trading day period prior to, and post, 31 August for the relevant prior fiscal year and include dividends during the three year Performance Period. The TSR of the comparison companies in the Index will be measured in the same way.

The measurement of the Company's TSR will be from a baseline using the 40 trading day VWAP for the Company's Shares commencing on 4 August 2025 and ending on 26 September 2025. The 40 trading day VWAP for the Share price up to that date was \$105.37.

In this Explanatory Memorandum, this 40 trading day period is referred to as the '**testing period**'. In circumstances where the ASX300 falls by greater than 5% during a 40 trading day testing period, the testing period will recommence after the period during which the greater than 5% fall was recorded. The use of a 40 trading day VWAP in the calculation of TSR avoids any abnormal daily share price movements that could advantage or disadvantage employees.

The PC2 hurdles will be tested over a cumulative three year period (being the Performance Period) using a 40 trading day VWAP of the Shares as traded on ASX in the 20 trading day period prior to, and post, 31 August 2028, subject to the above circumstances.

### *3. PC3 – Growth in Custodial FUA (FUA) over three years*

The Company competes in an environment where scale with appropriate margins is a key driver of business growth and profitability. Successful implementation of HUB24's 'Create Tomorrow' strategy (**Strategic Plan**) is expected to both underpin the current FUA growth trajectory while also providing additional opportunities for FUA growth as a result of enhancing HUB24's customer proposition and securing additional market share. Accordingly, the Board, working with its specialist remuneration advisers, considers a performance condition measuring the growth in Platform FUA held in custody over the next three years is an effective way to incentivise Mr Alcock to profitably execute the Strategic Plan and to build the Company's market share and with it, Shareholder value.



For the three year performance period from 1 July 2025 to 30 June 2028, the Board has determined that the percentage of the PC3 Performance Rights which will vest will be determined based on growth in FUA.

The PC3 hurdle has been set to between approximately \$170 billion and approximately \$185 billion which represents a CAGR in FUA over the three-year period of between 14.70% and 18.00% per annum, and a FUA growth of between 50.80% and 64.20%, over the three years to 30 June 2028.

The Performance Rights subject to PC3 will only be eligible to vest if the minimum performance conditions required to meet either the PC1 or the PC2 performance conditions (as set out above) have been met. Assuming at least one of these minimum conditions have been met, the vesting of PC3 Performance Rights will be assessed on the achievement of a hurdle measuring the CAGR in FUA over the three year period from 1 July 2025 to 30 June 2028 as follows:

- zero vesting of PC3 Performance Rights will occur if the CAGR in FUA is below a minimum level of 14.70% per annum (an increase of 50.80% over three years representing approximately \$170 billion by 30 June 2028);
- 50% vesting of PC3 Performance Rights will occur if the CAGR in FUA reaches 14.70% per annum (an increase of 50.80% over three years representing approximately \$170 billion by 30 June 2028);
- 100% vesting of PC3 Performance Rights will occur if the CAGR in FUA reaches 18.00% per annum (an increase of 64.20% over three years representing approximately \$185 billion by 30 June 2028); and
- vesting between 14.70% and 18.00% per annum CAGR in FUA (representing approximately \$170 billion and approximately \$185 billion in FUA) (for between 50% and 100% vesting) will be on a straight-line basis between these two levels.

#### 4. PC4 – Execution of Strategic Plan

The Strategic Plan intends to extend HUB24's market leadership, services and grow market share to deliver increased Shareholder value. The Strategic Plan includes various initiatives to be undertaken by the Company including strategies which aim to leverage the capabilities of the various HUB24 Group companies to build a market leading wealth management ecosystem for financial professionals in conjunction with other industry participants.

The Performance Rights subject to PC4 will only be eligible to vest if the minimum performance conditions required to meet either the PC1 or the PC2 performance conditions (as set out above) have been met. Assuming at least one of these minimum conditions have been met, the vesting of PC4 Performance Rights will be assessed by the Board having regard to the following financial and growth KPIs over the three year period from 1 July 2025 to 30 June 2028, for which internal measures are held but due to their commercial sensitivity will not be publicly disclosed:

- the growth which has occurred in the Group's customer annual recurring revenue (**ARR**) for software and technology services;
- revenue derived from third party ecosystem participants including financial advice licensees, technology and data solution providers and other financial services companies;
- other revenue opportunities which have been identified and / or delivered as a result of the evolution and execution of the Strategic Plan; and

- the growth which has occurred in customer numbers across the Company's Class, NowInfinity and myprosperity business units.

Whilst the PC4 performance hurdles are not disclosed due to commercial sensitivity the Board may consider disclosing them following the vesting period.

Any Performance Rights subject to PC4 that have not vested as at 30 June 2028 will be subject to a retest on 30 June 2029. The Board has proposed this retest as it recognises that delivering on the Company's Strategic Plan will be incremental over time and may take longer than the three year performance period which has been set for the PC4 Performance Rights. It also provides an opportunity to continue to incentivise Mr Alcock for an additional 12 month period to seek to achieve the objectives of the Strategic Plan.

Any Performance Rights subject to PC4 that have not vested as at 30 June 2029 will lapse.

### **Board discretions regarding satisfaction of performance conditions under this Resolution 5**

Notwithstanding any other provision in this Explanatory Memorandum the Board is provided with certain discretions under the Performance Rights Plan, including to reduce or waive any performance condition at any time and in any particular case. The Board will exercise such discretions in a manner consistent with protecting the Company's long-term stability, sound risk management, acting in good faith and aligned with the creation of long-term Shareholder value.

In determining whether the performance conditions attaching to the Performance Rights which are proposed to be granted to Mr Alcock, are met, the calculation of the:

- CAGR EPS (and achievement of the CAGR EPS performance conditions); and
- RTSR (and achievement of the RTSR performance conditions),

will be determined by the Board in its absolute discretion, having regard to those matters that it considers relevant and, the Board may make such adjustments that it considers appropriate to give the performance conditions attaching to the PC1 and PC2 Performance Rights their intended effect (including any adjustments for unusual or non-recurring items that the Board considers appropriate).

Additionally, the Board reserves the right in its discretion to:

- vary the percentage of PC3 Performance Rights which vest as well as the FUA dollar thresholds which must be satisfied to account for:
  - acquisitions of businesses, assets, companies or other entities which may be undertaken by the Company on a forecast or actual underlying business basis;
  - decreases in FUA due to circumstances outside the control of HUB24 management;
  - the value contribution of other strategic non-Platform business lines on a forecast or actual underlying business basis.
- reduce, by up to 50%, the number of PC3 Performance Rights which vest if FUA growth was achieved on commercial terms materially less favourable to the Company than terms generally offered in the normal course of business, unless approved by the Board; and

- with respect to PC4 performance conditions, amend the Strategic Plan so that it remains appropriate for meeting the objectives of seeking to extend HUB24's market leadership, services, grow market share and deliver Shareholder value.

### **Exercise of vested Performance Rights**

Upon vesting of Performance Rights, Mr Alcock may choose to exercise, no later than the earlier of the termination of his employment and 15 years from the time the Performance Rights were granted, one vested Performance Right for one Share, with the Shares being either issued or purchased on market.

The Board has the absolute discretion to deliver either Shares or cash or a combination of both on exercise of vested Performance Rights.

If at any time during the 30 day period prior to the last date for exercise of vested Performance Rights, restrictions in dealing in the Company's securities imposed under clause 4.1 of the HUB24 Group Securities Trading Policy are in effect (**Restricted Period**), the last date for exercise of vested Performance Rights will be extended for a period of 30 days from the date on which the Restricted Period ceases to be in effect. In this case Performance Rights may be exercised at any time between the date on which they vest and the extended date for exercise.

### **Restrictions on share trading**

Performance Rights are transferable within 120 days of issue with the prior written approval of the Board. Mr Alcock will be restricted from selling or transferring any Shares acquired on exercise of vested Performance Rights during the period of 12 months from the date of exercise of the Performance Rights, unless the proposed sale of Shares is to meet tax obligations.

The exercise or disposal of Shares is also subject to HUB24's Group Securities Trading Policy and restricted periods.

### **Treatment of Performance Rights on termination of Mr Alcock's employment and upon a change in control of the Company.**

The Performance Rights, both vested and unvested, will be retained by Mr Alcock on the cessation of his employment unless and to the extent that the Board determines otherwise in its absolute discretion, which may include proportional vesting over an accelerated time period.

The Board also has the discretion to determine that any benefit payable in the above termination circumstances in relation to Performance Rights can be settled in cash based on the number of Shares into which the Performance Rights would vest multiplied by the 20 trading day closing VWAP of the Shares immediately prior to such payment.

Upon a change in control (**CiC**) event, the Performance Rights will vest on a pro rata period of time basis only up until the date of consummation of the change of control event. The Board has discretion to make the full grant of Performance Rights vest upon a CiC event.

### Clawbacks & forfeiture

The Board has an absolute discretion to reduce, cancel or recover (**Clawback**) any and all unvested Performance Rights or Shares issued to Mr Alcock under this Resolution 5 in the following 'for cause' circumstances:

- serious misconduct or fraud by Mr Alcock;
- unsatisfactory performance by Mr Alcock to the detriment of strategic Company objectives or to the Company's reputation or standing in the industry or the community, or which has brought the Company into disrepute;
- error in the calculation of achievement of any Performance Rights or performance conditions;
- false or misleading statement or omission in relation to the Company's financial statements;
- a breach of Mr Alcock's obligations to the Company, including any breach of his employment agreement or the Company policies or codes of conduct; or
- conviction of Mr Alcock of a criminal offence or Mr Alcock has had a judgment entered against him in any civil proceedings in respect of duties at law, in equity or under statute.

Further, the Board has an absolute discretion to determine to Clawback any and all unvested Performance Rights or Shares issued to Mr Alcock under this Resolution 5:

- to protect the financial soundness and sustainability of the Company;
- to ensure that no unfair benefit is obtained by Mr Alcock; or
- to respond to a material change in the circumstances of, or significant unexpected or unintended consequence affecting the Company that was not foreseen by the Board.

### No dividends

Dividends, if any, will not be paid on unvested or unexercised Performance Rights.

### Recommendation

The Board (excluding Mr Andrew Alcock, who abstains from making a recommendation due to his personal interest in this Resolution as set out in the voting exclusion statement in the Notice) recommends that Shareholders ***vote in favour*** of Resolution 5.

## Glossary

\$ means Australian Dollars.

**Annual General Meeting** or **Meeting** means the meeting convened by the Notice.

**ARR** means annual recurring revenue.

**ASX** means ASX Limited or the market it operates as the context requires.

**ASX Listing Rules** means the Listing Rules of ASX as amended or waived from time to time.

**Auditor's Report** means the auditor's report set out in the Company's 2025 Annual Report.

**Board** means the board of directors of the Company, as constituted from time to time.

**Business Day** means a day that is not a Saturday, Sunday, public holiday or bank holiday in Sydney, Australia.

**CAGR** means compound annual growth rate.

**closely related party** has the meaning as defined in section 9 of the Corporations Act.

**CiC** means change in control.

**Company** means HUB24 Limited ACN 124 891 685.

**Constitution** means the Company's Constitution.

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

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

**Directors** means the directors of the Company.

**EPS** means earnings per Share.

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

**Face Value** means the Company's share price of an unrestricted, freely tradable ordinary share. When calculating Mr Alcock's Performance Rights allocation, the Face Value is determined using a 40 day VWAP.

**Fair Value** represents the price of a Performance Right at the grant date, determined using valuation models that incorporate not only the current share price but also the probability of meeting service and performance conditions, the time until vesting, and the associated risk of non-vesting.

**FUA** means the value of customer portfolios invested onto the Platform in Custody.

**FY** means a financial year ending 30 June.

**Group** means the Company and each of its wholly owned subsidiaries.

**Key Management Personnel** or **KMP** has the meaning as defined in section 9 of the Corporations Act.

**KPI** means key performance indicator.

**LTI** means long term incentive.

**Notice** or **Notice of Meeting** or **Notice of Annual General Meeting** means this notice of annual general meeting and the explanatory memorandum accompanying the Notice and the Proxy Voting Form.

**Performance Period** means the three year performance period from 1 July 2025 to 30 June 2028.

**Performance Right** means an unlisted performance right to acquire a Share.

**Performance Rights Plan** means the HUB24 Performance Rights Plan, previously approved by Shareholders at the 2016, 2018, 2020 and 2022 annual general meetings of the Company.

**Platform** means the custodial portfolio.

**Proxy Voting Form** means the Proxy Voting Form accompanying the Notice.

**RTSR** means Relative Total Shareholder Return.

**Remuneration Report** means the remuneration report set out in the Company's 2025 Annual Report.

**Resolutions** means the resolutions set out in the Notice, or any one of them, as the context requires.

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

**Shareholder** means a holder of a share.

**STI** means short term incentive.

**Standard LTI** or **Std LTI** means LTIs designed to ensure delivery of 'Lead Today' initiatives and which include performance conditions based on EPS and RTSR.

**Strategic Development LTI** or **SD LTI** means LTIs designed to ensure the delivery of the 'Create Tomorrow' strategic objectives and which include performance conditions based on growth

in custodial FUA and execution in line with the Company's Strategic Plan (reflective but not limited to ARR for software and technology services and other key financial metrics).

**Strategic Plan** means the Board approved strategy for the HUB24 Group, incorporating 'Lead Today' and 'Create Tomorrow' strategic outcomes.

**TSR** means Total Shareholder Return.

**Volume Weighted Average Price** or **VWAP** means the volume weighted average price of shares traded on ASX determined by dividing the dollar value of shares traded on ASX by the total number of shares traded over the same period.

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## Annexure A

### Summary of the principal terms of the HUB24 Performance Rights Plan

A summary of the principal terms of the existing HUB24 Limited Performance Rights Plan (**Plan**) is set out below.

Under the Plan, the Board may in its discretion settle Performance Rights by paying cash to the participant equal to the market value of the underlying Share.

#### Non-executive directors

Performance Rights may be issued to non-executive directors.

#### Principal Terms

A summary of the principal terms of the Plan is set out below:

#### Eligibility

Under the Plan, the Board may in its discretion invite any of the following persons to participate in the Plan:

- a. a full-time or part-time employee of the Company or any of its subsidiaries;
- b. an individual who provides services to the Company or any of its subsidiaries; or
- c. a director of the Company or any of its subsidiaries,

(each an **Eligible Employee**).

An Eligible Employee who is made an offer to participate in the Plan (Offer) may accept the Offer and apply for Performance Rights under the Plan up to the number specified in the invitation. The Company may permit an Eligible Employee to nominate an entity controlled by the Eligible Employee to be issued the securities in his or her place.

Subject to certain exceptions, the number of Shares which may be issued to Eligible Persons (as a result of the exercise of Performance Rights) when aggregated with the number of Shares issued during the previous 5 years pursuant to all employee share schemes or employee share option schemes established by the Company must not exceed 5% of the total number of Shares as at the time of the relevant offer.

#### Grants

Under the rules of the Plan, Performance Rights may be offered or granted to Eligible Persons from time to time, subject to the absolute discretion of the Board.

Each Performance Right entitles the holder, on exercise, to one Share.

#### Terms and conditions

The Board has the absolute discretion to set the terms and conditions (including conditions in relation to vesting, disposal restrictions and exercise price (if any)) on which it will grant Performance Rights under the Plan and may set different Performance Conditions and other terms and conditions to apply to different participants in the Plan.



The Board will determine the procedure for offering Performance Rights (including the form, terms and content of any offer, and invitation or acceptance procedure) in accordance with the rules of the Plan.

### **Exercise Price**

Performance Rights may be offered for acquisition and acquired by or for the benefit of a participant under the Plan for no consideration if an exercise price is not specified in the relevant Offer.

### **Performance Conditions**

Performance Rights will be subject to performance, vesting and other conditions (if any) determined by the Board (or a special purpose committee established by the Board) from time to time and specified in any Offer at the time of the grant.

Performance Conditions may include conditions relating to continuous employment or service, the individual performance of the participant and/or the Company's performance. The Board has discretion to specify an exercise price in any Offer but otherwise, if the Performance Conditions are reached or met during the specified period, the Performance Rights can be converted into Shares.

### **Ranking of Shares**

Unless otherwise provided in an Offer, Shares issued upon exercise or vesting of Performance Rights under the Plan will rank equally with the other issued Shares in all respects.

### **Voting and dividend rights of Performance Rights**

Performance Rights do not carry any voting or dividend rights. Shares issued or transferred to participants upon vesting of a Performance Right carry the same rights and entitlements as other issued Shares, including voting and dividend rights.

### **Vesting or Exercise of Performance Rights**

Where no exercise price is specified in the Offer of Performance Rights, once applicable performance conditions have been satisfied and Performance Rights vest, the employee may choose to exercise no later than the earlier of termination of employment and 15 years from the time the Performance Rights were granted, one right for each Share, with the Share being issued or purchased on market.

Where an exercise price is specified in an Offer, a participant in the Plan may exercise Performance Rights if performance conditions are reached during the applicable period and the Performance Rights have not otherwise expired. To exercise the Performance Rights, the participant must provide the Company with a signed notice of exercise of a Performance Right and the amount of the applicable exercise price. The participant must also comply with any other requirements under the Plan or as specified in the Offer.

### **Expiry of Performance Rights**

Performance Rights which have not been exercised will lapse if the applicable Performance Conditions and any other conditions to exercise are not met during the prescribed performance period or if they are not exercised before the applicable expiry date.

In addition, Performance Rights will lapse if the Eligible Employee to whom the Performance Right was offered resigns or is otherwise terminated from their Employment, unless otherwise determined by the Board. Performance Rights will also lapse if the relevant employee has committed any act of fraud or misconduct in relation to the affairs of the Company or its subsidiaries.

### **Vested Performance Rights**

The Board intends that any vested Performance Rights held by a participant must be exercised no later than 15 years after the date of issue.

### **Quotation**

Performance Rights will not be quoted on ASX. The Company will apply for official quotation of any Shares issued under the Plan upon the exercise of Performance Rights, in accordance with the ASX Listing Rules.

The Company may require that any Shares issued under the Plan are acquired and/or subject to such additional restrictions and other terms as to their sale, transfer or other disposal, or encumbrance as the Board may determine.

### **Approval**

Grants of Performance Rights under the Plan to a Director will be subject to the approval of Shareholders, to the extent required under the ASX Listing Rules.

### **No transfer or encumbrance**

Without the prior approval of the Board, unvested Performance Rights which have not been exercised, may not be sold, transferred, encumbered or otherwise dealt with.

Any restriction as to the dealing with any Performance Right will cease to apply where prior to the date that any performance condition relating to the Performance Right is satisfied, there is an acquisition by a person or entity (directly or indirectly) of not less than 90% of the Shares, whether by takeover or a members' scheme of arrangement in accordance with the Corporations Act.

### **Change in control**

If a change in control event occurs, unless the Board determines otherwise, a proportion of the Performance Rights (determined by reference to the proportion of the performance period which has then elapsed) held by a participant must vest even though the applicable performance conditions may not have been satisfied, reached or met during the applicable performance period, and the remainder of the Performance Rights must lapse.

### **Other terms of the Plan**

The Plan also contains customary and usual terms having regard to Australian law for dealing with the administration and variation of the Plan.

**HUB<sup>24</sup>**

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**HUB24.com.au**

Your **Proxy Voting Form** must be received by **1:00pm (Sydney, Australia time)** on **Tuesday 18 November 2025** being **not later than 48 hours** before the commencement of the HUB24 Limited (**Company**) 2025 Annual General Meeting (**Meeting**). Any Proxy Voting Forms received after that time will not be valid for the Meeting. Terms used but not defined in this Proxy Voting Form have the meaning given to them in the Company's Notice of Meeting.

## SUBMIT YOUR PROXY VOTING FORM

Complete the form overleaf in accordance with the instructions set out below.

### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home>. Shareholders sponsored by a broker should advise their broker of any changes.

### STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

### DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

### STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking 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 SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you must complete two separate Proxy Voting Forms and specify the percentage of your voting rights or number of shares each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Group.

### SIGNING INSTRUCTIONS

**Individual:** Where the holding is in one name, the Shareholder must sign.

**Joint holding:** Where the holding is in more than one name, either Shareholder can sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this Proxy Voting 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.

**Email Address:** Please provide your email address in the space provided.

**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' must be received at [meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au) prior to admission. The Appointment of Corporate Representative Form may be obtained from the Company's share registry online at [https://automic.com.au/form/corporate\\_representative.pdf](https://automic.com.au/form/corporate_representative.pdf)

### Lodging your Proxy Voting Form:

#### Online:

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

**Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.**



#### BY MAIL:

Automic Group  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic Group  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

#### All enquiries to Automic:

#### WEBSITE:

<https://automicgroup.com.au/>

#### PHONE:

1300 288 664 (Within Australia)  
+61 2 9698 5414 (Overseas)

### APPOINT A PROXY:

**Appoint the Chair of the Meeting (Chair)** OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

[illegible]

## AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

### PARTICIPATING IN THE MEETING VIRTUALLY:

To access the Meeting virtually:

1. Open your internet browser and go to **investor.automic.com.au**
2. Login with your username and password or click **"register"** if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the Meeting to ensure there is no delay in attending the Meeting virtually.**

Further information on how to do this is set out in the Notice of Meeting. The Explanatory Memorandum that accompany and form part of the Notice of Meeting describe the various matters to be considered.

Shareholder and Proxyholders may also attend the Meeting in person.

## Resolutions

| Resolutions |                                                                                                 | For                      | Against                  | Abstain                  |
|-------------|-------------------------------------------------------------------------------------------------|--------------------------|--------------------------|--------------------------|
| 1           | ADOPTION OF THE REMUNERATION REPORT                                                             | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2           | RE-ELECTION OF DIRECTOR – ANTHONY (TONY) McDONALD                                               | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3           | APPROVAL OF HUB24 PERFORMANCE RIGHTS PLAN                                                       | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4           | INCREASING THE MAXIMUM AGGREGATE REMUNERATION PAYABLE TO NON-EXECUTIVE DIRECTORS OF THE COMPANY | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5           | APPROVAL OF ISSUE OF PERFORMANCE RIGHTS TO ANDREW ALCOCK                                        | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

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

## Individual or Securityholder 1



Sole Director and Sole Company Secretary

## Securityholder 2

\_\_\_\_\_

Director

### Securityholder 3

|  |
|--|
|  |
|--|

Director / Company Secretary

Contact Name

[illegible]

Email Address

[illegible]

Contact Daytime Telephone

[illegible]

Date (DD/MM/YY)

|  |  |  |
|--|--|--|
|  |  |  |
|--|--|--|

By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).

## LODGE YOUR QUESTIONS

BY EMAIL:

meetings@automicgroup.com.au

**BY MAIL:**

Automatic  
GPO Box 5193  
Sydney NSW 2001

## IN PERSON

Automatic  
Level 5, 126 Phillip Street Sydney  
NSW 2000

ALL ENQUIRIES TO:

1300 288 664 (Within Australia)  
+61 2 9698 5414 (Overseas)  
<https://automicgroup.com.au>

Full name(s) and address of Registered Holding:

[illegible]

Holder Number:

Please use this form to submit any questions about HUB24 Limited (“the Company”) that you would like us to respond to at the Company’s 2025 Annual General Meeting. Your questions should relate to matters that are relevant to the business of the meeting, as outlined in the accompanying Notice of Meeting and Explanatory Memorandum. If your question is for the Company’s auditor it should be relevant to the content of the auditor’s report, or the conduct of the audit of the financial report.

Please submit the Meeting Question Form to [meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au) to allow time to collate questions and prepare answers, please submit any questions by 5.00pm (AEDT) on Thursday, 13 November 2025.

Questions will be collated. During the course of the Annual General Meeting, the Chair of the Meeting will endeavour to address as many of the more frequently raised shareholder topics as possible and, where appropriate, will give a representative of the Company's auditor, the opportunity to answer written questions submitted to the auditor. However, there may not be sufficient time available at the meeting to address all topics raised. Please note that individual responses will not be sent to shareholders.

My question relates to (please mark the most appropriate box)

- |                          |                                  |                          |                                   |                          |                    |
|--------------------------|----------------------------------|--------------------------|-----------------------------------|--------------------------|--------------------|
| <input type="checkbox"/> | Performance or financial reports | <input type="checkbox"/> | A resolution being put to the AGM | <input type="checkbox"/> | General Suggestion |
| <input type="checkbox"/> | Remuneration Report              | <input type="checkbox"/> | Sustainability/Environment        | <input type="checkbox"/> | Other              |
| <input type="checkbox"/> | My question is for the auditor   | <input type="checkbox"/> | Future direction                  |                          |                    |

SAN

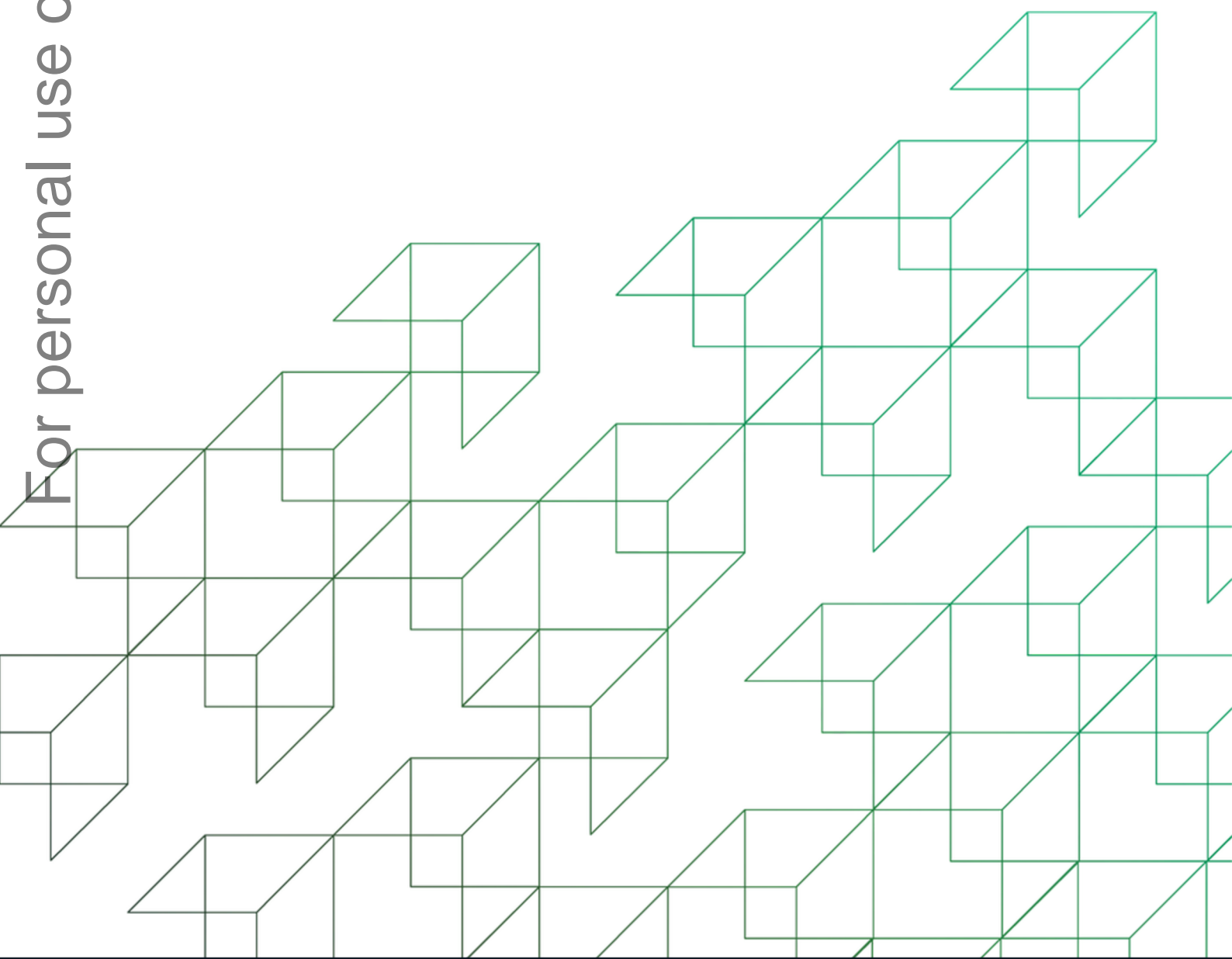
- |                          |                                  |                          |                                   |                          |                    |
|--------------------------|----------------------------------|--------------------------|-----------------------------------|--------------------------|--------------------|
| <input type="checkbox"/> | Performance or financial reports | <input type="checkbox"/> | A resolution being put to the AGM | <input type="checkbox"/> | General Suggestion |
| <input type="checkbox"/> | Remuneration Report              | <input type="checkbox"/> | Sustainability/Environment        | <input type="checkbox"/> | Other              |
| <input type="checkbox"/> | My question is for the auditor   | <input type="checkbox"/> | Future direction                  |                          |                    |

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# QUESTIONS

# Virtual Meeting Registration and Voting

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# REGISTRATION

- Go to <https://investor.automic.com.au/#/home>
- Log in using your existing **username** and **password** or click on “**Register**” and follow the on-screen prompts to create your login credentials. ***Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting.***

**AUTOMIC GROUP**  
BUSINESS MADE EASIER

## Manage Your Holdings & Securities.

[Register](#)

Sign up and add your HIN/SRNs to start managing your portfolio. It's fast, secure, and easy.

[Single Holding Access](#)

This service provides limited access to a holding.

[Investor sign in](#)

USERNAME \*  
Username

PASSWORD \*  
Password [show](#)

[Log In](#)

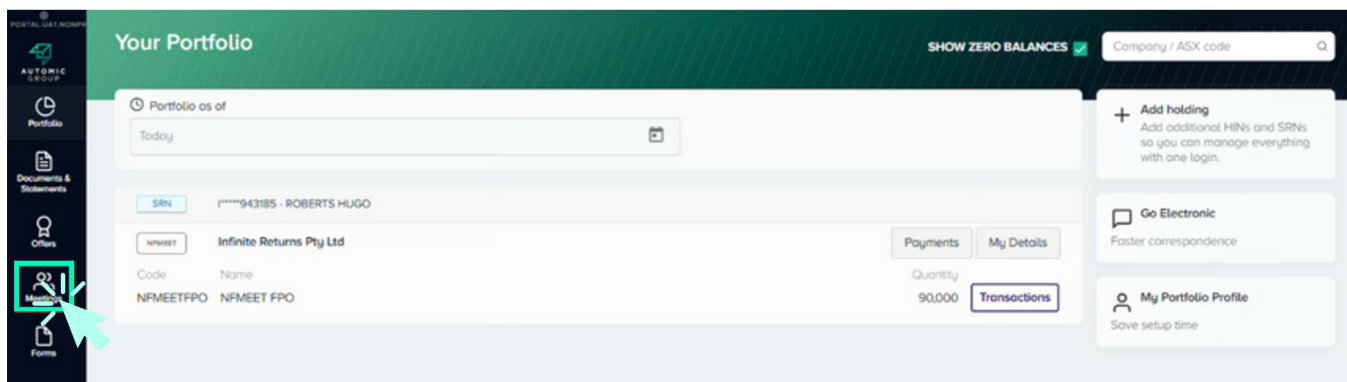
[Can't log in?](#)

1300 288 664 | [privacy](#) | [email](#) | [automic](#) | [terms & conditions](#) | © Automic Pty Ltd | ABN 27 152 260 814. All Rights Reserved.

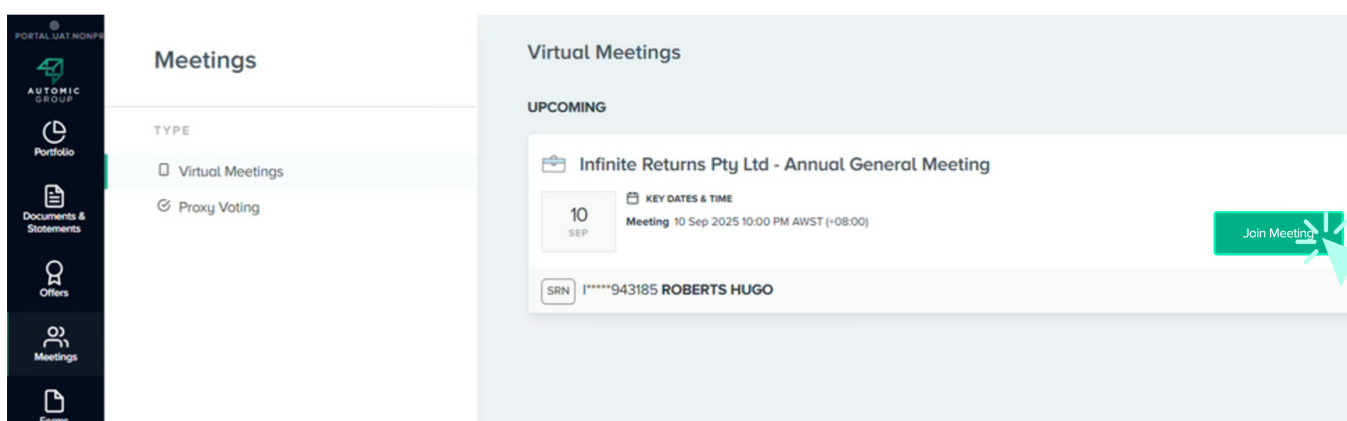
If you have been appointed as a proxyholder to attend the virtual meeting. Please contact Automic to obtain your unique **username** and **passcode**. These details can be obtained from Automic between 9:00am – 5:00pm (AWST) by calling 1300 288 664 (within Australia) +61 2 9698 5414 (overseas) or by sending an email to [meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au). ***Please ensure you have this information before the meeting to ensure there is no delay in attending the virtual meeting.***



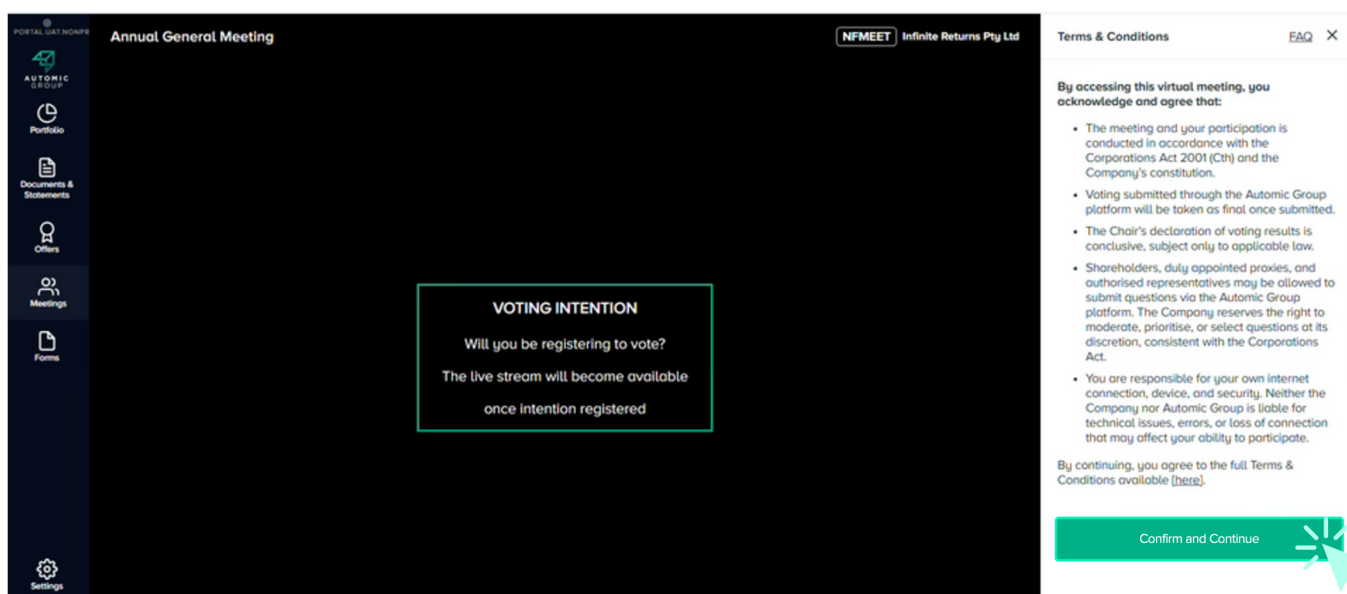
- Click on the “Meetings” icon from the lefthand side menu.



- To join the meeting, click on “Join Meeting”.



- The Terms & Conditions page will be displayed, click on “Confirm and Continue”.



- Enter your **preferred name** and click “Continue”.

Annual General Meeting

NFMEET Infinite Returns Pty Ltd

Registration

FAQ

Enter Your Preferred Name

Please enter the name you would like to be displayed during the meeting.

Enter your preferred name

150 characters, letters, numbers, spaces, hyphens, and apostrophes only.

Continue Cancel

VOTING INTENTION

Will you be registering to vote?

The live stream will become available once intention registered

# For personal use only VOTING

- Register your voting intention by selecting “Yes, I will be voting” or “No, I will not be voting”.
- Click on “Confirm & Continue”.

Annual General Meeting

NFMEET Infinite Returns Pty Ltd

Registration

FAQ

Will you be registering to vote?

Please choose the holding(s) you wish to register.

YES, I will be voting NO, I will not be voting

Important Note

If you have already lodged Proxy Instructions and wish for your proxy vote to stand, please select “NO, I will not be voting”. You will still be able to attend the meeting if you make this selection.

If you have not previously voted and would like to vote or you have lodged Proxy Instructions and wish to amend your vote, please select “YES, I would like to vote”. Please note that this will revoke your previous Proxy Instructions.

Confirm & Continue Cancel

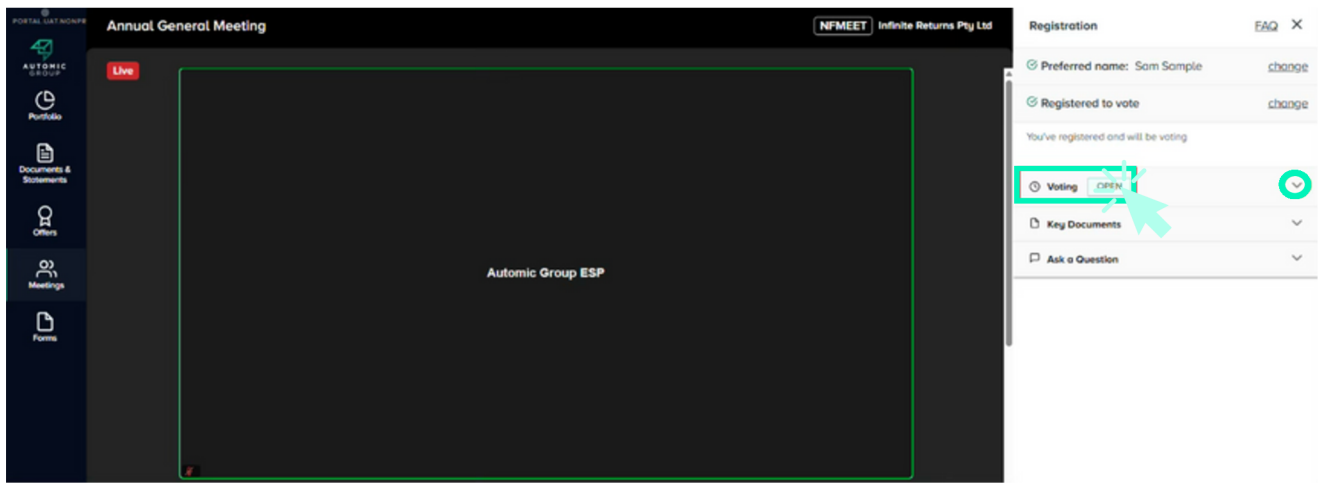
VOTING INTENTION

Will you be registering to vote?

The live stream will become available once intention registered

- When the Chair of the Meeting declares voting has opened, click on the “Voting” dropdown.
- The Chair of the Meeting will provide instructions on when to mark your vote.

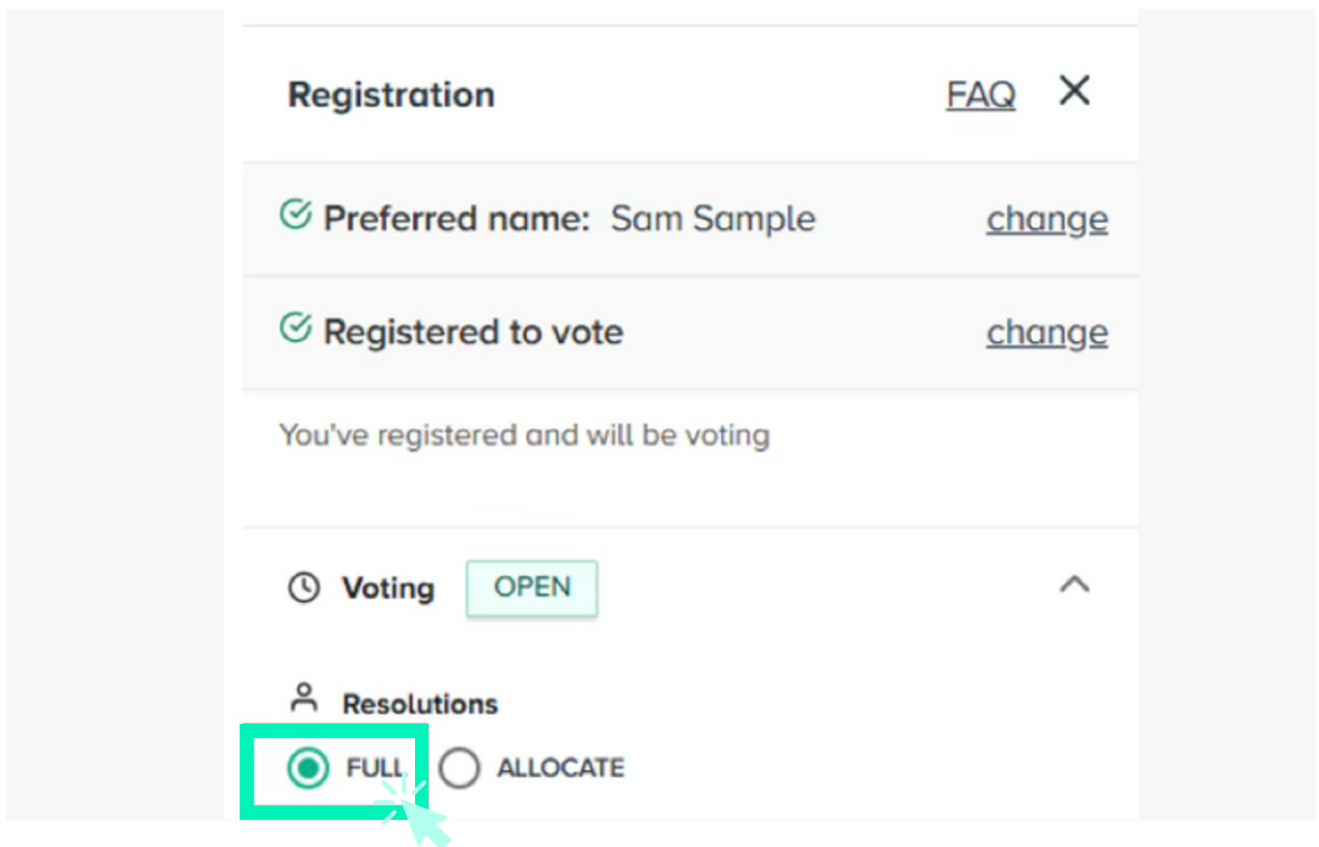
*If you do not see the voting status “Open” please refresh your screen.*



- Select your Voting Intention and click “[Confirm & Continue](#)”.

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- Select either “[Full](#)” or “[Allocate](#)” to access your electronic voting card.
- To apply the full voting balance, click on the “[Full](#)” button.



- Follow the prompts to record your voting direction for each resolution.
- Select either “[For](#)”, “[Against](#)” or “[Abstain](#)” next to the appropriate resolution.

Registration

[FAQ](#) ✕

✓ Preferred name: Sam Sample

[change](#)

✓ Registered to vote

[change](#)

You've registered and will be voting

🕒 Voting

OPEN

^

👤 Resolutions

☒ FULL

☐ ALLOCATE

1

ADOPTION OF REMUNERATION REPORT

For

Against

Abstain

Required!

8

APPROVAL OF 7.1A MANDATE

For

Against

Abstain

Required!

- Tick the “Declaration” box and click “Submit Votes” to submit your vote.

✓ Declaration

PLEASE NOTE: You will not be able to change your votes after pressing the **Submit Votes** button.

By pressing **Submit Votes** you agree that this online voting form has been signed, authorised and submitted by you, in your capacity as a registered holder (or legally authorised representative) of the Company, in accordance with the requirements under the Company's Constitution, the Corporations Act 2001 (Cth) and Automic's terms and conditions.

You must make an election for each resolution.

✓ Submit Votes

- To allocate partial votes, click on the “Allocate” button.
- The total number of votes you are entitled to is listed under each resolution.
- In the “For”, “Against” or “Abstain” boxes, type the number of votes in each box.
- The remaining votes to be allocated will be displayed on your screen.
- The number of votes applied must not exceed your voting balance.

Registration

[FAQ](#) ✕

✓ Preferred name: Sam Sample

[change](#)

✓ Registered to vote

[change](#)

You've registered and will be voting

🕒 Voting

OPEN

^

👤 Resolutions

☐ FULL

☒ ALLOCATE

1

ADOPTION OF REMUNERATION REPORT

FOR

AGAINST

ABSTAIN

0

0

0

1666668 voting units remaining

8

APPROVAL OF 7.1A MANDATE

FOR

AGAINST

ABSTAIN

0

0

0

1666668 voting units remaining

Registration

[FAQ](#) ✕

✓ Preferred name: Sam Sample

[change](#)

✓ Registered to vote

[change](#)

You've registered and will be voting

🕒 Voting

OPEN

⤴

👤 Resolutions

☐ FULL

☒ ALLOCATE

1

ADOPTION OF REMUNERATION REPORT

| FOR     | AGAINST | ABSTAIN |
|---------|---------|---------|
| 1000000 | 666668  | 0       |

all voting units allocated

8

APPROVAL OF 7:1A MANDATE

| FOR    | AGAINST | ABSTAIN |
|--------|---------|---------|
| 666668 | 2000000 | 0       |

1000000 voting units over

- Tick the “Declaration” box and click “Submit Votes” to submit your vote.

☒ Declaration

PLEASE NOTE: You will not be able to change your votes after pressing the **Submit Votes** button.

By pressing **Submit Votes** you agree that this online voting form has been signed, authorised and submitted by you, in your capacity as a registered holder (or legally authorised representative) of the Company, in accordance with the requirements under the Company's Constitution, the Corporations Act 2001 (Cth) and Automic's terms and conditions.

You must make an election for each resolution.

✓ Submit Votes

⚡

# Ask a Question

- Click on the “Ask a Question” dropdown, then “Ask Question”.

Preferred name: Sam Sample [change](#)

Registered to vote [change](#)

You've registered and will be voting

**Voting** ^

Voting will open shortly.

Key Documents v

Ask a Question ^

Ask Question

- Choose “Text Question” or “Verbal Question”.
- Type your question, select the relevant “Category / Related Resolution”, select the “Holding” and click “Submit Question”.

## My Questions



TEXT QUESTION



VERBAL QUESTION

QUESTION \*

Type your question here...



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CATEGORY / RELATED RESOLUTION

Select a category / related resolution

HOLDING \*



Submit Question

Cancel