

NOTICE OF ANNUAL GENERAL MEETING

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

Date: Friday, 20 November 2026

Time: 10:00am (AEDT)

Venue: Level 14, 255 Pitt Street, Sydney NSW 2000 and streamed live virtually for Shareholders to view at <https://meetings.openbriefing.com/HUM26>

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

AGENDA

1. CONSIDERATION OF REPORTS

To receive and consider the Company's Annual Report for the financial year ended 30 June 2026, including the financial statements, Directors' Report and the Auditor's Report, as set out in the Annual Report.

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

2. RESOLUTIONS

Resolution 1: Re-election of a director, Mr Rajeev Dhawan

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

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

The Chair intends to vote all undirected proxies in favour of this Resolution.

Resolution 2: Re-election of a director, Mr Garry Sladden

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

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

The Chair intends to vote all undirected proxies in favour of this Resolution.

Resolution 3: Adoption of Remuneration Report

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

"That, for the purposes of section 250R(2) of the Corporations Act, the Company's Remuneration Report for the financial year ended 30 June 2026, as set out in the Annual Report, be adopted."

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

The Chair intends to vote all undirected proxies in favour of this Resolution.

Resolution 4: Approval of Incentive Awards Plan

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

*"That, for the purposes of Listing Rules 7.2 (Exception 13(b)) and sections 200B and 200E of the Corporations Act and for all other purposes, Shareholders approve the employee incentive scheme of the Company known as the "Humm Group Incentive Awards Plan" (**Plan**), the issue of Equity Securities under that Plan, and the provision of termination benefits under that Plan, on the terms and conditions set out in the Explanatory Memorandum."*

The Chair intends to vote all undirected proxies in favour of this Resolution.

Resolution 5: Approval to issue Performance Rights to Managing Director Angelo Demasi (or nominee) under the Plan

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

"That, for the purposes of ASX Listing Rule 10.14, sections 200B and 200E of the Corporations Act and for all other purposes, Shareholders approve the issue to the Company's Managing Director, Mr Angelo Demasi, (or his nominee) of a total of 1,849,427 Performance Rights under the Plan, and to provide Mr Demasi any or all of the termination benefits (including on cessation of employment), as described in the Explanatory Memorandum."

The Chair intends to vote all undirected proxies in favour of this Resolution.

Resolution 6: Renewal of Proportional Takeover Provisions

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

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

The Chair intends to vote all undirected proxies in favour of this Resolution.

Resolution 7: Amendments to Constitution

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

"That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, approval is given for the amendment of the Constitution of the Company, on the terms and conditions as set out in the Explanatory Memorandum."

The Chair intends to vote all undirected proxies in favour of this Resolution.

Resolution 8: Conditional Spill Resolution (ONLY IF REQUIRED)

Note: This Resolution is subject to the result of Resolution 3 (Adoption of Remuneration Report) and will only be put to Shareholders at the Meeting if at least 25% of the votes validly cast on Resolution 3 are cast against. If you do not want a Spill Meeting to take place, you should vote 'FOR' Resolution 3, and 'AGAINST' this Resolution (if it is put to the Meeting).

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

"That, subject to and conditional on at least 25% of the votes validly cast on Resolution 3 being cast against the adoption of the Remuneration Report, pursuant to section 250V of the Corporations Act:

- (a) an extraordinary general meeting of the Company (**Spill Meeting**) be held within 90 days of the passing of this Resolution;
- (b) all of the Directors in office when the Board resolution to make the Directors' Report for the financial year ended 30 June 2026 was passed and who remain in office at the time of the Spill Meeting (excluding the Managing Director), cease to hold office immediately before the end of the Spill Meeting; and
- (c) resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote of Shareholders at the Spill Meeting."

This Resolution is NOT supported by the Board, and the Chair intends to vote all undirected proxies AGAINST this Resolution (if it is put to the Meeting).

VOTING EXCLUSION STATEMENTS

Resolution 3 (Adoption of Remuneration Report)

In accordance with section 250R of the Corporations Act, the Company will disregard any votes cast in any capacity on Resolution 3 by, or on behalf of, the following persons:

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

However, the Company will not disregard a vote cast if the vote is cast as a proxy for a person entitled to vote on Resolution 3 and either:

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

Resolution 4 (Approval of Incentive Awards Plan)

The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is eligible to participate in the Plan, an officer of the Company or any of its child entities who is entitled to participate in a termination benefit under the Plan, or any Associate of that person or those persons. However, this does not apply to a vote cast in favour of a resolution by:

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

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, under that appointment, as a proxy on this Resolution if:

- the proxy is either:
 - a member of the Key Management Personnel; or
 - a Closely Related Party of such a member; and
- the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- the proxy is the Chair; and
- the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

In accordance with the Corporations Act, if any Shareholder is an existing or potential employee or Director of the Company (or a Related Body Corporate), or an Associate of such a person, and wishes to preserve the benefit of this Resolution for that person in respect of any termination benefit provided under the Plan, they should not vote on the Resolution or they will lose the benefit of the Resolution

unless, in accordance with section 200E(2B) of the Corporations Act, the vote is as a proxy that specifies how the proxy is to be voted on this Resolution and is not cast on behalf of any of the above persons.

Resolution 5 (Approval to issue Performance Rights to Managing Director Angelo Demasi (or nominee) under the Plan)

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person referred to in ASX Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan, or any Associate of that person or persons. However, the Company need not disregard a vote if it is cast in favour of the Resolution by:

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

A person appointed as a proxy must not vote, under that appointment, on this Resolution if:

- the proxy is either:
 - a member of the Key Management Personnel; or
 - a Closely Related Party of such a member; and
- the appointment does not specify the way the proxy is to vote on this Resolution.

The above prohibition does not apply if:

- the proxy is the Chair; and
- the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Resolution 8 (Conditional Spill Resolution)

In accordance with section 250R of the Corporations Act, the Company will disregard any votes cast in any capacity on Resolution 8 by, or on behalf of, the following persons:

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

However, the Company will not disregard a vote cast if the vote is cast as a proxy for a person entitled to vote on Resolution 8 and either:

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

EXPRESS AUTHORITY OF THE CHAIR

If a Shareholder appoints the Chair as their proxy, or the Chair becomes the Shareholder's proxy by default, and the Shareholder does not direct the proxy how to vote on Resolution 3, 4, 5 or 8 then by submitting the Proxy Form the Shareholder expressly authorises the Chair to exercise the proxy on Resolution 3, 4, 5 or 8 even though that Resolution is connected with the remuneration of a member of the Company's Key Management Personnel.

CHAIR'S VOTING INTENTIONS

The Chair intends to vote undirected and available proxies **in favour** of Resolutions 1 to 7. The Chair intends to vote undirected and available proxies **against** Resolution 8.

RESOLUTION BY POLL

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

ENTITLEMENT TO ATTEND AND VOTE

In accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Board has determined that persons who are registered Shareholders as at **7:00pm (AEDT) on Wednesday, 18 November 2026** will be entitled to attend and vote at the AGM as a Shareholder.

Webcast

A link to view the live webcast is available at: <https://meetings.openbriefing.com/HUM26>

Registration will open 30 minutes prior to the commencement of the AGM. Voting cannot be conducted via the webcast. Shareholders wishing to vote should do so by attending in person or by lodging a proxy before the Meeting.

Voting entitlements

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

Joint holders of Shares

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

HOW TO VOTE

Shareholders may vote either by:

- attending the Meeting and voting in person at the Meeting; or
- appointing a proxy or attorney to attend the Meeting and vote on their behalf.

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

Voting in person

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

Appointment of proxy

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

A proxy need not be a Shareholder of the Company.

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

A Shareholder can direct their proxy how to vote on the Resolution by marking either the "For" or "Against" boxes or direct their proxy not to vote by marking the "Abstain" box on the Proxy Form. If a Shareholder appoints the Chair as proxy and does not direct the Chair how to vote, the Chair will vote FOR all Resolutions, other than Resolution 8 which Resolution the Chair will vote **AGAINST**.

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

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

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

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

How to lodge your proxy

To be effective, the Proxy Form (and, if the appointment is signed or authenticated by the Shareholder's attorney or representative, the original or a certified copy of the authority or power of attorney under which it was signed or authenticated) must be received by the Company's Share Registry, no later than **10:00am (AEDT) on Wednesday, 18 November 2026** (being 48 hours before the AGM).

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

ONLINE (**preferred**): <https://au.investorcentre.mpms.mufig.com/>

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

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

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

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

or

MUFG Corporate Market Services (AU) Limited *
Liberty Place
Level 41, 161 Castlereagh Street
Sydney NSW 2000

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

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

To be valid, a Proxy Form (and an original or certified copy of any authority or power of attorney under which it is signed) must be received by **10:00am (AEDT) on Wednesday, 18 November 2026** in the manner stipulated above. The Company reserves the right to declare invalid any proxy not received in this manner.

Corporate representatives

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

Appointment of attorney

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

An attorney need not be a Shareholder of the Company.

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

To be effective, the original or certified copy of the power of attorney must be received the Share Registry by **10:00am (AEDT) on Wednesday, 18 November 2026** by mail at

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

QUESTIONS AND COMMENTS

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

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

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

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

Shareholders who prefer to register questions in advance of the AGM are invited to do so. Please log on to <https://au.investorcentre.mpms.mufg.com/> and select "Voting" and then click "Ask a Question" or otherwise email any questions to the Company Secretary (company.secretary@hummmgroup.com). Written questions, including questions for the Auditor, must be received by the Company by no later than **Friday, 13 November 2026**.

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

CONDUCT OF MEETING

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

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

ENCLOSURES

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

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

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

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

ALL ENQUIRIES

Telephone: Australia: 1800 881 432

Overseas: +61 1800 881 432

By order of the Board

19 October 2026

Carlie Bangs
Company Secretary
hummm group limited

For personal use only

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of Shareholders of **hummmgroup** in relation to the business to be conducted at the AGM.

The Explanatory Memorandum forms part of the Notice of Meeting which should be read in its entirety. This Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The purpose of this Explanatory Memorandum is to provide Shareholders with information that is reasonably required by Shareholders to decide how to vote upon the Resolutions. Shareholders should read the Notice of Meeting including the Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

Resolutions 1 to 5 and Resolution 8 are ordinary resolutions, which require a simple majority of votes cast by Shareholders present and entitled to vote on the Resolution. Resolution 3 relating to the Remuneration Report, is advisory and does not bind the Directors or the Company. Resolutions 6 to 7 are Special Resolutions. For a Special Resolution to be passed, at least 75% of the votes cast by Shareholders present and entitled to vote on the Resolution must be in favour of the Resolution.

Subject to the abstentions noted below, the Directors unanimously recommend that Shareholders vote **in favour** of Resolutions 1 to 7. Directors unanimously recommend that Shareholders vote **against** Resolution 8.

The Chair intends to vote undirected and available proxies **in favour** of Resolutions 1 to 7. The Chair intends to vote undirected and available proxies **against** Resolution 8.

A. CONSIDERATION OF FINANCIAL REPORTS

The Company's Annual Report (comprised of the financial statements, the Directors' Report and the Auditor's Report) for the financial year ended 30 June 2026 will be put before the Meeting.

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

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

B. ITEMS FOR APPROVAL

Resolutions 1 and 2: Re-election of directors

Articles 10.3(b) and 10.7 of the Constitution provide that a Director appointed by the Board, either to fill a casual vacancy or as an addition to the existing Directors, holds office until the conclusion of the Company's next annual general meeting and is eligible for election at that meeting.

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

Personal particulars of Mr Dhawan and Mr Sladden are set out below.

Rajeev Dhawan

Mr Dhawan was appointed to the Board as an Independent Non-Executive Director on 11 May 2026 as part of the Company's board renewal process.

He is an experienced business leader with a strong track record in venture capital and private equity, particularly in the mid-market segment. Mr Dhawan was first appointed to the Board at the time of hummmgroup's ASX listing and served as an Independent Non-Executive Director of hummmgroup from December 2006 until his retirement in June 2022.

During that tenure on the Company's Board, Mr Dhawan held various committee roles including Chair of the Board's People & Remuneration Committee and Member of the Risk & Compliance Committee.

Currently a partner at Equity Partners, Mr Dhawan brings deep expertise in identifying, investing in and growing portfolio companies including HambroGrantham and Colonial First State Private Equity.

Mr Dhawan has served on the boards of numerous listed and unlisted companies.

His extensive investment background and deep knowledge of the diversified non-bank financial services sector bring a highly valuable, independent, perspective to the Board's decisions on strategy and growth opportunities. Mr Dhawan brings important expertise across credit, capital allocation and consumer finance to the Company's Board.

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

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

The Board supports Mr Dhawan's re-election as an independent non-executive Director as Mr Dhawan provides a valuable contribution to the Board and Company, specifically in relation to investment, capital allocation and strategic growth matters, and is therefore recommended to Shareholders for re-election.

Garry Sladden

Mr Sladden was appointed to the Board as an Independent Non-Executive Director on 11 May 2026 as part of the Company's board renewal process.

He has over 30 years of leadership across investment management, financial services and corporate governance. Mr Sladden's career includes roles with major financial institutions such as National Australia Bank and Custom Credit Corporation. He has also held board positions across a number of ASX listed and private companies and is currently Chairman of Ignite Limited.

Mr Sladden brings deep funds management expertise, having previously served as a Director of Folkestone Limited and Trafalgar Corporate Group Limited. Mr Sladden's skill set spans capital allocation, risk oversight and turnaround management, which complements hummmgroup's strategic focus.

Mr Sladden contributes a valuable, independent perspective to the Board and brings relevant experience overseeing and advising on mergers, acquisitions, and divestments through his roles as Chair and board member of both listed and private companies.

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

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

The Board supports Mr Sladden's re-election as an independent non-executive Director as Mr Sladden provides a valuable contribution to the Board and Company, specifically in relation to funds management, financial services, risk oversight, turnaround management and corporate governance matters, and is therefore recommended to Shareholders for re-election.

Directors' recommendation

The Directors (other than Mr Dhawan who is the subject of Resolution 1 and Mr Andrew Darbyshire who abstains from making a recommendation) unanimously recommend that Shareholders vote in favour of the re-election of Mr Dhawan as a Director under Resolution 1.

The Directors (other than Mr Sladden who is the subject of Resolution 2 and Mr Andrew Darbyshire who abstains from making a recommendation) unanimously recommend that Shareholders vote in favour of the re-election of Mr Sladden as a Director under Resolution 2.

Resolution 3: Adoption of Remuneration Report

Section 250R(2) of the Corporations Act requires that the Remuneration Report for the financial year ended 30 June 2026, as set out in the Annual Report, dealing with the remuneration of the Directors and Key Management Personnel of the Company be put to the vote of Shareholders for adoption by way of a non-binding vote.

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

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

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

Following consideration of the Remuneration Report, the Chair will give Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report. Resolution 3, concerning the adoption of the Remuneration Report, will then be put to a vote. The vote on Resolution 3 is advisory only and does not bind the Directors or the Company. However, the Board values Shareholder feedback and will take the outcome of the vote into account in setting remuneration policy for future years.

Voting consequences

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

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

Previous Voting Results

At the Company's previous annual general meeting, more than 25% of votes cast on the resolution to adopt the Remuneration Report were voted against the resolution and, accordingly, the Company received a first strike.

Following the first strike, the Board engaged with Shareholders and other stakeholders to better understand the concerns that had been raised. Feedback received was primarily focused on governance matters, including Board composition and independence, shareholder engagement, oversight of strategic proposals and executive accountability.

In response, the Board undertook a significant governance, leadership and remuneration renewal program during financial year ended 30 June 2026. This included implementing all recommendations from the independent McGrathNicol Board Governance & Effectiveness Review, including appointing: the CEO to the board as Managing Director, an independent Chair, and two new independent non-executive Directors as part of the Board renewal process. Following engagement with Shareholders regarding Board composition, a further two independent non-executive Directors were appointed. The Board also enhanced governance frameworks and Board processes and refined the Group's remuneration framework and disclosures.

The Board also reviewed the operation of the Group's short-term incentive framework and the Company introduced a new long-term incentive framework incorporating measures focused on earnings growth, relative shareholder returns and delivery of strategic transformation objectives.

The Board believes these actions demonstrate its commitment to aligning remuneration outcomes with Company performance, strengthening governance and ensuring remuneration structures support the creation of long-term shareholder value.

If more than 25% of the votes cast on this Resolution 3 are against adoption of the Remuneration Report, the Spill Resolution set out in Resolution 8 will be put to Shareholders. Further information regarding the Spill Resolution is set out in relation to Resolution 8 in this Explanatory Memorandum below.

Proxy Voting Restrictions

Shareholders appointing a proxy for this Resolution should note:

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

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

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

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

⁴ The Proxy Form notes that it is the Chair's intention to vote all undirected proxies in favour of this Resolution.

Directors' recommendation

Noting that each of the Directors has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, the Directors abstain from providing a recommendation in relation to Resolution 3.

Resolution 4: Approval of Incentive Awards Plan

Background

The Company has adopted an incentive awards plan called the "Humm Group Incentive Awards Plan" (**Plan**) under which the Company can issue Equity Securities in the form of Shares, Options, Service Rights and Performance Rights (together, **Awards**) to attract, motivate and retain key officers, employees and consultants of the Company by providing them with the opportunity to acquire Equity Securities that allow them to participate in the future growth of the Company.

Resolution 4 seeks Shareholder approval of the Plan, and the issue of Equity Securities under it, in accordance with ASX Listing Rule 7.2 (Exception 13(b)) such that the issue of Awards under it, up to the maximum number referred to below, will not reduce the Company's 15% placement capacity under ASX Listing Rule 7.1 for a period of 3 years from the date the Resolution is passed.

ASX Listing Rule 7.2 (Exception 13(b))

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

Listing Rule 7.2 (Exception 13(b)) provides that issue of Equity Securities under an employee incentive scheme within a period of 3 years from the date on which shareholders approve the issue of Equity Securities under the scheme is an exception to Listing Rule 7.1.

In accordance with the requirements of Listing Rule 7.2 (Exception 13(b)), the following information is provided in relation to the proposed approval of the Plan and the issue of Equity Securities under it:

- (a) a summary of the terms of the Plan is provided in Annexure A;
- (b) as at the date of this Notice, 1,766,071 Equity Securities have previously been issued under the Plan;

- (c) the maximum number of Awards proposed to be issued under the Plan following Shareholder approval is 26,000,000. This maximum is 5.08% of the Shares on issue as at the date of this Notice¹; and
- (d) a voting exclusion statement is included in this Notice for this Resolution.

If Resolution 4 is passed, the Company will be able to issue Awards under the Plan, up to the maximum number stated above, to eligible participants over a period of 3 years from the date the Resolution is passed without using any of the Company's 15% placement capacity under Listing Rule 7.1.

If Resolution 4 is not passed, the Company will still be able to proceed with the issue of Awards under the Plan to eligible participants but any issue will reduce the Company's 15% placement capacity under Listing Rule 7.1 for the 12 month period following the issue of the Awards unless the issue falls within another exception to Listing Rule 7.1 such as under Listing Rule 10.14.

For the avoidance of doubt, the Company will need separate Shareholder approval under Listing Rule 10.14 in respect of any future issue of Awards under the Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained. For this reason, the Company is also seeking approval under Resolution 5 for the issue of Performance Rights to Managing Director Mr Angelo Demasi pursuant to the Plan for the purposes of Listing Rule 10.14.

Termination benefits

Overview

Resolution 4 also seeks Shareholder approval, in accordance with section 200E of the Corporations Act to permit the Company to give certain termination benefits under the Plan for a period of up to 3 years from the date the Resolution is passed.

Sections 200B and 200E of the Corporations Act

Section 200B of the Corporations Act prohibits benefits being given to a person in connection with a person's (the **Retiree's**) retirement from an office or position of employment with the Company or any of its Related Bodies Corporate where:

- (a) the office or position is a "managerial or executive office" (as defined in the Corporations Act); or
- (b) the Retiree held such an office at any time in the three years prior to their retirement,

unless Shareholders approve the benefit under section 200E of the Corporations Act or an exemption applies. Sections 200F and 200G of the Corporations Act provide exemptions for certain benefits provided they fall below certain limits - in general terms up to a maximum of 1 year's annual base salary (**Benefit Caps**).

The term "benefit" has a wide meaning under the Corporations Act and may include benefits that arise, upon a person ceasing to hold office or employment, as a result of the waiver or acceleration, either automatically or in the Board's discretion, of vesting conditions or disposal restrictions applying to Awards issued under the Plan.

Shareholders are being asked to approve any such benefits that may arise in these circumstances.

The value of such benefits that may be given under the Plan cannot be determined in advance. This is because various matters will or are likely to affect that value. In particular, the value of a particular benefit will depend on factors such as the Company's Share price at the time of benefit being given and the number of Awards to which the benefit relates. The following additional factors may also affect the benefit's value:

- (a) the portion of any relevant performance periods that have elapsed and the extent to which any vesting conditions have been satisfied at the time of the Retiree ceasing to hold the office or position of employment;

¹ The maximum number is not intended to be a prediction of the actual number of securities to be issued under the Plan, simply a ceiling for the purposes of ASX Listing Rule 7.2 (Exception 13(b)). Equity Securities issued in excess of the maximum, unless they are issued under another exception to Listing Rule 7.1 such as under Listing Rule 10.14, will reduce the Company's 15% placement capacity under Listing Rule 7.1 for 12 months from the date of issue.

- (b) the circumstances and reasons for the Retiree ceasing to hold the office or position of employment;
- (c) the time elapsed since the relevant Awards were granted relative to the date any vesting condition or disposal restriction would otherwise have been satisfied or lapsed.

Summary

The Company is therefore seeking Shareholder approval in advance under section 200E of the Corporations Act for any benefits given under the Plan in connection with any Retiree ceasing office or employment.

This approval only applies to termination benefits provided under the Plan within the period of 3 years from the date the Resolution is passed.

If Resolution 4 is passed, the value of these benefits will be disregarded when determining the Benefit Caps under sections 200F and 200G of the Corporations Act.

If Resolution 4 is not passed, the value of these benefits will be included when determining the Benefit Caps under sections 200F and 200G of the Corporations Act.

Resolution 4 is an ordinary resolution.

Directors' recommendation

All the Directors decline to make a recommendation in relation to this Resolution due to their potential personal interests in the outcome of the Resolution.

Resolution 5: Approval to issue Performance Rights to Managing Director Angelo Demasi (or his nominee) under the Plan

General

Resolution 5 seeks Shareholder approval for the grant, under the Plan, of a total of 1,849,427 long term incentive (**LTI**) Performance Rights to the Managing Director of the Company, being Mr Angelo Demasi (**Mr Demasi**) (or his nominee).

ASX Listing Rule 10.14

ASX Listing Rule 10.14 provides that a company must not permit any of the following persons to acquire securities under an employee incentive scheme unless it obtains the approval of its shareholders by ordinary resolution:

- (a) a director of the company;
- (b) an associate of a director; or
- (c) a person whose relationship with the company or a person referred to in (a) or (b) above is, in ASX's opinion, such that approval should be obtained.

The proposed grant of Performance Rights to Mr Demasi, being a Director of the Company, is therefore subject to ASX Listing Rule 10.14 and requires Shareholder approval before they can be granted.

If Resolution 5 is passed, Performance Rights will be issued to the Managing Director, Mr Demasi (or his nominee). If Resolution 5 is not passed, the Company will not be able to grant the Performance Rights and will need to assess whether alternative incentives are to be offered to Mr Demasi.

Mr Demasi's current remuneration package

The proposed grant of LTI Performance Rights is part of Mr Demasi's total remuneration package for FY27 - FY29.

Mr Demasi's total remuneration package for the financial year ending 30 June 2027 (**FY27**), inclusive of the proposed grant of LTI Performance Rights, is comprised of the following components:

Component of Remuneration	Description of Remuneration
Fixed remuneration (FR) (cash)	A\$752,500 (inclusive of superannuation) per annum
Short-term incentive (STI) (cash) - FY27	Target STI earning opportunity is 100% of Fixed Remuneration with a maximum cap of 125% of Fixed Remuneration, payable in cash following the end of the relevant financial year, subject to the Company's STI plan rules.
FY26 - FY27 Targeted Retention Arrangement	A retention payment payable in February 2027 subject to continuing employment and achievement of gateway hurdles as detailed in the FY26 Annual Report.
Long-term incentive (LTI) (Performance Rights) FY27	Up to 100% of FR subject to achievement of performance hurdles as detailed below. Approval for the grant of 1,849,427 LTI Performance Rights is being sought under this Resolution. The LTI is subject to the Company Plan (a summary of the material terms of which is contained in Annexure A).

Further details of Mr Demasi's remuneration arrangements are in the Remuneration Report in hummmgroup's 2026 Annual Report, which is available at <https://investors.humm-group.com/Investor-Centre/?page=annual-reports>.

In a competitive market for executives, the Board believes that it is important to ensure that hummmgroup's remuneration arrangements are in-line with the remuneration arrangements offered by its Australian and international peers.

The purpose of the proposed grant of LTI Performance Rights to Mr Demasi is to:

- ensure that Mr Demasi is remunerated fairly and responsibly;
- align Mr Demasi's interests with that of Shareholders;
- provide long-term incentives for participation in hummmgroup's future growth; and
- secure and retain the services of Mr Demasi.

The Non-Executive Directors consider that Mr Demasi's remuneration package (including the proposed grants of Performance Rights under Resolution 5):

- is reasonable and appropriate having regard to the position of the Company and Mr Demasi's duties and responsibilities;
- is in the best interests of the Company as a whole; and
- is consistent with the Company's Employee Remuneration Policy, in particular the principles of linking remuneration to performance to focus employees on achieving the Group's strategic goals and providing market competitive remuneration to attract and retain highly skilled candidates who will make a positive impact on the Group's performance.

Key terms of Performance Rights

The following table summarises the key terms of the LTI Performance Rights that will be granted to Mr Demasi if approved by Shareholders. Capitalised terms have the same meaning as used in the Plan unless the context otherwise provides.

Term	Details relating to LTI Performance Rights
Number of Performance Rights	Subject to Shareholder approval, Mr Demasi will be granted 1,849,427 LTI Performance Rights, calculated by dividing Mr Demasi's total fixed remuneration (A\$752,500) by \$0.4069, the VWAP of the Company's Shares traded on the ASX in the 30 trading days following release of the Annual Report, being from 26 August 2026. Comprised of three tranches: Tranche 1 - 616,475 Performance Rights (A\$250,834.33) Tranche 2 - 616,476 Performance Rights (A\$250,834.33) Tranche 3 - 616,476 Performance Rights (A\$250,834.33) The Board believes the proposed grant represents an appropriate transitional long-term incentive arrangement that reflects the Company's current business circumstances and transformation objectives. The grant seeks to maximise alignment between the Managing Director and Shareholders through equity ownership, while also supporting the retention and motivation of key talent during a critical phase of the Company's development. The staggered vesting profile is intended to encourage sustained commitment and long-term value creation, while enabling the Managing Director to build a meaningful shareholding over time. The Board expects future long-term incentive arrangements to evolve as the Company progresses through this transition period.
Nature	If the applicable vesting conditions determined by the Board are met, and any other relevant conditions are satisfied, each Performance Right will, upon exercise by the holder before its Expiry Date, at the Board's discretion either be satisfied through the issue or transfer of a Share or a cash payment equal to the Market Value of a Share.
Expiry Date	5 years from the Issue Date
Exercise Price	Nil
Vesting Conditions	Vesting is subject to a gateway vesting condition of continuous employment as Managing Director until 30 June 2027 (Tranche 1), 30 June 2028 (Tranche 2) and 30 June 2029 (Tranche 3). All 3 Tranches of Performance Rights are subject to the following vesting conditions that relate to the Company's financial performance over FY27 (FY27 Performance Period). The vesting conditions are equally weighted at 1/3 each. Underlying Cash Earnings per Share (EPS): Calculated as underlying net profit after tax, adjusted for non-cash items and irregular or non-recurring items, divided by the weighted average number of shares on issue. This measure is intended to assess the sustainable earnings generated by the Group on a per-share basis and aligns management performance with shareholder value creation.

Term	Details relating to LTI Performance Rights	
	Target-At Risk	% of Tranche vesting
	> 110% of target	100%
	100% to 110% of target	Straight line sliding scale from 50% - 100%
	< 100% of target	Nil
	Relative Total Shareholder Return (rTSR): Relevant total shareholder return compared to a Peer Group* over the FY27 Performance Period. The Board believes an rTSR metric supports alignment of executive remuneration with shareholder value creation through consideration of the Company's Total Shareholder Return (TSR).	
	Target-At Risk	% of Tranche vesting
	> 75th percentile	100%
	50 th to 75 th percentile	Straight line sliding scale from 50% - 100%
	< 50 th percentile	Nil
	Cost-to-Income Ratio: Calculated as underlying operating expenses, excluding non-cash items and irregular or non-recurring items, divided by net operating income before credit impairment charge for Q4 FY27.	
	This measure is used to assess the Group's underlying operating efficiency and cost discipline.	
	Target-At Risk	% of Tranche vesting
	49.99% or below	100%
	51.8% - 50.00%	Straight line sliding scale from 50% - 100%
	> 51.8%	Nil
	*Peer Group: means Latitude Group (LFS), Plenti Group (PLT), MoneyMe (MME), Credit Corp (CCP), Pepper Money (PPM), Zip Co (ZIP), EML Payments (EML), Tyro Payments (TYR), Beforepay Group (B4P), QuickFee (QFE), Liberty Financial Group (LFG).	
	At the end of the FY27 Performance Period, total Shareholder return may be adjusted for the Company, or any entity in the Peer Group, for corporate events, including changes in the capital structure of the relevant entity that have occurred during the FY27 Performance Period (including but not limited to any consolidation, share-split, bonus issue, capital reduction or distribution or spin-out of assets) and changes resulting from material mergers or acquisitions as determined by the Board in its discretion.	
	Subject to compliance with the ASX Listing Rules, the Board retains a discretion in determining the final vesting outcome in relation to any Performance Rights.	

Term	Details relating to LTI Performance Rights
	When considering performance against each of the vesting conditions, the Board may adjust the final vesting outcome as it considers appropriate in cases of, for example, unexpected or unforeseen events impacting the achievement of the issued conditions or a broader assessment of the Company's performance indicating there should be an adjustment so that the reward outcome is appropriate. Any such adjustments will be disclosed retrospectively in the Company's Remuneration Report issued following the adjustment.
Vesting	The EPS, rTSR and Cost to Income Ratio vesting conditions will be tested after release of the Company's full year audited FY27 results. Any LTI Performance Rights that the Board resolves are to vest will, subject to continued employment, vest when notice of vesting is provided by the Board.
Exercise	A holder may exercise vested Performance Rights before the Expiry Date by lodging with the Company within an exercise window set by the Board in accordance with the Company's Security Trading Policy (being two windows per year of three weeks each or such other period as the Board resolves in its sole and absolute discretion) a written notice of exercise specifying the number of vested Performance Rights being exercised.
Cessation of employment	For Cause or through resignation (other than in Special Circumstances), all unvested Performance Rights will lapse; other than For Cause or resignation (unless in Special Circumstances): (A) before the Board determines and notifies whether any Tranche 1 Performance Rights have vested, unvested Tranche 1 Performance Rights will remain unvested to be tested against the applicable EPS, rTSR and Cost to Income Ratio Vesting Conditions (unless waived); (B) on or after 1 July 2027, a pro rata proportion of unvested Tranche 2 and Tranche 3 Performance Rights will vest, reflecting the proportion of the applicable financial year that has elapsed at the date of ceasing and the percentage of Performance Rights the Board has resolved are eligible to vest based on performance against the FY27 Performance Milestones, with all other Performance Rights lapsing; and any vested Performance Rights must be exercised within 21 days of you ceasing to be an Eligible Participant (or such earlier date as the Board determines).
Change of control or Business Sale	Subject to applicable laws and stock exchange rules, in the event a Change of Control or Business Sale occurs or the Board determines, in its reasonable opinion, that a Change of Control or Business Sale is likely to occur, the Board (being the Board prior to the Change of Control or Business Sale occurring) may, in its discretion, determine the manner in which any or all of a Participant's Performance Rights will be dealt with pursuant to Rule 11 of the Plan, including, without limitation, that none, some or all of the Performance Rights vest in whole or in part, or lapse, or remain unvested and do not lapse.
Disposal Restrictions	Performance Rights are only transferrable in Special Circumstances or by force of law upon death to the Participant's legal personal representative or upon bankruptcy to the Participant's trustee in bankruptcy or under the law relating to mental health. Any dealing in Shares acquired on exercise of vested Performance Rights must comply with the Company's Securities Trading Policy.
No Participation Rights	There are no participation rights or entitlements inherent in the Performance Rights and a holder will not be entitled to participate in new issues of capital

Term	Details relating to LTI Performance Rights
	offered to Shareholders during the currency of the Performance Rights. A Performance Right does not confer the right to a change in the number of underlying Shares over which the Performance Right can vest into.
Reorganisation	If there is a reorganisation (including, without limitation, consolidation, sub-division, reduction or return) of the issued capital of the Company, the rights of a holder will be varied, as appropriate, in accordance with the ASX Listing Rules which apply to reorganisation of capital at the time of the reorganisation.
Takeover Limitations	If the exercise of the Performance Rights into the Shares would result in contravention of section 606(1) of the Corporations Act, then the exercise of Performance Rights shall be into such number of Shares that would cause the contravention will be deferred until such time or times thereafter the exercise would not result in such a breach.
Other	The Performance Rights do not carry any dividend or voting rights, or rights to receive notices of, or attend, general meetings of Shareholders, any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise or any right to participate in the surplus profits or assets of the Company upon winding up of the Company.

Specific information required by ASX Listing Rule 10.14

Pursuant to and in accordance with the requirements of ASX Listing Rule 10.15, the following information is provided in relation to the proposed grant of Performance Rights:

- (a) Mr Demasi is a related party by virtue of being a Director of the Company and so falls under Listing Rule 10.14.1. If the Performance Rights are granted to a nominee of Mr Demasi, the nominee will be an Associate of the Director and fall under Listing Rule 10.14.2;
- (b) the number of Performance Rights (being the nature of the financial benefit being provided) to be granted to Mr Demasi (or his nominee) is:

Related Party	Number of Performance Rights
Mr Demasi	1,849,427

- (c) the current total remuneration package of Mr Demasi (inclusive of superannuation and equity-based remuneration) for the current financial year, and for the previous two financial years, is as follows. This is in addition to the Performance Rights proposed to be granted under this Resolution;

Related Party	Current financial year to 30 June 2027 (FR) ¹	Financial year Ended 30 June 2026 ²	Financial year Ended 30 June 2025 ³
Mr Demasi ⁴	\$752,500	\$1,627,588	\$275,160

Notes:

1. Comprising salary (\$720,000) and superannuation (\$32,500), not including any STI, LTI or Retention payments which are contingent on meeting certain gateway requirements and/or performance hurdles.
2. Comprising salary (\$720,000), superannuation (\$30,000), accrued cash STI (\$412,500), LTI (\$384,738) and change in accrued leave (\$80,350).
3. Comprising salary (\$102,867 pro-rated from 9 May 2025 when he commenced as his commencement date as Group CEO), superannuation (\$4,276), accrued cash STI (\$104,793, including pro-rated performance bonus of \$24,436 for meeting performance objectives), LTI (\$53,715) and change in accrued leave (\$9,455).
4. Note that the deferred STI and LTI values are the amortised accounting charge of all grants that have not lapsed or vested as at the start of the applicable financial year and no adjustment has been made to reflect actual STI or LTI vesting.

- (d) Mr Demasi (and his Associates) have not previously been issued any Equity Securities under the Plan;
- (e) the material terms and conditions of the Performance Rights to be granted to Mr Demasi are set out above and are also subject to the terms and conditions of the Plan;
- (f) the Company wishes to grant Performance Rights as:
 - (i) they will align the interests of Mr Demasi with those of Shareholders;
 - (ii) the issue is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Mr Demasi;
 - (iii) there is a deferred taxation benefit available to Mr Demasi in respect of the issue of the Performance Rights. This is also beneficial to the Company as it means Mr Demasi does not need to immediately sell Shares to fund a tax liability, as may be the case with an issue of Shares where the tax liability arises upon the issue of the Shares; and
 - (iv) they are simpler to administer than the grant of Shares that would need to be cancelled if the vesting conditions are not satisfied or waived;
- (g) the Company has valued the Performance Rights proposed to be issued to Mr Demasi on a prima facie basis using the VWAP of the Company's Shares traded on the ASX in the 30 trading days following release of the Annual Report. Based on this approach, the indicative value of the Performance Rights is set out below:

Performance Right	Valuation per Performance Right	Total Value
Tranche 1	\$0.4069	\$250,834.33
Tranche 2	\$0.4069	\$250,834.33
Tranche 3	\$0.4069	\$250,834.33
Total		\$752,500

The Company notes that the above valuation is prima facie only and does not take into account the probability of satisfying the applicable performance or service conditions. The value ultimately realised by Mr Demasi will depend on the extent to which those conditions are satisfied and the Company's share price at the relevant vesting dates.

- (h) the Performance Rights will be granted to Mr Demasi (or his nominee) no later than 1 year after the date of the Annual General Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated the Performance Rights will be issued shortly after the Meeting;
- (i) the Performance Rights will be granted for nil cash price, accordingly no funds will be raised;
- (j) a summary of the Plan, which applies to the Performance Rights, is set out in Annexure A;
- (k) no loan has or will be provided to Mr Demasi in relation to the issue or subsequent exercise of the Performance Rights;
- (l) details of any securities issued under the Plan will be published in the Company's annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14; and
- (m) any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after Resolution 5 is approved and who were not named in this Notice of Meeting will not participate until approval is obtained under that rule.

Approval pursuant to ASX Listing Rule 7.1 is not required to issue the Performance Rights to Mr Demasi or his nominee as approval is being obtained under ASX Listing Rule 10.14. Accordingly, the issue of Performance Rights to Mr Demasi or his nominee will not be included in the 15% calculation of the Company's 12 month capacity to issue Shares or other securities without Shareholder approval pursuant to ASX Listing Rule 7.1.

Termination Benefits

Shareholder approval is also being sought for the purposes of sections 200B and 200E of the Corporations Act to allow the accelerated vesting (or continuation unvested) of Mr Demasi's Performance Rights on Mr Demasi ceasing employment with the Company (as summarised under

"Cessation of employment" above), where to do so would constitute the giving of a benefit to which section 200B of the Corporations Act applies.

The value of any benefit relating to the Performance Rights given in connection with Mr Demasi ceasing to hold managerial or executive office cannot presently be ascertained. Matters, events and circumstances that will, or are likely to, affect the calculation of the benefit are:

- the number of unvested Performance Rights held by Mr Demasi prior to cessation of employment;
- the circumstances of or reasons for Mr Demasi's cessation of employment;
- the number of Performance Rights that the Board determines should vest on Mr Demasi's cessation of employment;
- the result of any pro-rating on cessation of employment;
- the performance of the Company and Mr Demasi against the performance hurdles as at the date of Mr Demasi's cessation of employment;
- whether the Performance Rights are settled in Shares or by payment of a cash equivalent amount; and
- the market price of the Company's Shares on ASX on the date that Shares are provided to Mr Demasi, or if a cash equivalent amount is paid to Mr Demasi, upon vesting of the Performance Rights.

Directors' recommendation

The Directors (other than Mr Demasi who is the subject of Resolution 5 and Mr Andrew Darbyshire who abstains from making a recommendation) unanimously recommend that Shareholders vote in favour of Resolution 5.

Resolution 6: Renewal of Proportional Takeover Provisions

Resolution 6 relates to a refresh of an existing provision of the Company's Constitution.

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

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

This Resolution seeks to reinstate the provisions of Articles 6.9 – 6.13 (inclusive) of the Constitution for three years from the date of approval of this Resolution. The Company last sought and received approval to renew Articles 6.9 – 6.13 (inclusive) of the Constitution at the 2022 annual general meeting. Given that the three year period expired in 2025, the Company is again seeking approval at the AGM.

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

What is a proportional takeover bid?

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

Why are the proportional takeover approval provisions required?

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

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

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

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

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

What is the effect of the proportional takeover approval provisions?

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

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

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

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

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

The proportional takeover approval provisions do not apply to full takeover bids (being an offer to acquire the entire shareholding of a shareholder and not a proportion only) and only apply for 3 years from that date of their renewal pursuant to Resolution 6. The provisions may again be renewed by a special resolution of Shareholders.

Acquisition proposals

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

Potential advantages and disadvantages

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

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

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

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

- (e) knowing the view of the majority of Shareholders may assist each individual Shareholder in assessing the likely outcome of the proportional takeover scheme bid and whether to approve or reject that bid.

The potential disadvantages for Shareholders include:

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

Directors' recommendation

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

Resolution 7: Amendments to Constitution

General

Under section 136(2) of the Corporations Act, a company may amend its constitution by a special resolution of shareholders. For a Special Resolution to be passed, at least 75% of the votes cast by Shareholders entitled to vote on the Resolution must be in favour of the Resolution.

The Company's Constitution was adopted in 2006 and has not been amended since that date. Since 2006, there have been a number of amendments to the ASX Listing Rules, Corporations Act and developments in corporate governance practices. hummmgroup is seeking Shareholder approval to amend its Constitution for consistency with certain updates to the ASX Listing Rules and Corporations Act and align the Constitution with current corporate governance and commercial practices.

The Company is proposing amendments to the Constitution, including the following:

- amendments to Article 8 relating to general meetings including to:
 - accommodate meetings at one or more physical venues and using virtual meeting technology (subject to applicable law);
 - accommodate holding a general meeting using virtual meeting technology only (subject to applicable law), other than in respect of Annual General Meetings; and
 - dealing with proxies, attorneys or representatives;
- amendments to Article 9 relating to voting and conduct at general meetings;
- inclusion of a provision for the use of technology for directors meetings;
- amendments to Article 18 relating to service of documents and notice; and
- associated amendments to the interpretation and definition sections.

A copy of the Company's Constitution showing the amendments proposed under the Resolution is available on hummmgroup's website at: <https://investors.humm-group.com/Investor-Centre/?page=corporate-governance> and will be mailed out to Shareholders by the Company on request. Shareholders can request a copy of the amendments by calling the Company's registry MUFG Corporate Market Services (AU) Limited on 1800 881 432 (within Australia) or +61 1800 881 432 (outside Australia).

A summary of the proposed amendments to the constitution is set out in Annexure C.

Shareholders should read Annexure C carefully before deciding how to vote on this Resolution.

The Chair of the Meeting intends to vote all available undirected proxies FOR the Resolution.

Directors' recommendation

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

Resolution 8: Conditional Spill Resolution (ONLY IF REQUIRED)

IMPORTANT NOTE: In accordance with the Corporations Act, this Resolution will only be put to the Meeting if at least 25% of the votes cast on Resolution 3 are against the adoption of the Remuneration Report.

General

The Corporations Act requires that if at least 25% of votes are cast against the adoption of the remuneration report at two consecutive annual general meetings, then a resolution must be put to shareholders at the second annual general meeting substantially in the form of Resolution 8.

At the 2025 annual general meeting, more than 25% of the votes validly cast on the resolution concerning the adoption of the remuneration report presented at that meeting were cast against that resolution. Accordingly, if at this Meeting at least 25% of votes validly cast are against the adoption of the Remuneration Report (Resolution 3) then this Resolution will be put to the Meeting.

If this Resolution is put to the Meeting and more than 50% of the votes validly cast vote in favour of this Resolution, then:

- (a) a Spill Meeting must be held within 90 days after this Meeting. If required, details of that meeting will be notified to Shareholders in due course;
- (b) all of the current members of the Board, other than the Managing Director, who continue to hold office as at the date of the Spill Meeting will vacate their offices immediately before the end of the Spill Meeting and will be eligible to stand for re-election; and
- (c) at the Spill Meeting, resolutions will be voted on to elect individuals to the vacated offices.

Notwithstanding that the current Directors will be eligible to stand for re-election at the Spill Meeting, there is no assurance that they will be elected to do so.

If at this Meeting less than 25% of votes validly cast are against the adoption of the Remuneration Report (Resolution 3), then this Resolution will not be put to the Meeting.

If all of the current Directors cease to be Directors prior to the Spill Meeting, the Spill Meeting need not be held.

In deciding how to vote on the Spill Resolution, the Board recommends that Shareholders consider the following factors:

- (a) the Board has undertaken a significant governance renewal program during FY26, including Board renewal, implementation of all recommendations arising from the McGrathNicol Board Governance & Effectiveness Review, the appointment of an independent Chair and enhancements to governance frameworks and Board processes;
- (b) a Spill Meeting may disrupt the implementation of those governance initiatives and the orderly execution of the Company's strategy;
- (c) the Board has only recently undergone substantial renewal, with the appointment of four new independent non-executive Directors during FY26 as part of a broader Board refresh process and following engagement with Shareholders, and a Spill Meeting may undermine the stability and continuity that those changes were intended to achieve;
- (d) the Company has recently completed a period of significant corporate activity and is focused on executing its strategy and delivering long-term Shareholder value; and
- (e) there is no assurance that any or all of the Directors will stand for re-election at the Spill Meeting.

Directors' recommendation

The Board unanimously recommends that Shareholders vote **AGAINST** this Resolution.

GLOSSARY

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

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

Annual Report means the annual financial report of the Company for the financial year ended 30 June 2026.

Associate has the meaning given to it in ASX Listing Rule 19.12.

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

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

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

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

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

Awards has the meaning given to it in the Explanatory Memorandum in respect of Resolution 4.

Board means the current board of Directors.

Chair means the chairperson of the Meeting.

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

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

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

Constitution means the constitution of the Company.

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

Directors means the current directors of the Company.

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

Equity Securities has the meaning given to it in the ASX Listing Rules.

Explanatory Memorandum means the explanatory memorandum accompanying this Notice.

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

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

Options means an option to be issued or transferred a Share (or paid a cash payment at the discretion of the Board if so provided by an invitation) upon and subject to the terms of the Plan rules and the terms of any applicable invitation.

Performance Rights means a right to be issued or transferred a Share (or paid a cash payment at the discretion of the Board if so provided by an invitation), upon the satisfaction of applicable performance-based vesting conditions, and otherwise subject to the terms of the Plan rules and the terms of any applicable invitation.

Plan means the employee incentive scheme of the Company known as the "Humm Group Incentive Awards Plan".

Proxy Form means the proxy form accompanying the Notice.

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

Resolution means a resolution set out in the Notice.

Service Rights means a right to be issued or transferred a Share (or paid a cash payment at the discretion of the Board if so provided by an invitation), upon the satisfaction of applicable service-based vesting conditions, and otherwise subject to the terms of the Plan rules and the terms of any applicable invitation.

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

Shareholder means a holder of a Share.

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

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

Spill Meeting has the meaning given to it in the Explanatory Memorandum in respect of Resolution 3.

Spill Resolution has the meaning given to it in the Explanatory Memorandum in respect of Resolution 3.

VWAP means the volume weighted average price.

ANNEXURE A

SUMMARY OF INCENTIVE AWARDS PLAN

Term	Description
Eligibility	The Board has the discretion to determine which "Eligible Participants" can participate in the Incentive Awards Plan (" Plan "), and the number and type of Awards that they will be offered. Eligible Participants are any existing or prospective full-time or part-time employee, casual employee, director or individual service providers of the Company or any of its subsidiaries who are declared by the Board to be eligible to receive grants of Awards under the Plan.
Awards	Under the Plan the Company can grant Options, Performance Rights and Shares (together, " Awards "). The Board has the discretion to set the terms and conditions on which it will offer Awards under the Plan.
Invitation and Application Form	The Board may, in its absolute discretion, make a written invitation to any Eligible Participant to apply for Awards upon the terms set out in the Plan and upon such additional terms and conditions as the Board determines ("Invitation"). On receipt of an Invitation, an Eligible Participant (or their permitted nominee) may apply for the Awards the subject of the Invitation by providing a completed application form to the Company (which may be online). The Board may accept an application from an Eligible Participant or permitted nominees in its discretion. In the event of any inconsistency between the Plan and a specific Invitation, the specific Invitation prevails. This can be used to modify the application of the Plan where necessary in specific circumstances.
Conditions to acquisition of Awards	The acquisition of Awards is conditional on compliance with all applicable legislation, stock exchange rules and the Constitution, and receipt of any necessary approvals required under applicable legislation, stock exchange rules, contractual agreements and the Constitution.
Cap on certain Invitations	Where an Invitation for Awards that require cash consideration to be paid either on issue or exercise (eg. an option with an exercise price) is proposed to be made and the Company wishes to rely on the employee share scheme provisions in Division 1A of Part 7.12 of the Corporations Act (" ESS Provisions "), and the offer is not being made to an exempt investor under section 708 of the Corporations Act, the Company must reasonably believe, when making such an Invitation, that the Invitation will not result in the Company breaching the cap imposed by the ESS Provisions (being, where the Company is listed on a stock exchange, 5% of the total number of Shares on issue at the date of the Invitation or such other percentage as specified in the Company's Constitution).
Acquisition Price for Awards	The grant of Awards under the Plan may be subject to the payment of an acquisition price by the Participant as determined by the Board, or otherwise Awards may be granted at no cost to the Participant.
Exercise Price of Convertible Securities	The exercise price of Options or Performance Rights (together, " Convertible Securities ") may be determined by the Board or otherwise may be exercised at no cost to the Participant.
Expiry Date of Convertible Securities	Convertible Securities that do not automatically convert on vesting should be given an expiry date, which can be no more than the date 15 years from the

	date of grant of the Convertible Securities. A Convertible Security lapses on the Expiry Date if it has not been converted or otherwise lapsed.
Nature of Convertible Securities	Each Convertible Security will entitle its holder to subscribe for and be issued or transferred, one Share (upon vesting and exercise of that Convertible Security) unless the Plan or an applicable Invitation otherwise provides. See below in relation to a Cash Payment alternative and Cashless Exercise Facility. A Convertible Security does not entitle the Participant to: (i) other than as required by law, be given notice of, or to vote or attend at, a meeting of Shareholders; (ii) receive any dividends of the Company, whether fixed or at the Directors' discretion; (iii) any right to a return of capital, whether in a winding up, upon a reduction of capital, or otherwise; (iv) any right to participate in the surplus profits or assets of the Company upon a winding up; or (v) participate in new issues of Securities such as bonus issues or entitlement issues.
Vesting and exercise of Convertible Securities	The Board may determine that Convertible Securities will be subject to performance, service, or other conditions which must be satisfied before the Convertible Securities vest and are exercisable (either at the holder's election or automatically) ("Vesting Conditions") and, if so, must specify those Vesting Conditions in the invitation to each Eligible Participant. The Board may, in its discretion, amend or waive any Vesting Conditions attaching to Convertible Securities at any time, subject to applicable law and stock exchange rules (which may require a rule waiver and Shareholder approval). Specific invitations can provide that Vesting Conditions are automatically waived in full or pro rata in certain circumstances, for example a person ceasing employment due to resignation in Special Circumstances or on a Change of Control. Convertible Securities which have not lapsed under the Plan will vest if and when any applicable Vesting Conditions have been satisfied or waived. Vested Convertible Securities can be exercised before their Expiry Date, unless they are exercised automatically on vesting (which must be specified in an invitation to apply). Following the valid exercise of a Convertible Security, the Company will issue or arrange the transfer of a Share to the Participant. Alternatively, if provided for by an Invitation, the Board may determine to make a cash payment equal to the Market Value of a Share as at the date the Convertible Security is exercised less, in respect of an Option, any Option Exercise Price, and any superannuation or other taxes, duties or other amounts the Company is required to pay or withhold in respect of any cash payment ("Cash Payment"). For the avoidance of doubt, if the Vesting Conditions relevant to a Convertible Security are not satisfied and/or otherwise waived, that Convertible Security will lapse.
Cashless Exercise Facility	The Board may, in its discretion, where Market Value is higher than the exercise price of vested Options, permit a Participant not pay the exercise price for exercised Options and instead be issued that number of Shares equal in value to the positive difference between the then Market Value of the Shares at the time of exercise and the Exercise Price that would otherwise

	be payable to exercise those Options (with the number of Shares rounded down to the nearest whole Share) (" Cashless Exercise Facility ").
Disposal of Convertible Securities	Except as otherwise provided for by the Plan, an Invitation, the ASX Listing Rules or required by law, a Convertible Security may only be disposed: (i) with the consent of the Board (which may be withheld in its discretion) in Special Circumstances, being: (A) ceasing to be an Eligible Participant due to death or total or permanent disability, or retirement or redundancy; (B) severe financial hardship; or (C) any other circumstance stated to constitute "special circumstances" in the terms of the relevant Invitation; or (ii) by force of law upon death to the Participant's legal personal representative or upon bankruptcy to the Participant's trustee in bankruptcy or under the law relating to mental health.
Shares as an Award or on vesting of Convertible Securities	Shares granted under the Plan or issued or transferred on the exercise of Convertible Securities will rank equally in all respects, and carry the same rights and entitlements, as other issued Shares, including dividend and voting rights.
Restricted Shares	(i) Subject to the Plan, Shares can be made subject to a Restriction Condition and/or a Restriction Period, either of which prohibit disposal until satisfied or waived (unless an Invitation otherwise provides). (ii) Subject to the Plan, the Board may, at its discretion, waive or amend any Restriction Condition or Restriction Period applying to a Share at any time in whole or in part, subject to applicable law and stock exchange rules. (iii) Subject to the Plan, if a Restriction Condition is not met (and is not waived), the Company may, amongst other remedies, buyback and cancel the Shares for such consideration as determined by the Board (which may be nil), sell the Shares for at least 80% of Market Value, or declare the Shares to be forfeited and, where held by a trustee, for the Shares to return to the unallocated pool or to be allocated to a different Participant. (iv) A Share that is subject to a Restriction Period is not at risk of buyback/sale/forfeiture, it is just unable to be disposed of during the Restriction Period.
Forfeiture/lapse of Awards	Unless otherwise determined by the Board, a Share granted under the Plan will be forfeited, and a Convertible Security will lapse, in certain circumstances including: (i) in the case of a Convertible Security: (A) where the Board determines that any Vesting Condition applicable to the Convertible Security cannot be satisfied (and is not waived); or (B) on the Expiry Date applicable to the Convertible Security; (ii) in certain circumstances if the Eligible Participant leaves (ie. ceases to be an Eligible Participant). See 'Ceasing to be an Eligible Participant' below; (iii) if the Board determines that the Award is liable to clawback (see 'Misconduct and Clawback' below); and (iv) where the Participant purports to dispose of the Award or enter any arrangement in respect of the Award, in breach of any disposal or hedging restrictions.

Participation and anti-dilution rights of Convertible Securities	Convertible Securities do not confer the right to participate in new issues of Shares or other securities in the Company. Subject to the ASX Listing Rules, the Plan provides for adjustments to be made to the number of Shares which a Participant would be entitled on a reorganisation of capital. If an Invitation provides, the number of Shares acquired on exercise of Convertible Securities and/or the exercise price (if any) of the Convertible Securities can be adjusted, in accordance with stock exchange rules, in the event of a bonus issue or pro-rata issue to existing holders of Shares (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment).
Hedging	Participants must not enter any arrangement for the purpose of hedging, or otherwise affecting their economic exposure to any Convertible Securities or Restricted Shares.
Quotation of Awards	Awards, except Shares, will not be quoted on a stock exchange. The Company will, if its Shares are quoted on a stock exchange, apply for official quotation of any Shares issued under the Plan, in accordance with applicable stock exchange rules.
Ceasing to be an Eligible Participant	Subject to the Plan and an Invitation providing otherwise, upon a Relevant Person ceasing to be an Eligible Participant: (i) the Board, in its discretion, may resolve that unvested Convertible Securities lapse or vest in full or pro rata, or continue on foot subject to applicable Vesting Conditions (unless waived); (ii) the Board, in its discretion, may resolve that any vested Convertible Securities acquired by the Relevant Person or their Nominee under the Plan must be exercised within 21 days (or such earlier period as the Board determines) of the date the Relevant Person ceases to be an Eligible Participant. If the Convertible Security is not exercised within that period, the Board may resolve, in its discretion, that the Convertible Security lapses as a result; and (iii) the Company may buy back and cancel, sell, or declare to be forfeited any Shares acquired by the Relevant Person or their Nominee under the Plan that are subject to an unsatisfied Restriction Condition that is not waived by Board. Specific Invitations can vary the above arrangements (eg. to allow for full or partial vesting for good leavers unless the Board resolves otherwise).
Change of Control or Business Sale	Subject to the Plan and an Invitation providing otherwise, if a Change of Control or Business Sale occurs, or the Board determines that such an event will occur, the Board may, in its discretion, determine the manner in which any or all of a Participant's Awards will be dealt with, including, without limitation, in a manner that allows the Participant to participate in and/or benefit from any transaction arising from or in connection with the Change of Control or Business Sale. Specific Invitations can vary the above arrangements (eg. to allow for full or partial vesting on a Change of Control or Business Sale unless the Board resolves otherwise).
Misconduct and Clawback	The Board retains discretion, subject to law, to adjust vesting conditions, reduce or extinguish entitlements, deem rights/Shares lapsed or forfeited, require repayment of value of Shares or dividends, or adjust future incentive entitlements – including where fraud, dishonesty, serious misconduct, gross negligence, conviction of an offence, material misstatement, or reputational

	damage is involved, or where a material misstatement in financial statements affects vesting.
Trust	The Company may establish an employee share trust for the purposes of the Plan.

ANNEXURE B

EXTRACT FROM HUMM GROUP LIMITED'S CONSTITUTION

6.9. Resolution required for proportional takeover provisions

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

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

6.10 Procedure for resolution

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

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

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

6.11 Persons entitled to vote

The only persons entitled to vote on the approving resolution are those persons who, as at the end of the day on which the first offer under the bid was made, held bid class securities. Each person who is entitled to vote is entitled to one vote for each bid class security held by that person at that time.

Neither the bidder nor any associate of the bidder is entitled to vote on the resolution.

6.12 Resolution passed or rejected

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

6.13 Resolution taken as passed

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

ANNEXURE C

SUMMARY OF PROPOSED AMENDMENTS TO CONSTITUTION

Topic	Summary of proposed amendments
General meetings (Article 8)	- The proposed amendments seek to align the Constitution with changes to the Corporations Act which provide flexibility for companies to hold hybrid meetings (where shareholders may participate either in person or using virtual meeting technology) or wholly virtual meetings other than in respect of Annual General Meetings (where shareholders can only participate using virtual meeting technology and not at a physical location). The amendments are designed to ensure the Company can continue to hold effective shareholder meetings in a range of circumstances while facilitating meaningful shareholder participation. - The proposed amendments are intended to provide the Company with flexibility to hold meetings using technology in circumstances where this is appropriate or necessary, while preserving opportunities for shareholder participation. The Board recognises the importance of shareholder engagement and currently intends to continue holding shareholder meetings as physical or hybrid meetings where it is practical to do so. The ability to hold a wholly virtual meeting is intended to provide flexibility in exceptional circumstances, such as where public health restrictions or other factors make a physical meeting impracticable. Any virtual meeting would be conducted in a manner that enables shareholders to participate, ask questions and exercise voting rights effectively. - Further amendments facilitate the Company holding hybrid and virtual meetings, for example, they expressly set out that the appointed chair of the meeting may adjourn a meeting to address technical issues and allow another person to act as chair for parts of a meeting where the appointed chair is absent or unable to act. Any proxies held by the appointed chair will then be taken to be in favour of the acting chair. - A range of amendments are also proposed to assist with the orderly conduct of general meetings. These include expressly setting out actions the chair may take, including to refuse entry or take security measures in respect of a person who does not comply with security arrangements, determine not to put a resolution to the meeting (except for resolutions requisitioned by shareholders or required by law), and refuse to allow an amendment to a resolution or any business to be transacted unless the general nature of the business is stated in the relevant notice of meeting. - Amendments are proposed to assist with the administration of appointments of proxies, attorneys and representatives of shareholders. These include clarifying what actions the Company may take in respect of an improperly executed, incomplete or unclear instrument appointing a proxy, attorney or representative, in what form an instrument appointing a proxy, attorney or representative will be taken to be valid and the steps a shareholder can take to validly lodge a proxy appointment electronically where electronic lodgement is provided for in the notice of meeting. - Amendments are proposed to allow a proxy to speak and vote for a shareholder at a general meeting while the appointing shareholder is present, giving shareholders additional flexibility to participate in hybrid meetings in the manner most

	convenient to them. Currently, a proxy's authority to speak and vote for a shareholder at a general meeting is suspended while the shareholder is present.
Voting at general meetings (Article 9)	- To reflect changes to the Corporations Act and the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations, amendments are proposed to clarify that voting at a general meeting will generally be conducted by poll, including where, for so long as the Company is ASX listed, the notice convening the general meeting sets out an intention to propose the resolutions to be voted on and states the resolutions or where a poll is demanded by the chair of the meeting or shareholders in accordance with the Corporations Act. Voting by poll is generally seen as more accurate and a better reflection of the voting power of all shareholders, compared to voting at the meeting by a show of hands. The Company's practice to date has been to conduct voting by poll so the proposed amendments will not result in any change of approach. The amendments also clarify that where voting at a general meeting is conducted by poll, the result of the poll may be announced in the manner and at the time the chair of the meeting considers appropriate. - Amendments are proposed to facilitate shareholders voting directly on resolutions before a general meeting without the need to attend the meeting or appoint a proxy to attend the meeting and vote on the shareholder's behalf. Direct voting will be enabled for a general meeting where the Directors determine that direct voting is to be used and will entitle shareholders to exercise the same number of votes on a resolution as they would be entitled to exercise if they voted at the meeting in person or by proxy. The amendments also expressly set out the circumstances in which a direct vote will be disregarded, for example, where a direct vote is cast by a shareholder that is not entitled to vote on the resolution or where a direct vote is cast by a shareholder who is present at the meeting at the time the resolution is considered. The amendments also allow the Company to disregard any votes cast on a resolution by a shareholder by way of direct vote where a vote is also cast by a proxy, attorney or representative appointed by that same shareholder on the resolution or where a further direct vote is cast by a shareholder on the resolution. The purpose of this amendment is to avoid multiple voting by shareholders.
Director meetings (Article 12)	As with the proposed amendments relating to the holding of general meetings discussed above, the proposed amendment seeks to provide flexibility for directors to hold meetings using virtual meeting technology.
Service documents (Article 18)	- Amendments are proposed to clarify that, in addition to the other methods of giving a document currently prescribed by the constitution, the Company may give a document to a shareholder by notifying the shareholder by an electronic means nominated by the shareholder that the document is available and how the shareholder may use the nominated access means to access the document and by any other means permitted by law. - The constitution currently provides that a document sent by fax or electronic transmission will be taken to have been delivered on the day following transmission. Amendments are proposed to change the time of deemed receipt to the time when the fax or electronic transmission is recorded in the sender's system as being sent, unless a bounce-back is received. - Amendments are also proposed to make clear that where a shareholder is uncontactable by the Company, a document will be deemed to be given to the shareholder if the document is available for inspection at the Company's registered office for 48 hours and will be taken to be served at the start of that period.

LODGE YOUR VOTE



ONLINE

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



BY MAIL

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



BY FAX

+61 2 9287 0309



BY HAND

MUFG Corporate Markets (AU) Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150



ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474



X99999999999

PROXY FORM

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

APPOINT A PROXY

☐ the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting,

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (AEDT) on Friday, 20 November 2026 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a physical event. You can participate by attending in person at **Level 14, 255 Pitt Street, Sydney NSW 2000** or logging in online to view the live webcast at <https://meetings.openbriefing.com/HUM26> (refer to details in the Virtual Annual General Meeting Online Guide).

Important for Resolutions 3, 4, 5 & 8: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 3, 4, 5 & 8, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

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

VOTING DIRECTIONS

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

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

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Re-election of a director, Mr Rajeev Dhawan	☐	☐	☐	5 Approval to issue Performance Rights to Managing Director Angelo Demasi (or nominee) under the Plan	☐	☐	☐
2 Re-election of a director, Mr Garry Sladden	☐	☐	☐	6 Renewal of Proportional Takeover Provisions	☐	☐	☐
3 Adoption of Remuneration Report	☐	☐	☐	7 Amendments to Constitution	☐	☐	☐
4 Approval of Incentive Awards Plan	☐	☐	☐	8 Conditional Spill Resolution (ONLY IF REQUIRED)	☐	☐	☐



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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

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

HUM PRX2605N

For personal use only



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

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

DEFAULT TO CHAIRMAN OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

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

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

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

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

CORPORATE REPRESENTATIVES

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

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (AEDT) on Wednesday, 18 November 2026**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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



ONLINE

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

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



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link

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

into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

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

QR Code



BY MAIL

humgroup limited

C/- MUFG Corporate Markets (AU) Limited

Locked Bag A14

Sydney South NSW 1235

Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to MUFG Corporate Markets (AU) Limited*

Parramatta Square

Level 22, Tower 6

10 Darcy Street

Parramatta NSW 2150

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

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

For personal use only