



19 October 2021

Notice of Annual General Meeting 2021

hummm group limited (ASX: HUM) attaches its Notice of Annual General Meeting 2021 (2021 AGM).

Further instructions on how to participate in the 2021 AGM, both online and by telephone are provided in the Virtual Meeting Online Guide, which can be accessed on our website at: <https://investors.humm-group.com/Investor-Centre/?page=annual-general-meetings>

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Authorised for release by the **hummm**group Board of Directors.

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ABOUT HUMMMGROUP

hummmgroup is revolutionising the way people pay. **hummm**group has developed some of Australia and New Zealand's most exciting and accessible consumer finance products including **hummm**, **bundll**, **hummm90** and **hummmpro**. **hummm**group continues to design products around the core needs of financially savvy consumers spanning millennial spenders through to young families and SMEs. **hummm**group facilitates purchases for over 2.7 million customers and operates in Australia, New Zealand, Ireland and the United Kingdom.

NOTICE OF ANNUAL GENERAL MEETING 2021.

Dear Shareholder

Annual General Meeting 2021

On behalf of the Directors of hummm group limited (**hummmgroup**), I am pleased to invite you to attend **hummmgroup's** 2021 Annual General Meeting (2021 AGM). Enclosed is the Notice of Meeting setting out the business of the 2021 AGM.

hummmgroup's 2021 AGM will be held as a virtual meeting on Thursday, 18 November 2021 commencing at 4.00pm (AEDT).

In response to the continuing global COVID-19 pandemic and current governmental restrictions on physical gatherings the 2021 AGM is to be held as a virtual meeting. Shareholders will have the opportunity to attend and participate online (to view the 2021 AGM, ask written questions and vote in real time) and via telephone (to ask oral questions). There will be no physical meeting where members and members' proxies can attend in person.

The Notice of Meeting is available for you to view and download at **hummmgroup's** website at: <https://investors.humm-group.com/Investor-Centre/>. If you wish to receive a hard copy of the Notice of Meeting, please contact the share registry, Link Market Services at 1300 554 474 (within Australia) or at +61 1300 554 474 (outside Australia).

Your participation in the 2021 AGM is important and all shareholders and proxyholders are encouraged where possible to attend and participate in the 2021 AGM virtually via the online platform at: <https://agmlive.link/HUM21>.

To do this, you will need a desktop or laptop computer or mobile/tablet device with internet access, and you will need to provide your details (including Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to be verified as a security holder or proxyholder.

The online platform will allow you to participate in the proceedings and vote and ask written questions in real-time. We recommend logging in to the online platform at least 15 minutes prior to the scheduled start date for the 2021 AGM. A telephone line will also be available to listen to the 2021 AGM and ask oral questions.

Even if you plan to attend the 2021 AGM online, we still encourage you to submit a directed proxy in advance of the 2021 AGM online, so that your votes can still be counted if for any reason you cannot attend (for example, if you experience an issue with your internet connection on the day of the 2021 AGM).

Further instructions on how to participate in the 2021 AGM, both online and by telephone are provided in the Virtual Meeting Online Guide which can be accessed online at the following website address: <https://investors.humm-group.com/Investor-Centre/> or by contacting our Share Registry, Link Market Services.

The Directors of **hummmgroup** recommend that shareholders vote **in favour** of all resolutions proposed to be placed before the 2021 AGM.

I look forward to welcoming you at the 2021 AGM.

Yours sincerely



Andrew Abercrombie
Chairman

19 October 2021

NOTICE OF ANNUAL GENERAL MEETING 2021.

Notice is given that the 2021 Annual General Meeting (2021 AGM or Meeting) of humm group limited (the Company or **hummgroup**) will be held on Thursday, 18 November 2021 at 4.00 pm AEDT as a virtual meeting at <https://agmlive.link/HUM21>.

In response to the continuing COVID-19 pandemic and current government restrictions on physical gatherings, the 2021 AGM will be held as a virtual meeting. There will be no physical meeting where shareholders and proxies can attend in person. Shareholders and proxies will instead be provided with an opportunity to attend and participate online, including viewing the Meeting, asking written questions and voting in real time. A telephone line will also be available to listen to the Meeting and ask oral questions.

Agenda.

1. Financial Report, Directors' Report and Auditor's Report

To receive and consider the Financial Report, Directors' Report and Auditor's Report of the Company for the financial year ended 30 June 2021.

2. Remuneration Report

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

"That the Remuneration Report (which forms part of the Directors' Report) for the financial year ended 30 June 2021 be adopted."

Note: The vote on this resolution is advisory only and does not bind the Directors or the Company.

3. Election of Director – Alistair Muir

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

"That Alistair Muir be elected as a Director of **hummgroup**."

4. Re-election of Director – Andrew Abercrombie

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

"That Andrew Abercrombie be re-elected as a Director of **hummgroup**."

5. Re-election of Director – Carole Campbell

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

"That Carole Campbell be re-elected as a Director of **hummgroup**."

VOTING EXCLUSION STATEMENTS

Item 2

The Company will disregard any votes cast on the resolution in Item 2:

- by or on behalf of a member of the Company's key management personnel (KMP) named in the Remuneration Report for the year ended 30 June 2021 or their closely related parties, regardless of the capacity in which the votes are cast; or
- as proxy by a person who is a member of the KMP on the date of the 2021 AGM or their closely related parties.

However, votes will not be disregarded if they are cast as proxy for a person entitled to vote:

- in accordance with the directions on the proxy form; or
- by the Chairman of the Meeting, in accordance with an express authorisation in the proxy form to exercise the proxy even though the resolution in item 2 is connected with the remuneration of the KMP.

ENTITLEMENT TO ATTEND AND VOTE

The Board has determined that, for the purposes of determining voting entitlements at the Meeting, those persons who are registered as holding shares in the Company at 7pm (AEDT) on Tuesday, 16 November 2021 will be entitled to vote.

All voting at the 2021 AGM will be by way of a poll.

PARTICIPATING VIA THE ONLINE PLATFORM

Shareholders and proxyholders may view the Meeting, vote, ask questions and make comments in real-time using the online platform. To use the online platform, you will need a desktop or laptop computer or mobile/tablet device with internet access, and you will need to provide your details (including Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to be verified as a security holder or proxyholder.

Shareholders (including their attorneys) and proxyholders may participate in the virtual 2021 AGM (including voting and asking questions in real time) by logging in online at <https://agmlive.link/HUM21>. It is recommended that shareholders and proxyholders login to the online platform at least 15 minutes prior to the scheduled start time for the Meeting.

Further instructions on how to participate in the 2021 AGM, both online and by telephone, are provided in the Virtual Meeting Online Guide which can be accessed online at the following website address: <https://investors.humm-group.com/Investor-Centre/> or by contacting our Share Registry, Link Market Services.

Voting by attorney

If a shareholder executes or proposes to execute a document, or do any act, by or through an attorney which is relevant to that shareholder's shareholding in the Company, that shareholder must deliver the instrument appointing the attorney to the Share Registry for notation.

Shareholders wishing to vote by attorney at the 2021 AGM must, if they have not already presented an appropriate power of attorney to the Company for notation, deliver to the Share Registry (at the address or email address set out in the section headed "Proxies" below) the original instrument appointing the attorney or a certified copy of it no later than 48 hours before the start of the 2021 AGM.

Any power of attorney granted by a shareholder will, as between the Company and that shareholder, continue in force and may be acted on, unless express notice in writing of its revocation or the death of the relevant shareholder is lodged with the Company.

Corporate Shareholders and Proxies

Corporate shareholders and proxies wishing to appoint a representative to attend and vote at the 2021 AGM on their behalf must provide the representative with:

- a) a properly executed letter or certificate authorising the person to act as the corporate shareholder's or proxy's representative; or
- b) a copy of the resolution of the corporate shareholder or proxy appointing the representative, certified by a secretary or director of the shareholder or proxy.

PROXIES

A shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of the shareholder. A shareholder who is entitled to cast two or more votes may appoint two proxies and specify the proportion or number of votes that each proxy is appointed to exercise.

A proxy need not be a shareholder of the Company and may be an individual or a body corporate.

You may appoint a proxy to vote on your behalf by either:

- a) appointing a proxy online via www.linkmarketservices.com.au by following the instructions on that website; or
- b) completing and returning the proxy form which accompanies this document in the manner specified below.

If a shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it:

- a) appoints an individual as its corporate representative to exercise its powers at the Meeting, in accordance with section 250D of the Corporations Act; and
- b) provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the Meeting.

If such evidence is not received before the Meeting, then the body corporate (through its representative) will not be permitted to act as a proxy.

Shareholders can direct their proxy how to vote by following the instructions on the Proxy Form, and are encouraged to do so.

PROXY VOTING BY KEY MANAGEMENT PERSONNEL (KMP)

If a shareholder appoints a KMP (which includes each of the Directors) or one of their closely related parties as their proxy, the proxy will not be able to cast the shareholder's votes on the resolution in Item 2, unless the shareholder directs them how to vote or the Chairman of the Meeting is the shareholder's proxy.

If you appoint the Chairman of the Meeting as your proxy or the Chairman of the Meeting is appointed as your proxy by default, and you do not direct your proxy how to vote on the resolution in Item 2 on the proxy form, then by completing and submitting the proxy form, you will be expressly authorising the Chairman of the Meeting to exercise your proxy, even though Item 2 is connected directly or indirectly with the remuneration of the Company's KMP, which includes the Chairman.

The Chairman of the Meeting intends to vote all available proxies able to be voted **in favour** of each item of business set out in this Notice of Meeting.

LODGE MENT OF PROXY FORMS

Proxy Forms may be lodged with the Company's Share Registry:

- a) online at www.linkmarketservices.com.au;
- b) by post to Link Market Services Limited in the enclosed reply-paid envelope (where provided); or
- c) by fax to Link Market Services Limited on +61 2 9287 0309.

To be effective, your Proxy Form and the Power of Attorney or other authority (if any) under which it is signed (or a copy of the Power of Attorney or other authority, certified as a true copy by Statutory Declaration), must be received or, if you choose to appoint a proxy online, doing so, no later than 48 hours prior to the Meeting (i.e. no later than 4.00 pm (AEDT) on Tuesday, 16 November 2021).

Please note that if you wish to revoke your proxy appointment, you will need to inform the Share Registry of this revocation before the commencement of the 2021 AGM. You may do so by contacting the Share Registry on +61 1800 881 432 Monday to Friday between 9am and 5pm (Sydney time). Unless your proxy's appointment is revoked, you will not be allowed to vote at the 2021 AGM in any other capacity. This means that if you appoint a proxy prior to the 2021 AGM but then decide to attend the 2021 AGM yourself, your proxy retains the ability to vote, not you.

Proxies participating in the virtual 2021 AGM will receive an email from the Share Registry prior to the 2021 AGM containing details of their Proxy Number which they will need to use for their online registration process. Proxies are asked to login online 15 minutes prior to the time designated for the commencement of the 2021 AGM, if possible, to register and to obtain a Voting Card.

VOTING

All voting at the 2021 AGM will be conducted by way of a poll.

ASKING QUESTIONS

During the Meeting

Shareholders will be able to ask questions during the Meeting. Written questions or comments can be asked or made via the online platform. Shareholders who wish to ask a question or make a comment verbally may do so via telephone line. Shareholders will need to contact Link Market Services on 1800 990 363 (within Australia) or +61 1800 990 363 (outside Australia) prior to the 2021 AGM to obtain a personal identification number (PIN) to ask a question via the telephone.

To ask a question via telephone please dial 1800 316 740 or if dialling from outside Australia on +61 2 7201 7808 from 4:00 pm (AEDT) on the day of the 2021 AGM. You will receive instructions on how to ask a question during the 2021 AGM from the phone moderator. If your holding cannot be verified by the moderator, you will attend the 2021 AGM as a visitor and will not be able to ask a question.

Before the Meeting

Shareholders may submit written questions to the Company or the Company's auditor in advance of the Meeting by no later than 5:00pm (AEDT) on Thursday, 11 November 2021 by submitting them via the Shareholder Questions Form, which is available via the Investor Centre at www.linkmarketservices.com.au. The Chairman will endeavour to address as many of the more frequently raised relevant questions as possible. However, there may not be sufficient time available at the Meeting to address all of the questions raised. Please note that individual responses will not be sent to shareholders.

Written questions to the auditor must be relevant to the content of the Audit Report for the year ended 30 June 2021 or the conduct of the audit of the Company's Financial Report for the year ended 30 June 2021.

GUIDE TO PARTICIPATING IN THE VIRTUAL 2021 AGM

Please see the accompanying Virtual Meeting Online Guide provided by the Share Registry which includes the various requirements and helpful tips to guide your participation in the Meeting, including how to register, how to ask questions and how to cast or change your vote.

TECHNICAL DIFFICULTIES

Technical difficulties may arise during the course of the Meeting. The Chairman of the Meeting has discretion as to whether and how the online Meeting should proceed in the event that a technical difficulty arises. In exercising his discretion, the Chairman will have regard to the number of shareholders impacted and the extent to which participation in the business of the Meeting is affected. Where the Chairman considers it appropriate, the Chairman may continue to hold the online Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions.

For this reason, even if you plan to participate in the 2021 AGM online, we encourage you to submit a directed proxy vote so that your vote will be counted if for any reason you cannot vote on the day.

Dated 19 October 2021

By order of the Board



Belinda Hannover
Company Secretary

Explanatory Notes.

On the business to be transacted at the hummm group limited 2021 Annual General Meeting

These Explanatory Notes have been prepared to help shareholders understand the business to be put to shareholders at the 2021 Annual General Meeting (2021 AGM). These Explanatory Notes form part of the Notice of Annual General Meeting and should be read with the Notice of Annual General Meeting.

Item 1. Financial Report, Directors' Report and Auditor's Report

As required by section 317 of the Corporations Act, the Financial Report, Directors' Report and Auditor's Report of the Company for the financial year ended 30 June 2021 will be laid before the 2021 AGM. Shareholders will be provided with a reasonable opportunity to ask questions or raise comments about the reports or on the management of the Company. Also, a reasonable opportunity will be given to shareholders 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 Report and the independence of the auditor in relation to the conduct of the audit.

As there is no requirement for a formal resolution on this item, a resolution will not be put to the 2021 AGM.

Item 2. Remuneration Report

Under the Corporations Act, the Company is required to include, in the Directors' Report, a detailed Remuneration Report setting out certain prescribed information relating to Directors' and executives' remuneration and submit this for adoption by ordinary resolution of shareholders at the 2021 AGM.

The Company's Remuneration Report for the financial period ended 30 June 2021 is set out in the Directors' Report which forms part of the Company's 2021 Annual Report, a copy of which is available on the Company's website: <https://investors.humm-group.com/Investor-Centre/?page=annual-reports>

The Remuneration Report discusses matters including the remuneration policy of the Company, the remuneration paid to Directors and executives who are members of the Company's KMP, and the relationship between the remuneration of those Directors and executives and performance.

The vote on this resolution is advisory only and does not bind the Directors or the Company.

BOARD RECOMMENDATION

The Directors unanimously recommend that shareholders vote **in favour** of the resolution to adopt the Remuneration Report.

Item 3. Election of a Director – Alistair Muir

Alistair Muir will retire at the 2021 AGM and offer himself for election. The Company's Constitution sets out the provisions relating to the appointment of Directors under article 10.3(b).

Mr Muir was appointed as a Director of the Company with effect from 31 March 2021, after having undergone appropriate background checks.

Mr Muir is an experienced digital executive and entrepreneur with a focus on growing and scaling digital businesses. He has extensive experience in Financial Services and Fintech and has worked with a broad range of ASX50 and Fortune 500 companies to successfully launch new digital products and ventures.

This includes launching what is now Apple Music in Australia through to supporting the creation of more than 30 new companies from world-class science and technology from Commonwealth Scientific and Industrial Research Organisation (CSIRO) and other publicly funded research institutes.

Prior to submitting himself for election, Mr Muir acknowledged to the Company that he would have sufficient time to properly fulfil his duties to the Company. The Directors consider Mr Muir to be independent.

BOARD RECOMMENDATION

The Board considers that Mr Muir is a valuable addition to the Board in light of the particular skills, knowledge and experience that he brings to the Board and leadership of the Technology Committee matters as Chair of the Technology Committee. The Board considers that Mr Muir's technology skills along with proven experience in guiding digital innovation and development for transformation and growth supports his election.

The Directors (with Mr Muir abstaining) recommend that shareholders vote **in favour** of the election of Mr Muir as a Director.

Item 4. Re-election of a Director – Andrew Abercrombie

Andrew Abercrombie will retire at the 2021 AGM and offer himself for re-election. The Company's Constitution sets out the provisions relating to the appointment of Directors under article 10.3(a).

Mr Abercrombie became a founding director of the original FlexiRent business in 1991 and was the CEO until 2003. Mr Abercrombie has been a Non-Executive Director since November 2006.

Mr Abercrombie is an experienced commercial and tax lawyer and was a founding partner in a legal firm operating in both Sydney and Melbourne. Andrew left the law to complete an MBA at IMD in Switzerland. Following time abroad he returned to Australia and became involved in property investment and tax consulting. Andrew is currently involved in several philanthropic and think-tank ventures, together with private interests.

Prior to submitting himself for re-election, Mr Abercrombie acknowledged to the Company that he would have sufficient time to properly fulfil his duties to the Company. The Directors do not consider Mr Abercrombie to be an independent Director as he indirectly holds approximately 20.1% of the shares currently on issue in the Company and was a former CEO of the Company.

BOARD RECOMMENDATION

The Board considers that Mr Abercrombie continues to be a valuable addition to the Board in light of the particular skills, knowledge and experience that he brings to the Board and his leadership of Board discussions as Chairman. The Board considers that Mr Abercrombie's extensive corporate knowledge and understanding of the Company supports his re-election.

The Directors (with Mr Abercrombie abstaining) recommend that shareholders vote **in favour** of the re-election of Mr Abercrombie as a Director.

Item 5. Re-election of a Director – Carole Campbell

Carole Campbell will retire at the 2021 AGM and offer herself for re-election. The Company's Constitution sets out the provisions relating to the re-appointment of Directors under article 10.3(a).

Ms Campbell has over 30 years' financial executive experience in a diverse range of industries including professional services, financial services, media, mining and industrial services. Ms Campbell has served as a Director of the Company since May 2018.

Ms Campbell commenced her career with KPMG and has held executive roles with Macquarie Group, Westpac Institutional Bank, Seven West Media, Bis Industries and Merivale.

Ms Campbell is a Non-Executive Director of Southern Cross Media Group Limited (ASX:SXL, from September 2020) and G.U.D. Holdings Limited (ASX:GUD, from March 2021) and is Deputy Chair of Council of the Australian Film Television and Radio School. Ms Campbell was previously a Non-Executive Director of IVE Group Ltd (ASX:IGL, October 2018 – November 2020).

Prior to submitting herself for re-election, Ms Campbell acknowledged to the Company that she would have sufficient time to properly fulfil her duties to the Company. The Directors consider Ms Campbell to be independent.

BOARD RECOMMENDATION

The Board considers that Ms Campbell continues to be a valuable addition to the Board in light of the particular skills, knowledge and experience that she brings to the Board and leadership of Audit Committee matters as Chair of the Audit Committee. The Board considers that Ms Campbell's extensive experience in accounting, treasury, finance and risk management supports her re-election.

The Directors (with Ms Campbell abstaining) recommend that shareholders vote **in favour** of the re-election of Ms Campbell as a Director.