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25 June 2025

The Abercrombie Group's non-binding indicative offer to acquire humm group limited

humm group limited (ASX:HUM) ("**humm**group") advises that after the close of market on 23 June 2025 it received a non-binding indicative offer to acquire **humm**group from The Abercrombie Group Pty Ltd (**TAG**).

TAG is the family office of **humm**group Board Chair Andrew Abercrombie. TAG and its associates hold 26.6% of the shares on issue in **humm**group.

Offer price

The indicative offer is for the acquisition of all of the ordinary shares on issue in **humm**group (that are not currently held by TAG and its associates) for a cash price of $0.58[1] per share (**Offer**) compared to a closing price on 23 June 2025 of $0.43. TAG proposes to acquire the shares by way of a scheme of arrangement.

Key conditions

The Offer is expressed to be non-binding and is subject to a number of conditions, including completion of due diligence satisfactory to TAG and entry into by TAG and **humm**group of a mutually agreed scheme implementation deed (**SID**).

Implementation of the scheme of arrangement under the SID would be conditional on (among other things) customary approval of the **humm**group shareholders by the required majority and by the Court.

Independent Board Committee

An independent committee of the **humm**group Board of Directors (**IBC**) has been formed comprised of the independent non-executive directors, Andrew Darbyshire, Teresa Fleming and Robert Hines and authority to consider and respond to the Offer has been delegated to the IBC.

The IBC has determined to allow TAG a period of 4 weeks to undertake targeted due diligence to enable TAG to make a binding offer.

Next steps

hummgroup shareholders do not need to take any action in relation to the Offer. Shareholders should be aware that there is no certainty that TAG and **humm**group will enter into a binding SID or that a

[1] The cash offer price would be adjusted for any dividends or capital returns made by hummgroup prior to implementation of the scheme of arrangement.

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transaction will proceed.

hummgroup will continue to keep shareholders informed in accordance with its continuous disclosure obligations.

hummgroup has engaged K&L Gates as its legal adviser in relation to the Offer.

TAG has engaged Gresham Partners as financial adviser and MinterEllison as legal adviser in relation to the Offer.

This announcement is authorised by the members of the IBC.

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ABOUT HUMMGROUP

humm Group Limited ACN 122 574 583 (ASX: HUM) ("Company", and with its other group and consolidated entities "**humm**group" or "Group") is a diversified financial services company that provides instalment plans which enable businesses and consumers to make large purchases. **humm**group operates in Australia, New Zealand, Ireland, Canada, and the United Kingdom. Its principal activities include the provision of Commercial Lending in Australia and New Zealand; Point of Sale Payment Plans; Australia Cards (**humm**®90, Lombard and Once); and New Zealand Cards (including Farmers Finance Card, Farmers Mastercard®, Q Card, Q Mastercard® and Flight Centre Mastercard®).

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