

ASX ANNOUNCEMENT (ASX:HFY)

Notice of Annual General Meeting

Hubify Limited (HFY: HFY) advises that it will be holding an annual general meeting (**Meeting**) on 15th October 2025 which Hubify will seek the necessary approvals from shareholders in relation to the proposed resolutions which are outline in detail in this Notice.

The attached documentation in relation to the Meeting will be dispatched to shareholders;

- **Notice of Meeting and Explanatory Statement**, which provides an explanation of the resolutions proposed and the disclosures required by law; and
- **Proxy Form** (sample attached) to be used by shareholders to appoint a proxy to vote on their behalf at the Meeting.

The details of the Meeting are as follows:

Date:	Wednesday, 15 th October 2025
Time:	10.30am
Venue:	Suite 1.01, Level 1/65 Epping Rd, Macquarie Park NSW 2113

For further information, contact:

Victor Tsaccounis

Chief Executive Officer

Hubify Limited

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Hubify Limited
ACN 607 921 246

Notice of Annual General Meeting
And
Explanatory Statement
And
Proxy Form

Annual General Meeting of Hubify Limited to be held at Level 1, Suite 1.01, 65 Epping Road Macquarie Park, NSW 2113 on Wednesday, 15th October 2025 commencing at 10.30am (Sydney time).

This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety.

If Shareholders are in any doubt how to vote, they should seek advice from their own independent financial, taxation or legal advisor without delay.

Hubify Limited ACN 607 921 246
General information

This notice of meeting (**Notice**) relates to an annual general meeting (**Meeting**) of the shareholders of the Company (**Shareholders**).

The Meeting will take place at Level 1, Suite 1.01, 65 Epping Road Macquarie Park, NSW 2113 on Wednesday, 15th October 2025 commencing at 10.30am (Sydney time).

The purpose of the Meeting is to:

- Obtain Shareholder approval for a number of other matters which are outlined in more detail in this Notice.

The following documents accompany this Notice and are designed to assist Shareholders' understanding of the resolutions under consideration (**Resolutions**):

- **Explanatory Statement:** provides an explanation of the Resolutions and the disclosures required by law; and
- **Proxy form:** to be used by Shareholders to appoint a proxy to vote on their behalf at the Meeting.

Shareholders should read the above documents carefully.

**Hubify Limited ACN 607 921 246 General Meeting:
Agenda**

The business to be transacted at the Meeting is set out below;

1. Approval of Additional 10% Placement Capacity

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

"That for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the issue of up to 51,113,629 Equity Securities to such allottees and on such terms as set out in the Explanatory Statement."

2. Annual Report

To receive the financial statements, directors' report and auditor's report for the Company and its controlled entities for the year ended 30 June 2025

3. Remuneration Report

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

"That for the purposes of section 250R(2) of the Corporations Act (Cth) 2001 and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's Annual Financial Report for the financial year ended 30 June 2025."

Voting exclusion statement on Resolution 3:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the Directors or Key Management Personnel including Messrs Anthony Ghattas, Victor Tsaccounis and Charbel Nader, details of whose remuneration are included in the Remuneration Report or a Closely Related Party of such a member. If such a person does cast a vote, it shall be ignored. However, a person described above may cast a vote in this Resolution if appointed as a proxy:-

- (a) by writing that specifies the way the proxy is to vote on the resolution; or
- (b) he is the chair of the meeting and the appointment of the chair as proxy:
 - (i) does not specify the way the proxy is to vote on this resolution; and
 - (ii) expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of that person or any of his Closely Related Parties.

4. Re-election of Directors

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

“That for the purposes of clause 6.7 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Charbel Nader, Director, retires by rotation, and being eligible, is re-elected as a Director.”

Voting exclusion statement on Resolution 4:

The Company will disregard any votes cast on this Resolution by a person who may participate in the proposed issue and Mr Charbel Nader is excluded from voting on this resolution and makes no recommendation

Hubify Limited ACN 607 921 246 (Company)

Explanatory Statement

1. BACKGROUND

1.1 Introduction

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to the Shareholders in deciding whether or not to pass the Resolutions which are the subject of the business of the Meeting.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions set out in the accompanying Notice. It explains the Resolutions and identifies the Board's reasons for putting them to Shareholders.

1.2 Action to be taken by Shareholders

Shareholders should read this Explanatory Statement carefully before deciding how to vote on the Resolutions set out in the Notice.

All Shareholders are invited and encouraged to attend the Meeting. If Shareholders are unable to attend in person, the **attached** Proxy Form should be completed, signed, and returned to the Company in accordance with the instructions contained in the Proxy Form and the Notice. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person, but the person appointed as the proxy must then not exercise the rights conferred by the Proxy Form.

1.3 Details of Share Issues

1.3.1 Background

At the Meeting, the Company is seeking approval from Shareholders for the proposed issue of Shares under Proposed Placement Facility.

1.3.2 Issue of Shares under Proposed Placement Facility

The Company is seeking Shareholder approval pursuant to Listing Rule 7.1A under Resolution 2 for the Proposed Placement, being the issue of up to 51,113,629 Equity Securities to raise funds.

The Company is seeking approval to issue additional Equity Securities under the Additional 10% Placement Capacity. It is anticipated that funds raised by the issue of Equity Securities under the Additional 10% Placement Capacity would be applied towards:

- (a) supplementing the company's general working capital;
- (b) securing new partners (existing and new sectors);
- (c) expanding services, including value added services; and
- (d) possible acquisitions of complementary businesses.

2. Resolution

2.1 Resolution 1: Approval of Additional 10% Placement Capacity

2.1.1 Background

Resolution 1 is a special resolution which seeks Shareholder approval pursuant to Listing Rule 7.1A for the Proposed Placement, being the issue of up to 51,113,629 Equity Securities. As required by Listing Rule 7.1A.3, the issue price per Shares under the Proposed Placement will not be less than 75% of the volume weighted average price for the securities in that class calculated over the 15 trading days on which trades in that class were recorded and as set out below.

2.1.2 Approval sought under Listing Rule 7.1A

Pursuant to section 7.1A of the Listing Rules, a Company may seek Shareholder approval to have additional capacity to issue Equity Securities where the securities proposed to be issued represent more than 15% of the company's ordinary securities then on issue. Approval may be sought from the holders of its ordinary securities by a special resolution passed at an annual general meeting.

The effect of approval of Resolution 1 will be to allow the Company to issue the Equity Securities under Listing Rule 7.1A during the Additional Placement Period (as defined below) without using the Company's 15% placement capacity under Listing Rule 7.1. If the resolution is not approved, the Company will not be able to access the 10% capacity to issue equity securities without shareholder approval and will remain subject to the 15% limit on issuing equity securities without shareholder approval under Listing Rule 7.1

Equity Securities issued under the Additional 10% Placement Capacity must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company has 511,136,295 Shares on issue at the date of this notice. Based on such number of Shares and subject to Shareholder approval of Resolution 1, 51,113,629 Equity Securities will be permitted to be issued in accordance with Listing Rule 7.1A. Shareholders should note that the calculation of the number of Equity Securities permitted to be issued under the Additional 10% Placement Capacity is a moving calculation and will be based on the formula set out in Listing Rule 7.1A at the time of issue of the Equity Securities. The table below demonstrates various examples as to the number of Equity Securities that may be issued under the Additional 10% Placement Capacity.

The Company is seeking approval to issue additional Equity Securities under the Additional 10% Placement Capacity. It is anticipated that funds raised by the issue of Equity Securities under the Additional 10% Placement Capacity would be applied towards:

- (a) supplementing the company's general working capital;
- (b) securing new partners (existing and new sectors);
- (c) expanding services, including value added services; and
- (d) the possible acquisitions of complementary businesses.

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of their issued share capital over a 12 month period after the Annual General Meeting at which a resolution for the purposes of Listing Rule 7.1A is passed by special resolution (Additional 10% Placement Capacity).

An entity will be eligible to seek approval under Listing Rule 7.1A if:

- (e) the entity has a market capitalisation of \$300 million or less (excluding restricted securities and securities quoted on deferred settlement basis); and
- (f) the entity is not included in the S&P ASX 300 Index.

The Company is an eligible entity for the purposes of Listing Rule 7.1A.

Formula for calculating Additional 10% Placement Capacity

Listing Rule 7.1A.2 provides that an eligible entity, which has obtained shareholder approval at an Annual General Meeting, may issue, or agree to issue, during the Additional Placement Period (as defined below), a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

Where:

- A is the number of fully paid shares on issue 12 months before the date of issue or agreement:
- plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
 - plus the number of partly paid shares that became fully paid in the 12 months;
 - plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;
 - less the number of fully paid shares cancelled in the 12 months.
- D is 10%.
- E is the number of Equity Securities issued or agreed to be issue under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rules 7.1 or 7.4.

2.1.3 Disclosure requirements under Listing Rule 7.3A

Listing Rule 7.3A sets out the requirements as to the contents of a notice which is to be sent to Shareholders for the purpose of Listing Rule 7.1A.

For the purposes of Listing Rule 7.3A the following information regarding Resolution 1 and the issue of Equity Securities is provided to the Shareholders:

Listing Rule Requirement	Response
Minimum price at which the Equity Securities may be issued	<p>The issue price of each Equity Security must be no less than 75% of the volume weighted average price for the Company's Equity Securities in that class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:</p> <ul style="list-style-type: none"> (a) the date on which the price at which the Equity Securities are to be issued is agreed; or (b) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (a) above, the date on which the Equity Securities are issued.
Risk of economic and voting dilution	<p>If Resolution 1 is approved by Shareholders and the Company issues Equity Securities under the Additional 10% Placement Capacity, existing Shareholder's economic and voting interests in the Company will be diluted. The risks include:</p> <ul style="list-style-type: none"> (a) the market price for Company's Equity Securities may be significantly lower on the date of issue of the Equity Securities than on the date of the Meeting; and (b) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date, which may have an effect on the amount of funds raised by the issue of the Equity Securities. <p>In accordance with Listing Rule 7.3A.2 a table describing the notional possible dilution, based upon various assumptions as stated, is set out below.</p>
Date by which the Company may issue the Equity Securities	<p>The Company may issue the Equity Securities during the period commencing on the date of the Meeting at which approval is obtained and expiring on the first to occur of the following:</p> <ul style="list-style-type: none"> (a) the date which 12 months after the date of the Meeting at which approval is obtained; (b) the time and date of the Company's next annual general meeting; and (c) the time and date of the approval by holders of the Company's Ordinary Securities of a transaction under Listing Rules 11.1.2 or 11.2. <p>The approval under Listing Rule 7.1A will cease to be valid in the event that holders of the Company's Ordinary Securities approve a transaction under Listing Rules 11.1.2 or 11.2.</p>

Listing Rule Requirement	Response
Purpose for which the Equity Securities may be issued	<p>It is the Board's current intention that any funds raised pursuant to an issue of Equity Securities will be applied towards the Company's growth strategies. They may include:</p> <ul style="list-style-type: none"> (a) supplementing the company's general working capital; (b) securing new partners (existing and new sectors); (c) expanding services, including value added services; and (d) possible acquisitions of complementary businesses. <p>The Company, if approval sought for this Resolution is obtained, will comply with Listing Rule 7.1A.4 on issue of any Equity Securities pursuant to that approval.</p>
Details of the Company's allocation policy for issues under approval	<p>The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to Listing Rule 7.1A. The identity of the allottees will be determined on a case-by-case basis having regard to the factors including but not limited to the following:</p> <ul style="list-style-type: none"> (a) the methods of raising funds that are available to the Company including but not limited to, rights issues or other issues in which existing security holders can participate; (b) the effect of the issue of the Listing Rule 7.1A securities on the control of the Company; (c) the financial situation and solvency of the Company; and (d) advice from corporate, financial and broking advisers (if applicable). <p>The allottees under the Listing Rule 7.1A facility have not been determined as at the date of this Notice of Meeting but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.</p>
Previous approvals under Listing Rule 7.1A	<p>The Company previously obtained approval from its shareholders pursuant to ASX Listing Rule 7.1A at its annual general meeting held on 17th October 2024. The Company has not issued any equity securities since 17th October 2024 under Listing Rule 7.1A.</p>

The table below shows the dilution of existing Shareholders of the issue of the maximum number of Equity Securities under the Additional 10% Placement Capacity using variables for the number of ordinary securities for variable "A" (as defined in Listing Rule 7.1A) and the market price of Shares. It is noted that the variable "A" is based on the number of ordinary securities the Company has on issue at the time of the proposed issue of Equity Securities.

The table shows:

- (a) examples where variable “A” is at its current level and where variable “A” has increased by 50% and 100%; and
- (b) examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the current market price; and
- (c) the effect of the dilution will always be 10% if the maximum number of Equity Securities that may be issued under the Additional 10% Placement Capacity are issued.

Variable “A” in Listing Rule 7.1A.2	Number of Shares issued and funds raised under the Additional 10% Capacity and dilution effect	Dilution		
		\$0.005	\$0.01	\$0.015
Current Variable A	Voting Dilution	(50% decrease in Issue Price)	(Assumed Issue Price)	(50% increase in Issue Price)
511,136,295	10.00%	51,113,629		
	Funds raised	\$255,568	\$511,136.	\$766,704
50% increase in current Variable “A”	Voting Dilution	(50% decrease in Issue Price)	(Assumed Issue Price)	(50% increase in Issue Price)
766,704,443	10.00%	76,670,444		
	Funds raised	\$383,352	\$766,704	\$1,150,057
100% increase in current Variable “A”	Voting Dilution	(50% decrease in Issue Price)	(Assumed Issue Price)	(50% increase in Issue Price)
1,022,272,590	10.00%	102,227,259		
	Funds raised	\$511,136	\$1,022,273	\$1,533,409

The table has been prepared on the following assumptions:

- (a) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- (b) No Options are exercised into Shares before the date of the issue of the Equity Securities.
- (c) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.

- (d) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on the Shareholder's holding at the date of the Meeting.
- (e) The table shows only the effect of issue of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- (f) The use of Equity Securities under the 10% Placement Facility consists only of Shares.
- (g) The assumed issue price is \$0.01, being the closing price of the Shares on ASX on 7th July 2025.

At the date of the Notice, the Company has not determined its allocation policy for the issue of Equity Securities under the Additional 10% Placement Capacity. The Company has not issued or agreed to issue any Equity Securities under Listing Rule 7.1A.2 in the past 12 months preceding the date of the Meeting. The Company has not, and has not yet determined to approach, any particular existing security holders or an identifiable class of existing security holders to participate in an offer under the Additional 10% Placement Capacity, and therefore no Shareholder will be excluded from voting on Resolution 1.

2.1.4 Recommendation

Each Director has no interest in the outcome of Resolution 1, other than as existing Shareholders. As at the date of this notice of meeting, Hubify is not intending to make an issue of securities under Listing Rule 7.1A.2 and a voting exclusion statement is not required. Each of the Directors recommend that Shareholders vote in FAVOUR of Resolution 1 for the reasons specified above.

2.2 Resolution 2: Financial Report

The Financial Statements, Director's Report and Auditor's Report for the year ended 30 June 2025 will be tabled before the meeting. However, neither the *Corporations Act 2001 (Cth)* (**Corporations Act**) nor the Company's Constitution require Shareholders to vote on the financial statements or the accompanying reports. However, Shareholders will be given the opportunity to raise questions or comments on the Financial Statements at the AGM. In addition, Shareholders will be given the opportunity to ask the Company's Auditor, In.Corp Audit & Assurance Pty Ltd, questions relevant to the conduct of the audit, the independence of the Auditor, the Company's accounting policies and the preparation and content of the Auditor's Report.

2.3 Resolution 3: Adoption of Remuneration Report

The Remuneration Report of the Company for the financial year ended 30 June 2025 is contained in the 2025 Annual Report. The Remuneration Report is required to be considered by Members of the Company in accordance with section 250R of the Corporations Act. The Remuneration Report, which details the Company's policy on remuneration of non-executive directors, executive directors and key executives.

The vote on the adoption of the Remuneration Report is advisory only and is not binding. However, the Board will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies and practices.

The Chairman will allow reasonable opportunity for shareholders to ask questions about or make comments on the Remuneration Report at the meeting before calling on a vote.

Directors' Recommendation

The independent directors recommend that shareholders vote in favour of the adoption of the Remuneration Report. Subject to the Voting Exclusion Statement, the Chairman of the Meeting will be casting undirected proxies in FAVOUR of this Resolution.

2.4 Resolution 4: Re-election of Directors

The Board continues to consider the mix of skills, diversity, and experience of the Board in the context of opportunities and challenges facing the company.

In accordance with clause 6.7 of the Company's Constitution, Mr Charbel Nader will retire at the Annual General Meeting and, being eligible, will offer himself for election. The skills and experience of Mr Charbel Nader is set out below.

Charbel Nader is an investment banker with extensive experience in corporate finance and strategic advisory roles, including experience in mergers and acquisitions. Charbel was the Founding Chairman of Metro Media Publishing Pty Ltd. Charbel is a Director of Madman Entertainment Pty Ltd and Chairman of New Talisman Gold Mines Limited.

Directors' Recommendation

The Board (other than Charbel Nader, who makes no recommendation) unanimously support the re-election and recommend that shareholders approve Resolution 4 for the re-election of Charbel Nader as a Director of the Company. The Chairman of the Meeting will be casting undirected proxies in FAVOUR of these Resolutions.

3. Other information

3.1 Scope of disclosure

The Company is required to provide to Shareholders all information which is known to the Company that is reasonably required by Shareholders in order to decide whether or not it is in the Company's interest to pass the Resolutions.

The Company is not aware of any relevant information that is material to the decision on how to vote on the Resolutions, other than as is disclosed in this Explanatory Statement or previously disclosed to Shareholders by notification to the ASX.

3.2 Voting intentions and relevant interest of the Directors

The number of Shares in which each Director has a relevant interest as at the date of this Notice is set out in the table below:

Director	Number of Hubify Shares held	% of issued Share capital
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Victor Tsaccounis	73,908,316	14.46
Charbel Nader	205,000	0.01
Anthony Ghattas	39,569,235	7.74

3.3 Recommendation

Except as otherwise stated, the Directors unanimously recommend that, in the context of the Company's current circumstances, Shareholders should vote to approve all of the Resolutions to be put to the Meeting.

However, Shareholders must decide how to vote based on the matters set out in the Explanatory Statement.

Your proxy voting instruction must be received by **10.30am (AEST) on Monday, 13 October 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

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

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

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

Lodging your Proxy Voting Form:

Online

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

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



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