Rules 4.7.3 and 4.10.3

Appendix 4G

Key to Disclosures
Corporate Governance Council Principles and Recommendations

Name of entity

humm group limited (ASX:HUM)

ABN/ARBN	Financial year ended:
75 122 574 583	30 June 2026

Our corporate governance statement[1] for the period above can be found at:[2]

☐	These pages of our annual report:	
☒	This URL on our website:	https://investors.humm-group.com/Investor-Centre/?page=corporate-governance

The Corporate Governance Statement is accurate and up to date as at 30 June 2026 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.[3]

Date:	25 August 2026
Name of authorised officer authorising lodgement:	Carlie Bangs, Company Secretary

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[1] "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of Listing Rule 4.10.3.

Under Listing Rule 4.7.3, an entity must also lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX. The Appendix 4G serves a dual purpose. It acts as a key designed to assist readers to locate the governance disclosures made by a listed entity under Listing Rule 4.10.3 and under the ASX Corporate Governance Council's recommendations. It also acts as a verification tool for listed entities to confirm that they have met the disclosure requirements of Listing Rule 4.10.3.

The Appendix 4G is not a substitute for, and is not to be confused with, the entity's corporate governance statement. They serve different purposes and an entity must produce each of them separately.

[2] Tick whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where your corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

[3] Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

See notes 4 and 5 below for further instructions on how to complete this form.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	☒ and we have disclosed a copy of our board charter at https://investors.humm-group.com/Investor-Centre/?page=corporate-governance	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	☒	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	☒	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	☒	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable

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[4] Tick the box in this column only if you have followed the relevant recommendation <u>in full</u> for the <u>whole</u> of the period above. Where the recommendation has a disclosure obligation attached, you must insert the location where that disclosure has been made, where indicated by the line with "*insert location*" underneath. If the disclosure in question has been made in your corporate governance statement, you need only insert "our corporate governance statement". If the disclosure has been made in your annual report, you should insert the page number(s) of your annual report (eg "pages 10-12 of our annual report"). If the disclosure has been made on your website, you should insert the URL of the web page where the disclosure has been made or can be accessed (eg "www.entityname.com.au/corporate governance/charters/").

[5] If you have followed all of the Council's recommendations <u>in full</u> for the <u>whole</u> of the period above, you can, if you wish, delete this column from the form and re-format it.

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
1.5	A listed entity should: (a) have and disclose a diversity policy; (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and (c) disclose in relation to each reporting period: (1) the measurable objectives set for that period to achieve gender diversity; (2) the entity's progress towards achieving those objectives; and (3) either: (A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or (B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act. If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.	☒ and we have disclosed a copy of our Diversity Policy at https://investors.humm-group.com/Investor-Centre/?page=corporate-governance and we have disclosed the information referred to in paragraph (c) in our Corporate Governance Statement.	☐ set out in our Corporate Governance Statement **<u>OR</u>** ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.6	A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	☒ and we have disclosed the evaluation process referred to in paragraph (a) in our Corporate Governance Statement. and whether a performance evaluation was undertaken for the reporting period in accordance with that process in our Corporate Governance Statement.	☐ set out in our Corporate Governance Statement **<u>OR</u>** ☐ we are an externally managed entity and this recommendation is therefore not applicable

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
1.7	A listed entity should: (a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	☒ and we have disclosed the evaluation process referred to in paragraph (a) in our Corporate Governance Statement. and whether a performance evaluation was undertaken for the reporting period in accordance with that process in our Corporate Governance Statement.	☐ set out in our Corporate Governance Statement **<u>OR</u>** ☐ we are an externally managed entity and this recommendation is therefore not applicable

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	The board of a listed entity should: (a) have a nomination committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.	☐ and we have disclosed a copy of the charter of the committee at: https://investors.humm-group.com/Investor-Centre/?page=corporate-governance and the information referred to in paragraphs (4) and (5) on page 81 of our Annual Report.	☒ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.	☒ and we have disclosed our board skills matrix in our Corporate Governance Statement.	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	☒ and we have disclosed the names of the directors considered by the board to be independent directors in our Corporate Governance Statement. and, where applicable, the information referred to in paragraph (b) in our Corporate Governance Statement. and the length of service of each director on pages 5 - 6 of our Annual Report.	☐ set out in our Corporate Governance Statement

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
2.4	A majority of the board of a listed entity should be independent directors.	☒	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	☐	☒ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	☒	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	☒ and we have disclosed our values in our Corporate Governance Statement	☐ set out in our Corporate Governance Statement
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	☒ and we have disclosed our code of conduct at: https://investors.humm-group.com/Investor-Centre/?page=corporate-governance	☐ set out in our Corporate Governance Statement
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	☒ and we have disclosed our Whistleblower Protection Policy at: https://investors.humm-group.com/Investor-Centre/?page=corporate-governance	☐ set out in our Corporate Governance Statement
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	☒ and we have disclosed our Anti-Bribery and Corruption Policy at: https://investors.humm-group.com/Investor-Centre/?page=corporate-governance	☐ set out in our Corporate Governance Statement

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	The board of a listed entity should: (a) have an audit committee which: (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not the chair of the board, and disclose: (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.	☒ and we have disclosed a copy of the charter of the committee at: https://investors.humm-group.com/Investor-Centre/?page=corporate-governance and the information referred to in paragraphs (4) and (5) on page 81 of our Annual Report.	☐ set out in our Corporate Governance Statement
4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	☒	☐ set out in our Corporate Governance Statement
4.3	A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	☒	☐ set out in our Corporate Governance Statement

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	☒ and we have disclosed our Disclosure and Communication Policy at: https://investors.humm-group.com/Investor-Centre/?page=corporate-governance	☐ set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	☒	☐ set out in our Corporate Governance Statement
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	☒	☐ set out in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	☒ and we have disclosed information about us and our governance on our website at: https://investors.humm-group.com/Investor-Centre	☐ set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	☒	☐ set out in our Corporate Governance Statement
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	☒ and we have disclosed how we facilitate and encourage participation at meetings of security holders in our Corporate Governance Statement.	☐ set out in our Corporate Governance Statement
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	☒	☐ set out in our Corporate Governance Statement
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	☒	☐ set out in our Corporate Governance Statement

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.	☒ and we have disclosed a copy of the charter of the committee at: https://investors.humm-group.com/Investor-Centre/?page=corporate-governance and the information referred to in paragraphs (4) and (5) on page 81 of our Annual Report.	☐ set out in our Corporate Governance Statement
7.2	The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and (b) disclose, in relation to each reporting period, whether such a review has taken place.	☒ and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period in our Corporate Governance Statement.	☐ set out in our Corporate Governance Statement
7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.	☒ and we have disclosed how our internal audit function is structured and what role it performs in our Corporate Governance Statement.	☐ set out in our Corporate Governance Statement

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	☒ and we have disclosed whether we have any material exposure to environmental and social risks in our Corporate Governance Statement and on page 81 of our Annual Report.	☐ set out in our Corporate Governance Statement

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	The board of a listed entity should: (a) have a remuneration committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.	☒ and we have disclosed a copy of the charter of the committee at: https://investors.humm-group.com/Investor-Centre/?page=corporate-governance and the information referred to in paragraphs (4) and (5) on page 81 of our Annual Report.	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	☒ and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives on pages 27 - 48 of our Annual Report.	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
8.3	A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.	☒ and we have disclosed our Securities Trading Policy at: https://investors.humm-group.com/Investor-Centre/?page=corporate-governance	☐ set out in our Corporate Governance Statement **OR** ☐ we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable

humm®group

HUMM GROUP LIMITED

2026 Corporate Governance Statement

FOR THE YEAR ENDED 30 JUNE 2026
humm Group Limited
ABN 75 122 574 583

Contents Listing

2026 Corporate Governance Statement

This Corporate Governance Statement sets out details of humm Group Limited's (ABN 75 122 574 583) ("the Company", "the Group" or "**humm**®group") corporate governance practices for the year ended 30 June 2026 ("Reporting Period"), including the Company's position in respect of each of the ASX Limited ("ASX") Corporate Governance Council's ("ASX CGC") Corporate Governance Principles and Recommendations 4th Edition ("Recommendations").

As recommended by the ASX CGC, information in relation to corporate governance practices is publicly available on the Company's website at https://investors.humm-group.com/Investor-Centre/?page=corporate-governance.

The Board has established a framework of processes and guidelines for the Company that includes corporate policies and monitoring procedures; financial and operational business risk management and internal control systems; and standards for ensuring lawful and ethical conduct.

This Corporate Governance Statement is current as at 30 June 2026 and has been approved by the Board.

FY26 GOVERNANCE HIGHLIGHTS

During the Reporting Period, the Company undertook a significant governance reform and leadership renewal program. This included implementing all recommendations arising from the independent Board Governance & Effectiveness Review conducted by McGrathNicol, alongside a range of other governance initiatives, Board succession activities and changes agreed with shareholders during the year. Collectively, these initiatives strengthened the Company's governance framework, Board effectiveness and alignment with governance expectations.

Key governance developments during the Reporting Period included:

- completion and full implementation of all 13 recommendations arising from the independent McGrathNicol Board Governance & Effectiveness Review;
- appointment of Teresa Dyson, Abigail Cheadle, Rajeev Dhawan and Garry Sladden as independent Non-Executive Directors;
- appointment of Teresa Dyson as independent Chair of the Board;
- appointment of Angelo Demasi as Managing Director and Board member;

- implementation of Board Operating Guidelines clarifying Board, Committee and management responsibilities;
- establishment of the Independent Board Committee to oversee change of control transaction matters and Takeovers Panel proceedings;
- approval of a standalone Diversity Policy;
- enhancement of the Securities Trading Policy;
- Board skills matrix review and formal Director self-assessment process; and
- strengthening of investor engagement, remuneration governance and Board effectiveness processes.

PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

RECOMMENDATION 1.1 – HAVE AND DISCLOSE A BOARD CHARTER

Board responsibilities

The Board operates in accordance with the Constitution, Board Charter and the newly adopted Board Operating Guidelines. The Board has overall responsibility for the conduct and governance of the Company, including providing strategic guidance and effective oversight of management. The Board's role and responsibilities are formalised in the Board Charter, which defines the matters reserved for the Board and its Committees and those responsibilities delegated to the Chief Executive Officer ("CEO") and management.

A copy of the Board Charter – and all Board Committee Charters – is available on the Company's website at https://investors.humm-group.com/Investor-Centre/?page=corporate-governance.

Within the scope of the governance framework established by the Board, management of the business and operations of the Company is delegated to the CEO & Managing Director, subject to the oversight and supervision of the Board.

The Board Charter sets out the Board's responsibilities which include but are not limited to:

- overseeing the development of the Company's corporate strategy and reviewing and approving strategic plans and performance objectives developed by management, including monitoring of the implementation of the strategic plans;
- appointing the Chair, Deputy Chair (if any), CEO, the Chief Financial Officer ("CFO") and the Company Secretary and approving succession plans for key individuals;
- monitoring the performance of the CEO and other senior executives and implementation of strategy against measurable and qualitative indicators;
- reviewing and approving remuneration policies and practices for the senior executives of the Company;
- monitoring the operational and financial position and performance of the Company;
- requiring that financial and other reporting mechanisms be put in place which result in accurate and timely information being provided to the Board and the Company's shareholders, and the financial market as a whole being fully informed of all material developments relating to the Company;
- approving the Company's budgets and business plans and monitoring the management of the Company's capital, including the progress of any major capital expenditures, acquisitions or divestitures;
- ensuring effective communication with shareholders, particularly timely and balanced disclosure of all material information concerning the Company, which a reasonable person would expect to have a material effect on the price or value of the Company's securities, and establishing policies to govern the Company's relationship with other stakeholders;
- utilising resources and procedures to ensure that financial results are appropriately and accurately reported on a timely basis in accordance with all legal and statutory requirements;
- identifying the principal risks faced by the Company and requiring management to establish and implement appropriate internal controls and monitoring systems to manage and reduce the impact of these risks;
- establishing, overseeing and regularly reviewing processes for identifying, assessing, monitoring and managing material financial and non-financial risk throughout the Company, including setting the risk appetite for the Company;
- actively promoting ethical and responsible decision making through **humm**group's Code of Conduct;
- adopting appropriate procedures to ensure compliance with all laws, governmental regulations and accounting standards;
- approving and reviewing, from time to time, the Company's internal compliance procedures, including any codes of conduct and taking all reasonable steps to ensure that the business of the Company is conducted in an open and ethical manner; and
- regularly reviewing and, to the extent necessary, updating the Board Charter.

Board Committees

To facilitate the execution of its responsibilities, during the Reporting Period the Board had in place a number of Committees to oversee and report to the Board on various areas of responsibility, being the Audit, Risk & Compliance Committee, People & Remuneration Committee, Information Technology Strategy Committee, Nomination Committee and Independent Board Committee.

Other than in respect of the Independent Board Committee, all Directors are entitled to receive all Committee papers, and minutes of all Committee meetings, and are entitled to attend any Committee meeting. Each Committee reports to the next Board meeting.

Details of the number of meetings of the Board and of each Committee held during the Reporting Period and of each Director's attendance at those meetings are set out in the Directors' Report in the Annual Report.

Audit, Risk & Compliance Committee

Name	Position	Duration
Abigail Cheadle	Chair	10 April 2026 – 30 June 2026
Teresa Fleming	Member	Whole Reporting Period
Andrew Darbyshire AM	Member	Whole Reporting Period
Garry Sladden	Member	26 May 2026 – 30 June 2026
Robert Hines	Former Member	1 July 2025 – 11 May 2026

The Audit, Risk & Compliance Committee's role is to assist the Board:

a) in carrying out its accounting, auditing and financial reporting responsibilities, including oversight of:
   (i) improving the credibility and objectivity of the accountability process, including financial reporting;
   (ii) the effectiveness of the internal and external audit functions and providing a forum for communication between the Board and the internal and external auditor;
   (iii) ensuring the independence of the external auditor;
   (iv) providing a structured reporting line for internal audit and monitoring the objectivity and independence of the internal auditor;
   (v) assuring the quality of internal and external reporting of financial and non-financial information; and
   (vi) ensuring that whistleblower issues are actively followed up.

b) in fulfilling its corporate governance and oversight responsibilities in relation to the Group's risk appetite statement, compliance, risk management strategy, risk management framework and risk management function.

People and Remuneration Committee

Name	Position	Duration
Andrew Darbyshire AM	Chair	Whole Reporting Period
Abigail Cheadle	Member	26 May 2026 – 30 June 2026
Rajeev Dhawan	Member	26 May 2026 – 30 June 2026
Teresa Dyson	Member	26 May 2026 – 30 June 2026
Teresa Fleming	Former Member	1 July 2025 – 26 May 2026
Robert Hines	Former Member	1 July 2025 – 11 May 2026

The People and Remuneration Committee's role is to assist and advise the Board on remuneration policies and practices for the Board, the CEO, the CFO, senior management and other persons whose activities, individually or collectively, affect the financial and reputational soundness of the Company. The policies and practices are designed to:

a) enable the Company to attract, retain and motivate Directors, executives and employees who will create value for shareholders;

b) be fair and appropriate, having regard to the performance of the Company and the relevant Director, executive or employee; and

c) comply with relevant legal requirements.

Nomination Committee

Name	Position	Duration
Teresa Dyson	Chair	11 May 2026 – 30 June 2026
Teresa Fleming	Member	Whole Reporting Period
Garry Sladden	Member	26 May 2026 – 30 June 2026
Andrew Darbyshire AM	Former Member	1 July 2025 – 26 May 2026
Andrew Abercrombie	Former Chair	1 July 2025 – 12 February 2026
Robert Hines	Former Chair	12 February 2026 – 11 May 2026

The Nomination Committee assists and advises the Board on director selection and appointment practices; director performance evaluation and processes and criteria; board composition and succession planning for the Board and Senior Management to ensure that the Board is of a size and composition conducive to making appropriate decisions, with the benefit of a variety of perspectives and skills, and in the best interests of the Company.

Information Technology Strategy Committee

Name	Position	Duration
Andrew Darbyshire AM	Chair	Whole Reporting Period
Teresa Dyson	Member	26 May 2026 – 30 June 2026
Robert Hines	Former Member	30 June 2025 – 11 May 2026
Andrew Abercrombie	Former Member	30 June 2025 – 11 May 2026

The Information Technology Strategy Committee ("ITSC") assists the Board by:

a) making recommendations to the Board about existing or proposed strategic technology and transformation initiatives;

b) providing oversight of the Company's end-to-end technology and strategic transformation;

c) providing oversight of the investment in the Company's transformation initiatives to underpin the safe and effective establishment and delivery of the Company's new and foundational platforms; and

d) receiving regular reporting on the Company's technology transformation and experience, including reviews and monitoring of the nature and extent of capital and operational expenditure associated with the Company's strategic technology and transformation initiatives.

For the Reporting Period, the ITSC was chaired by an independent Non-Executive Director and was comprised of Non-Executive Directors.

A copy of the ITSC Charter is available on the Company's website at https://investors.humm-group.com/Investor-Centre/?page=corporate-governance.

Independent Board Committee

Name	Position	Duration
Teresa Dyson	Chair	10 April 2026 – 30 June 2026
Teresa Fleming	Member	Whole Reporting Period
Abigail Cheadle	Member	10 April 2026 – 30 June 2026
Andrew Darbyshire	Member	Whole Reporting Period
Rajeev Dhawan	Member	11 May 2026 – 30 June 2026
Garry Sladden	Member	11 May 2026 – 30 June 2026
Robert Hines	Former Chair	1 July 2025 – 11 May 2026

The Independent Board Committee ("IBC") was established during the Reporting Period to oversee strategic transaction matters and governance arrangements associated with corporate change of control proposals and related Takeovers Panel proceedings. The IBC was formally dissolved by the Board in August 2026 following completion of its mandate, but may be reconstituted by the Board as and when required to address future matters of a similar nature.

A copy of the IBC Charter is available on the Company's website at https://investors.humm-group.com/Investor-Centre/?page=corporate-governance.

Management responsibilities

The management of the Company and its businesses and affairs is the responsibility of the CEO and the senior executives, including:

- developing business plans, budgets and strategies for the Board's consideration and, subject to the Board's approval, implementing these plans, budgets and strategies;
- operating the Company within the business parameters set by the Board and, where the proposed transactions, commitments or arrangements exceed those parameters, referring the matter to the Board for consideration and approval;
- identifying and managing operational and other risks where those risks could have a material impact on the Company's business, formulating strategies aligned to the Company's purpose, values, strategy and risk appetite for managing these risks for consideration by the Board and, subject to the Board's approval, implementing these strategies;
- managing the Company's current financial and other reporting mechanisms together with managing day-to-day operations within the budget;
- implementing the Company's internal controls and procedures for monitoring these controls and ensuring that these controls and procedures are appropriate and effective;
- providing the Board with accurate and sufficient information regarding the Company's operations on a timely basis and in particular ensuring that the Board is made aware of all relevant matters relating to the Company's performance (including future performance), financial condition, operating results and prospects and potential material risks so that the Board is in an appropriate position to fulfil its corporate governance responsibilities; and
- implementing all policies, processes and codes of conduct approved by the Board.

Directors' independent advice

Directors are empowered to seek independent professional advice if they feel it is necessary to perform their responsibilities and duties as a Director. The Company will reimburse Directors for all reasonable expenses incurred in obtaining this advice, and, where appropriate, and subject to the relevant privacy and legal privilege, a copy of the advice will be made available to the Board on request.

RECOMMENDATION 1.2 – UNDERTAKE CHECKS BEFORE APPOINTMENT AND PROVIDE SHAREHOLDERS WITH INFORMATION

The Nomination Committee manages the process for the selection and appointment of new Directors to the Board. The Nomination Committee identifies candidates with appropriate skills, knowledge, experience, independence and expertise and recommends them to the Board. The written letter of appointment for each Director outlines the Company's expectations in relation to the time commitment expected from the Director and includes the Director's confirmation that they will be able to devote sufficient time to appropriately performing their duties and responsibilities.

The Company undertakes appropriate background and screening checks prior to nominating a Director for appointment to fill a casual vacancy or being proposed for election by the shareholders.

The Company also undertakes appropriate background and screening checks prior to nominating and appointing a senior executive.

Shareholders are provided with all material information in the Company's possession concerning the Director standing for election or re-election in the explanatory notes accompanying the notice of general meeting, including a statement by the Board as to the independence status of the Director, and whether it supports the election or re-election of the Director and a summary of the reasons why.

RECOMMENDATION 1.3 – HAVE A WRITTEN AGREEMENT WITH DIRECTORS AND SENIOR EXECUTIVES

All Directors, including those appointed by the Board to fill a casual vacancy, are engaged by a written letter of appointment setting out the terms and conditions of their appointment. Those Directors filling a casual vacancy are required to stand for election by the shareholders at the next Annual General Meeting following their appointment.

Similarly, all senior executives enter into written agreements with the Company setting out the terms of their appointment and employment.

RECOMMENDATION 1.4 – COMPANY SECRETARY IS ACCOUNTABLE TO THE BOARD

The Company Secretary attends all scheduled meetings of the Board and is accountable to the Board through the Chair. The Company Secretary is responsible for, amongst other things:

- ensuring that the Company complies with its statutory requirements;

- helping to organise and facilitate the induction and professional development of Directors;
- monitoring compliance with Board policy and procedures;
- accurately capturing the Board and Committee business in minutes of the meetings;
- coordinating the timely distribution of papers to the Board and Committees;
- advising the Board and its Committees on governance matters; and
- ensuring that the Company complies with its requirements under the *Corporations Act 2001* (Cth) ("Corporations Act") and ASX Listing Rules.

Each Director is able to communicate directly with the Company Secretary and any decisions to appoint or remove the Company Secretary are approved by the Board as a whole.

RECOMMENDATION 1.5 – HAVE AND DISCLOSE A DIVERSITY POLICY

During the Reporting Period, the Board approved a standalone Diversity Policy, reflecting one of the recommendations arising from the independent Board Governance & Effectiveness Review. The Diversity Policy reinforces the Company's commitment to diversity, inclusion and equal opportunity and is supported by a range of people and culture initiatives across the Group. The **humm**group Diversity Policy is available on the Company's website at https://investors.humm-group.com/Investor-Centre/?page=corporate-governance.

The Board believes that diversity – which includes, but is not limited to, gender, ethnicity, cultural background, disability, religion, sexual orientation or age – is a key business priority and aims to support the leadership team in the creation of a workplace where everyone can reach their full potential. There is a strong commitment to providing a working environment based on the principles of equal opportunity and diversity and ensuring that decisions in the workplace are based on merit and business needs.

The Board:

- will review the Diversity Policy in accordance with its terms to ensure consistency with best practice;
- has established measurable objectives with a focus on achieving gender diversity; and
- annually assesses both the measurable objectives for achieving gender diversity and the progress made in achieving them.

Diversity and inclusion at **humm**group

The Company encourages diversity and inclusion across our business in a number of ways. The Company's recruitment, promotion and remuneration decisions are based on performance and capabilities. **humm**group ensures that it has clear, readily available policies underpinning its operating model and business processes, and actively includes programs within the business that support diversity and inclusiveness.

hummgroup is proud to support a diverse range of customers. It is important to the Company that its internal team is reflective of its customer base and that it has an inclusive work environment, which translates into customer interactions. **humm**group believes that a strong and diverse internal workforce can provide a great experience for its customers.

The Company is committed not only to the principles of equal opportunity employment, but also to the provision of a work environment that is free from unlawful discrimination, harassment, victimisation and bullying.

Results against Key Metrics

The following key diversity target areas were set for the Reporting Period:

Diversity Targets as at 30 June 2026

Measure	Objective	Result
Female representation – Board among the Non-Executive Directors	Meet or exceed the ASX guideline of 30%	Achieved
Female representation on the Executive team*	30% (adopting the same metric as used for Board representation)	Achieved
Female representation in the workplace overall	Meet or exceed 45%	Achieved
All like for like roles at the levels of the organisation	Pay parity	Achieved

* Executive team comprises the CEO and senior management.

hummgroup takes inclusion and diversity into account when making all appointments and promotions and works closely with its recruitment agency partners when recruiting for new roles to make them aware of the Group's diversity policies, including its focus on gender diversity, and on providing part time or flexible positions.

hummgroup has a focus on ensuring that there is strong and practical support to encourage gender diversity within the organisation and was compliant with the *Workplace Gender Equality Act 2012* (Cth) during the Reporting Period. **humm**group's Gender Equality Indicators can be found at wgea.gov.au/Data-Explorer/Employer (search for Humm Group Limited).

At the end of the Reporting Period, **humm**group had approximately 45% female employees.

Key Metrics for 2027

Female representation at both a Board and Executive team level will carry over as key focus areas into the next reporting period.

The key metrics are outlined below:

Measure	Objective
Female representation – Board among the Non-Executive Directors	Meet or exceed the ASX guideline of 30%
Female representation on the Executive team*	30% (adopting the same metric as used for Board representation)
Female representation in the workplace overall	Meet or exceed 45%
All like for like roles at the levels of the organisation	Pay parity

* Executive team comprises the CEO and senior management.

Employee engagement and training

Initiatives aimed at improving the level of engagement of **humm**group employees across all ages, genders and backgrounds have continued during the Reporting Period. In addition to the development initiatives which form part of the regular talent and succession planning processes across all levels of the organisation, emphasis has been placed on building a strong employee community as well as encouraging contributions to the broader external community.

Learning and development are integral parts of the Company's engagement initiatives, and it provides all employees with a range of opportunities to improve their skills, capability and knowledge via courses created and designed by the Learning and Development team or specialised external facilitators. Categories covered include leadership training, product and system training, as well as compliance and induction.

RECOMMENDATION 1.6 – PERIODICALLY EVALUATE BOARD, COMMITTEE AND DIRECTOR PERFORMANCE

During the Reporting Period, the Board commissioned an independent Board Governance & Effectiveness Review conducted by McGrathNicol. The review assessed Board composition, governance practices, decision-making processes, Board effectiveness and alignment with contemporary governance expectations.

The review resulted in 13 recommendations, all of which were implemented during FY26. These included Board renewal, appointment of an independent Chair, appointment of the Managing Director to the Board, enhancement of governance frameworks, Board operating guidelines, a refreshed Board skills assessment process and improvements to investor engagement practices.

In addition, the Board and each Committee has implemented a process by which it monitors its performance and processes at each Board and Committee meeting via a standing agenda item that addresses the process, content and conduct of each meeting.

RECOMMENDATION 1.7 – ANNUALLY EVALUATE SENIOR EXECUTIVE PERFORMANCE

The Company has a process for periodically evaluating the performance of the CEO and other senior Executives.

The Board, in conjunction with the People and Remuneration Committee, is responsible for approving performance objectives for the CEO and evaluating the performance of the CEO against these objectives.

Objectives are set for each senior executive at the beginning of each financial year and reflect specific financial and non-financial metrics which are aligned to the Company's strategy and values. The performance of each senior executive in respect of a financial year is generally measured against those metrics. The People and Remuneration Committee reviews the outcomes of those assessments and recommends to the Board any adjustments to remuneration arrangements and incentive outcomes. Any increases to executive remuneration are approved by the Board and effective from 1 July, following the annual performance review.

There is further detail in the Annual Report on the performance objectives and the performance of each of the Executive Key Management Personnel, who were, at 30 June 2026, the CEO and the CFO.

PRINCIPLE 2 – STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE

RECOMMENDATION 2.1 – HAVE A NOMINATION COMMITTEE AND DISCLOSE ITS CHARTER

The Board has a Nomination Committee, which assists and advises the Board on:

- Director selection and appointment practices;
- Board composition;
- establishing and maintaining a diversity policy to outline the Company's commitment to diversity and inclusion in the workplace;
- developing and reviewing induction procedures for new appointees to the Board;
- succession planning for the Board and senior management; and
- ensuring the Board is of a size and composition conducive to making appropriate decisions, with the benefit of a variety of perspectives and skills, and in the best interests of the Company as a whole.

Under the Nomination Committee Charter, the Chair of the Committee is the Chair of the Board. Accordingly, during part of the Reporting Period, the Nomination Committee was chaired by Andrew Abercrombie, who was not considered independent. From 12 February 2026, following the appointment of Robert Hines as Chair of the Board, the Chair of the Nomination Committee was an independent Non-Executive Director. On 11 May 2026, independent Non-Executive Director, Teresa Dyson was appointed as Chair of the Board and, therefore, Chair of the Nomination Committee. As at the date of this Corporate Governance Statement, the Nomination Committee comprises three independent Non-Executive Directors, including an independent Non-Executive Chair. Details of the Committee composition throughout the Reporting Period is set out at the beginning of this Corporate Governance Statement.

The qualifications and experience of the Directors on the Committee are set out in the Annual Report along with the number of times the Committee met throughout the Reporting Period and the attendance rates of its members.

The Nomination Committee Charter, which sets out the role and responsibilities of the Committee, is disclosed on the Company's website at https://investors.humm-group.com/Investor-Centre/?page=corporate-governance.

RECOMMENDATION 2.2 – HAVE AND DISCLOSE A BOARD SKILLS MATRIX

Board skills matrix benchmarking table

During the Reporting Period, the Board undertook a skills self-assessment. The Board reviewed its skills matrix having regard to the Company's strategy, risk profile and governance requirements.

The Board considers that the Directors collectively have the range of skills, knowledge and experience necessary to meet the Board's responsibilities and objectives and direct the Company. The Non-Executive Directors contribute operational knowledge, an understanding of the industry in which the Company operates, knowledge of financial markets, and an understanding of health, safety, sustainability and stakeholder matters that are important to the Company.

Skills matrix

Skill set
Leadership and Strategy
International Business
Legal, Governance and Compliance
Audit and Finance
Mergers and Acquisitions
Industry Experience
Risk Management
Customer Focus
Technology
Listed Entity
People and Culture

RECOMMENDATION 2.3 – DISCLOSE INDEPENDENCE OF DIRECTORS

During the Reporting Period, the Board completed a significant renewal program. Teresa Dyson and Abigail Cheadle were appointed as independent Non-Executive Directors on 10 April 2026 and Rajeev Dhawan and Garry Sladden were appointed as independent Non-Executive Directors on 11 May 2026. Robert Hines and Andrew Abercrombie ceased as directors on 11 May

2026. Angelo Demasi joined the Board as Managing Director on 13 March 2026.

Further, during the Reporting Period, the disinterested Directors undertook a thorough assessment of the ongoing independence of each of Teresa Fleming and Andrew Darbyshire and concluded that both directors remain independent Non-Executive Directors.

Details of each person who acted as Director during the Reporting Period, including length of service, skills, experience, relevant qualifications and expertise, are set out in the Annual Report.

RECOMMENDATION 2.4 – HAVE A MAJORITY OF INDEPENDENT DIRECTORS

As at the date of this Corporate Governance Report, the Board comprises six independent Non-Executive Directors and one Executive Director, the Managing Director.

RECOMMENDATION 2.5 – BOARD CHAIR SHOULD BE INDEPENDENT

During the Reporting Period until 12 February 2026, the Board was chaired by Andrew Abercrombie, who was not considered independent. Following Mr Abercrombie's retirement as Chair, Robert Hines was appointed Chair on 12 February 2026. Teresa Dyson was appointed Chair of the Board on 11 May 2026 and is considered by the Board to be an independent Non-Executive Director. At no time during the Reporting Period was the Chair of the Board the Chief Executive Officer of the Company. Accordingly, as at the date of this Corporate Governance Statement, the Company complies with Recommendation 2.5.

RECOMMENDATION 2.6 – HAVE A DIRECTOR INDUCTION PROGRAM, AND REVIEW DIRECTOR PROFESSIONAL DEVELOPMENT

Induction is provided to all new Directors, which includes discussions with each of the CEO, Chair, and senior executives. The induction materials include information about the Company's key policies, the Company's financial, operational and risk management position, the Company's constitution, the rights and responsibilities of Directors, and the role of the Board and its Committees.

All Directors are expected to maintain the skills required to discharge their obligations. The Company provides professional development opportunities for Directors to develop and maintain their skills and knowledge.

PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY

RECOMMENDATION 3.1 – ARTICULATE AND DISCLOSE THE VALUES

hummgroup has five clearly articulated behaviours (values) which are embedded into its systems and policies, being:

- **Curious:** Not satisfied with the status quo, we're always looking for a better way to do things.
- **Adaptable:** Fast learners, we view change as an opportunity not a set back.
- **Tenacious:** We're motivated to deliver great outcomes and we see things through to the end.
- **Accountable:** We own our decisions and take pride in our work.
- **Respectful:** We're in this together. We recognise that building a culture of trust, collaboration and care, where everyone feels valued, is essential for us to succeed.

These core behaviours describe how we work at **humm**group and provide a shared language that frames how we interact on a daily basis. These behaviours unite us, bringing a collective energy to how we as a business will be successful.

RECOMMENDATION 3.2 – HAVE AND DISCLOSE A CODE OF CONDUCT

The Company has a formal Code of Conduct to which all Directors, Officers, Executives and employees of the Company and its subsidiaries are required to adhere, together with a comprehensive range of corporate policies (which are reviewed periodically) which details the framework for acceptable corporate behaviour. The Code of Conduct also applies to **humm**group's contractors, consultants and associates. Together, the Code of Conduct and supporting policies set out the expectations in relation to a range of areas, including share trading, employment practices and regulatory compliance.

The Code of Conduct outlines the rules of behaviour **humm**group has established for employees and is recognised as one of the Company's most important documents because how things are done is just as important as what is done.

hummgroup's Code of Conduct includes the behaviours that **humm**group considers to be non-negotiable, which come back to two simple concepts:

- **We're respectful** – yes, we're all different, but that's what makes us stronger. We want people to think and look and act differently. We want people to fight the bureaucracy, but we always do that respectfully – whether it's in our conversations or emails, our personal presentation, or our behaviour;

- **We behave ethically** – but we don't do it because we have to, we do it because we want to. We act in line with community standards and expectations – whether that's towards our customers (our buyers and our sellers) or our colleagues.

A copy of the Code of Conduct is available on the Company's website at https://investors.humm-group.com/Investor-Centre/?page=corporate-governance.

Any material breaches of the Code of Conduct are considered serious and will be reported to the Board following an appropriate investigation.

RECOMMENDATION 3.3 – HAVE AND DISCLOSE A WHISTLEBLOWER POLICY

hummgroup believes in and is committed to having a corporate culture where ethical behaviour is promoted and recognised, and employees and contractors are encouraged to report unethical, unlawful or undesirable conduct without fear of disadvantage, intimidation, reprisals or retaliatory action. This applies even if the report is subsequently determined to be incorrect or is not substantiated (as long as the report is made honestly).

hummgroup strives to provide its people with a safe environment where they feel comfortable about raising concerns about actual, suspected or anticipated wrongdoing within **humm**group, and has in place a Whistleblower Protection Policy, which can be found on the Company's website: https://investors.humm-group.com/Investor-Centre/?page=corporate-governance.

During the Reporting Period, the Whistleblower Protection Policy was reviewed and updated for currency.

The Audit, Risk and Compliance Committee receives updates on any material matters reported under the policy.

RECOMMENDATION 3.4 – HAVE AND DISCLOSE AN ANTI-BRIBERY AND CORRUPTION POLICY

hummgroup recognises the importance of having oversight of risks associated with conflicts of interest and, at the extreme, risks associated with bribery and corruption, as each may be indicative of issues within the Company's culture. The Board will continue to have oversight of this area directly or through the Audit, Risk and Compliance Committee and will receive reports of any material incidents of bribery or corruption, and consequent actions taken.

A copy of the Company's Anti-Bribery and Corruption Policy is available on the Company's website at https://investors.humm-group.com/Investor-Centre/?page=corporate-governance.

Policy on trading in Company's Securities

Director and employee share trading is subject to the Company's Securities Trading Policy, which places restrictions on when a Director or employee can deal in securities in the Company. Directors and employees (and their immediate family members and closely connected persons and entities) are only permitted to acquire and sell the Company's shares when they are not in possession of price sensitive information that is not generally available to the market.

During the Reporting Period, the Board reviewed and approved amendments to the Securities Trading Policy, which supports the governance enhancements implemented following the Board Governance & Effectiveness Review.

A copy of the Company's Securities Trading Policy is available on the Company's website at https://investors.humm-group.com/Investor-Centre/?page=corporate-governance.

PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS

RECOMMENDATION 4.1 – HAVE AN AUDIT COMMITTEE AND DISCLOSE ITS CHARTER

The Audit, Risk & Compliance Committee ("ARCC") provides advice and assistance to the Board in fulfilling the Board's responsibilities relating to the Group's financial risk management and compliance systems and practices, financial statements, financial and market reporting processes, internal accounting and control systems, external audit and such other matters as the Board may request from time to time, together with its responsibilities pursuant to the risk and compliance function set out in Recommendation 7.1. In addition, the Committee is responsible for assessing significant estimates and the judgments made during the Reporting Period to ensure the integrity of the Company's external financial reporting and financial statements, as well as ensuring whistleblower issues are actively followed up.

The ARCC's audit processes are designed to establish a proactive framework and dialogue in which the Committee, management and external auditors review and assess the quality of earnings, liquidity and the strength of the income statements and balance sheets, and transparency and accuracy of reporting.

As at the date of this Corporate Governance Statement, the ARCC is comprised of four independent Non-Executive Directors, including an independent Non-Executive Chair, who is not the Chair of the Board. Details of the ARCC composition throughout the Reporting Period is set out at the beginning of this Corporate Governance Statement.

The qualifications and experience of the Directors on the ARCC are set out in the Annual Report along with the number of times the ARCC met throughout the Reporting Period and the attendance rates of its members.

The ARCC Charter, which sets out the role and responsibilities of the Committee, is disclosed on the Company's website at https://investors.humm-group.com/Investor-Centre/?page=corporate-governance.

RECOMMENDATION 4.2 – BOARD TO RECEIVE A DECLARATION FROM THE CEO AND CFO IN ADVANCE OF APPROVING THE FINANCIAL STATEMENTS

In accordance with section 295A of the Corporations Act, for the Reporting Period, the executives primarily and directly responsible to the Directors for the general and overall management of the Company have declared to the Board that:

- the financial records of the Company have been properly maintained in accordance with section 286 of the Corporations Act;
- the financial statements and the notes to the financial statements comply with the Australian Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements; and
- the financial statements and the notes to the financial statements give a true and fair view of the financial position and performance of the Company and consolidated entity.

In addition, the CEO and CFO have stated to the Board in writing that:

- the Company's financial report is founded on sound systems of risk management and internal compliance and control which implement the policies adopted by the Board; and
- the Company's risk management and internal compliance and control system is operating effectively in all material respects.

RECOMMENDATION 4.3 – DISCLOSE THE PROCESS TO VERIFY UNAUDITED PERIODIC REPORTING

All periodic corporate reports for **humm**group that are not otherwise subject to audit or review by an external auditor are reviewed in accordance with internal verification procedures to ensure the integrity and accuracy of the information included in those reports. This verification procedure involves a systematic checking and signing-off procedure. Where possible, each statement or number is linked back to an independent external or internal source document.

PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE

RECOMMENDATION 5.1 – HAVE AND DISCLOSE A CONTINUOUS DISCLOSURE POLICY

The Board recognises the importance of keeping the market fully informed of the Company's activities and of communicating openly and clearly with all stakeholders.

The Company has a Disclosure and Communication Policy to ensure compliance with the continuous disclosure requirements in the ASX Listing Rules and the Corporations Act. Specifically, the Disclosure and Communication Policy outlines the corporate governance measures adopted by the Company to further its commitments and provides detailed information regarding **humm**group's:

- continuous disclosure obligations;
- disclosure roles, responsibilities and internal procedures;
- disclosure matters generally;
- market communications; and
- shareholder communications.

The Company's Disclosure and Communication Policy is available on the Company's website at https://investors.humm-group.com/Investor-Centre/?page=corporate-governance.

Information considered to require disclosure is announced immediately through the ASX. Key presentations given by Company personnel to investors and institutions are also lodged first with the ASX. Following the lodgement of an announcement with ASX, key communications are placed on the Company's website. General and historical information about the Company and its operations is also available on the Company's website.

RECOMMENDATION 5.2 – PROMPTLY PROVIDE THE BOARD WITH ALL MATERIAL MARKET ANNOUNCEMENTS

The Board approves and receives notice of all material and non-pro forma market announcements.

RECOMMENDATION 5.3 – RELEASE A COPY OF INVESTOR OR ANALYST PRESENTATIONS TO THE MARKET

hummgroup believes in keeping its security holders appropriately and equally informed and has a process in place to first submit to the ASX Market Announcements Platform any new and substantive investor or analyst presentations before they are given to the investors or analysts.

In addition, a webcast from management is arranged for the full year and half year results announcements, at which the CEO will give a presentation, which has first been submitted to the ASX Market Announcements Platform and provide investors and analysts with the opportunity to submit questions on that presentation.

PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS

RECOMMENDATION 6.1 – PROVIDE COMPANY AND GOVERNANCE INFORMATION ON THE WEBSITE

It is the Board's aim that the Company maintains effective communications with its shareholders and keeps them fully informed of significant developments and activities of the Company, as well as provide them with the facilities to allow them to effectively exercise their rights as security holders.

This commitment is achieved by:

- complying with the continuous disclosure and reporting requirements of the ASX Listing Rules and the Corporations Act 2001;
- distribution of the Annual Report to shareholders who notify the Company that they do wish to receive it, as well as publishing Annual Reports and financial statements on the Company's website at https://investors.humm-group.com/Investor-Centre/?page=annual-reports;
- holding an accessible and informative AGM. The Board requires the external auditor to attend the AGM and be available to answer shareholder questions relating to the audit of the Company's financial statements, the preparation and content of the auditor's report, the accounting policies adopted by the Company, and auditor independence;
- regularly updating the Company's website (https://investors.humm-group.com/investor-centre) to include annual and interim reports, market announcements and presentations as well as financial and shareholder information to ensure transparency and a high level of communication of the Company's operations and financial situation, to the extent that this information is not commercially sensitive or confidential; and
- responding to questions and comments at the AGM submitted by shareholders to the Company at, and in advance of, the AGM.

hummgroup encourages direct contact from shareholders. Contact details of the Company's Communications team are provided in all ASX announcements. Contact details, including phone number, website and email of the Company's share registry, MUFG Corporate Market Services (AU) Limited, are provided on the Company's website at https://investors.humm-group.com/Investor-Centre/?page=my-shareholding.

RECOMMENDATION 6.2 – HAVE AN INVESTOR RELATIONS PROGRAM TO FACILITATE TWO-WAY COMMUNICATION WITH INVESTORS

hummgroup is committed to providing its shareholders with the appropriate information and facilities to allow them to exercise their rights as shareholders effectively. **humm**group's Disclosure and Communication Policy, available on its investor website, provides the framework for how the Company meets its commitment to deliver timely disclosures and clear communications, underpinned by strong governance to promote investor confidence.

In addition, the Company has in place resources to support its investor relations program, which consists of regular communications channels for all current and prospective shareholders, in addition to ad hoc engagements with institutional investors and investment analysts.

RECOMMENDATION 6.3 – DISCLOSE HOW SECURITY HOLDER PARTICIPATION AT MEETINGS IS ENCOURAGED

Allowing the opportunity for security holders to engage with the Company and Board at general meetings is a key element of the agenda for each meeting, with the Company providing security holders with the opportunity to submit questions in advance of, or at, the meeting, to be addressed at the meeting.

RECOMMENDATION 6.4 – SUBSTANTIVE SECURITY HOLDER RESOLUTIONS TO BE DETERMINED BY POLL

hummgroup conducts, and will continue to conduct, its security holder resolutions by poll.

RECOMMENDATION 6.5 – PROVIDE OPTION TO SECURITY HOLDERS TO RECEIVE ELECTRONIC COMMUNICATIONS

hummgroup supports and encourages its security holders to receive communications from **humm**group and its registry by electronic means. Security holders are also encouraged to use electronic means to contact the Company and our Communications team.

PRINCIPLE 7 – RECOGNISE AND MANAGE RISK

RECOMMENDATION 7.1 – HAVE A RISK COMMITTEE AND DISCLOSE ITS CHARTER

While ultimate responsibility for risk oversight and risk management rests with the Board, the ARCC provides advice and assistance to the Board to fulfil its corporate governance and oversight responsibilities in relation to how risk is identified, assessed and managed across the Group, including in accordance with the Board approved Risk Appetite Statement, together with its responsibilities pursuant to the audit function set out in Recommendation 4.1. In addition, the Committee is responsible for assessing significant risks and compliance with internal and external requirements.

The Company has identified key financial and non-financial risks within the business. In the ordinary course of business, management monitors and manages these risks, providing regular reporting on key metrics, including the Company's risk appetite. Performance in each risk class is presented to and reviewed by the Committee, with escalation procedures in place where the Company's risk profile sits outside appetite.

As at the date of this Corporate Governance Statement, the ARCC is comprised of four independent Non-Executive Directors, including an independent Non-Executive Chair, who is not the Chair of the Board. Details of the ARCC composition throughout the Reporting Period is set out at the beginning of this Corporate Governance Statement.

The qualifications and experience of the Directors on the ARCC are set out in the Annual Report along with the number of times the ARCC met throughout the Reporting Period and the attendance rates of its members.

The ARCC Charter, which sets out the role and responsibilities of the Committee, is disclosed on the Company's website at https://investors.humm-group.com/Investor-Centre/?page=corporate-governance.

RECOMMENDATION 7.2 – ANNUALLY REVIEW THE RISK MANAGEMENT FRAMEWORK

The Board delegates the review of the Company's risk management framework to the ARCC. The Committee structures its meetings to ensure all elements of the Group risk management framework and risk management operations are considered and addressed over the course of the year. This includes identifying where material risks sit across the organisation, where investment has been made in improving risk management capability and processes, and where further enhancements can be made.

In respect of the Reporting Period, the ARCC undertook a comprehensive review of the Group's risk management framework to ensure it remained appropriate for the Company's operations, strategy and risk profile. As part of this process, the ARCC reviewed and recommended for Board approval a refreshed Risk Appetite Statement and Risk Management Strategy, which were subsequently approved by the Board. The Risk Appetite Statement articulates the level and types of risk the Group is willing to accept in pursuing its strategic objectives and includes qualitative and quantitative risk appetite measures across the Group's material risks. The Risk Management Strategy was updated to further strengthen the Group's approach to identifying, assessing, monitoring and managing risk.

The Board and ARCC also undertook a detailed review of the Group's risk register and risk assessment methodology, including consideration of the Group's material strategic, financial and non-financial risks. To enhance risk oversight and monitoring, the Company established a risk dashboard incorporating key risk indicators, risk appetite metrics and trend reporting, enabling management, the ARCC and the Board to monitor performance against risk appetite settings and emerging risk exposures on an ongoing basis. The dashboard has been embedded into regular risk reporting to support effective oversight of the Group's risk profile and risk management activities.

RECOMMENDATION 7.3 – MAKE DISCLOSURES REGARDING THE INTERNAL AUDIT FUNCTION

The Company's Audit, Risk and Compliance Committee Charter sets out the Committee's responsibility to approve the appointment of any internal audit function, and review and assess the performance and effectiveness of the internal audit function.

During the reporting period, **humm**group engaged McGrath Nicol, an independent external provider, to deliver project-based internal audit services across several key focus areas. The Board deemed this approach appropriate and sufficient for the Reporting Period, complementing the Company's internal mechanisms for assessing and continuously enhancing the effectiveness of its risk management and internal control frameworks.

RECOMMENDATION 7.4 – DISCLOSE IF THE COMPANY HAS ANY MATERIAL ENVIRONMENTAL OR SOCIAL RISKS, AND THEIR MITIGANTS

Please refer to the Directors' Report, Review of Operations and Sustainability Report in the Annual Report in respect of the Company's exposure to environmental and social risks.

In accordance with the ARCC Charter, the ARCC is responsible for reviewing whether **humm**group has any material exposure to any environmental and social risks. The Company has not identified any material environmental risks. Social risk assessment (such as ethical conduct, labour management, diversity and inclusion, health and safety, customer privacy and cyber security, consumer protection, modern slavery, and human rights) form part of the overall risk management framework overseen by the Board and the ARCC.

PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY

RECOMMENDATION 8.1 – HAVE A REMUNERATION COMMITTEE AND DISCLOSE ITS CHARTER

The People and Remuneration Committee ("PRC") has responsibility for the performance appraisal process and remuneration policies for the Company's management, with a process in place for Director remuneration to be reviewed from time-to-time.

The CEO's performance evaluation of key executives is periodically reviewed by the PRC. The CEO's performance evaluation is undertaken by the Board.

The Committee assists and advises the Board on remuneration policies and practices for the Board, the CEO, senior management and other persons whose activities, individually or collectively, affect the financial soundness of the Company.

The PRC's responsibilities include, but are not limited to, developing, reviewing and making recommendations to the Board on:

- remuneration arrangements for the Chair, Non-Executive Directors, CEO and senior management;
- the remuneration framework and remuneration policies;
- remuneration outcomes and incentive arrangements for the CEO and senior management;
- recruitment, retention, succession and termination policies for the CEO and senior management;
- short and long-term incentive and equity-based plans;
- superannuation arrangements for Directors and senior management;
- significant remuneration, employment, legislative and regulatory developments; and
- major changes to employee benefit arrangements.

As at the date of this Corporate Governance Statement, the PRC is comprised of four independent Non-Executive Directors, including an independent Non-Executive Chair, who is not the Chair of the Board. Details of the PRC composition throughout the Reporting Period is set out at the beginning of this Corporate Governance Statement.

The qualifications and experience of the Directors on the PRC are set out in the Annual Report along with the number of times the PRC met throughout the Reporting Period and the attendance rates of its members.

The PRC Charter, which sets out the role and responsibilities of the Committee, is disclosed on the Company's website at https://investors.humm-group.com/Investor-Centre/?page=corporate-governance.

RECOMMENDATION 8.2 – DISCLOSE POLICIES AND PRACTICES FOR REMUNERATION OF NON-EXECUTIVE DIRECTORS, EXECUTIVE DIRECTORS, AND EXECUTIVE MANAGEMENT

Remuneration Report

In accordance with section 300A of the Corporations Act, disclosures in relation to Director and executive remuneration are included in a separate component of the Directors' Report in the Annual Report, titled Remuneration Report. The Remuneration Report contains details of the Company's remuneration philosophy and structure, including fixed and variable remuneration.

Board remuneration

Remuneration of the Non-Executive Directors is fixed and designed to ensure that Board membership of an appropriate mix and calibre is maintained and aligned with remuneration trends in the marketplace. Remuneration levels and trends are reviewed with the assistance of independent external remuneration consultants when appropriate.

CEO and Executive remuneration

The underlying principles of risk and reward for performance are set out in the Remuneration Report. These principles recognise the different levels of contribution of management to the short-term and long-term success of the Company.

A key element is the principle of reward for performance that is dependent upon both personal and Company performance. Every employee undergoes a formal performance appraisal each financial year, which is used, in part, to determine that employee's remuneration in the financial year ahead.

The CEO's performance is continuously monitored and annually assessed. The assessment is used to determine, in part, the level of "at risk" remuneration paid to the CEO.

RECOMMENDATION 8.3 – HAVE AND DISCLOSE A POLICY ON LIMITING ECONOMIC RISK OF PARTICIPATING IN EQUITY BASED REMUNERATION PROGRAMS

The Company offers equity-based plans, if appropriate, for the CEO, senior management and other employees. The Company's Securities Trading Policy prohibits participants in equity-based plans from entering into transactions or arrangements which limit or eliminate the economic risk of participating in those plans, including in respect of unvested entitlements and vested but unexercised entitlements. The Company's Securities Trading Policy is disclosed on the Company's website at https://investors.humm-group.com/Investor-Centre/?page=corporate-governance.

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