humm group limited
ACN 122 574 583

16 November 2026

Dear Shareholder

2026 annual general meeting

We write to update you about the business to be considered at humm Group Limited's Annual General Meeting (**AGM**), which is currently scheduled to be held at 10:00am (AEDT) on Friday, 20 November 2026 at Level 14, 255 Pitt Street, Sydney NSW 2000.

As you will know, there have been a number of announcements about the Board and the Directors in the last month or so. These relate to decisions taken by Directors about how they consider the interest of the Company having an effective and stable Board can best be advanced. This includes the decisions announced in October by Ms Teresa Dyson and Ms Abigail Cheadle to not stand for re-election at the AGM, Ms Cheadle's subsequent reconsideration of her decision and the decision announced on 12 November 2026 of Mr Rajeev Dhawan to not stand for re-election at the AGM.

Ms Cheadle has now decided to resign as a director, effective today.

Mr Dhawan has also reconsidered his position and has now decided to proceed with standing for re-election at the AGM.

This letter explains these decisions in more detail.

Adjournment and change of time and venue

Given these developments, as announced on 11 November 2026, the Company intends to open the AGM at the time and the place specified above, but immediately adjourn the meeting.

The AGM will resume at 11:00am (AEDT) on Monday, 30 November 2026 at Herbert Smith Freehills Kramer, 161 Castlereagh Street, Sydney, NSW 2000.

Shareholders are therefore not required to attend the original venue on 20 November 2026 and should instead attend the resumed meeting at the revised time and venue set out above.

Ms Abigail Cheadle

Ms Cheadle does not agree with the Board's determination, announced on 10 November 2026, that she is not considered an independent director. She considers that she is, and has been since her appointment, independent. She recognises, however, the Board's desire to have a strong majority of directors it regards as independent and has decided that it is in the best interests of the Company for her to resign as a director, effective today.

The Board thanks Ms Cheadle for her valuable contribution to the Company on the Board and as Chair of the Audit, Risk and Compliance Committee during her tenure and wishes her all the best for her future endeavours.

Mr Rajeev Dhawan

Since announcing his intention to stand down at the end of the AGM, Mr Dhawan has received considerable encouragement to reconsider his position. Mr Dhawan has reflected on this and the circumstances facing the Company and has decided to stand for re-election at the AGM, as originally planned. He is also pleased that Ms Dyson, Ms Teresa (Terry) Fleming, Mr Angelo Demasi and Mr Garry Sladden have endorsed his decision to stand for re-election.

With his longstanding knowledge of the Company, together with his broader commercial experience, Mr Dhawan believes he can make a valuable contribution to the Board going forward. His decision is guided by what he believes to be in the best interests of the Company and all shareholders.

The Board following the AGM

Post the AGM, the Board will comprise Ms Fleming, independent non-executive Director, Mr Andrew Darbyshire, non-independent and non-executive Director, Mr Demasi, Chief Executive Officer and Managing Director and, if elected, Mr Dhawan, independent non-executive Director, and Mr Sladden, independent non-executive Director.

The Board will elect a Chair of the Board from among the directors immediately following the AGM.

Issue of Performance Rights

At the request of Mr Demasi, the resolution to issue certain Performance Rights under the Humm Group Incentive Awards Plan to Mr Demasi (Resolution 5) will be withdrawn. Mr Demasi has made this request because he considers the AGM should focus on settling the composition of the Board and not be distracted by his personal remuneration arrangements. Any proxy directions already given on Resolution 5 will be disregarded. The withdrawal does not affect proxy appointments or directions on other resolutions.

Impact on AGM

Please note two matters consequential on the adjournment of the AGM.

First, the date by which shareholders may submit questions in advance of the AGM has been extended to Monday, 23 November 2026. The arrangements for submitting questions set out in the Notice of Meeting remain unchanged.

Second, the date by which proxy appointments must be received by the share registry has been extended to **11:00am (AEDT) on Saturday, 28 November 2026.** You may use the lodgement methods set out in the proxy form. The online facility is https://au.investorcentre.mpms.mufg.com.

Shareholders may also attend the AGM and vote in person. The live webcast is for viewing only and does not provide a facility to vote.

Yours faithfully

Carlie Bangs
Company Secretary
For and on behalf of humm Group Limited