

Notice of Annual General Meeting 2022

Meeting date: Thursday, 10 November 2022

Time: 10.00am (AEDT)



Notice of Annual General Meeting 2022

Notice is given that the Annual General Meeting (**AGM**) of hipages Group Holdings Limited ACN 644 430 839 (**hipages**) will be held on:

Date: Thursday 10 November 2022

Time: 10.00am (AEDT)

The AGM will be held as a virtual meeting in accordance with rule 13.7(b) of the hipages Constitution.

Attending and asking questions:

Pre-register to attend and ask questions at the virtual AGM which will be held by zoom webinar at https://us02web.zoom.us/webinar/register/WN_3Ln2CpJeSlyvJBEjv5HlMw.

Live voting at the AGM:

Shareholders must separately log-in, or register, for live voting during the AGM at <https://investor.automic.com.au/>.

Shareholders are strongly encouraged to lodge a proxy vote before the AGM.

For further information

Refer to Virtual AGM - Online Guide at:
<https://www.automicgroup.com.au/virtual-agms/>

Notice of Annual General Meeting

Items of business

1. Financial Statements and Reports

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2022.

Note: this item of business is for discussion only and is not a resolution.

2. Remuneration Report

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

"To adopt the Remuneration Report for the year ended 30 June 2022."

Note: this item of business is advisory only and does not bind the directors or hipages.

3. Re-election of Director

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

"That Stacey Brown, being eligible, be re-elected as a director of hipages Group Holdings Limited in accordance with rule 3.6(c) of the hipages Constitution"

4. Grant of equity incentive awards to Chief Executive Officer, Roby Sharon-Zipser

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

- (a) *"That, for the purpose of ASX Listing Rule 10.14 and all other purposes, the grant of 131,175 performance rights, and any shares issued on the vesting and exercise of performance rights, to RSZ Pty Ltd atf RSZ Trust, an entity controlled by Chief Executive Officer, Roby Sharon-Zipser in accordance with hipages Executive Incentive Remuneration 2022, hipages Management Equity Plan and as described in the Explanatory Notes, be approved."*
- (b) *"That, for the purpose of ASX Listing Rule 10.14 and all other purposes, the grant of 154,047 performance rights, and any shares issued on the vesting and exercise of performance rights, to RSZ Pty Ltd atf RSZ Trust, an entity controlled by Chief Executive Officer, Roby Sharon-Zipser under the hipages long term incentive plan for FY2023, hipages Management Equity Plan and as described in the Explanatory Notes, be approved."*

5. Grant of Director Equity Entitlement to the Chair, Inese Kingsmill

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

- (a) *"That, for the purpose of ASX Listing Rule 10.14 and all other purposes, the grant of 18,091 share rights, and any shares on vesting and exercise of share rights (representing a pro-rata calculation of her annual Director Equity Entitlement approved by shareholders at hipages 2021 AGM up to her appointment date as Chair and vesting immediately), to the Chair, Inese Kingsmill in accordance with the hipages Management Equity Plan and as described in the Explanatory Notes, be approved."*
- (b) *"That, for the purpose of ASX Listing Rule 10.14 and all other purposes, the annual grant of Director Equity Entitlements (including for less than a year served, at the Board's discretion such number of entitlements calculated on a pro-rata basis), and any shares on vesting and exercise of Director Equity Entitlements, valued at \$50,000 to the Chair, Inese Kingsmill in accordance with the hipages Management Equity Plan and as described in the Explanatory Notices, be approved for the next three years."*

6. Grant of Director Equity Entitlement to the Director, Chris Knoblanche

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

- (a) *"That, for the purpose of ASX Listing Rule 10.14 and all other purposes, the grant of 30,801 share rights, and any shares on vesting and exercise of share rights (representing a partial calculation of his annual Director Equity Entitlement approved by shareholders at hipages 2021 AGM up to his cessation date as Chair and vesting immediately), to the Director, Chris Knoblanche in accordance with the hipages Management Equity Plan and as described in the Explanatory Notes, be approved."*
- (b) *"That, for the purpose of ASX Listing Rule 10.14 and all other purposes, the annual grant of Director Equity Entitlements (including for less than a year served, at the Board's discretion such number of entitlements calculated on a pro-rata basis), and any shares on vesting and exercise of Director Equity Entitlements, valued at \$30,000 to the Director Chris Knoblanche in accordance with the hipages Management Equity Plan and as described in the Explanatory Notes, be approved for the next three years."*

By order of the Board

Kylie Quinlivan
Company Secretary
12 October 2022

Information for Shareholders

Voting exclusions

If you appoint the Chair of the meeting as your proxy on resolutions 2, 4, 5 or 6 or the Chair of the meeting is appointed your proxy by default, and you do not direct your proxy how to vote on that resolution, you will be expressly authorising the Chair to exercise your proxy even though that resolution is connected directly or indirectly with the remuneration of Key Management Personnel (**KMP**).

Resolution 2

A vote on resolution 2 must not be cast (in any capacity) by or on behalf of:

- a member of KMP details of whose remuneration are included in the Remuneration Report for the year ended 30 June 2022; or
- a closely related party of such a KMP.

However, a person described above may cast a vote on resolution 2 as proxy if the vote is not cast on behalf of a person described above and either:

- the proxy appointment is in writing that specifies the way the proxy is to vote on the resolution; or
- the vote is cast by the Chair of the meeting and the appointment of the Chair as proxy:
 - does not specify the way the proxy is to vote on the resolution; and
 - expressly authorises the Chair of the meeting to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of KMP.

Resolution 4

hipages will disregard any votes cast in favour of resolutions 4(a) and 4(b) by or on behalf of:

- a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in hipages Management Equity Plan; or
- an associate of that person or those persons.

However, this does not apply to a vote cast in favour of resolutions 4(a) and 4(b) by:

- a person as proxy or attorney for a person entitled to vote on resolutions 4(a) and 4(b) in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on resolutions 4(a) and 4(b); and
 - the holder votes on resolutions 4(a) and 4(b) in accordance with directions given by the beneficiary to the holder to vote in that way.

In accordance with section 250BD of the Corporations Act, a vote must not be cast on resolutions 4(a) and 4(b) as a proxy by a member of the KMP at the date of the AGM, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chair of the meeting where the proxy appointment expressly authorises the Chair of the meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

Resolution 5

hipages will disregard any votes cast in favour of resolutions 5(a) and 5(b) by or on behalf of:

- a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in hipages Management Equity Plan; or
- an associate of that person or those persons.

However, this does not apply to a vote cast in favour of resolutions 5(a) and 5(b) by:

- a person as proxy or attorney for a person entitled to vote on resolutions 5(a) and 5(b) in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on resolutions 5(a) and 5(b); and
 - the holder votes on resolutions 5(a) and 5(b) in accordance with directions given by the beneficiary to the holder to vote in that way.

In accordance with section 250BD of the Corporations Act, a vote must not be cast on resolutions 5(a) and 5(b) as a proxy by a member of the KMP at the date of the AGM, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chair of the meeting where the proxy appointment expressly authorises the Chair of the meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

Resolution 6

hipages will disregard any votes cast in favour of resolutions 6(a) and 6(b) by or on behalf of:

- a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in hipages Management Equity Plan; or
- an associate of that person or those persons.

However, this does not apply to a vote cast in favour of resolutions 6(a) and 6(b) by:

- a person as proxy or attorney for a person entitled to vote on resolutions 6(a) and 6(b) in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on resolutions 6(a) and 6(b); and
 - the holder votes on resolutions 6(a) and 6(b) in accordance with directions given by the beneficiary to the holder to vote in that way.

In accordance with section 250BD of the Corporations Act, a vote must not be cast on resolutions 6(a) and 6(b) as a proxy by a member of the KMP at the date of the AGM, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chair of the meeting where the proxy appointment expressly authorises the Chair of the meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

Information for Shareholders *continued*

Other information

Apart from item 1 (which does not require a vote), all resolutions will be voted on by a poll.

A shareholder is eligible to vote at the AGM if they are registered as a holder of shares in hipages at 7.00pm (AEDT) on Tuesday, 8 November 2022.

Virtual meeting

hipages 2022 AGM will be held virtually in accordance with rule 13(c) of the hipages Constitution and there will be no physical meeting to attend.

To attend and ask questions at hipages 2022 AGM, you are required to pre-register at https://us02web.zoom.us/webinar/register/WN_3Ln2CpJeSlyvJBEjv5HIMw. After registering, you will receive details on how to join the AGM.

Shareholders must separately log-in, or register, for live voting during the AGM at <https://investor.automic.com.au/>. Shareholders are strongly encouraged to lodge a proxy vote before the AGM (see section: *Voting before the AGM* below).

Shareholder questions

If you are entitled to vote at the AGM, you may submit written questions for hipages or the Auditor before the AGM. Please ensure that your written questions are emailed to investor@hipagesgroup.com.au:

- by 5.00pm (AEDT) on Thursday, 3 November 2022 for the Auditor; and
- by 5.00pm (AEDT) on Tuesday, 8 November 2022 for hipages.

You may also submit your questions and comments verbally or in writing during the AGM using the zoom webinar functionality.

The Chair will endeavour to address all relevant questions and comments during the AGM.

The Auditor will also be in attendance at the AGM and will be available to answer questions relevant to the audit and the Auditor's Report.

Appointing proxies and powers of attorney

If you are entitled to vote at the AGM, you can appoint a proxy or attorney to attend and to vote on your behalf (see below). A proxy or attorney does not need to be a hipages shareholder and may be an individual or a body corporate.

If you are entitled to cast two or more votes, you may appoint two proxies and you may specify the proportion or number of votes each proxy or attorney is appointed to exercise. If no proportion or number is specified, each proxy or attorney may exercise half of your votes. If you wish to appoint two proxies, please contact the Share Registry on 1300 288 664 (within Australia) and +61 2 9698 5414 (outside Australia).

Voting before the AGM

You are encouraged to submit a proxy vote before the AGM. You may lodge your proxy vote online using the Automic Investor Portal at the address below by 10.00am (AEDT) on Tuesday, 8 November 2022.

Online: <https://investor.automic.com.au/#/loginsah>

For further information, refer to the Online Proxy Lodgement Guide at <https://www.automicgroup.com.au/virtual-agms/>

If a shareholder is unable to complete an online proxy appointment, a proxy form can be requested by contacting the Share Registry on 1300 288 664 (within Australia) and +61 2 9698 5414 (outside Australia). Completed proxy forms (together with any authority under which the proxy was signed or a certified copy of the authority) must be received by the Share Registry no later than 10.00am (AEDT) on Tuesday, 8 November 2022, by post or by hand.

By post: Automic, GPO Box 5193, Sydney NSW 2001

By hand: Automic, Level 5, 126 Phillip St, Sydney NSW

Voting at the AGM

For voting at the AGM, shareholders (and other persons entitled to vote at the AGM) must log-in, or register, for the Automic Investor Portal at <https://investor.automic.com.au/>.

Shareholders are strongly encouraged to lodge a proxy vote before the AGM.

For further information about how to register and vote at the hipages AGM, please refer to the Registration and Voting Guide available at <https://www.automicgroup.com.au/virtual-agms/>.

Voting by proxies

Under the Corporations Act, if the proxy form directs the proxy how to vote on a particular resolution:

- a proxy who is not the Chair of the meeting does not need to vote but if the proxy does vote, the proxy must vote as directed (subject to any applicable voting restrictions); and
- if the proxy is the Chair of the meeting, the proxy must vote and must vote as directed.

Default to the Chair of the meeting

If:

- a shareholder has appointed a proxy other than the Chair of the meeting and the appointment of the proxy directs the proxy how to vote on the resolution; and
- the shareholder's proxy either does not attend the AGM or attends the AGM but does not vote on the resolution,

then the Chair of the meeting will, before voting on the resolution closes, be taken to have been appointed as the proxy for that shareholder for the purposes of voting on that resolution. In these circumstances, the Chair of the meeting must vote in accordance with the written direction of the shareholder.

Voting intention of the Chair

Where entitled to do so, and subject to the voting restrictions set out on page 4 and 5, the Chair intends to vote all undirected proxies in favour of resolutions 2 to 6.

Powers of attorney

If you have appointed an attorney to attend and vote at the AGM, or if your proxy form is signed by an attorney, you must provide the power of attorney (or a certified copy of the power of attorney) to the Share Registry before 10.00am (AEDT) on Tuesday, 8 November 2022, unless this document has been previously lodged with the Share Registry.

You may deliver the power of attorney to the Share Registry by post or by hand using the details provided in the section: *Voting before the AGM above*.

Corporate representatives

A corporate shareholder may appoint a person to act as its representative. The representative must provide a properly executed letter or other document, such as an Appointment of Corporate Representative form, confirming that they are authorised to act as the shareholder's representative at the AGM. The document must be provided to the Share Registry before 10.00am (AEDT) on Tuesday, 8 November 2022. Shareholders can obtain an "Appointment of Corporate Representative" form by calling the Share Registry on 1300 288 664 (within Australia) and +61 2 9698 5414 (outside Australia).

Explanatory Notes

Item 1 - Financial Statements and Reports

The Corporations Act requires that the Financial Report, the Directors' Report and Auditor's Report be considered at the AGM. Shareholders are not required to vote on these reports.

The Chair of the meeting will give shareholders a reasonable opportunity to ask questions and make comments on the management of hipages. Shareholders will also be given a reasonable opportunity to ask the Auditor questions about the conduct of the audit and the content of the Auditor's Report.

Item 2 - Remuneration Report

The FY2022 Remuneration Report sets out hipages' executive remuneration framework, the link between hipages' performance and executive remuneration outcomes and remuneration arrangements of hipages' directors and other KMP for FY2022.

The FY2022 Remuneration Report is included in hipages' 2022 Annual Report which is available on hipages' website at <https://hipagesgroup.com.au/investor-centre/>.

The Chair of the meeting will give shareholders a reasonable opportunity to ask questions about or make comments on the FY2022 Remuneration Report.

The vote on the FY2022 Remuneration Report is advisory and will not bind hipages or its directors. However the Board will take the outcome of the vote into consideration when reviewing the future remuneration policies and practices of hipages.

Noting that each director has a personal interest in their own remuneration from hipages, as described in the Remuneration Report, the Board recommends that shareholders vote in favour of adopting the resolution.

Item 3 - Re-election of Stacey Brown

Stacey Brown retires by rotation in accordance with article 3.6(c) of hipages' Constitution and, being eligible, offers herself for re-election.

Stacey Brown is an independent non-executive director, first appointed to the Board in September 2020, having previously been News Corp Australia's nominee director on hipages Board before restructure and ASX listing. She is Chair of the Audit and Risk Committee.

Stacey brings to the Board extensive experience in financial management, governance and leadership. Stacey is currently employed as the Chief Financial Officer of Laser Clinics and has held senior financial roles at News Corp Australia, the Lowy Family Group, Qantas and Multiplex. Stacey was previously a director and chair of the audit committee for Qantas Superannuation, Foxtel and KU Children's Services.

Stacey Brown is considered to be an independent director notwithstanding her former role as Chief Financial Officer of News Corp Australia until March 2020. The Board is confident that Stacey's former employment with a substantial shareholder of hipages does not interfere with her capacity to bring independent judgement to bear on issues before the Board.

The Board reviewed its performance and the performance of the Board Committees in FY2022, as described in hipages 2022 Corporate Governance Statement. Based on this performance review, the Board assesses Stacey Brown to be an effective Chair of the Audit and Risk Committee and non-executive director, who demonstrates the level of commitment required for her role and reflects hipages values and leadership charter.

The Board (other than Stacey Brown because of her interest in this resolution) recommends that shareholders vote in favour of this resolution.

Items 4, 5 and 6

Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire equity securities under an employee incentive scheme:

- a director of the company;
- an associate of a director of the company; or
- a person whose relationship with the company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The proposed issue of performance rights set out in:

- resolutions 4(a) and 4(b) to Roby Sharon-Zipser;
- resolutions 5(a) and 5(b) to Inese Kingsmill; and
- resolutions 6(a) and 6(b) to Chris Knoblanche,

fall within Listing Rule 10.14.1 and therefore require the approval of hipages' shareholders under Listing Rule 10.14.

Item 4(a) - Grant of equity incentive to Chief Executive Officer, Roby Sharon-Zipser for 2022

Resolution 4(a) seeks shareholder approval for the grant of 131,175 performance rights, and any shares on vesting and exercise of performance rights, to RSZ Pty Ltd atf RSZ Trust, an entity controlled by the CEO, Roby Sharon-Zipser under the terms of hipages Management Equity Plan, as part of his total remuneration package for the year ending 30 June 2022.

Summary of key terms of the equity component of 2022 Executive Incentive Remuneration

The FY2022 Executive Incentive Remuneration aims to drive the achievement of hipages' annual objectives and long-term value creation for shareholders.

For FY2022, Roby Sharon-Zipser is eligible for an executive incentive opportunity of 60% of his FY2022 total fixed remuneration (**TFR**) of \$525,000; split 30% in cash and subject to shareholder approval, 70% in equity. The relevant performance period is 12 months from 1 July 2021 to 30 June 2022.

The award of performance rights, which vest over a period of four years from the grant date, encourages executives to focus on actions that will sustainably grow the business.

Based on financial and non-financial performance measures for the 12 month performance period ending 30 June 2022, Roby Sharon-Zipser was awarded 59.5% of his 60% executive incentive opportunity, representing \$56,228 in cash and \$131,197 in equity. Further detail of Roby Sharon-Zipser's performance outcomes for FY2022 are set out in section 6.2 of the 2022 hipages Remuneration Report.

Roby Sharon-Zipser is entitled to 131,175 performance rights, calculated by dividing the \$131,197 equity component of his executive incentive award by approximately \$1.00 being the 5-day VWAP of HPG shares ending on 30 June 2022. This represents approximately 25% of Roby Sharon-Zipser's TFR for FY 2022.

The performance rights will vest and become exercisable over the next three years in equal tranches, commencing 12 months after the grant date.

Shareholder approval

If shareholders approve resolution 4(a), 131,175 performance rights will be granted to RSZ Pty Ltd atf RSZ Trust, an entity controlled by CEO Roby Sharon-Zipser shortly after the AGM and in any event no later than three years after the AGM. If shareholders do not approve resolution 4(a), hipages will not be able to issue the performance rights and the Board will discuss alternative options with Roby Sharon-Zipser in good faith.

Explanatory Notes continued

For other information required under the ASX Listing Rules, see section: *Additional information required by the ASX Listing Rules* and the hipages FY2022 Remuneration Report. For a summary of key terms of the hipages Management Equity Plan, see section: *Summary of hipages Management Equity Plan*.

The Board (other than Roby Sharon-Zipser because of his interest in this resolution) recommends that shareholders vote in favour of this resolution.

Item 4(b) - Grant of FY2023 long term incentive (LTI) to Chief Executive Officer, Roby Sharon-Zipser

Resolution 4(b) seeks shareholder approval for the grant of 154,047 performance rights, and any shares on vesting and exercise of performance rights, to RSZ Pty Ltd at RSZ Trust, an entity controlled by the CEO, Roby Sharon-Zipser under the terms of hipages Management Equity Plan, as part of his total remuneration package for the year ending 30 June 2023.

Summary of key terms of the 2023 LTI

The Board introduced a new executive incentive structure for FY2023 comprising a separate short term incentive (including 12-month deferred equity component under the terms of the hipages Management Equity plan) (**STI**) and long term incentive under the terms of the hipages Management Equity plan (**LTI**).

The aim of hipages' new LTI in the form of performance rights is to deepen the alignment between executive reward and long-term shareholder returns and encourage executives to take actions focussed on creating sustainable results over the long-term leading to wealth creation for shareholders, rather than on short-term financial targets which may not be aligned to hipages long term strategic objectives.

For FY2023, Roby Sharon-Zipser is eligible for an LTI opportunity of 30% of his FY2023 total fixed remuneration (**TFR**) for FY2023 of \$627,500, being \$219,625. The relevant performance period is 3 years from 1 July 2022 to 30 June 2025 with no retesting period.

Performance will be assessed against a relative Total Shareholder Return (**rTSR**) measure. The comparator group for assessing rTSR performance comprises approximately 20 selected ASX-listed companies, as approved by the Board. To determine rTSR performance, companies in the comparator group (including hipages) are ranked from highest to lowest in accordance with their TSR for the relevant performance period. The percentile ranking of hipages is used to determine LTI vesting levels.

The following vesting schedule will apply to the rTSR performance measure:

Hipages TSR ranking against comparator group	% of the LTI award that will vest
Below 50 th percentile	0%
At 50 th percentile	50% vesting
Between the 50 th and 75 th percentile	Straight-line vesting between 50% and 100%
At or above 75 th percentile	100%

The Board has discretion to amend the performance target, the comparator group and/or how TSR is measured and modify for events which are considered to be outside management's control.

Roby Sharon-Zipser is entitled to 154,047 performance rights, calculated by dividing the \$219,625 equity component of his executive incentive award by approximately \$1.43 being the 10-day VWAP of HPG shares following release of hipages full year financial results for FY2022 on 25 August 2022.

The 154,047 performance rights will vest and become exercisable at the end of the performance period being 30 June 2025, subject to the performance target being achieved. No re-testing after the performance period will apply.

Shareholder approval

If Resolution 4(b) is approved by shareholders, 154,047 performance rights will be granted to RSZ Pty Ltd at RSZ Trust, an entity controlled by CEO Roby Sharon-Zipser shortly after the AGM and in any event no later than three years after the date of the AGM. If shareholders do not approve resolution 4(b), hipages will not be able to issue the performance rights and the Board will discuss alternative options with Roby Sharon-Zipser in good faith.

For other information required under the ASX Listing Rules, see section: *Additional information required by the ASX Listing Rules* and the hipages FY2022 Remuneration Report. For a summary of key terms of the hipages Management Equity Plan, see section: *Summary of hipages Management Equity Plan*.

The Board (other than Roby Sharon-Zipser because of his interest in this resolution) recommends that shareholders vote in favour of this resolution.

Item 5(a) - Grant of Director Equity Entitlement on a pro-rata basis to the Chair Inese Kingsmill

Resolution 5(a) seeks shareholder approval for the grant of 18,091 share rights, and any shares on vesting and exercise of Director Equity Entitlements, to the Chair, Inese Kingsmill under the terms of hipages Management Equity Plan, representing a pro rata calculation of her annual Director Equity Entitlement grant as approved by shareholders at hipages 2021 AGM up to the date of her appointment as Chair, effective on 25 August 2022.

These Director Equity Entitlements will be provided in the form of share rights, which vest immediately after grant. The provision of share rights to directors aligns the long-term interests of non-executive directors with shareholders. The independence of non-executive directors is carefully balanced including having regard to the number of share rights issued to non-executive directors and by not linking the vesting of share rights to hipages' performance.

The grant value of these share rights is \$27,000, representing a pro-rata calculation of her annual Director Equity Entitlement approved by shareholders at hipages 2021 AGM up to her appointment date as Chair and vesting immediately. The number of share rights has been calculated by dividing the Director Equity Entitlement value of \$27,000 by the 5-day VWAP of HPG shares ending immediately before 25 August 2022 (approximately \$1.49).

Share rights are not subject to any performance or time based conditions and will vest immediately after grant.

Shareholder approval

If Resolution 5(a) is approved by shareholders, 18,091 share rights will be granted to Inese Kingsmill shortly after the AGM and in any event no later than three months after the date of the AGM. If shareholders do not approve resolution 5(a), hipages will not be able to issue share rights to Inese Kingsmill and the Board will discuss alternative options with Inese Kingsmill in good faith.

For other information required under the ASX Listing Rules, see section: *Additional information required by the ASX Listing Rules* and the hipages FY2022 Remuneration Report. For a summary of key terms of the hipages Management Equity Plan, see section: *Summary of hipages Management Equity Plan*.

The Board (other than Inese Kingsmill because of her interest in this resolution) recommends that shareholders vote in favour of this resolution.

Item 5(b) - Grant of revised Director Equity Entitlement to the Chair Inese Kingsmill

Resolution 5(b) seeks shareholder approval for the annual grant of Director Equity Entitlements valued at \$50,000 (including for less than a year served, such number of entitlements calculated on a pro-rata basis at the Board's discretion), and any shares on vesting and exercise of Director Equity Entitlements, to the Chair, Inese Kingsmill under the terms of hipages Management Equity Plan, for the next three years.

These Director Equity Entitlements will be provided in the form of share rights, which vest immediately after grant. The provision of share rights to directors aligns the long-term interests of non-executive directors with shareholders. The independence of non-executive directors is carefully balanced including having regard to the number of share rights issued to non-executive directors and by not linking the vesting of share rights to hipages' performance.

The number of share rights will be calculated by dividing the Director Equity Entitlement value of \$50,000 by the 5-day VWAP of HPG shares ending immediately before the anniversary of her appointment as Chair, being 25 August, in the relevant year (being the 5-day VWAP of HPG shares ending immediately before 25 August 2023, 25 August 2024 and 25 August 2025 respectively).

Share rights are not subject to any performance or time based conditions and will vest immediately after grant.

Shareholder approval

If Resolution 5(b) is approved by shareholders, Inese Kingsmill will receive an annual grant of Director Equity Entitlements valued at \$50,000 for the next three years. The first grant will be made on or around the first anniversary of her appointment as Chair, being 25 August 2023 (and the following grants will be made on or around 25 August 2024 and 25 August 2025). The share rights will be issued no later than three years after the date of the AGM. If shareholders do not approve resolution 5(b), hipages will not be able to issue share rights to Inese Kingsmill and the Board will discuss alternative options with Inese Kingsmill in good faith.

For other information required under the ASX Listing Rules, see section: *Additional information required by the ASX Listing Rules* and the hipages FY2022 Remuneration Report. For a summary of key terms of the hipages Management Equity Plan, see section: *Summary of hipages Management Equity Plan*.

The Board (other than Inese Kingsmill because of her interest in this resolution) recommends that shareholders vote in favour of this resolution.

Item 6(a) - Grant of part of annual Director Equity Entitlement to the Director Chris Knoblanche

Resolution 6(a) seeks shareholder approval for the grant of 30,801 share rights, and any shares on vesting and exercise of Director Equity Entitlements to the Director, Chris Knoblanche under the terms of hipages Management Equity Plan, representing part of his annual Director Equity Entitlement grant as approved by shareholders at hipages 2021 AGM up to the date of his cessation as Chair, effective on 25 August 2022.

These Director Equity Entitlements will be provided in the form of share rights, which vest immediately after grant. The provision of share rights to directors aligns the long-term interests of non-executive directors with shareholders. The independence of non-executive directors is carefully balanced including having regard to the number of share rights issued to non-executive directors and by not linking the vesting of share rights to hipages' performance.

The grant value of these share rights is \$45,968, representing part of his annual Director Equity Entitlement as approved by shareholders at hipages 2021 AGM. The number of share rights has been calculated by dividing the Director Equity Entitlement value of \$45,968 by the 5-day VWAP of HPG shares ending immediately before 25 August 2022 (approximately \$1.49).

Share rights are not subject to any performance or time based conditions and will vest immediately after grant.

Shareholder approval

If Resolution 6(a) is approved by shareholders, 30,801 share rights will be granted to Chris Knoblanche shortly after the AGM and in any event no later than three years after the date of the AGM. If shareholders do not approve resolution 6(a), hipages will not be able to issue share rights to Chris Knoblanche and the Board will discuss alternative options with Chris Knoblanche in good faith.

For other information required under the ASX Listing Rules, see section: *Additional information required by the ASX Listing Rules* and the hipages FY2022 Remuneration Report. For a summary of key terms of the hipages Management Equity Plan, see section: *Summary of hipages Management Equity Plan*.

The Board (other than Chris Knoblanche because of his interest in this resolution) recommends that shareholders vote in favour of this resolution.

Item 6(b) - Grant of revised Director Equity Entitlement to the Director Chris Knoblanche

Resolution 6(b) seeks shareholder approval for the annual grant of Director Equity Entitlements valued at \$30,000 (including for less than a year served, such number of entitlements calculated on a pro-rata basis at the Board's discretion), and any shares on exercise of Director Equity Entitlements, to the Director, Chris Knoblanche, under the terms of hipages Management Equity Plan, for the next three years.

These Director Equity Entitlements will be provided in the form of share rights, which vest immediately after grant. The provision of share rights to directors aligns the long-term interests of non-executive directors with shareholders. The independence of non-executive directors is carefully balanced including having regard to the number of share rights issued to non-executive directors and by not linking the vesting of share rights to hipages' performance.

The number of share rights will be calculated by dividing the Director Equity Entitlement value of \$30,000 by the 5-day VWAP of HPG shares ending immediately before the anniversary of his date of cessation as Chair, being 25 August, in the relevant year (being the 5-day VWAP of HPG shares ending immediately before 25 August 2023, 25 August 2024 and 25 August 2025 respectively).

Share rights are not subject to any performance or time based conditions and will vest immediately after grant.

Shareholder approval

If Resolution 6(b) is approved by shareholders, Chris Knoblanche will receive an annual grant of Director Equity Entitlements valued at \$30,000 for the next three years. The first grant will be made on or around the first anniversary of his cessation as Chair, being 25 August 2023 (and the following grants will be made on or around 25 August 2024 and 25 August 2025). The share rights will be issued no later than three years after the date of the AGM. If shareholders do not approve resolution 6(b), hipages will not be able to issue share rights to Chris Knoblanche and the Board will discuss alternative options with Chris Knoblanche in good faith.

For other information required under the ASX Listing Rules, see section: *Additional information required by the ASX Listing Rules* and the hipages FY2022 Remuneration Report. For a summary of key terms of the hipages Management Equity Plan, see section: *Summary of hipages Management Equity Plan*.

The Board (other than Chris Knoblanche because of his interest in this resolution) recommends that shareholders vote in favour of this resolution.

Additional information required by ASX Listing Rules

Resolution 4

Below is additional information relevant to shareholders' decision on whether or not to approve the grant of performance rights, and shares on vesting and exercise of performance rights, to RSZ Pty Ltd atf RSZ Trust, an entity controlled by CEO Roby Sharon-Zipser for the year ended 30 June 2022, as required under ASX Listing Rule 10.15.

Roby Sharon Zipser's current total remuneration package

FY2022

Roby Sharon-Zipser's FY2022 actual total remuneration package was \$848,448, comprising TFR of \$525,000, non-monetary benefits of \$8,448 and a 60% executive incentive opportunity, of which 59.5% was awarded, representing \$56,228 in cash and \$131,197 in equity (subject to shareholder approval). For further details of Roby Sharon-Zipers FY2022 total remuneration package, refer to the hipages 2022 Annual Report.

FY2023

Roby Sharon-Zipser's FY2023 total remuneration opportunity is \$1,043,823, comprising TFR of \$627,500, non-monetary benefits of \$8,448, STI opportunity of 35% of TFR (not including 150% over-achievement opportunity), being \$219,625 and LTI opportunity of 30%, being \$188,250 (subject to shareholder approval).

Performance rights on issue to Roby Sharon-Zipser pursuant to hipages Management Equity Plan

Current performance rights on issue:	
Balance on ASX listing (12 November 2020)	0
Rights awarded on IPO	321,429
Rights awarded as FY21 remuneration	83,773
Sub-total current performance rights on issue	405,202
Award of performance rights subject to approval at hipages 2022 AGM:	
Resolution 4(a)	131,175
Resolution 4(b)	154,047
If resolution 4(a) and (b) are approved, total performance rights	690,424

No price was paid, or is payable, for the grant or exercise of the performance rights set out in the table above. No loan will be provided to Roby Sharon-Zipser in relation to the performance rights to be awarded.

Details of any securities issued under the scheme will be published in the annual report of the entity relating to the period in which they were issued, along with a statement that approval for the issue was obtained under listing rule 10.14. Any additional persons covered by listing rule 10.14 who become entitled to participate in an issue of securities under the scheme after the resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.

Resolution 5

Below is additional information relevant to shareholders' decision on whether or not to approve the grant of share rights, and shares on vesting and exercise of share rights, to Inese Kingsmill for the year ended 30 June 2022, as required under ASX Listing Rule 10.15.

Inese Kingsmill's current total remuneration package

FY2022

Inese Kingsmill's FY2022 actual total remuneration was \$110,000, comprising director fees of \$70,000, Remuneration and Nomination Committee Chair fee of \$10,000 and a Director Equity Entitlement valued at \$30,000. For further details of Inese Kingsmill's FY2022 total remuneration, refer to the hipages 2022 Annual Report. From the end of FY2022 until immediately before 25 August 2022, Inese Kingsmill's remuneration continued unchanged.

FY2023

From 25 August 2022, Inese Kingsmill was appointed Chair. From 25 August 2022, Inese Kingsmill's total remuneration will be \$225,000, comprising Chair fees of \$165,000, Remuneration and Nomination Committee Chair fee of \$10,000 and a Director Equity Entitlement valued at \$50,000.

Share rights on issue to Inese Kingsmill pursuant to the hipages Management Equity Plan

Current share rights on issue:	
Balance on ASX listing (12 November 2020)	0
Rights awarded as remuneration in FY2022	8,282
Rights converted into HPG shares	(8,282)
Sub-total current share rights on issue	0
Award of share rights subject to approval at hipages 2022 AGM:	
Resolution 5(a)	18,091
<i>Resolution 5(b) - grant of annual Director Equity Entitlement valued at \$50,000 for next 3 years</i>	
If resolution 5(a) is approved, total share rights	18,091

No price was paid, or is payable, for the grant or exercise of the share rights set out in the table above. No loan will be provided to Inese Kingsmill in relation to the share rights to be awarded.

Details of any securities issued under the scheme will be published in the annual report of the entity relating to the period in which they were issued, along with a statement that approval for the issue was obtained under listing rule 10.14. Any additional persons covered by listing rule 10.14 who become entitled to participate in an issue of securities under the scheme after the resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.

Additional information required by ASX Listing Rules continued

Resolution 6

Chris Knoblanche's current total remuneration package

FY2022

Chris Knoblanche's FY2022 actual total remuneration was \$300,000, comprising director fees of \$150,000, and a Director Equity Entitlement valued at \$150,000. For further details of Chris Knoblanche's FY2022 total remuneration, refer to the hipages 2022 Annual Report. From the end of FY2022 until immediately before 25 August 2022, Chris Knoblanche's remuneration continued unchanged.

FY2023

From 25 August 2022, Chris Knoblanche ceased as Chair. From 25 August 2022, Chris Knoblanche's total remuneration will be \$100,000, comprising director fees of \$70,000, and a Director Equity Entitlement valued at \$30,000.

Share rights on issue to Chris Knoblanche

Current share rights on issue:	
Balance on ASX listing (12 November 2020)	18,935
Rights awarded as remuneration in FY2022	139,941
Sub-total current share rights on issue	158,876
Award of share rights subject to approval at hipages 2022 AGM:	
Resolution 6(a)	30,801
<i>Resolution 6(b) - grant of annual Director Equity Entitlement valued at \$30,000 for next 3 years</i>	
If resolution 6(a) is approved, total share rights	189,677

No price was paid, or is payable, for the grant or exercise of the share rights set out in the table above. No loan will be provided to Chris Knoblanche in relation to the share rights to be awarded.

Details of any securities issued under the scheme will be published in the annual report of the entity relating to the period in which they were issued, along with a statement that approval for the issue was obtained under listing rule 10.14. Any additional persons covered by listing rule 10.14 who become entitled to participate in an issue of securities under the scheme after the resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.

Summary of hipages Management Equity Plan

Summary of key terms of hipages Management Equity Plan (HMEP)

Issue Price	No price is payable for the grant, vesting or exercise of performance rights.
Expiry Date	Performance rights will expire 5 years after grant.
Voting / dividend rights	Performance rights do not confer any voting or dividend rights (unless and until converted to HPG shares).
Exercise of rights	On exercise, the Board may determine to settle the exercise of performance rights in cash, shares or a combination. If the Board determines to settle the performance rights in cash, the cash amount will be inclusive of superannuation and calculated based on the 5-day VWAP of HPG shares immediately before the exercise date. If the Board determines to settle the performance rights in shares, each performance right will convert to one ordinary HPG share.
Cessation of employment	If a participant ceases employment with hipages before their performance rights have vested, such performance rights will lapse unless the Board exercises its discretion otherwise. The Board may exercise its discretion for some or all of the performance rights to continue on foot and vest or become exercisable, subject to compliance with law and ASX Listing Rules. In exercising its discretion, the Board will have regard to the cessation of employment due to death, disability, genuine retirement or redundancy
Malus	The Board may exercise its discretion to lapse unvested and vested performance rights in certain circumstances (in the Board's reasonable opinion) including fraud, dishonesty, material financial misstatement and actions that bring hipages into serious disrepute.
Change of control events	In the event of a change of control of hipages, or where the Board determines a change of control is likely to occur, the Board may exercise its discretion to vest and make exercisable the performance rights, subject to compliance with law and ASX Listing Rules.
Reorganisation	In the event of a reorganisation of hipages share capital including consolidation, sub-division, reduction, issue of bonus shares, buy-back or cancellation, the Board may make appropriate adjustments so as to maintain the purpose of the plan and so that the percentage of the fully diluted share capital of hipages is the same before and after such reorganisation, subject to compliance with law and ASX Listing Rules.
Further information	A fully copy of HMEP was announced on 11 November 2020 and is available at www.asx.com.au/asxpdf/20201111/pdf/44pr7gxbbyl4qx.pdf

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Proxy Voting Form

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **10.00am (AEDT) on Tuesday, 8 November 2022**, 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 KMP.

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://automic.com.au>.

Lodging your Proxy Voting

Online:

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/login>

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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