

Notice of 2023 Annual General Meeting



Meeting date: Thursday 9 November 2023

Time: 10.00am (AEDT)

Notice of 2023 Annual General Meeting

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 9 November 2023

Time: 10.00am (AEDT)

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

Virtual attendance

Shareholders can **attend** the AGM virtually using Link Group's Online Platform at <https://meetings.linkgroup.com/HPG23>

Asking questions

Shareholders can register **questions** before the AGM (see details on page 5) or submit **questions** during the AGM using Link Group's Online Platform or by calling 1800 497 114 (Conference call number) or +61 2 9189 1123 (International number).

Voting

Shareholders can **vote** before the AGM (see details on page 5) or **vote** during the AGM using Link Group's Online Platform.

For further information on Link Group's Online Platform is available in the Online Platform Guide at <https://ecomms.linkgroup.com/images/Link/pdf/HPG%20Virtual%20Meeting%20Guide%20FINAL.pdf>.

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 2023.

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 2023."

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

3. **Election of Independent Non-Executive Director: Kate Mills**

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

"That Kate Mills, being eligible, be elected as a director of hipages Group Holdings Limited in accordance with rule 3.3 of the hipages Constitution".

4. **Election of Independent Non-Executive Director: Adir Shiffman**

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

"That Adir Shiffman, being eligible, be elected as a director of hipages Group Holdings Limited in accordance with rule 3.3 of the hipages Constitution".

5. **Election of Independent Non-Executive Director: Kate Hill**

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

"That Kate Hill, being eligible, be elected as a director of hipages Group Holdings Limited in accordance with rule 3.3 of the hipages Constitution".

6. **Re-election of Independent Non-Executive Chair: Inese Kingsmill**

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

"That Inese Kingsmill, being eligible, be re-elected as a director of hipages Group Holdings Limited in accordance with rule 3.6 of the hipages Constitution".

7. **Re-election of Non-Executive Director: Nicholas Gray**

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

"That Nicholas Gray, being eligible, be re-elected as a director of hipages Group Holdings Limited in accordance with rule 3.6 of the hipages Constitution".

8. **Grant of deferred equity component of Chief Executive Officer, Roby Sharon-Zipser's STI award for FY2023**

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

"That, for the purpose of ASX Listing Rule 10.14 and all other purposes, the grant of 44,281 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, representing the deferred equity component of Roby Sharon-Zipser's Short Term Incentive (STI) award for FY2023 in accordance with hipages Management Equity Plan and as described in the Explanatory Notes, be approved."

9. **Grant of Chief Executive Officer, Roby Sharon-Zipser's LTI entitlement for FY2024**

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

"That, for the purpose of ASX Listing Rule 10.14 and all other purposes, the grant of 273,516 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 representing Roby Sharon-Zipser's Long Term Incentive (LTI) entitlement for FY2024 in accordance with hipages Management Equity Plan and as described in the Explanatory Notes, be approved."

Items of business

10. Grant of Director Equity Entitlement to Independent Non-Executive Director, Kate Mills

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

“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 Independent Non-Executive Director, Kate Mills in accordance with the hipages Management Equity Plan and as described in the Explanatory Notices, be approved for the next three years.

11. Grant of Director Equity Entitlement to Independent Non-Executive Director, Adir Shiffman

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

“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 Independent Non-Executive Director, Adir Shiffman in accordance with the hipages Management Equity Plan and as described in the Explanatory Notices, be approved for the next three years.

12. Grant of Director Equity Entitlement to Independent Non-Executive Director, Kate Hill

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

“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 Independent Non-Executive Director, Kate Hill in accordance with the hipages Management Equity Plan and as described in the Explanatory Notices, be approved for the next three years.

13. hipages Management Equity Plan

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

That, for the purpose of ASX Listing Rule 7.2 (Exception 13(b)) and all other purposes, that the hipages Management Equity Plan as described in the Explanatory Notes, be approved.

14. hipages Employee Equity Plan

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

That, for the purpose of ASX Listing Rule 7.2 (Exception 13(b)) and all other purposes, that the hipages Employee Equity Plan as described in the Explanatory Notes, be approved.

By order of the Board

Kylie Quinlivan
General Counsel & Company Secretary
9 October 2023

Information for shareholders

Voting exclusions

If you appoint the Chair of the meeting as your proxy on resolutions 2, 8, 9, 10, 11, 12, 13 or 14 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 2023; 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 8 to 12 (inclusive)

hipages will disregard any votes cast in favour of resolutions 8 to 12 (inclusive) 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 8 to 12 (inclusive) by:

- a person as proxy or attorney for a person entitled to vote on resolutions 8 to 12 (inclusive) 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 8 to 12 (inclusive); and
 - the holder votes on resolutions 8 to 12 (inclusive) 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 8 to 12 (inclusive) 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*

Resolution 13

hipages will disregard any votes cast in favour of resolutions 13 by or on behalf of:

- a person 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 resolution 13 by:

- a person as proxy or attorney for a person entitled to vote on resolution 13 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 resolution 13; and
 - the holder votes on resolution 13 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 resolution 13 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 14

hipages will disregard any votes cast in favour of resolutions 14 by or on behalf of:

- a person who is eligible to participate in hipages Employee Equity Plan; or
- an associate of that person or those persons.

However, this does not apply to a vote cast in favour of resolution 14 by:

- a person as proxy or attorney for a person entitled to vote on resolution 14 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 resolution 14; and
 - the holder votes on resolution 14 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 resolution 14 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.

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, 7 November 2023.

Virtual meeting

hipages 2023 AGM will be held virtually in accordance with rule 13.7(b) of the hipages Constitution and there will be no physical meeting to attend.

You can attend virtually, ask questions and vote at hipages 2023 AGM using Link Group's Online Platform.

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, 2 November 2023.

You may also submit your questions and comments in writing during the AGM using Link Group's Online Platform or verbally by calling 1800 497 114 (Conference call number) or +61 2 9189 1123 (International number).

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 Link Group Share Registry on 1300 554 474 (within Australia) or +61 1300 554 474 (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 Link Group Investor Centre at the address below by 10.00am (AEDT) on Tuesday, 7 November 2023.

Online: <https://investorcentre.linkgroup.com>

If a shareholder is unable to complete an online proxy appointment, a proxy form can be requested by contacting the Link Group Share Registry on 1300 554 474 (within Australia) or +61 1300 554 474 (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 Link Group Share Registry no later than 10.00am (AEDT) on Tuesday, 7 November 2023, by post or fax.

By post: hipages Group Holdings Limited, c/- Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235.

By hand: Link Market Services Limited, Parramatta Square, Level 22, Tower 6, 10 Darcy Street, Parramatta NSW 2150.

Voting at the AGM

Shareholders can vote during the AGM using Link Groups Online Platform at <https://meetings.linkgroup.com/HPG23>

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://ecomms.linkgroup.com/images/Link/pdf/HPG%20Virtual%20Meeting%20Guide%20FINAL.pdf>.

Information for shareholders continued

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 3 and 4, the Chair intends to vote all undirected proxies in favour of resolutions 2 to 14 (inclusive).

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, 7 November 2023 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, 7 November 2023. Shareholders can obtain an "Appointment of Corporate Representative" form by calling the Share Registry on 1300 554 474 (within Australia) and +61 1300 554 474 (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 FY2023 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 FY2023.

The FY2023 Remuneration Report is included in hipages' 2023 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 FY2023 Remuneration Report.

The vote on the FY2023 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 - Election of Kate Mills

Kate Mills was appointed as a director by the Board on 1 December 2022 and, being eligible, offers herself for election in accordance with article 3.3 of hipages' Constitution.

Kate is an independent non-executive director. She is Chair of the Remuneration and Nominations Committee and a member of the Audit and Risk Committee.

Kate brings depth of experience in commercial transactions, capital markets, and governance. Kate is a commercial lawyer with more than 25 years' experience in private practice and corporate roles, specialising in capital markets, public and private mergers and acquisitions, and corporate governance.

Kate is currently a Partner at Gadens law firm and Chair of Biennale of Sydney Ltd. She was formerly a Partner at King and Wood Mallesons, general counsel at iSelect Ltd, general counsel at government body FASEA, senior in-house counsel to ASX (market and listing rules enforcement) and was a senior policy advisor to the Federal Treasury, including as Head of the ASIC Enforcement Review Taskforce. Kate was also formerly director of ICLC Foundation Ltd and Refugee Advice & Casework Service.

The Board reviewed its performance and the performance of the Board Committees in FY2023, as described in hipages Corporate Governance Statement. Based on this performance review, the Board assess Kate Mills to be an effective Chair of the Remuneration and Nominations Committee and an important contributor to the Board.

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

Explanatory Notes continued

Item 4 - Election of Adir Shiffman

Adir Shiffman was appointed as a director by the Board on 7 July 2023 and, being eligible, offers himself for election in accordance with article 3.3 of hipages' Constitution.

Adir is an independent non-executive director. He is a member of the Remuneration and Nominations Committee.

Adir brings a strong track record of entrepreneurial success and a deep knowledge of technology and internet businesses. Adir is an accomplished technology sector founder, investor, and the Executive Chairman of ASX-listed global athlete analytics business Catapult Sports (ASX: CAT). A registered medical practitioner with a particular interest in subscription software, e-commerce and health technology, he has advised many of Australia's largest companies, startups and early-stage companies on their online strategy and execution.

The Board considers that Adir's unique experience and skillset will add further capability to our Board as the Company enters its next phase of growth.

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

Item 5 - Election of Kate Hill

Kate Hill was appointed as a director by the Board on 25 August 2023 and, being eligible, offers herself for election in accordance with article 3.3 of hipages' Constitution.

Kate is an independent non-executive director. She is Chair of the Audit and Risk Committee.

Kate brings to the Board extensive financial management and public company director experience. Kate is an accountant with over 30 years' experience working with listed and private companies, including over 20 years as an audit partner with Deloitte Australia. She held a variety of leadership and executive roles within Deloitte including serving on the Board of Partners of the Australian firm.

The Board considers that Kate's experience as a public company director, her strong accounting background and capital market experience will further strengthen the capability of the board.

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

Item 6 – Re-election of Inese Kingsmill

Inese Kingsmill was first appointed as a director on 1 October 2020 and was elected Chair on 25 August 2022. Inese, being eligible, offers herself for re-election in accordance with article 3.6 of hipages' Constitution.

Inese is an independent non-executive Chair. Until 1 December 2022, she was Chair of the Remuneration and Nominations Committee and is a continuing member of this Committee and the Audit and Risk Committee.

Inese brings a growth-focus and customer orientation to the Board from a 25-year career with leadership experience at Microsoft, Telstra and Virgin Australia. Inese has been involved with, and led, major transformations in a range of scenarios including enterprise-wide restructuring, culture change, digital transformations, customer experience and design, brand relaunches and re-positioning, as well as developing fit-for-purpose operating models.

Inese is also currently a non-executive director of NobleOak Life (ASX: NOL) and BigTinCan (ASX: BTH).

Item 6 – Re-election of Inese Kingsmill *continued*

The Board reviewed its performance and the performance of the Board Committees in FY2023, as described in hipages Corporate Governance Statement. Based on this performance review, the Board assess Inese Kingsmill to be an effective Chair and an important contributor to the Board.

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

Item 7 – Re-election of Nicholas Gray

Nicholas was first appointed as a director on 2 October 2020 and is a current member of the Remuneration and Nominations Committee. Nicholas, being eligible, offers himself for re-election in accordance with article 3.6 of hipages' Constitution.

Nicholas is the nominee director for News Corp Australia (**News**), a substantial shareholder in hipages, where he currently serves as the Managing Director of Tech Networks and Subscriptions. Past roles at News include CEO of The Australian, MD of Vogue and the Director of Transformation for News. He is a Director (and former Chair) of ThinkNewsBrands and a Non-Executive Director of UNSW Foundation.

Nicholas brings strategy, finance and sales acumen to the Board from his current and prior experiences at News, ninemsn, Lion Co, as well as investment banking experience at Citi and Macquarie Bank.

The Board reviewed its performance and the performance of the Board Committees in FY2023, as described in hipages Corporate Governance Statement. Based on this performance review, the Board assess Nicholas Gray to be an effective director and an important contributor to the Board.

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

Items 8 to 12 (inclusive) – Issue of Equity Securities

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 8 and 9 to Roby Sharon-Zipser;
- resolution 10 to Kate Mills;
- resolution 11 to Adir Shiffman; and
- resolution 12 to Kate Hill,

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

Explanatory Notes continued

Item 8 - Grant of deferred equity component of FY2023 short term incentive (STI) to Chief Executive Officer, Roby Sharon-Zipser

Resolution 8 seeks shareholder approval for the grant of 44,281 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 2023.

Summary of key terms of the deferred equity component of FY2023 STI

The FY2023 Executive Incentive Remuneration Framework aims to drive the achievement of hipages' annual objectives and long-term value creation for shareholders.

For FY2023, Roby Sharon-Zipser is eligible for a short term equity incentive opportunity of 35% of his FY2023 total fixed remuneration (TFR) of \$627,500; split 70% in cash and subject to shareholder approval, 30% in deferred equity vesting on 30 June 2024.

Based on financial and non-financial performance measures for the 12 month performance period ending 30 June 2023, Roby Sharon-Zipser was awarded 50% of his 35% short term incentive opportunity, representing \$76,869 in cash and \$32,944 in equity. Further detail of Roby Sharon-Zipser's performance outcomes for FY2023 are set out in section 5.2 of the 2023 Remuneration Report.

Roby Sharon-Zipser is entitled to 44,281 performance rights, calculated by dividing the \$32,944 deferred equity component of his short term incentive award by approximately \$0.74 being the 5-day VWAP of HPG shares ending on 30 June 2023.

The performance rights will vest and become exercisable 12 months after the end of the relevant performance period, being 30 June 2024.

Shareholder approval

If shareholders approve resolution 8, 44,281 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 8, 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 FY2023 Remuneration Report. For a summary of key terms of the hipages Management Equity Plan, see the section at the end of this Notice titled: *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 9 - Grant of FY2024 long term incentive (LTI) to Chief Executive Officer, Roby Sharon-Zipser

Resolution 9 seeks shareholder approval for the grant of 273,516 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 2024.

Summary of key terms of the FY2024 LTI

The aim of hipages' long term incentive pursuant to the hipages Management Equity Plan (LTI) granted 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 FY2024, Roby Sharon-Zipser is eligible for an LTI opportunity of 30% of his FY2024 total fixed remuneration (TFR) of \$645,500 (on an annualised basis), being \$193,650. The relevant performance period is 3 years from 1 July 2023 to 30 June 2026 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 18 selected ASX-listed companies (as listed in the 2023 Remuneration Report), 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 50th percentile	0%
At 50th percentile	50% vesting
Between the 50th and 75th percentile	Straight-line vesting between 50% and 100%
At or above 75th 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 273,516 performance rights, calculated by dividing the \$193,650 equity component of his LTI award by approximately \$0.708 being a 20% premium to the independently determined fair value of a performance right at the beginning of the performance period on 1 July 2023, using a Monte Carlo simulation.

The 273,516 performance rights will vest and become exercisable at the end of the performance period being 30 June 2026, subject to the performance target being achieved. No retesting after the performance period will apply.

Shareholder approval

If resolution 9 is approved by shareholders, 273,516 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 date of the AGM. If shareholders do not approve resolution 9, 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 FY2023 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.

Explanatory Notes continued

Item 10 - Grant of Director Equity Entitlement to the Director Kate Mills

Resolution 10 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, Kate Mills, 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 her date of appointment as a Director, being 1 December, in the relevant year (being the 5-day VWAP of HPG shares ending immediately before 1 December 2023, 1 December 2024 and 1 December 2025 respectively).

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

Shareholder approval

If resolution 10 is approved by shareholders, Kate Mills 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 her appointment as a Director, being 1 December 2023 (and the following grants will be made on or around 1 December 2024 and 1 December 2025). The share rights will be issued no later than three years after the date of the AGM. If shareholders do not approve resolution 7, hipages will not be able to issue share rights to Kate Mills and the Board will discuss alternative options with Kate Mills 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 FY2023 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 Kate Mills because of her interest in this resolution) recommends that shareholders vote in favour of this resolution.

Item 11 - Grant of Director Equity Entitlement to the Director Adir Shiffman

Resolution 11 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, Adir Shiffman, 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 appointment as Director, being 7 July, in the relevant year (being the 5-day VWAP of HPG shares ending immediately before 7 July 2024, 7 July 2025 and 7 July 2026 respectively).

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

Shareholder approval

If resolution 11 is approved by shareholders, Adir Shiffman 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 appointment as Director, being 7 July 2024 (and the following grants will be made on or around 7 July 2025 and 7 July 2026). The share rights will be issued no later than three years after the date of the AGM. If shareholders do not approve resolution 11, hipages will not be able to issue share rights to Adir Shiffman and the Board will discuss alternative options with Adir Shiffman 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 FY2023 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 Adir Shiffman because of his interest in this resolution) recommends that shareholders vote in favour of this resolution.

Item 12 - Grant of Director Equity Entitlement to the Director Kate Hill

Resolution 12 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, Kate Hill, 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 her date of appointment as Director, being 25 August, in the relevant year (being the 5-day VWAP of HPG shares ending immediately before 25 August 2024, 25 August 2025 and 25 August 2026 respectively).

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

Shareholder approval

If resolution 12 is approved by shareholders, Kate Hill 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 her appointment as Director, being 25 August 2024 (and the following grants will be made on or around 25 August 2025 and 25 August 2026). The share rights will be issued no later than three years after the date of the AGM. If shareholders do not approve resolution 12, hipages will not be able to issue share rights to Kate Hill and the Board will discuss alternative options with Kate Hill 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 FY2023 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 Kate Hill because of her interest in this resolution) recommends that shareholders vote in favour of this resolution.

Explanatory Notes continued

Item 13 - hipages Management Equity Plan

Resolution 13 seeks approval of hipages Management Equity Plan for the purpose of ASX Listing Rule 7.2 (Exception 13) and for all other purposes. If resolution 13 is approved by shareholders, issues of securities under the plan do not count towards the company's 15% capacity under ASX Listing Rule 7.1. If resolution 13 is not approved by shareholders, issues of securities under the plan will count towards the company's 15% capacity under ASX Listing Rule 7.1.

hipages' remuneration philosophy and framework for its executives and senior leaders aims to drive the achievement of hipages' annual objectives and ensure long-term value creation. Performance rights issued to hipages executives are issued pursuant to the hipages Management Plan.

Non-executive directors of hipages also receive their Director Equity Entitlements in the form of share rights pursuant to the hipages Management Equity Plan. Director Equity Entitlements are approved by shareholders and not linked to performance.

Information required by ASX Listing Rule 7.2 (Exception 13(b)) is set out below:

A summary of the terms of the employee incentive scheme	Key terms of the scheme are summarised at the end of this Notice in the section titled: <i>Summary of hipages Management Equity Plan</i> .
The number of securities issued under the employee incentive scheme since the entity was listed or the date of the last approval under this rule	hipages was listed on 12 November 2020. At and from the ASX listing, 3,572,808 equity securities in the form of performance rights or share rights have been issued pursuant to the hipages Management Equity Plan. If all rights currently on issue as at the relevant date are exercised and converted to ordinary shares, the number of equity securities issued pursuant to the hipages Management Equity Plan at and from ASX listing would represent approximately 2.66% of total issued share capital as at 30 June 2023.
The maximum number of equity securities proposed to be issued under the scheme following the approval	The maximum number of equity securities to be issued under the hipages Management Equity Plan for the three years following shareholder approval is 5% of total issued capital as at 30 June 2023 or 6,655,516 ordinary shares.
A voting exclusion statement	A voting exclusion statement is set out on page 4.

Item 14 - hipages Employee Equity Plan

Resolution 14 seeks approval of hipages Employee Equity Plan for the purpose of ASX Listing Rule 7.2 (Exception 13) and for all other purposes. If resolution 14 is approved by shareholders, issues of securities under the plan do not count towards the company's 15% capacity under ASX Listing Rule 7.1. If Resolution 14 is not approved by shareholders, issues of securities under the plan will count towards the company's 15% capacity under ASX Listing Rule 7.1.

hipages' team members are at the heart of hipages' success, enabling us to achieve our purpose, vision and long-term goals. This is why every hipages employee participates in the hipages Employee Equity Plan (except executives covered by the hipages Management Equity Plan).

Information required by ASX Listing Rule 7.2 (Exception 13(b)) is set out below:

A summary of the terms of the employee incentive scheme	Key terms of the scheme are summarised at the end of this Notice in the section titled: <i>Summary of hipages Employee Equity Plan</i> .
The number of securities issued under the employee incentive scheme since the entity was listed or the date of the last approval under this rule	hipages was listed on 12 November 2020. At and from the ASX listing, 657,296 equity securities in the form of performance rights have been issued pursuant to the hipages Employee Equity Plan. If all rights currently on issue as at the relevant date are exercised and converted to ordinary shares, the number of equity securities issued pursuant to the hipages Employee Equity Plan at and from ASX listing would represent approximately 0.49% of total issued share capital as at 30 June 2023 as at 30 June 2023 or 6,655,516 ordinary shares.
The maximum number of equity securities proposed to be issued under the scheme following the approval	The maximum number of equity securities or share rights to be issued under the hipages Management Equity Plan and for the three years following shareholder approval is 5% of total issued capital or 6,655,516 ordinary shares.
A voting exclusion statement	A voting exclusion statement is set out on page 4.

Additional information required by ASX Listing Rules

Resolutions 8 and 9

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 Roby Sharon-Zipser, as required under ASX Listing Rule 10.15.

Roby Sharon Zipser's current total remuneration package

Roby Sharon-Zipser's FY2023 total remuneration opportunity on an annualised basis was \$1,044,175, comprising TFR of \$627,500, non-monetary benefits of \$8,800, 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).

Roby was awarded 50% of his FY23 STI, representing \$109,813, of which 70% was paid in cash and subject to shareholders approving resolution 8, 30% to be issued as deferred equity in the form of 44,281 performance rights vesting on 30 June 2024.

Roby Sharon-Zipser's FY2024 total remuneration opportunity on an annualised basis is \$1,074,227, comprising TFR of \$645,500, non-monetary benefits of \$9,152, STI opportunity of 35% of TFR (not including 150% over-achievement opportunity), being \$225,925 and LTI opportunity of 30%, being \$193,650 (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)	-
Rights awarded on IPO	321,429
Rights awarded as FY21 remuneration	83,773
Rights awarded as FY22 remuneration	131,175
Long-term incentive award for FY23	132,040
Rights exercised	(420,007)
Sub-total current performance rights on issue	248,410
Award of performance rights subject to approval at hipages 2022 AGM:	
Resolution 8:	44,281
Deferred equity component of short-term incentive award FY23	
Resolution 9:	273,516
Long term incentive award for FY24	
If resolutions 8 and 9 are approved, total performance rights	566,207

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.

Resolutions 10, 11 and 12

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 Kate Mills, as required under ASX Listing Rule 10.15.

Kate Mills' current total remuneration package

Kate Mills' FY2023 remuneration on an annualised basis was \$110,000 comprising director fees of \$80,000 (including Remuneration and Nomination Committee Chair fee of \$10,000) and subject to shareholder approval of resolution 10, a Director Equity Entitlement valued at \$30,000. For further details of Kate Mills' FY2023 total remuneration, refer to the hipages 2023 Remuneration Report.

Kate Mills' FY2024 remuneration increased from 1 September on an annualised basis to \$125,000 comprising director fees of \$95,000 (including Remuneration and Nomination Committee Chair fee of \$20,000 and Audit and Risk Committee member fee of \$5,000) and subject to shareholder approval of resolution 10, a Director Equity Entitlement valued at \$30,000.

Currently, no share rights are on issue to Kate Mills pursuant to the hipages Management Equity Plan. If shareholders approve resolution 10 and share rights are issued to Kate Mills on the anniversary of her appointment as Director, no price will be payable for the grant or exercise of those rights, nor will any loan be provided to Kate Mills 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.

Adir Shiffman's current total remuneration package

On appointment, Adir Shiffman's remuneration on an annualised basis was \$100,000 comprising director fees of \$70,000 and subject to shareholder approval of resolution 11, a Director Equity Entitlement valued at \$30,000. On 1 September, Adir Shiffman's remuneration will increase on an annualised basis to \$105,000 comprising director fees of \$75,000 (including a Remuneration and Nomination Committee member fee of \$5,000) and subject to shareholder approval of resolution 11, a Director Equity Entitlement valued at \$30,000.

Currently, no share rights are on issue to Adir Shiffman pursuant to the hipages Management Equity Plan. If shareholders approve resolution 11 and share rights are issued to Adir Shiffman on the anniversary of his appointment as Director, no price will be payable for the grant or exercise of those rights, nor will any loan be provided to Adir Shiffman 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.

Kate Hill's current total remuneration package

On appointment, Kate Hill's FY2024 remuneration on an annualised basis was \$110,000 comprising director fees of \$80,000 (including Audit and Risk Committee Chair fee of \$10,000) and subject to shareholder approval of resolution 12, a Director Equity Entitlement valued at \$30,000. On 1 September, Kate Hill's remuneration will increase on an annualised basis to \$120,000 comprising director fees of \$90,000 (including a Audit and Risk Committee Chair fee of \$20,000) and subject to shareholder approval of resolution 12, a Director Equity Entitlement valued at \$30,000.

Currently, no share rights are on issue to Kate Hill pursuant to the hipages Management Equity Plan. If shareholders approve resolution 12 and share rights are issued to Kate Hill on the anniversary of her appointment as Director, no price will be payable for the grant or exercise of those rights, nor will any loan be provided to Kate Hill 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 Employee 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

Summary of key terms of hipages Employee Equity Plan (HEEP)

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 HEEP was announced on 11 November 2020 and is available at https://announcements.asx.com.au/asxpdf/20201111/pdf/44pr7lrg8dsjlx.pdf

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LODGE YOUR VOTE**ONLINE**<https://investorcentre.linkgroup.com>**BY MAIL**hipages Group Holdings Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia**BY FAX**

+61 2 9287 0309

**BY HAND***Link Market Services Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150

*During business hours Monday to Friday

**ALL ENQUIRIES TO**

Telephone: 1300 554 474

Overseas: +61 1300 554 474

LODGEMENT OF A VOTING FORM

This Voting Form (and any Power of Attorney under which it is signed) must be received at an address given above by **10:00am on Tuesday, 7 November 2023**, being not later than 48 hours before the commencement of the Meeting. Any Voting Form received after that time will not be valid for the scheduled Meeting.

Voting Forms may be lodged using the reply paid envelope or:

**ONLINE**<https://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the Voting Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).

**BY MOBILE DEVICE**

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.

QR Code**HOW TO COMPLETE THIS SHAREHOLDER VOTING FORM****YOUR NAME AND ADDRESS**

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

VOTING UNDER BOX A

If you ticked the box under Box A you are indicating that you wish to vote directly. Please only mark either "**for**" or "**against**" for each item. Do not mark the "**abstain**" box. If you mark the "**abstain**" box for an item, your vote for that item will be invalid.

If no direction is given on all of the items, or if you complete both Box A and Box B, your vote may be passed to the Chairman of the Meeting as your proxy.

Custodians and nominees may, with the Share Registrar's consent, identify on the Voting Form the total number of votes in each of the categories "**for**" and "**against**" and their votes will be valid.

If you have lodged a direct vote, and then you attend the Meeting, your attendance will cancel your direct vote.

The Chairman's decision as to whether a direct vote is valid is conclusive.

VOTING UNDER BOX B – APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Voting Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in 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 A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Voting Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Voting Form and the second Voting Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at registrars@linkmarketservices.com.au prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

NAME SURNAME
 ADDRESS LINE 1
 ADDRESS LINE 2
 ADDRESS LINE 3
 ADDRESS LINE 4
 ADDRESS LINE 5
 ADDRESS LINE 6



X99999999999

VOTING FORM

I/We being a member(s) of hipages Group Holdings Limited and entitled to attend and vote hereby appoint:

STEP 1 Please mark either A or B

A VOTE DIRECTLY

elect to lodge my/our vote(s) directly (mark box)



in relation to the Annual General Meeting of the Company to be held at **10:00am on Thursday, 9 November 2023**, and at any adjournment or postponement of the Meeting.

You should mark either “for” or “against” for each item. Do not mark the “abstain” box.

OR

B APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am on Thursday, 9 November 2023 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in online at <https://meetings.linkgroup.com/HPG23> (refer to details in the Virtual Meeting Online Guide).

Important for Resolution 2: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 2, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company’s Key Management Personnel (KMP).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10 Grant of Director Equity Entitlement to Independent Non-Executive Director, Kate Mills	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Independent Non-Executive Director: Kate Mills	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11 Grant of Director Equity Entitlement to Independent Non-Executive Director, Adir Shiffman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Election of Independent Non-Executive Director: Adir Shiffman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12 Grant of Director Equity Entitlement to Independent Non-Executive Director, Kate Hill	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Election of Independent Non-Executive Director: Kate Hill	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13 hipages Management Equity Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Re-election of Independent Non-Executive Chair: Inese Kingsmill	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14 hipages Employee Equity Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Re-election of Non-Executive Director: Nicholas Gray	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
8 Grant of deferred equity component of Chief Executive Officer, Roby Sharon-Zipser’s STI award for FY2023	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
9 Grant of Chief Executive Officer, Roby Sharon-Zipser’s LTI entitlement for FY2024	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				



* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 2

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder’s attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company’s constitution and the *Corporations Act 2001* (Cth).

STEP 3

HPG PRX2301N



LODGE YOUR QUESTIONS

-  **ONLINE**
<https://investorcentre.linkgroup.com>
-  **BY MAIL**
hipages Group Holdings Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia
-  **BY FAX**
+61 2 9287 0309
-  **BY HAND**
Link Market Services Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150
-  **ALL ENQUIRIES TO**
Telephone: 1300 554 474 Overseas: +61 1300 554 474



X99999999999

Please use this form to submit any questions about hipages Group Holdings Limited (“the Company”) that you would like us to respond to at the Company’s 2023 Annual General Meeting. Your questions should relate to matters that are relevant to the business of the meeting, as outlined in the accompanying Notice of Meeting and Explanatory Memorandum. If your question is for the Company’s auditor it should be relevant to the content of the auditor’s report, or the conduct of the audit of the financial report.

This form must be received by the Company’s share registrar, Link Market Services Limited, by **5:00pm on Thursday, 2 November 2023**.

Questions will be collated. During the course of the Annual General Meeting, the Chairman of the Meeting will endeavour to address as many of the more frequently raised shareholder topics as possible and, where appropriate, will give a representative of the Company’s auditor, the opportunity to answer written questions submitted to the auditor. However, there may not be sufficient time available at the meeting to address all topics raised. Please note that individual responses will not be sent to shareholders.

My question relates to (please mark the most appropriate box)

- | | | |
|---|--|---|
| <input type="checkbox"/> Performance or financial reports | <input type="checkbox"/> A resolution being put to the AGM | <input type="checkbox"/> General suggestion |
| <input type="checkbox"/> Remuneration Report | <input type="checkbox"/> Sustainability/Environment | <input type="checkbox"/> Other |
| <input type="checkbox"/> My question is for the auditor | <input type="checkbox"/> Future direction | |

- | | | |
|---|--|---|
| <input type="checkbox"/> Performance or financial reports | <input type="checkbox"/> A resolution being put to the AGM | <input type="checkbox"/> General suggestion |
| <input type="checkbox"/> Remuneration Report | <input type="checkbox"/> Sustainability/Environment | <input type="checkbox"/> Other |
| <input type="checkbox"/> My question is for the auditor | <input type="checkbox"/> Future direction | |

QUESTIONS

Virtual Meeting Online Guide

Before you begin

Ensure your browser is compatible. Check your current browser by going to the website: **whatismybrowser.com**

Supported browsers are:

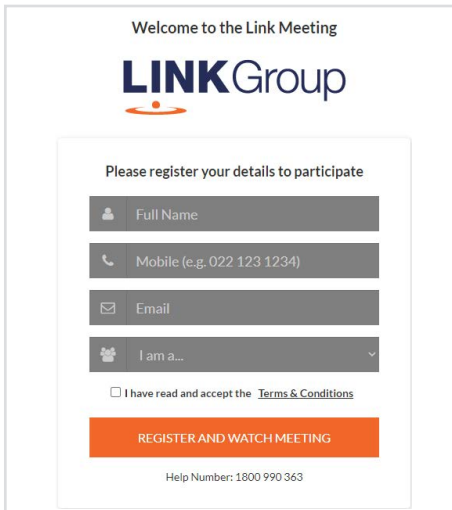
- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer – 11 and up
- Microsoft Edge – 92.0 and after

To attend and vote you must have your securityholder number and postcode.

Appointed Proxy: Your proxy number will be provided by Link before the meeting.

Please make sure you have this information before proceeding.

Virtual Meeting Online Guide



Step 1

Open your web browser and go to <https://meetings.linkgroup.com/HPG23>

Step 2

Log in to the portal using your full name, mobile number, email address, and participant type.

Please read and accept the terms and conditions before clicking on the blue **'Register and Watch Meeting'** button.

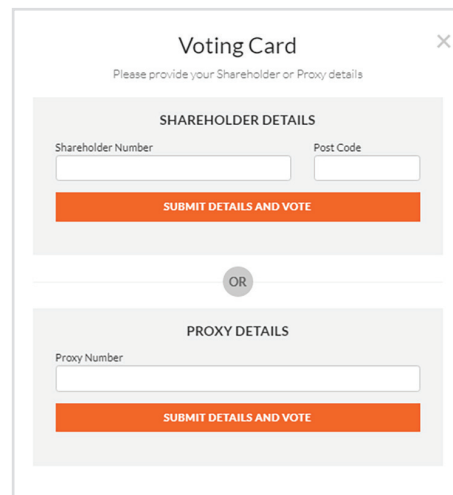
- On the left – a live webcast of the Meeting starts automatically once the meeting has commenced. If the webcast does not start automatically please press the play button and ensure the audio on your computer or device is turned on.
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

Note: If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

1. Get a Voting Card

To register to vote – click on the 'Get a Voting Card' button.

This will bring up a box which looks like this.

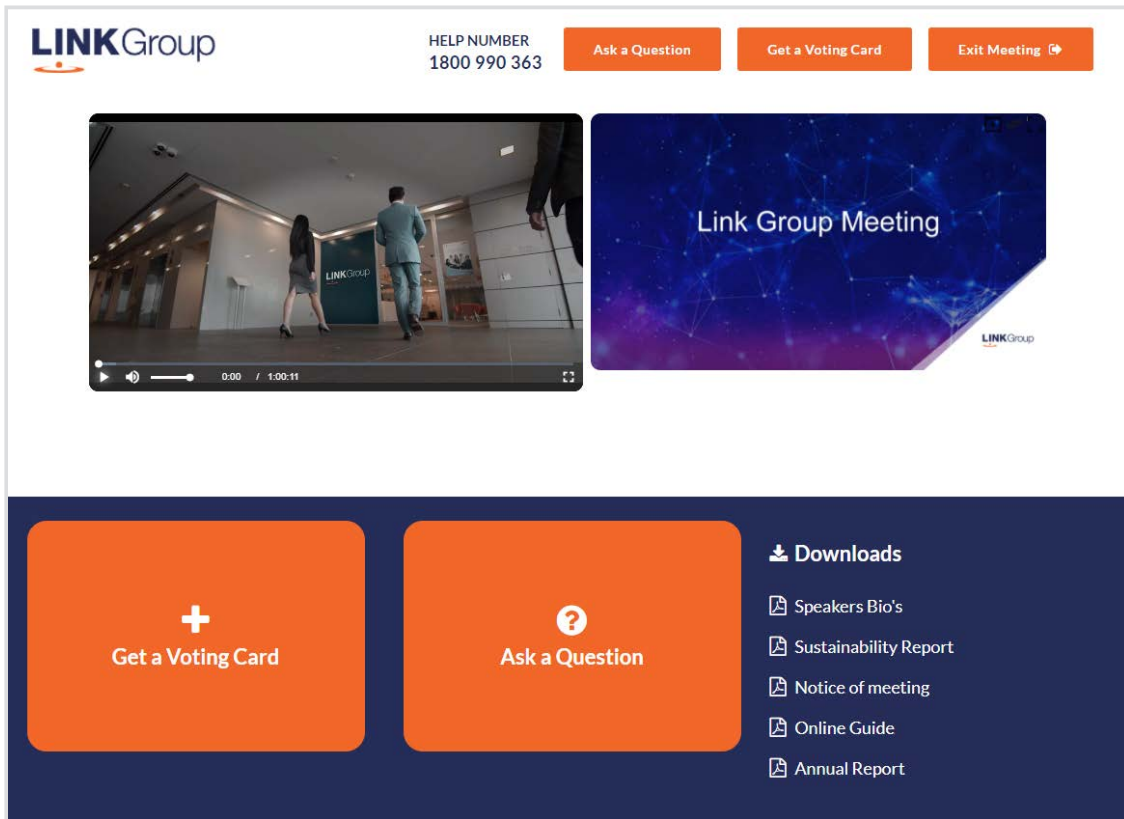


If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

If you are an appointed Proxy, please enter the Proxy Number issued by Link in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by securityholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Securityholders and proxies can either submit a Full Vote or Partial Vote.



Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

Note: If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click on the **'Submit Vote'** or **'Submit Partial Vote'** button.

Note: You can close your voting card without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards.

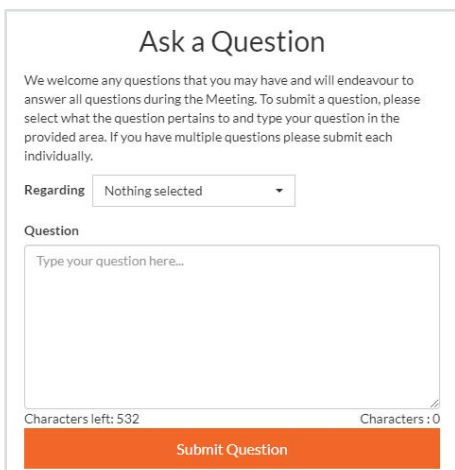
Once voting has been closed all submitted voting cards cannot be changed.

2. How to ask a question

Note: Only verified Securityholders, Proxyholders and Company Representatives are eligible to ask questions.

If you have yet to obtain a voting card, you will be prompted to enter your securityholder number or proxy details before you can ask a question. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

The 'Ask a Question' box will then pop up with two sections for completion.



The 'Ask a Question' form is titled 'Ask a Question'. It contains a welcome message: 'We welcome any questions that you may have and will endeavour to answer all questions during the Meeting. To submit a question, please select what the question pertains to and type your question in the provided area. If you have multiple questions please submit each individually.' Below this is a 'Regarding' dropdown menu with 'Nothing selected' chosen. Underneath is a 'Question' section with a text area containing the placeholder 'Type your question here...'. At the bottom left, it says 'Characters left: 532' and at the bottom right, 'Characters : 0'. A red 'Submit Question' button is at the bottom.

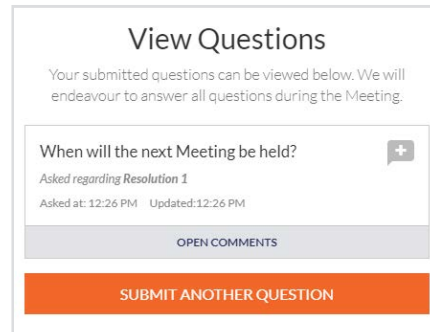
In the 'Regarding' section click on the drop down arrow and select the category/resolution for your question.

Click in the 'Question' section and type your question and click on 'Submit'.

A 'View Questions' box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question.

Note that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.



The 'View Questions' box is titled 'View Questions'. It contains a message: 'Your submitted questions can be viewed below. We will endeavour to answer all questions during the Meeting.' Below this is a question card for 'When will the next Meeting be held?'. The card includes 'Asked regarding Resolution 1', 'Asked at: 12:26 PM', and 'Updated: 12:26 PM'. There is a red '+ Comments' button on the right. Below the card is a grey 'OPEN COMMENTS' button. At the bottom of the box is a red 'SUBMIT ANOTHER QUESTION' button.

3. Downloads

View relevant documentation in the Downloads section.

4. Voting closing

Voting will end 5 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.

5. Phone Participation

What you will need

- a) Land line or mobile phone
- b) The name and securityholder number of your holding/s
- c) To obtain your unique PIN, please contact Link Market Services on +61 1800 990 363

Joining the Meeting via Phone

Step 1

From your land line or mobile device, call: 1800 497 114 (from Australia) or +61 2 9189 1123 (from Overseas)

Step 2

You will be greeted with a welcome message and provided with instructions on how to participate in the Meeting. Please listen to the instructions carefully.

At the end of the welcome message you will be asked to provide your PIN by the moderator. This will verify you as a securityholder and allow you to ask a question on the resolutions at the Meeting.

Step 3

Once the moderator has verified your details you will be placed into a waiting room where you will hear music playing.

Note: If your holding cannot be verified by the moderator, you will attend the Meeting as a visitor and will not be able to ask a question.

Step 4

At the commencement of the Meeting, you will be admitted to the Meeting where you will be able to listen to proceedings.

Asking a Question

Step 1

When the Chairman calls for questions or comments on each item of business, **press *1** on your keypad for the item of business that your questions or comments relates to. If at any time you no longer wish to ask a question or make a comment, you can lower your hand by **pressing *2** on your keypad.

Step 2

When it is time to ask your question or make your comment, the moderator will introduce you to the meeting. Your line will be unmuted and you will be prompted to speak. If you have also joined the Meeting online, please mute your laptop, desktop, tablet or mobile device before you speak to avoid technical difficulties for you and other shareholders.

Step 3

Your line will be muted once your question or comment has been asked / responded to

Contact us

Australia

T +61 1800 990 363

E info@linkmarketservices.com.au