

SUPPLEMENTARY DISCLOSURE TO SHAREHOLDERS

Adjourned General Meeting – resuming 12.00 noon (AEST), Friday 1 May 2026 Thomson Geer, Level 14, 60 Martin Place, Sydney NSW 2000

WHY ARE YOU RECEIVING THIS?

This Supplementary Disclosure (**Supplementary Disclosure**) is issued by the Board of humm group Limited (ACN 122 574 583) (humm group or the **Company**) and supplements the Notice of Adjourned General Meeting and accompanying Explanatory Memorandum dated 1 April 2026 (together, the Notice) relating to the general meeting (**Meeting**) resuming at 12.00 noon (AEST) on Friday, 1 May 2026 at the Offices of Thomson Geer, Level 14, 60 Martin Place, Sydney NSW 2000. The Supplementary Disclosure should be read together with the Notice.

This Supplementary Disclosure is issued pursuant to the continuous disclosure obligations and the commitment made by Directors in the Notice not to appoint any new director before the resumption of the Meeting without issuing supplementary disclosure and giving shareholders a reasonable opportunity to consider that information before the proxy deadline.

Shareholders should read this Supplementary Disclosure carefully and in conjunction with the Notice. Terms defined in the Notice have the same meaning in this Supplementary Disclosure unless otherwise defined.

1. WHAT IS NEW - AT A GLANCE

Two new independent non-executive directors – Ms Teresa Dyson and Ms Abigail Cheadle – have been appointed to the Board, effective 10 April 2026. The Board considers this to be material new information relevant to how you vote at the Meeting.

There are four key things you need to know:

- (a) **Who are the new directors?** Their profiles and qualifications are summarised below (Section 4).
- (b) **Why were they appointed?** Their appointments are consistent with the McGrathNicol board governance and effectiveness review (Section 3).
- (c) **What does the Board recommend?** Vote **AGAINST Resolution 6** (Section 6).

2. WHAT HAPPENS IF RESOLUTION 6 IS PASSED

Shareholders should be aware of the significant practical and legal consequences for the Company's Undertaking obligations if Resolution 6 is passed.

Specifically, the Company would immediately lose the benefit of the new Board appointments – in addition, the removal of Ms Dyson would deprive the IBC of a new independent chair and the removal of Ms Cheadle would deprive the Board Audit & Risk Committee (BARC) of a new independent chair.

The Board's view is that passing Resolution 6 would be contrary to the interests of all shareholders.

3. McGRATHNICOL BOARD GOVERNANCE AND EFFECTIVENESS REVIEW

McGrathNicol was engaged to review board governance and effectiveness, examining current Board policies and procedures and interviewing Directors and Executive.

Key findings relevant to the new appointment:

- humm group has a mature governance framework meeting ASX Corporate Governance standards, but its underlying charters and policies require periodic review; and
- there was general consensus that the Board was too small and required additional independent directors and an independent Chair. McGrathNicol recommended expanding the Board to include the Managing Director and one or two additional independent directors, with at least 50% independent directors and an independent chair. Recommended skills included IT/AI, transactions and M&A, credit and finance, and consumer and commercial finance – with attention also to female and geographic representation. These recommendations are implemented with the appointments of Ms Dyson and Ms Cheadle.

4. PROFILES OF THE NEWLY APPOINTED DIRECTORS

a. Ms Teresa Dyson - Independent non-executive director

Ms Dyson is an experienced company director and chair, with a broad range of experience spanning the private and public sectors. She has strong governance and leadership skills developed through a combination of diverse roles. She has considerable experience chairing Audit and Risk Committees for ASX-listed companies and major government entities, and has been closely involved in digital transformation, M&A activity, and new business operating model adoption. She has deep experience across ESG, technology, cybersecurity, and artificial intelligence across many industries.

Qualifications

Master of Applied Finance (Macquarie University, 2004), Master of Taxation (University of Queensland, 1997), Bachelor of Laws (Hons IIA) (University of Queensland, 1994), and a Bachelor of Arts (University of Queensland, 1991). She is a Fellow of the Australian Institute of Company Directors, a Graduate of the Australian Institute of Superannuation Trustees, an admitted Solicitor in Queensland, New South Wales, Victoria and the High Court, and an Associate of CPA Australia.

Selected current board and government appointments

- Non-executive Director, Southern Cross Media Group Limited (ASX: SXL); Chair, Audit and Risk Committee; Member, People Remuneration and Culture Committee.
- Non-executive Director, Shine Justice Limited (ASX: SHJ); Chair, Audit and Risk Committee; Member, Nominations and Remuneration Committee.
- Member (2018 - current), Takeovers Panel.

Independence

The Board considers Ms Dyson to be an independent director for the purposes of the ASX Corporate Governance Principles and Recommendations. Ms Dyson has no current interest in any securities of the Company.

The Board is satisfied that Ms Dyson is suitably qualified to chair the IBC. Upon her appointment, the IBC chair transferred to Ms Dyson. Ms Dyson's appointment is consistent with McGrathNicol's recommendations.

(Select list of prior appointments: See Schedule A)

b. Ms Abigail Cheadle - Independent non-executive director

Ms Cheadle is a Chartered Accountant. She brings strong governance and leadership capabilities, developed through a diverse portfolio of board and executive roles. She has extensive experience chairing Audit and Risk Committees of ASX-listed companies and has been actively involved in digital transformation and M&A activity. Her experience also spans ESG, technology, cybersecurity and artificial intelligence across multiple industries.

Prior to her non-executive career, Ms Cheadle spent over 20 years working across Asia, Russia and the Middle East. During this time, she led professional services practices offering corporate finance, forensics and risk management services, and delivered complex restructuring assignments, including the turnaround of listed companies and the recapitalisation of financial institutions and sovereign debt.

Qualifications

Professional Member of the Australian Institute of Company Directors (AICD); Bachelor of Business (Accounting); Listed Company Director Programme, Singapore Institute of Directors; Fellow of Chartered Accountants, Australia and New Zealand.

Selected current roles

- Chair and Non-executive Director, Shriro Holdings Limited (ASX: SHM).
- Non-Executive Director, Audit and Risk Committee Chair and Remunerations & Nominations Committee member, LGI Ltd (ASX: LGI).
- Non-Executive Director, Compliance and Audit and Risk Committee Chair, Reef Casino Trust (ASX: RCT).
- Non-Executive Director, Audit and Risk Committee Chair, and Remunerations & Nominations Committee member, Advanced Innergy Holdings Ltd (ASX: AIH).
- Non- Executive Director, Audit and Risk Management Committee Chair, and Remunerations & Nominations Committee member Retail Food Group Ltd (ASX: RFG)

Independence

The Board considers Ms Cheadle to be an independent director for the purposes of the ASX Corporate Governance Principles and Recommendations. Ms Cheadle has no current interest in any securities of the Company.

Ms Cheadle's appointment as an independent non-executive director strengthens the pool of non-conflicted non-executive directors available to comprise the IBC and is consistent with McGrathNicol's recommendations.

(Select list of prior appointments: See Schedule A)

5. CURRENT BOARD COMPOSITION

Following the appointments of Ms Dyson and Ms Cheadle, the Board comprises:

Director	Role
Mr Robert Hines*	Chair, Independent Non-Executive Director

For personal use only

Ms Teresa Fleming*	Independent Non-Executive Director
Mr Andrew Darbyshire AM*	Independent Non-Executive Director
Mr Andrew Abercrombie	Non-Executive Director
Mr Angelo Demasi	Managing Director and CEO
Ms Teresa Dyson*^	Independent Non-Executive Director (<i>newly appointed</i>)
Ms Abigail Cheadle*	Independent Non-Executive Director (<i>newly appointed</i>)

* Member of the IBC

^ Chair of the IBC

The Board composition is now consistent with the recommendations of the McGrathNicol Report with Independent Chair, CEO appointed to the board and majority independent members of the board.

6. RESOLUTION 6: THE BOARD'S POSITION

a. What does Resolution 6 say?

Resolution 6 is an ordinary resolution in the following terms: *"That any director of Humm Group Limited appointed during the period commencing on 15 December 2025 and ending on the date of this meeting (other than Mr Jeremy Michael Kersten Raper and Mr Garry Roy Sladden) be removed as of the close of the meeting."*

A proposed amendment – if approved – would also exclude Mr Angelo Demasi from the operation of Resolution 6.

b. Directors' recommendation

Resolution	Recommendation
Resolutions 1 - 5	Unchanged from the Notice
Resolution 6	AGAINST (Board unanimous with the exception of Mr Demasi, who makes no recommendation)

Why vote against Resolution 6

- if Resolution 6 were passed in unamended form, it would immediately remove both new independent directors and the Managing Director and CEO from the Board, and deprive the IBC and BARC of their respective new independent chairs;
- if Resolution 6 were passed in amended form, it would immediately remove both new independent directors and deprive the IBC and BARC of their respective new independent chairs; and
- the Board considers that the removal of these directors would be contrary to the interests of all shareholders and would reverse the governance improvements implemented in accordance with the McGrathNicol Report.

7. ACTION REQUIRED - YOUR PROXY

a. Do you need to change your proxy?

If you have already submitted a Proxy Form and wish to change your voting instructions in light of this Supplementary Disclosure, you should submit a new, duly completed and signed Proxy Form. A new Proxy Form is enclosed.

If you have already lodged a proxy and do not wish to change your instructions, you do not need to do anything – including proxies previously lodged with Xcend Pty Ltd.

b. Proxy deadline

12.00 noon (AEST) on Wednesday, 29 April 2026 (being 48 hours before the Meeting).

c. How to lodge your proxy form

ONLINE <https://au.investorcentre.mpms.mufig.com/>

(preferred): (Shareholders are encouraged to use the online facility to appoint a proxy to ensure the timely and cost-effective receipt of proxies.)

BY MAIL: **humm**group limited
c/- MUFG Corporate Market Services (AU) Limited
Locked Bag A14
Sydney South NSW 1235
Australia

BY FAX: 02 9287 0309 (within Australia)
+61 2 9287 0309 (from outside Australia)

BY HAND: MUFG Corporate Market Services (AU) Limited *
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

or

MUFG Corporate Market Services (AU) Limited *
Liberty Place
Level 41
161 Castlereagh Street
Sydney NSW 2000

*during business hours Monday to Friday (9:00am to 5:00pm).

d. How will the Chair vote undirected proxies?

The Chair of the Meeting intends to vote undirected proxies AGAINST all Resolutions:

- If you **do not support** the Convenors' proposals – appoint the **Chairman of the Meeting** as your proxy. He will vote all undirected proxies AGAINST all Resolutions.
- If you wish to **vote differently** on specific resolutions – appoint the Chairman as your proxy but **direct** him how to vote on each resolution. He is required to follow your directions.

8. PANEL UPDATE

On 10 April 2026, the Takeovers Panel made final orders in connection with proceedings concerning Humm Group Limited, following its declaration of unacceptable circumstances of 17 March 2026. In summary, the orders provide (among other things) as follows:

- **Corrective disclosure:** Humm's independent board committee (**IBC**) must publicly disclose its current view of the Credit Corp Proposal, including whether that view differs from the position disclosed by the Humm board on 14 January 2026, and whether the IBC has requested an updated valuation of Humm from its financial advisers.
- **Divestment:** 15,000,000 Humm shares held by The Abercrombie Group Pty Ltd as trustee for the Philadelphia Trust (**TAG**), being the shares acquired by TAG immediately following Humm's 17 December 2025 announcement, are to be vested in the Commonwealth for ASIC to sell, with net proceeds returned to TAG.
- **Acquisition restriction:** TAG and its associates are prohibited from relying on the creep exception under the *Corporations Act 2001* (Cth) to acquire further Humm shares until the later of the date all divested shares have been sold and a date six months from the date of the IBC's corrective disclosure.
- **Acceptance of Credit Corp bid:** ASIC must, in the absence of a superior proposal, accept any undisposed shares into an unconditional takeover offer by Credit Corp if Credit Corp receives valid acceptances in respect of 47.1% of Humm shares.

On 14 April 2026, the Takeovers Panel announced that Mr Abercrombie had made an application to the Takeovers Panel seeking a review of the Panel's decision to make the final orders described above. This application will be heard by the same review Panel that is already considering Mr Abercrombie's earlier application for a review of the initial Panel's declaration of unacceptable circumstances.

To preserve the status quo pending the review Panel's consideration of the application, the review Panel made interim orders staying the final orders made by the initial Panel. Accordingly, the final orders will not take effect until the earliest of: a further order of the review Panel; determination of the proceedings; and two months from the date of the interim orders.

The review Panel stated that it makes no comments on the merits of the application.

ALL ENQUIRIES

The Board recommends that Shareholders only call the hummmgroup information helpline on the telephone numbers below if they have any enquiries in relation to the Meeting.

Telephone: Australia: 1300 679 079
Overseas: +61 2 9000 7015

By order of the Board

17 April 2026

Charly Duffy
Acting Company Secretary
hummm group limited

SCHEDULE A - PROFILES OF NEWLY APPOINTED NON-EXECUTIVE DIRECTORS

1. Ms Teresa Dyson - full appointment history

Current board and government appointments

- Non-Executive Director, Southern Cross Media Group Limited (ASX: SXL); Chair, Audit and Risk Committee; Member, People Remuneration and Culture Committee.
- Non-Executive Director, Shine Justice Limited (ASX: SHJ); Chair, Audit and Risk Committee; Member, Nominations and Remuneration Committee.
- Non-Executive Director and Deputy Chair, Invest Gold Coast Pty Ltd; Chair, Audit and Risk Committee.
- Member, Takeovers Panel.

Selected prior appointments

- Non-Executive Director, Seven West Media Ltd (2017-2026); Chair, Audit and Risk Committee.
- Non-Executive Director, Genex Power Limited (ASX: GNX) (2018-2024); Chair, Audit and Risk Committee.
- Non-Executive Director, Brighter Super (2021-2025) – 285,000 members, over \$35 billion FUM; Chair, Finance and Audit Committee.
- Deputy Board Chair and Chair, Finance and Performance Committee, Gold Coast Hospital and Health Board (2016-2026).
- Independent Member, Australian Taxation Office Audit and Risk Committee (2023-2026).
- Non-Executive Director and Chair, Audit and Risk Committee, Energy Queensland Ltd (2016-2024) – Australia's largest electricity distribution business, over \$30 billion in assets.
- Chairman/Member, Board of Taxation (2011-2014); Board Member, Foreign Investment Review Board (2018-2023); Board Member and Chair, Audit and Risk Committee, Housing Australia (2018-2023).
- Partner, Ashurst Australia (2004-2013); Partner, Deloitte / Director, Deloitte Lawyers (2013-2016).
- Chair (2015-2017) and Deputy Chair (2013-2015), Law Council of Australia, Business Law Section.

2. Ms Abigail Cheadle

Current board appointments

- Non- Executive Director of Metro North Health & Hospital Board (April 2026- present)
- Non-Executive Director and Audit and Risk Committee Chair, Retail Food Group (ASX: RFG) (March 2026-present).

- Non-Executive Director and Audit and Risk Committee Chair, Advanced Innergy Solutions Ltd (ASX: AIH) (June 2025-present).
- Non-Executive Board Member and Compliance, Audit and Risk Committee Chair, Reef Casino Trust (ASX: RCT) (March 2024-present).
- Non-Executive Director and Audit and Risk Committee Chair, LGI Ltd (ASX: LGI) (April 2021-present).
- Chair and Non-Executive Director (previously ARC Chair), Shriro Holdings Limited (ASX: SHM) (June 2020-present).

Selected prior appointments

- Chair and Non-Executive Director, DXN Limited (ASX: DXN) (May 2024-February 2025).
- Member, Audit and Risk Committee, Queensland Department of Transport and Mains Roads (September 2020-August 2025).
- Non-Executive Director and Remuneration and Nomination Committee Chair, Booktopia (December 2022-October 2023).
- Non-Executive Director and Audit and Risk Committee Chair, Novatti Group Ltd (ASX: NOV) (2021-2022); Isentia Holdings Ltd (ASX: ISD) (2019-2021); QANTM IP Ltd (ASX: QIP) (2016-2020).
- Managing Director, Financial Investigations, SE Asia, Kroll (2011-2012); Partner and Head of Forensics for Asia, KordaMentha (2008-2011); Lead Director of Forensic, Deloitte Singapore (2005-2007).
- Ernst and Young (and as sub-contractor) (1993-2004) – Head of Forensic Accounting, Asia Pacific, restructured BFI Finance Tbk Inc Indonesia; established Corporate Finance and Restructuring Division in Indonesia; rescheduled Former Soviet Union and Iraqi Foreign Debt.




LODGE YOUR VOTE

	ONLINE https://au.investorcentre.mpms.mufg.com
	BY MAIL hummgroupp limited C/- MUFG Corporate Markets (AU) Limited Locked Bag A14 Sydney South NSW 1235 Australia
	BY EMAIL vote.au@cm.mpms.mufg.com
	BY FAX +61 2 9287 0309
	BY HAND* MUFG Corporate Markets (AU) 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 hummgroupp limited helpline Telephone: 1300 679 079 +61 2 9000 7015

LODGE A PROXY FORM

This Voting Form (and any Power of Attorney under which it is signed) must be received at an address given above by **12:00 noon (AEST) on Wednesday, 29 April 2026**, being not later than 48 hours before the resumption of the Meeting. Any Voting Form received after that time will not be valid for the resumed Meeting.

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

 ONLINE https://au.investorcentre.mpms.mufg.com Login to the Investor Centre 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://au.investorcentre.mpms.mufg.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 
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HOW TO COMPLETE THIS SHAREHOLDER PROXY 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.**

APPOINTMENT OF PROXY

If you wish to appoint the Chair of the Meeting as your proxy, mark the box in Step 1. 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 in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO 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 those 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 Form.

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 they choose. 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 participate in the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy 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 Proxy Form and the second Proxy 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 the appropriate "Certificate of Appointment of Corporate Representative" must be received at support@cm.mpms.mufg.com prior to admission in accordance with the Notice of Extraordinary General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.mpms.mufg.com/en/mufg-corporate-markets.

IF YOU WOULD LIKE TO PARTICIPATE IN AND VOTE AT THE EXTRAORDINARY GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU. THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.

PROXY FORM

I/We being a member(s) of hummgroup limited and entitled to participate in and vote hereby appoint:

APPOINT A PROXY

the Chair of the Meeting (mark box)

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

or failing the person or body corporate named, or if no person or body corporate is named, the Chair 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 adjourned general meeting to be resumed at **12:00 noon (AEST) on Friday, 1 May 2026 at the offices of Thomson Geer, Level 14, 60 Martin Place Sydney NSW 2000 (the Meeting)** and at any postponement or adjournment of the Meeting.

The proxy must vote as directed below or, if no directions are given, may vote as they see fit to the extent permitted by law.

The HUMM Group Representative intends to vote undirected proxies AGAINST all Resolutions.

The Chair of the Meeting intends to vote undirected proxies AGAINST all Resolutions.

HUMM'S NON-EXECUTIVE DIRECTORS UNANIMOUSLY RECOMMEND THAT YOU VOTE AGAINST ALL RESOLUTIONS AS INDICATED ON THIS FORM. The Managing Director does not make any recommendation.

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

Non-executive directors recommendation

Resolutions

		Against	Abstain*	For
AGAINST	1 Appointment of Mr Jeremy Michael Kersten Raper as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
AGAINST	2 Appointment of Mr Garry Roy Sladden as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
AGAINST	3 Removal of Mr Andrew Abercrombie as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
AGAINST	4 Removal of Mr Robert Hines as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
AGAINST	5 Removal of Mr Andrew Darbyshire as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
AGAINST	6 Removal of any Other Persons as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

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).

