
IncentiaPay Limited

ACN 167 603 992

Addendum to Notice of 2024 Annual General Meeting

Supplementary explanatory notes

Replacement proxy form

Time: 3:00pm (Sydney time)

Date: 29 November 2024

How to attend: Via the online platform at: <https://meetings.linkgroup.com/inp24>

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Addendum to notice of Annual General Meeting

IncentiaPay Limited ACN 167 603 992 (**Company**) hereby gives notice to Shareholders that, in relation to the Notice of Annual General Meeting dated 30 October 2024 (**Notice**) in respect of the Company's annual general meeting of shareholders to be held at 3:00pm (Sydney time) on 29 November 2024 (**Meeting**), the Directors have resolved to:

- (a) withdraw the resolutions in Items 3 and 6 of the Notice (**Withdrawn Resolutions**); and
- (b) include, as a new Item 13, an additional resolution on the terms set out in this document (**Additional Resolution**).

Unless otherwise defined in this addendum to the Notice (**Addendum**), capitalised terms in the Notice have the same meaning in this Addendum.

This Addendum is supplemental to the Notice and should be read in conjunction with the Notice. Save for the Withdrawn Resolutions, the Additional Resolution and the supplemental explanatory notes accompanying the Additional Resolution, all items of business and the explanatory notes in the original notice remain unchanged.

Replacement Proxy Form

Annexed to this Addendum is a replacement proxy form (**Replacement Proxy Form**). To ensure clarity on voting instructions for Shareholders on the resolutions to be considered at the Meeting, Shareholders are advised as follows:

- (a) If you have already completed and returned the proxy form that was annexed with the Notice (**Original Proxy Form**) and you wish to change your original vote for the resolutions in Items 2, 4, 5 and 7 to 12, or cast votes for the Additional Resolution, you must complete and return the Replacement Proxy Form.
- (b) If you have already completed and return the Original Proxy Form and you do not wish to change your original vote for the resolutions in Items 2, 4, 5 and 7 to 12 or vote on the Additional Resolution, you do not need to take any action as the earlier submitted Original Proxy Form will be accepted by the Company for the resolutions in Items 2, 4, 5 and 7 to 12. For the avoidance of doubt, the Company notes that if you do not lodge a Replacement Proxy Form, you will not have cast a vote on the Additional Resolution.
- (c) If you have not yet completed and returned an Original Proxy Form and you wish to vote on the resolutions in the Notice as supplemented by this Addendum, please complete and return the Replacement Proxy Form.

Enquiries

Shareholders are asked to contact Mr Kunal Kapoor, Company Secretary, at kunal.kapoor@entertainment.com.au if they have any queries or would like to make comments in respect of the matters set out in this document.

Supplementary Items of business

The items of business in the Notice are amended by including the following new item of business and resolution:

13. Appointment of Heidi Halson as a Director

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

“That Heidi Halson, a Director who retires in accordance with the Company’s Constitution and ASX Listing Rule 14.5, and being eligible offers herself for re-election, is re-elected as a Director of the Company.”

Dated: 22 November 2024

By order of the Board

A handwritten signature in black ink, appearing to read 'Kunal Kapoor', written in a cursive style.

Kunal Kapoor
Company Secretary

Supplementary explanatory notes

The supplemental explanatory notes to this Addendum provide additional information on the Additional Resolution. These supplemental explanatory notes form part of this Addendum and should be read in conjunction with the explanatory notes in the Notice.

These supplementary explanatory notes provide information which the Directors believe to be material to Shareholders in deciding how to vote on the Additional Resolution.

If you are in any doubt about what to do in relation to this document or about how to vote on the Additional Resolution, you should seek advice from an accountant, solicitor or other professional advisor.

Item 13 – Appointment of Heidi Halson as a Director

The Company's Constitution and ASX Listing Rule 14.4 requires that a director appointed as an addition to the Board must not hold office without re-election past the next annual general meeting. Notwithstanding, the Company's Constitution and ASX Listing Rule 14.4 further provide that this requirement does not apply to the Company's managing director. Ultimately, however, the Company's Constitution and ASX Listing Rule 14.5 require that an election of directors must be held at each annual general meeting of the Company.

Noting that the Withdrawn Resolutions include a resolution to satisfy the requirements of the Company's Constitution and ASX Listing Rule 14.5, the Directors have proposed to make Heidi Halson's ongoing appointment as a Director subject to shareholder approval to satisfy these requirements.

Heidi Halson was appointed as the managing Director of the Company on 22 November 2024 on a casual vacancy basis and will serve as the managing Director of the Company from that date until the date of the Meeting. On the date of the Meeting, Ms Halson will retire under ASX Listing Rule 14.5 and seek re-election.

A graduate of Washington State University, Heidi Halson was involved in the establishment of Entertainment Publications in Australia back in 1994. Since establishing the business 30 years ago and running it until 2018, she has witnessed firsthand the evaluation of the hospitality industry in Australia and New Zealand and is a key facilitator in evolving the Entertainment Book from its historical format, into a Digital Entertainment Membership as an App, released in 2014.

Heidi brings to the Company her 40 years of leadership in the hospitality industry strategic planning and marketing directorship.

Board recommendation

The Board (other than Heidi Halson) recommends that shareholders vote **in favour** of this Item.