

22 November 2024

**Resignation of Director and Addendum to 2024 AGM Notice of Meeting**

IncentiaPay Limited (ASX:INP) (**Company**) today announces that Ani Chakraborty has resigned as non-executive director of the Company with effect from 22 November 2024.

The Company also announces that its CEO, Heidi Halson, has been appointed as a director and will serve as the Company's managing director with effect from 22 November 2024 until the Company's 2024 annual general meeting on 29 November 2024 (**AGM**).

On Mr Chakraborty's resignation, the Chairman, Dean Palmer, commented:

"On behalf of the Board and our shareholders, I would like to thank Ani for his leadership of Entertainment both as CEO and Director over the past three years. Ani played an instrumental role in rebuilding Entertainment post Covid and positioned the Company to be able to develop the 'Revenue Pivot Strategy' which the current management team is now executing. We were delighted that Ani continued to remain on the Board during the transition phase to our new CEO and, now that the transition phase is complete, we are also delighted to wish Ani well with his exciting new endeavours. On a personal note, I have enjoyed working with Ani and look forward to a continuing relationship into the future."

In light of Mr Chakraborty's resignation, the Directors have resolved to withdraw the following resolutions referred to in the Company's notice for the AGM released on 30 October 2024 (**Notice**):

- the resolution in Item 3 – Appointment of Ani Chakraborty as Non-Executive Director; and
- the resolution in Item 6 – Approval to issue Plan Shares to Ani Chakraborty under Loan Funded Share Plan.

The withdrawal of the resolutions in Item 3 and 6 of the Notice will not affect the validity of the proxy form provided in connection with the AGM or any proxy already submitted in respect of the remaining items of business.

Finally, the Company has prepared an addendum to the Notice that includes a new resolution related to Ms Halson's continued appointment as a director of the Company beyond the AGM (**Addendum**). Annexed to the Addendum is a replacement proxy form that reflects the changes to the item of business described in the Addendum and this announcement (**Replacement Proxy Form**). Shareholders are advised to read the voting instructions related to the Replacement Proxy Form that are detailed in the Addendum.

A copy of the Addendum and Replacement Proxy Form is annexed to this announcement. The Addendum and Replacement Proxy Form will be dispatched to shareholders on Monday, 25 November 2024.

Authorised for release by the Board.

-ends-

For more information, please contact:

Kunal Kapoor  
kunal.kapoor@entertainment.com.au  
CFO and Company Secretary

### **About IncentiaPay**

Through its Entertainment-branded subsidiaries, IncentiaPay provides a marketplace for offers and rewards which connects merchants wanting more business with consumers seeking entertainment, lifestyle and leisure experiences at great value.

Founded in 1994, Entertainment (part of IncentiaPay) is a trusted and iconic source of member-only offers and deals that manages the largest and most comprehensive amount of entertainment-related merchant content. It provides fundraisers, merchants and enterprises with advanced data and campaign analytics and markets to the largest closed-group of subscription-paying members in Australia and New Zealand.

IncentiaPay generates revenue through member subscription fees and marketplace features that provide data-as-a-service and targeted campaign value to merchants, enterprise and fundraising partners. [www.incentiapay.com.au](http://www.incentiapay.com.au)

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**IncentiaPay Limited**  
ACN 167 603 992

**Addendum to Notice of 2024 Annual General Meeting**  
Supplementary explanatory notes  
Replacement proxy form

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**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

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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](mailto: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

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

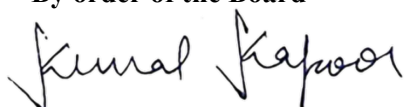
#### 13. Appointment of Heidi Halson as a Director

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

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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.

## LODGE YOUR VOTE



### ONLINE

<https://investorcentre.linkgroup.com>



### BY MAIL

IncentiaPay Ltd  
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  
Level 12, 680 George Street, Sydney NSW 2000

\*During business hours Monday to Friday



### ALL ENQUIRIES TO

Telephone: +61 1300 554 474

## LODGE A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given above by **3:00pm (Sydney time) on Wednesday, 27 November 2024**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy 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 Proxy 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 proxy 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 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 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 Proxy 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 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 virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at [registrars@linkmarketservices.com.au](mailto: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](http://www.linkmarketservices.com.au).

### IMPORTANT INFORMATION

Link Group is now known as MUFG Pension & Market Services. Over the coming months, Link Market Services will progressively rebrand to its new name MUFG Corporate Markets, a division of MUFG Pension & Market Services.



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



X99999999999

## PROXY FORM

I/We being a member(s) of IncentiaPay Ltd and entitled to attend and vote hereby appoint:

### 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. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

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 **3:00pm (Sydney time) on Friday, 29 November 2024** (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/inp24> (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 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10 Approval of novation of the Loan Security	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Withdrawn Resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11 Approval of capacity to issue securities under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval to issue Plan Shares to Dean Palmer under Loan Funded Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12 Change of Company name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval to issue Shares to Dean Palmer for the purpose of ASX Listing Rule 10.11 and Chapter 2E of the Corporations Act	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13 Appointment of Heidi Halson as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Withdrawn Resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
7 Adoption of long term Employee Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
8 Approval to amend the Constitution to increase the Employee Share Scheme cap under the Corporations Act	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
9 Approval to novate Convertible Loan Deed and issue of Shares under the Convertible Loan Deed	<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.

### 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).

INP PRX2401N