



29 November 2024

Results of Annual General Meeting

The board of IncentiaPay Limited (**IncentiaPay** or the **Company**) (ASX:INP) is pleased to advise that shareholders of the Company passed all Resolutions by poll at the Annual General Meeting held today at 3.00pm (AEDT).

In accordance with ASX Listing Rule 3.13.2 and Section 251AA(2) of the Corporations Act, a summary of the proxy votes and the number of votes cast on each resolution in the poll is attached.

Authorised for release by the Board.

For more information, please contact:

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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



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INCENTIAPAY LTD

ANNUAL GENERAL MEETING
Friday, 29 November, 2024

RESULT OF ANNUAL GENERAL MEETING (ASX REPORT)

As required by section 251AA(2) of the Corporations Act 2001 (Commonwealth) the following statistics are provided in respect of each resolution on the agenda.

Resolution Voted on at the meeting			Proxy Votes (as at proxy close)				Total votes cast in the poll (where applicable)			Result
No	Short Description	Strike Y/N/NA	For	Against	Discretionary (open votes)	Abstain	For	Against	Abstain **	
02	ADOPTION OF REMUNERATION REPORT	N	877,549,312 99.96%	377,939 0.04%	0 0.00%	0	877,549,312 99.96%	377,939 0.04%	0	Carried
03	APPOINTMENT OF ANI CHAKRABORTY AS NON-EXECUTIVE DI	NA	13,009,626 98.18%	105,815 0.80%	134,758 1.02%	923,510,094	Not put to meeting	Not put to Meeting	Not put to Meeting	
04	APPROVAL TO ISSUE PLAN SHARES TO DEAN PALMER UNDER LOAN FUNDED SHARE PLAN	NA	15,152,833 94.23%	928,693 5.77%	0 0.00%	0	15,152,833 94.23%	928,693 5.77%	0	Carried
05	APPROVAL TO ISSUE SHARES TO DEAN PALMER FOR THE PURPOSE OF ASX LISTING RULE 10.11 AND CHAPTER 2E OF THE CORPORATIONS ACT	NA	15,752,263 97.95%	329,263 2.05%	0 0.00%	0	15,752,263 97.95%	329,263 2.05%	0	Carried
06	APPROVAL TO ISSUE PLAN SHARES TO ANI CHAKRABORTY U	NA	12,887,260 97.15%	243,181 1.83%	134,758 1.02%	923,495,094	Not put to meeting	Not put to Meeting	Not put to Meeting	
07	ADOPTION OF LONG TERM EMPLOYEE INCENTIVE PLAN	NA	937,131,542 99.97%	320,078 0.03%	0 0.00%	0	937,131,542 99.97%	320,078 0.03%	0	Carried
08	APPROVAL TO AMEND THE CONSTITUTION TO INCREASE THE	NA	936,440,215 99.89%	1,011,405 0.11%	0 0.00%	0	936,440,215 99.89%	1,011,405 0.11%	0	Carried
09	APPROVAL TO NOVATE CONVERTIBLE LOAN DEED AND ISSUE	NA	15,815,648 98.35%	265,878 1.65%	0 0.00%	0	15,815,648 98.35%	265,878 1.65%	0	Carried
10	APPROVAL OF NOVATION OF THE LOAN SECURITY	NA	15,815,648 98.35%	265,878 1.65%	0 0.00%	0	15,815,648 98.35%	265,878 1.65%	0	Carried
11	APPROVAL OF CAPACITY TO ISSUE SECURITIES UNDER LIS	NA	937,277,639 99.98%	173,981 0.02%	0 0.00%	0	937,277,639 99.98%	173,981 0.02%	0	Carried
12	CHANGE OF COMPANY NAME	NA	937,436,620 100.00%	15,000 0.00%	0 0.00%	0	937,436,620 100.00%	15,000 0.00%	0	Carried



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No	Short Description	Strike Y/N/NA	For	Against	Discretionary (open votes)	Abstain	For	Against	Abstain **	Result
13	APPOINTMENT OF HEIDI HALSON AS A DIRECTOR	NA	867,949,173 99.99%	100,000 0.01%	0 0.00%	0	867,949,173 99.99%	100,000 0.01%	0	Carried

** - Note that votes relating to a person who abstains on an item are not counted in determining whether or not the required majority of votes were cast for or against that item

Resolution proposed but not put to the meeting

No.	Short Description	Reason(s) for not putting to the meeting
03	APPOINTMENT OF ANI CHAKRABORTY AS NON-EXECUTIVE DI	Resolution Withdrawn
06	APPROVAL TO ISSUE PLAN SHARES TO ANI CHAKRABORTY U	Resolution Withdrawn