

23 April 2021

ASX Markets Announcement Office
Exchange Centre
20 Bridge Street
Sydney NSW 2000
Australia

PNGX Markets
Harbourside West Building
Unit 1B.02, Level 1, Stanley Esplanade
Down Town, Port Moresby 121
Papua New Guinea

BY ELECTRONIC LODGEMENT

Annual General Meeting Documents:

- **Notice of Meeting**
- **Sample Voting Forms (Australia and PNG)**
- **Virtual EGM Online Meeting Guide**
- **Shareholder Question Forms (Australia and PNG)**

Please find attached for release to the market, the documents issued today to shareholders in relation to Kina Securities Limited's Annual General Meeting (**AGM**) to be held as a Virtual AGM on **Wednesday, 26 May 2021 (AGM Documents)**.

-ENDS-

For further information:

Greg Pawson
Chief Executive Officer and Managing Director
Email: greg.pawson@kinabank.com.pg

Chetan Chopra
Chief Financial Officer and Company Secretary
Email: Chetan.chopra@kinabank.com.pg

This Announcement was authorised for release by Kina Securities Limited's Board of Directors.

KINA SECURITIES LIMITED
NOTICE OF ANNUAL GENERAL MEETING
EXPLANATORY MEMORANDUM
AND
VOTING FORM

TO ASSIST SHAREHOLDERS IN THEIR CONSIDERATION OF RESOLUTIONS TO BE PUT AT THE
ANNUAL GENERAL MEETING MEMBERS
TO BE HELD ONLINE ON WEDNESDAY, 26 MAY 2021
AT 10:00AM (PORT MORESBY TIME | AEST)

THIS DOCUMENT IS IMPORTANT

This Notice of Meeting and Explanatory Memorandum should be read in their entirety. If you do not understand these documents or are in any doubt as to how to deal with them, you should consult your stockbroker, solicitor, accountant or other professional adviser immediately.

Shareholder Enquiries:

+61 1300 554 474

23 April 2021

Dear Shareholder,

Kina Securities Limited - Annual General Meeting

On behalf of the Directors of Kina Securities Limited (Company Number: 1-10989 | ARBN 606 168 594) (**Kina** or the **Company**), I am pleased to invite you to participate in Kina's 2021 Annual General Meeting (**AGM** or **Meeting**), to be held on **Wednesday, 26 May 2021** commencing at 10:00am (Port Moresby time | AEST). Enclosed is the Notice of Meeting setting out the business of the AGM.

In light of the ongoing COVID-19 pandemic, the Board has elected that the AGM will be held as an online Meeting.

Shareholders will be able to participate in the AGM by:

- joining the AGM in real time via our online platform at <https://agmlive.link/KSLAGM21>;
- asking questions of the Board:
 - before the AGM, using the AGM Question Form enclosed with the Notice of Meeting or by lodging questions online at www.linkmarketservices.com.au; and/or
 - during the AGM via the online platform; and
- voting on the resolutions to be considered at the AGM either by lodging the enclosed Voting Form before the AGM or by direct voting during the online meeting,

or by a combination of these steps.

Further details of how to participate in the online Meeting are set out in the *Notice of Meeting* and *Virtual Meeting Online Guide (Online Guide)*. The Online Guide includes details of how to ensure your browser is compatible with the online platform, and a step-by-step guide to logging in, navigating the site, and asking questions and voting at the online AGM.

I encourage you to read the Notice of Meeting (including the Explanatory Memorandum), Online Guide and the Voting Form, and consider directing your proxy how to vote on each resolution by marking either the **For** box, the **Against** box or the **Abstain** box on the Voting Form.

If you are unable to participate in the online AGM, I encourage you to either:

- direct voting prior to the AGM online by logging on to the Link Market Services website at www.linkmarketservices.com.au and following the instructions on the Voting Form; or
- complete and return the enclosed Voting Form no later than 10:00am (Port Moresby time | AEST) on Monday, 24 May 2021 in one of the ways specified in the Notice of Meeting and the Voting Form.

Subject to the abstentions noted in the Explanatory Memorandum, the Directors unanimously recommend that Shareholders vote in favour of all resolutions.

Shareholders participating in the AGM via the online platform, will have the opportunity to submit questions to the Board, Senior Management and Kina's auditor during the AGM.

If you would like to ask a question prior to the AGM, please log onto www.linkmarketservices.com.au, select 'Voting' then click 'Ask a Question', or alternatively submit the enclosed AGM Question Form by 5:00pm (Port Moresby time | AEST) on Wednesday, 19 May 2021.

Thank you for your continued support of Kina and I look forward to your participation and the opportunity to engage with you at the AGM.

Yours faithfully,

A handwritten signature in black ink, appearing to read "Isikeli Taureka".

Isikeli Taureka
Chairman

Notice of Annual General Meeting

Kina Securities Limited (Company Number: 1-10989 | ARBN 606 168 594)

Notice is hereby given that the Annual General Meeting (**AGM** or **Meeting**) of Shareholders of Kina Securities Limited (**Kina** or the **Company**) will be held:

Date: Wednesday, 26 May 2021

Time: 10:00am (Port Moresby time | AEST)

Venue: Virtual Online only

The Explanatory Memorandum attached to this Notice of Meeting, provides additional information on matters to be considered at the AGM and is hereby incorporated into and forms part of this Notice of Meeting.

GENERAL BUSINESS

Receipt of the 2020 AGM Minutes

To receive, consider, and accept the Minutes of the Annual General Meeting held on 19 May 2020, as a correct record of the Meeting.

ORDINARY BUSINESS

Receipt of the financial statement and reports

To receive the 2020 Annual Report, including the Financial Statements, Directors' Report and Auditor's Report for the Company and its subsidiaries for the year ended 31 December 2020. A copy of Kina's 2020 Annual Report can be downloaded on Kina's website at: <http://investors.kinabank.com.pg/investors/?page=annual-reports>.

Resolutions

Resolution 1 Election of Director - Ila Temu

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

"That Ila Temu, who retires in accordance with Article 70.5 of the Constitution and being eligible, hereby offers himself for election, is elected as a Director of the Company."

Resolution 2 Re-election of Director - Jane Thomason

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

"That Jane Thomason, who retires in accordance with Article 70.6 of the Constitution and being eligible, hereby offers herself for re-election, is re-elected as a Director of the Company."

Resolution 3 Appointment of Auditor

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

*"That, in accordance with Section 190 of the Papua New Guinea Companies Act 1997 (**Companies Act**) and for all other purposes, Deloitte Touche Tohmatsu (**Deloitte**) be appointed as the Auditor of the Company commencing at the end of this Meeting until the next Annual General Meeting of the Company, and being eligible to do so, offer themselves for reappointment and that, in accordance with Section 191 of the Companies Act, the Directors be authorised to fix the remuneration and expenses of the Auditor."*

Resolution 4 Grant of Performance Rights to Managing Director and Chief Executive Officer for FY2020

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the issue of 350,041 Performance Rights under the Kina Performance Rights Plan - Short Term Incentive Award and 333,373 Performance Rights under the Kina Performance Rights Plan - Long Term Incentive Award to the Managing Director and Chief Executive Officer, Mr Gregory Pawson, for the financial year ended 31 December 2020, in accordance with the rules of the Kina Performance Rights Plan and on the terms described in the Explanatory Notes which forms part of this Notice of Meeting, is approved."

Resolution 5 Grant of Performance Rights to Managing Director and Chief Executive Officer for FY2021

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the issue of Performance Rights up to the value of A\$310,433 under the Kina Performance Rights Plan - Short Term Incentive Award and Performance Rights up to the value of A\$295,650 under the Kina Performance Rights Plan - Long Term Incentive Award to the Managing Director and Chief Executive Officer, Mr Gregory Pawson, for the financial year ending 31 December 2021, in accordance with the rules of the Kina Performance Rights Plan and on the terms described in the Explanatory Notes which forms part of this Notice of Meeting, is approved."

Voting Exclusion Statement - Resolutions 4 and 5

1. In accordance with ASX Listing Rule 14.11 and PNGX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolutions 4 and 5 by or on behalf of:
 - a) by any Director of the Company who is eligible to participate in the Kina Performance Rights Plan - Short Term Incentive Award or the Kina Performance Rights Plan - Long Term Incentive Award; or
 - b) an associate of that person (or those persons).
2. However, this does not apply to a vote cast in favour of Resolutions 4 and 5 by:
 - a) a person as proxy or attorney for a person who is entitled to vote on Resolutions 4 and 5, in accordance with directions given to the proxy or attorney to vote on Resolutions 4 and 5 in that way; or
 - b) the Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on Resolutions 4 and 5, in accordance with a direction given to the Chairman of the Meeting to vote on Resolutions 4 and 5 as the Chairman of the Meeting decides; or
 - c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - i) 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 4 and 5; and
 - ii) the holder votes on Resolutions 4 and 5 in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 6 Issue of Performance Rights under the Kina Performance Rights Plan

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

“That for the purpose of ASX Listing Rule 10.14 and all other purposes, the issue of 1,587,359 Unquoted Performance Rights to Key Management Personnel under the Kina Performance Rights Plan, on the terms described in the Explanatory Memorandum which forms part of this Notice of Meeting, is approved.”

Voting Exclusion Statement - Resolution 6

1. In accordance with ASX Listing Rule 14.11 and PNGX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:
 - a) any KMP; and
 - b) an associate of that person (or those persons).
2. Additionally, in accordance with ASX Listing Rule 14.11, the Company will also disregard any votes cast in favour of Resolution 6 by or on behalf of a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Kina Performance Rights Plan.
3. However, this does not apply to a vote cast in favour of Resolution 6 by:
 - a) a person as proxy or attorney for a person who is entitled to vote on Resolution 6, in accordance with the directions given to the proxy or attorney to vote on Resolution 6 in that way; or
 - b) the Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 6, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman of the Meeting decides; or
 - c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - i) 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 6; and
 - ii) the holder votes on Resolution 6 in accordance with directions given by the beneficiary to the holder to vote in that way.
4. In accordance with section 250BD of the *Corporations Act 2001 (Cth)* (**Corporations Act**), a vote must not be cast on Resolution 6 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 Chairman of the Meeting where the proxy appointment expressly authorises the Chairman of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

Resolution 7 Remuneration Report

To consider and if thought fit, pass the following as a non-binding ordinary resolution of the Company:

“That the Company’s Remuneration Report for the financial year ended 31 December 2020, as set out in the Directors’ Report, is adopted.”

The Remuneration Report is contained in the 2020 Annual Report is available on Kina’s website at: <https://investors.kinabank.com.pg/Investors/?page=Reports-and-Presentations>. Please note that, in accordance with section 250R(3) of the Corporations Act, the vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement - Resolution 7

A vote on Resolution 7 must not be cast (in any capacity) by, or on behalf of, the following persons:

- a) a member of the Key Management Personnel (**KMP**) whose remuneration details are included in the 2020 Remuneration Report; or
- b) a closely related party of such a KMP (including close family members and companies the KMP controls).

However, a person described above may cast a vote on Resolution 7 as a proxy if the vote is not cast on behalf of a person described above and either:

- a) the proxy appointment is in writing that specifies the way the proxy is to vote (e.g. for, against, abstain) on the resolution; or
- b) the vote is cast by the chair of the Meeting and the appointment of the chair as proxy:
 - i) does not specify the way the proxy is to vote on the resolution; and
 - ii) expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

“Key management personnel” and “closely related party” have the same meaning as set out in the Corporations Act.

In accordance with section 250BD of the Corporations Act, a vote must not be cast on Resolution 7 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 Chairman of the Meeting where the proxy appointment expressly authorises the Chairman of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

ANY OTHER BUSINESS

To consider any other business of the day.

VOTING PROCEDURES AT THE AGM

All resolutions will be by poll

As the AGM is being held online only, and in accordance with Article 55.3 of the Constitution, the Chairman intends to demand a poll on each of the resolutions proposed at the AGM.

Direct voting

In accordance with Article 53.3 of the Constitution, the directors, including the Chairman:

- a) have determined that at the AGM, a Shareholder who is entitled to attend and vote on a resolution at the AGM is entitled to a direct vote in respect of that resolution; and
- b) have approved the use of the Link’s online platform as means by which Shareholders may deliver their direct vote.

Casting your direct vote in real time using Link’s online platform

To facilitate Shareholder participation, and in accordance with his powers under Article 53.3 of the Constitution, the Chairman has determined that all Shareholders will have the opportunity to participate in the AGM through Link’s online platform at <https://agmlive.link/KSLAGM21>, where all Shareholders will be able to view the AGM live, lodge a direct vote in real time and ask questions online.

Eligibility to Vote

In accordance with Section 106 of the Companies Act and Article 59 of the Constitution, the Board has determined that persons who are registered holders of shares of the Company as at 7:00pm (Port Moresby time | AEST) on Monday, 24 May 2021, being two days before date of Meeting, will be entitled to participate and vote at the AGM as a shareholder.

If more than one joint holder of shares is present at the AGM (whether online or by proxy) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

How to Vote

Direct vote - prior to the AGM

In accordance with Clause 5 of Schedule 2 of the Companies Act, Shareholders will be able to vote on resolutions considered at the meeting **at any time between the date of this Notice of Meeting and 10.00am (Port Moresby time | AEST) on Monday, 24 May 2021**. For details about how you can submit your Voting Form, please refer to the section below titled *Submitting your Voting Form prior to the AGM*.

Direct vote - during the AGM using Link’s online platform

Shareholders participating in the meeting using Link’s online platform at <https://agmlive.link/KSLAGM21> will be able to vote directly **at any time between the commencement of the AGM at 10:00am (Port Moresby time | AEST) on Wednesday, 26 May 2021, and the closure of voting as announced by the Chairman during the AGM**.

More information regarding online participation at the AGM (including how to vote and ask questions online during the AGM) is available in the *Virtual Meeting Online Guide*. The Online Guide will be filed with the ASX and PNGX and will also be available on our website at www.kinabank.com.pg/agm. To ensure your browser is compatible, please follow the instructions in the Online Guide - we recommend confirming this prior to determining whether to participate in the AGM using Link's online platform.

If you lodge a direct vote, you are voting directly and are not appointing a third party, such as a proxy, to act on your behalf. Kina's Direct Voting Regulations governing direct voting are available on the Kina's website at www.kinabank.com.pg/agm. By submitting a direct vote, you agree to be bound by Kina's Direct Voting Regulations.

Appointment of Proxy

If you are a Shareholder entitled to participate and vote at the AGM, you may appoint an individual or a body corporate as a proxy. If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with Clause 9 of Schedule 2 of the Companies Act to exercise its powers as proxy during the AGM.

A proxy need not be a shareholder of the Company.

A Shareholder may appoint up to two proxies and specify the proportion or number of votes each proxy may exercise. If the Shareholder does not specify the proportion or number of votes to be exercised, each proxy may exercise half of the Shareholder's votes.

If you wish to appoint a proxy, please fill out, sign and return the attached Voting Form as directed by the notes on the Voting Form.

Submitting your Voting Form prior to the AGM

To be effective, the Voting Form must be received by the Company in the manner set out below.

The Chairman of the Meeting's decision on the validity of a direct vote or vote cast by a proxy, is conclusive and the Company reserves the right to declare invalid any Voting Form not received in this manner.

For your proxy or direct vote prior to the AGM to be effective, your completed Voting Form must be received by Link no later than **10.00am (Port Moresby time AEST) on Monday, 24 May 2021**. After this time, you will still be able to vote during the AGM by submitting your direct vote using Link Group's online platform.

Voting Forms must be received before that time by one of the following methods:

	Australia	PNG
By post:	Kina Securities Limited C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia	Kina Securities Limited C/- PNG Registries Limited PO Box 1265 Port Moresby NCD Papua New Guinea
By facsimile:	+61 2 9287 0309	+675 321 6379
By delivery in person:	Link Market Services Limited 1A Homebush Bay Drive Rhodes NSW 2138	PNG Registries Limited Level 4, Cuthbertson House Cuthbertson Street Port Moresby NCD Papua New Guinea
Online:	www.linkmarketservices.com.au	brenda@online.net.pg

Power of Attorney

A Voting Form and the original Power of Attorney (if any) under which the Voting Form is signed (or a certified copy of that Power of Attorney or other authority) must be received by the Company no later than **10.00am (Port Moresby time | AEST) on Monday, 24 May 2021**, being 48 hours before the AGM.

Impact of your Proxy Appointment on your Proxy Voting Instructions

If you appoint the Chairman of the Meeting as your proxy, or the Chairman becomes your proxy by default, and you do not direct your proxy how to vote on Resolutions 4, 5 and 6, then by submitting the proxy appointment you will be expressly authorising the Chairman to exercise your proxy on the relevant resolution.

The Chairman's voting intentions

The Chairman intends to vote undirected proxies on, and in favour of, each of the proposed resolutions.

Questions from Shareholders

Shareholders who are unable to participate in the Meeting via the online platform, may prefer to register questions in advance, and are invited to do so. Please log onto www.linkmarketservices.com.au, select 'Voting' then click 'Ask a Question', or alternatively submit the enclosed **AGM Question Form**.

To allow time to collate questions and prepare answers, please submit any questions by 5:00pm (Port Moresby time | AEST) on Wednesday, 19 May 2021, (being no later than the fifth Business Day before the AGM is held).

Questions will be collated and, during the AGM, the Chairman will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the AGM to address all topics raised. Please note that individual responses will not be sent to Shareholders.

Enclosures

Enclosed are the following documents:

- a *Voting Form* to be completed if you would like to be represented at the AGM by a proxy. Shareholders are encouraged to use the online voting facility that can be accessed on Kina Securities Limited's share registry's website at www.linkmarketservices.com.au to ensure the timely and cost effective receipt of your Voting Form;
- an *AGM Question Form* to be completed if you would like a specific question to be addressed by the Chairman of the Meeting or Deloitte (our external auditor) at the AGM; and
- a *Reply Paid Envelope* for you to return either or both the Voting Form and AGM Question Form.

By order of the Board of Directors



Chetan Chopra
Company Secretary
23 April 2021

Explanatory Memorandum

This Explanatory Memorandum has been prepared to assist shareholders of the Company (**Shareholders**) in considering each of the Resolutions set out in the Company's Notice of Annual General Meeting. This Explanatory Memorandum forms part of the Company's Notice of Annual General Meeting to be held on Wednesday, 26 May 2021 at 10:00am (Port Moresby time | AEST).

The purpose of this Explanatory Memorandum is to provide Shareholders with information that is reasonably required by Shareholders to decide how to vote upon the Resolutions. The Company's Notice of Annual General Meeting and this Explanatory Memorandum should be read in their entirety and in conjunction with each other.

Subject to the abstentions noted below, the Directors unanimously recommend Shareholders vote in favour of all Resolutions. The Chairman of the Meeting intends to vote all available undirected proxies in favour of each Resolution.

Each of the Resolutions are Ordinary Resolutions, which require a simple majority of votes cast by Shareholders present and entitled to vote on the Resolution.

BACKGROUND TO THE ITEMS OF BUSINESS

GENERAL BUSINESS

Receipt of the 2020 AGM Minutes

The Chairman will table the 2020 AGM Meeting Minutes dated 19 May 2020 as a correct record of the Meeting.

ORDINARY BUSINESS

Receipt of the financial statements and reports

The 2020 Annual Report, including the Financial Statements, Director's Report and the Auditor's Report included in the 2020 Annual Report (**Reports**), for the Company and its subsidiaries for the year ended 31 December 2020 are attached to this Explanatory Memorandum for the shareholders to read prior to the meeting. A copy of Kina's 2020 Annual Report can be downloaded on Kina's website at:

<http://investors.kinabank.com.pg/investors/?page=annual-reports>.

Neither the Companies Act nor the Company's Constitution requires Shareholders to vote on the Reports. However, Shareholders will be given a reasonable opportunity to ask questions on the Reports at the Meeting.

Following consideration of the Reports, the Chairman will give shareholders a reasonable opportunity to ask questions about, or comment on the management of the Company.

The Chairman will also give shareholders a reasonable opportunity to ask the Auditor questions relevant to:

- a) the conduct of the audit;
- b) the preparation and content of the Independent Auditor's Report;
- c) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- d) the independence of the Auditor in relation to the conduct of the audit.

In addition to asking questions during the Meeting, Shareholders may address written questions to the Chairman of the Meeting about the management of the Company or to the Company's Auditor, Deloitte, using the enclosed AGM Question Form.

Shareholders must submit their written question(s) to the Company or to Deloitte, by 5:00pm (Port Moresby time | AEST) on Wednesday, 19 May 2021, (being no later than the fifth business day before the AGM is held, to the address listed on the Voting Form attached to this Notice of Meeting.

The Chairman will give the Auditor a reasonable opportunity to answer written questions submitted by shareholders that are relevant to the content of the Independent Auditor's Report or the conduct of the audit. A list of any relevant written questions submitted by shareholders will be made available on the Company's website prior to the start of the AGM, and any written answer provided by the Auditor at the AGM will be made available to all Shareholders on the ASX and PNGX Announcements Platforms, as soon as practicable after the conclusion of the Meeting.

Resolutions

Resolution 1. Election of Director - Ila Temu

ASX Listing Rule 14.4 and PNGX Listing Rule 14.4 provide that a director appointed to fill a casual vacancy or as an addition to the Board must not hold office (without re-election) part the next annual general meeting of the Company.

Prior to Dr Temu's appointment, the Company completed several background and screening checks including in relation to Dr Temu's character's experience and qualifications, criminal history, bankruptcy with no adverse findings.

The Board also considered whether Dr Temu had any interest, position or relationship that may interfere with each of his independence as a Director, having regard to the relevant factors as set out in the ASX Corporate Governance Council Principles & Recommendations (4th edition) (**ASX Principles**). The Board considers that Dr Temu (if elected), will continue to be an independent Director.

Director Profile

The Board appointed Ila Temu as a Non-Executive Director of the Company pursuant to Article 70.5 of the Constitution on 14 December 2020. In accordance with Article 70.5 of the Constitution, Dr Temu will retire from office and is eligible for election as a Director of the Company. If Shareholders do not approve the election of Dr Temu, then he will cease to be a Director of the Company at the conclusion of the AGM.

Dr Temu is the Executive Director (PNG) of Barrick (Niugini) Limited (**BNL**), a role he has held for some time now, which places him as one of the senior Managers within BNL Management. Dr Temu has held various senior roles with Placer Dome Niugini since 2000 including General Manager Government Relations, Director Corporate Affairs and Country Manager Tanzania. With Barrick Niugini Ltd, Dr Temu has held similar roles since 2006.

Prior to joining Placer Dome, Dr Temu was Managing Director of Mineral Resources Development Company (**MRDC**), a state-owned organisation that held PNG's equity in major mining and petroleum projects throughout PNG. He has also held senior positions within a number of public organisations, including a term as a Director of the National Research Institute in PNG, Research Director for the Pacific Islands Program at the Australian National University, Canberra and Senior Lecturer at the University of Papua New Guinea.

Dr Temu has also held a number of Board Directorships/Memberships in PNG including Dome Resources Ltd, MRDC, Kina Finances Ltd, PNG Incentive Fund, National Economic Fiscal Commission, Independent Public Business Corporation, the Employees Federation of PNG and Bank of South Pacific where he was Director for 13 years. He was Chairman of PNG Ports Corporation for five years, Chairman of Bank South Pacific (**BSP**) Capital for three years, and President of the Chamber of Mines and Petroleum for three years. He is currently a Director of Kina Petroleum Ltd, Director of Kumul Petroleum Holdings Ltd, and a Council Member of the Divine Word University.

Dr Temu holds a Bachelor of Economics from the University of Papua New Guinea, a Masters in Agricultural Development Economics from the Australia National University, Canberra Australia and a Ph.D in Agricultural Economics from the University of California, Davis, USA.

Dr Temu is a member of the Remuneration and Nomination Committee.

Prior to submitting himself for re-election, Dr Temu has confirmed that he would continue to have sufficient time to properly fulfil his duties and responsibilities to the Company.

The Board supports the election of Dr Temu as he will continue to contribute to the Board, significant experience in the areas of banking and financial services, leadership and commercial and financial acumen, strategy, governance and stakeholder engagement.

Resolution 2 Re-election of Director - Jane Thomason

General

In accordance with ASX Listing Rule 14.4, PNGX Listing Rule 14.4 and Article 70.6 of the Constitution, a director must not hold office (without re-election) past the third annual general meeting of Shareholders following the director's appointment or three years, whichever is longer. A director who retires in accordance with these requirements is eligible for re-election. If Shareholders do not approve the re-election of Ms Thomason, then she will cease to be a Director of the Company at the conclusion of the AGM.

Director Profile

Jane Thomason was appointed as a Non-Executive Director of the Company on 27 April 2018, pursuant to Article 70.5 of the Constitution. In accordance with Article 70.6 of the Constitution, Ms Thomason will retire from office at the conclusion of the AGM and is eligible for re-election as a Director of the Company.

The Board considered whether Dr Thomason had any interest, position or relationship that may interfere with each of her independence as a Director, having regard to the relevant factors as set out in the ASX Principles. The Board considers that Dr Thomason (if re-elected), will continue to be an independent Director.

Dr Thomason has worked in international development and policy and implementation in the Asia Pacific region for 30 years. Her international career has included work for governments and donors including the Asian Development Bank, WHO, World Bank, USAID and AusAID.

As an entrepreneur and innovator, Dr Thomason has built a \$50 million revenue company and merged this with Abt Associates in 2013. Since the merger, Dr Thomason has led the growth and diversification of the company to achieve a tripling of revenue and diversification into new sectors and is now CEO of a \$200 million revenue company with 650 staff across Asia and the Pacific. She has held senior appointments including Queensland Director of Women's Health, CEO of the Queensland Royal Children's Hospital, Commissioner on the Commission of Inquiry into Child Abuse in Queensland, Chairman of the Wesley Hospital Board, Member of the Uniting Health Care Board, the International Operations Committee of the Red Cross, the Consultative Council of the Australian Centre for International Tropical Health and Nutrition and the Aid Advisory Council to the Australian Minister of Foreign Affairs and Trade (Alexander Downer), She has been a Member of the Burnett Institute Board, and an Adjunct Associate Professor at the University of Queensland.

Jane is an active role model for future women leaders and an active supporter of innovation and new technologies, especially blockchain, and their application to the problems of the poor.

Dr Thomason is Chair of the Remuneration and Nomination Committee.

Prior to submitting herself for re-election, Dr Thomason has confirmed that she would continue to have sufficient time to properly fulfil her duties and responsibilities to the Company.

The Board supports the re-election of Jane Thomason as she will continue to contribute to the Board, significant experience in the areas of leadership and commercial acumen, strategy, and people, culture & conduct.

Resolution 3 Appointment of Auditor

This resolution is to appoint the Company's Auditor, Deloitte Touche Tohmatsu, to hold office from the conclusion of this Meeting until the conclusion of the Company's next Annual General Meeting, and to authorise the Directors to fix the fees and expenses of the Auditor, and is formally put to shareholders, in accordance with Sections 190 - 191 of the Companies Act.

The Directors unanimously recommend Shareholders vote in favour of Resolution 3

Resolution 4 Grant of Performance Rights to Managing Director and Chief Executive Officer for FY2020

Resolution 5 Grant of Performance Rights to Managing Director and Chief Executive Officer for FY2021

Shareholders are asked to vote on whether Mr Pawson, the Company's Managing Director and Chief Executive Officer (**MD & CEO**), should receive Performance Rights as part of his remuneration for the financial year ended 31 December 2020 and for the financial year ending 31 December 2021.

The Board believes that the MD & CEO's remuneration should be aligned to the long-term interests of shareholders. Accordingly, the Board believes that the MD & CEO should maintain a shareholding in Kina and that part of his remuneration should be in the form of equity that vests if certain conditions or hurdles are achieved.

The proposed awards of Performance Rights will be made under the Kina Performance Rights Plan - Short Term Incentive (**STI**) Award and the Kina Performance Rights Plan - Long Term Incentive (**LTI**) Awards. The Kina Performance Rights Plan (**Plan**) was re-approved by Shareholders at the AGM held on 19 May 2020 and the terms of the Plan Awards are summarised at a high level in this Explanatory Memorandum.

Each Right represents a right to be issued an ordinary share in the Company (**Share**) at a future point in time subject to the satisfaction of any conditions relating to vesting, performance hurdles and/or exercise. Awards under the Plan are expressed as a number of Performance Rights to acquire a certain number of Shares (generally on a one for one basis).

Why is Shareholder approval being sought?

Shareholder approval is being sought to satisfy ASX Listing Rule 10.14 and PNGX Listing Rule 10.14, which requires shareholder approval if a director is issued securities under an employee incentive scheme. Accordingly, before any securities may be granted to the MD & CEO, the grants must first be approved by shareholders.

If shareholders approve Resolutions 4 and 5, the Company will be able to proceed with the Issuance to Mr Pawson of:

- a) 350,041 Performance Rights in relation to his FY2020 STI Award (Resolution 4);
 - b) 333,373 Performance Rights in relation to his FY2020 LTI Award (Resolution 4);
 - c) Performance Rights up to the value of A\$310,433 in relation to his FY2021 STI Award (Resolution 5); and
 - d) Performance Rights up to the value of A\$295,650 in relation to his FY2021 STI Award (Resolution 5),
- on the terms and conditions as set out in this Notice.

If shareholders do not approve Resolutions 4 and 5, the proposed Issuance of the above Performance Rights to Mr Pawson will not proceed, and the Board would need to consider alternative remuneration arrangements.

Further details of Mr Pawson's remuneration package are set out in the Remuneration Report contained in the Company's 2020 Annual Report, and available on Kina's website at:

<http://investors.kinabank.com.pg/investors/?page=annual-reports>.

Proposed grant of Performance Rights

FY2020 - STI

The Board determined Mr Pawson's FY2020 STI Award, based on the performance of the Company and Mr Pawson for the financial year ended 31 December 2020 (**FY2020**). Mr Pawson is eligible for a STI Award of up to 150% of his annual salary. It is intended that Mr Pawson's FY2020 STI Award will be issued as 65% cash and 35% Performance Rights, subject to shareholder approval. The Board has assessed that based on the performance of the Company and Mr Pawson for FY2020, he will be awarded a STI Award of 150% of his base salary of \$591,300, being \$886,950, which will be paid as \$576,518 in cash and \$310,433 in Performance Rights, subject to shareholder approval.

Accordingly, shareholder approval is sought for the issuance of 350,041 Performance Rights (being Mr Pawson's FY2020 STI Performance Rights Award of A\$310,433, divided by the issue price of \$0.89 per share, being the 10 trading day volume weighted average price (**10-day VWAP**) of Kina Shares up to 31 December 2020.

FY2020 - LTI

Mr Pawson is eligible for a LTI Award of up to 50% of his base salary. The Board has assessed that based on the performance of the Company and Mr Pawson for FY2020, he will be awarded a LTI of 50% of his base salary of \$591,300, being \$295,650.

Accordingly, shareholder approval is sought for the issuance of 333,373 Performance Rights (being Mr Pawson's FY2020 LTI Performance Rights Award of A\$295,650, divided by the issue price of \$0.89 per share, being the 10-day VWAP of Kina Shares up to 31 December 2020).

FY2021 - STI

The Board will determine Mr Pawson's FY2021 STI Award based on the performance of the Company and Mr Pawson for the financial year ending 31 December 2021 (**FY2021**). Mr Pawson is eligible for a STI Award of up to 150% of his base salary. It is intended that Mr Pawson's FY2021 STI Award will be issued as 65% cash and 35% Performance Rights, subject to shareholder approval.

Accordingly, shareholder approval is sought for the issuance of Performance Rights up to the value of A\$310,433 (the actual number of Performance Rights to be allocated will be determined by dividing this amount by the 10-day VWAP of Kina Shares up to 31 December 2021).

FY2021 - LTI

Mr Pawson is eligible for a LTI Award of up to 50% of his base salary. The actual Award under the LTI Plan is yet to be determined but the maximum potential amount for award to Mr Pawson is A\$295,650. The method to be used to determine the actual award is set out below under *Long Term Incentive*.

Accordingly, shareholder approval is sought for the issuance of Performance Rights up to the value of A\$295,650 (the actual number of Performance Rights to be allocated will be determined by dividing the amount by the 10-day VWAP of Kina shares up to 31 December 2021).

It is common practice for ASX and PNGX Listed companies to seek approval for grants to be awarded to Directors prior to the end of the relevant financial year, in order to incentivise key executives for the following financial year. Accordingly, Kina is seeking approval for the award of Performance Rights to Mr Pawson for the period ending 31 December 2021.

Short Term Incentive

Performance Hurdles for the STI

Mr Pawson's potential STI Award is determined based on a number of financial and non-financial key performance indicators (**KPIs**). These include, achievement against the Board approved budget for the Performance Period, specific targets for net interest margins, income expense ratios, and growth in various parts of the business. Mr Pawson's performance is also measured against the Group's ability to comply with legislative and regulatory requirements set by the Bank of Papua New Guinea.

Performance Periods

The Performance Period for the FY2020 STI Award was 1 January 2020 to 31 December 2020 inclusive.

The Performance Period for the FY2021 STI Award is 1 January 2021 to 31 December 2021 inclusive.

At the end of the Performance Period, the Board determines the amount of Performance Rights that will be issued for that period. The number of Performance Rights to be allocated is then determined by dividing the monetary amount of Performance Rights by the 10-day VWAP of Kina Shares up to 31 December for the Performance Period. The Performance Rights are subject to vesting conditions, as set out below.

The Board has assessed that based on the performance of the Company and Mr Pawson for FY2020, he will be awarded a STI Award of 150% of his base salary of \$591,300, being \$886,950, which will be paid as \$576,518 in cash and \$310,433 in Performance Rights, subject to shareholder approval.

Vesting conditions

Performance Rights granted under the STI Award have a vesting period of two years from grant date. Vesting is conditional on the recipient remaining in employment for the two-year period.

Long Term Incentive

Performance Hurdles for the LTI

The Performance Rights are subject to two separate performance hurdles:

Earnings per share (EPS) hurdle	Relative total shareholder return (TSR) hurdle
50% of the Performance Rights	50% of the Performance Rights
Earnings per share growth targets (EPS Hurdle) for the relevant Performance Period are met	Total Shareholder Return targets (TSR Hurdle) for the relevant Performance Period are met

The EPS Hurdle and TSR Hurdle are considered appropriate measures of performance as they are intended to drive longer-term company performance.

EPS Hurdle

The EPS Hurdle has been determined with reference to the macroeconomic environment, relevant benchmarks and the Company's strategy.

No Performance Rights will vest if the compound annual growth rate is below 5%.

The EPS Hurdle for the Performance Period will be determined in accordance with the principles set out in the table below:

EPS Performance	Vesting outcome
<5% compound annual growth of EPS	Nil vesting
5%	50% vesting
>5% and <10%	Pro-rata between 50% to 100%
10%	100% vesting

TSR Hurdle

50% of the Performance Rights will be subject to a relative TSR Hurdle, which compares the TSR performance of the Company with each of the entities in a comparator group within the S&P/ASX200 as determined by the Board.

In order for the Performance Rights to vest, the TSR of the Company is compared to a custom peer group of directly comparable companies. The group of companies is selected based on their operations in a similar industry and with a similar market capitalisation. The TSR of each of the entities in the comparator group will be measured from the start of the relevant Performance Period to the end of the Performance Period.

The TSR Hurdle for the Performance Period will be determined in accordance with the principles set out in the table below:

Relative TSR Performance	Vesting outcome
Below 50 th percentile	Nil vesting
At 50 th percentile	50% vesting
Between 50 th and 75 th percentiles	Pro-rata between 50% to 100%
Above 75 th percentile	100% vesting

Performance Periods

The Performance Period for the FY2020 LTI Award is 1 January 2020 to 31 December 2022 inclusive.

The Performance Period for the FY2021 LTI Award is 1 January 2021 to 31 December 2023 inclusive.

The Board has assessed that based on the performance of the Company and Mr Pawson for FY2020, he will be awarded a LTI Award of 50% of his base salary of \$591,300, being \$295,650.

Vesting conditions

Performance Rights granted under the LTI Award have a vesting period of three years from grant date. Vesting is conditional on the recipient remaining in employment for the three-year period.

Further information

ASX Listing Rule 10.14 and PNGX Listing Rule 10.14, provide that a listed company may only permit a director to acquire shares or rights to shares under an employee incentive scheme where that director's participation has been approved by an ordinary resolution of shareholders.

Details of any securities issued under the Plan will be published in the Annual Report of the Company 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.

In accordance with the ASX and PNGX Listing Rules, the following information is provided:

- The maximum number of Performance Rights which may be issued to Mr Pawson will be determined as follows:
 - FY2021 STI Award - the maximum value of Performance Rights is A\$310,433 (the actual number of Performance Rights to be allocated will be determined by dividing the amount by the 10-day VWAP of Kina Shares up to 31 December 2021); and
 - FY2021 LTI Award - the maximum value of Performance Rights is A\$295,650 (the actual number of Performance Rights to be allocated will be determined by dividing the amount by the 10-day VWAP of Kina shares up to 31 December 2021).
- The Performance Rights will be allocated at no cost to Mr Pawson and the Board has determined that no amount is payable by Mr Pawson on the vesting of each Performance Right or exercise of any Performance Rights granted under the Plans.
- Upon satisfaction of the performance hurdles/vesting conditions set by the Board, the Performance Rights will vest and shares will be allocated or issued on a one-for-one basis.
- There are no loans to be granted to Mr Pawson in connection with his participation in either the Kina Performance Rights Plan - STI Award or the LTI Award.
- Mr Pawson is the only director of Kina entitled to participate in the Plan. If shareholders vote in favour of Resolutions 4 and 5, no additional director who becomes entitled to participate in the Plan will participate until approval is obtained under ASX Listing Rule 10.14 and PNGX Listing Rule 10.14.
- If shareholder approval is obtained, the issue of Performance Rights (and the Shares underlying the Performance Rights) will be approved for the purposes of all applicable requirements under the ASX and PNGX Listing Rules and all other purposes.

7. Kina will issue the Performance Rights to be granted for FY2021 no later than 12 months after the 2021 AGM, that is by 26 May 2022.
8. Approval of Resolutions 4 and 5 will result in the grant of Performance Rights to Mr Pawson falling within ASX Listing Rule 7.2, exception 14. If approval is given for the issue of securities under ASX & PNGX Listing Rule 10.14, approval is not required under ASX Listing Rule 7.1.
9. A voting exclusion applies to these Resolutions, as set out in the Notice of Meeting.

The Directors, with Mr Pawson abstaining, unanimously recommend Shareholders vote in favour of Resolutions 4 and 5.

Resolution 6 Issue of Performance Rights under the Kina Performance Rights Plan

The Company is proposing to issue 1,587,359 Performance Rights under the Kina Performance Rights Plan (**Plan**) (**Issue**), to the following members of the Company's senior executive team, who are considered by the Board to be the Key Management Personnel (**KMP**) of the Company, as part of their Short Term Incentive (**STI**) and Long Term Incentive (**LTI**) Awards for the financial year ended 31 December 2019 (**Eligible Participants**):

Name of Eligible Participant	Number of Performance Rights to be Issued
Chetan Chopra	307,584
Michael Van Dorssen	193,820
Deepak Gupta	176,967
Nathan Wingti	169,944
Ivan Vidovich	247,191
Johnson Kalo	155,056
Lesieli Taviri	127,528
Asi Nauna	103,651
Gavin Heard	105,618
Total	1,587,359

ASX Listing Rule 10.14 requires shareholder approval by ordinary resolution before any of the following persons can be issued securities under a listed entity's employee incentive scheme:

- a director;
- an associate of a director; or
- a person whose relationship with the listed entity, or the entity's directors or their associates is such that in the ASX's opinion, the acquisition of securities should be approved by shareholders.

As each of the Eligible Participants are members of the Company's senior executive team, and are considered by the Board to be the KMP of the Company, Resolution 6 seeks shareholder approval for the Issue to the Eligible Participants. Specific details of the proposed Issue are set out below.

If shareholders approve Resolution 6, the Company will be able to proceed with the Issue to the Eligible Participants, on the terms and conditions as set out in this Notice.

If shareholders do not approve Resolution 6, the proposed Issue to the Eligible Participants, the Issue will not proceed, and the Board would need to consider alternative remuneration arrangements. However, to ensure Kina can attract and retain the right talent and align the Company's KMP with those of shareholders, the Board considers it is important for Kina to offer incentives to its senior executives that are in line with market practice.

Terms of the Kina Performance Rights Plan

The terms of the Kina Performance Rights Plan are set out in the Plan Rules. The key elements of the Kina Performance Rights Plan (**Plan**) are as follows:

Eligibility	Participants must be a permanent full-time or part-time employee or Executive Director of Kina or any of its subsidiaries and has been determined by the Board to be eligible to participate in the Plan from time to time (Eligible Participant).
Offers	Under the rules of the Plan, Performance Rights may be offered to Eligible Participants from time to time. The number of Performance Rights the subject of an offer under the Plan will be determined by the Board (acting on the advice of the Remuneration and Nomination Committee).
Terms and conditions	The Board has the absolute discretion to determine the terms and conditions applicable to an offer under the Plan, including: <ul style="list-style-type: none"> ▪ any conditions required to be satisfied before Performance Rights will be granted; ▪ any performance, vesting or other conditions required to be satisfied before Performance Rights vest and may be exercised (Vesting Conditions); ▪ any period during which Vesting Conditions must be satisfied before Performance Rights vest (Vesting Period); ▪ the exercise period during which Performance Rights may be exercised, subject to the terms of the Plan and the offer (Exercise Period); ▪ any applicable issue price and/or exercise price; ▪ any disposal restrictions on Shares to be issued or transferred upon the exercise of Performance Rights; and ▪ any other specific terms and conditions applicable to the offer. The specific terms and conditions applicable to an offer must be set out in the offer invitation.
Performance Rights	Each Performance Right confers on its holder the entitlement to receive one Share (by way of issue or transfer) at the exercise price (if any) upon the exercise of the Performance Right.

Ranking of Shares	Shares issued upon vesting and or exercise of Performance Rights under the Plan will rank equally in all respects with Existing Shares.
Forfeiture of Performance Rights	Performance Rights which are subject to Vesting Conditions (Unvested Performance Rights) may be forfeited: <ul style="list-style-type: none"> ▪ if the Board determines that any Vesting Condition applicable to the Performance Right has not been satisfied in accordance with its terms or is not capable of being satisfied; ▪ in certain circumstances if the participant's employment is terminated (Cessation of Employment); or ▪ in other circumstances specified in the Plan rules (e.g. where the Board determines that the participant has committed an act of fraud or gross misconduct in relation to the affairs of Kina).
Rights attaching to Performance Rights	The Performance Rights do not carry rights to dividends or voting rights prior to exercise.
Capital reconstructions	In the event of a capital reconstruction, subject to the ASX Listing Rules, the Board may determine the manner in which any or all of the Performance Rights will be dealt with.
Vesting and exercise of Performance Rights	If Performance Rights are offered subject to Vesting Conditions, Kina must give the participant a vesting notice upon such conditions having been satisfied or waived by the Board. Subject to any Vesting Conditions having been satisfied or waived, a Performance Right may be exercised in accordance with the relevant Eligible Participant's invitation and paying the exercise price (if any).
Lapse of Performance Rights	Unless otherwise specified in the Vesting Conditions or otherwise determined by the Board, a Performance Right will lapse on the earliest of: <ul style="list-style-type: none"> ▪ if the Board determines that any Vesting Condition applicable to the Performance Right has not been satisfied in accordance with its terms or is not capable of being satisfied; ▪ the expiry of the exercise period (if any); ▪ in certain circumstances if the participant's employment is terminated (Cessation of Employment); ▪ in other circumstances specified in the Plan rules (e.g. where the Board determines that the participant has committed an act of fraud or gross misconduct in relation to the affairs of Kina); or ▪ if the participant purports to deal in the Performance in breach of any disposal or hedging restrictions in respect of the Performance Right.
Restrictions on Performance Right	Except as permitted by the Board, Performance Rights must not be sold, transferred, encumbered or otherwise dealt with. If restricted by applicable law, a participant may not enter into any arrangement for the purpose of hedging, or otherwise affecting their economic exposure to, any Performance Rights.
Waiver of vesting conditions	The Board has the discretion to reduce or waive a Vesting Condition attaching to an award of Performance Rights in whole or in part at any time.
New issues	A participant holding Performance Rights is not entitled to participate in any new issue of securities.
Bonus issues, pro-rata issues and capital reorganisations	The Plan provides for adjustments to be made to the number of Shares which an Eligible Participant would be entitled to receive on the exercise of Performance Rights or the exercise price (if any) of the Performance Rights in the event of a bonus issue or pro-rata issue to existing holders of Shares (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) or a reorganisation of capital.
Winding up	If a resolution for a voluntary winding up of Kina is proposed, the Board may, in its absolute discretion, determine the manner in which any or all of the participant's Performance Rights will be dealt with.
Cessation of employment	The Plan contains certain provisions concerning the treatment of vested and unvested Performance Rights in the event that a participant ceases employment.
Change of control	In the event of a change of control, the Board may, in its absolute discretion, determine the manner in which any or all of the participant's Performance Rights will be dealt with.
Quotation	Performance Rights will not be quoted on the ASX or PNGX. Subject to the ASX and PNGX Listing Rules, Kina will apply to the ASX and PNGX for the official quotation of any Shares issued to participants for the purposes of the Plan.
Trustee	Kina may appoint a trustee to acquire and hold Shares or Performance Rights (including unvested Performance Rights) on behalf of participants, for transfer to future participants or otherwise for the purposes of the Plan.
Plan limit and compliance with laws	No Performance Rights may be issued to, or exercised by, a participant if to do so would contravene the Australian Corporations Act, the PNG Companies Act, the PNG Securities Act, the ASX Listing Rules, the PNGX Listing Rules or any relief or waiver granted by ASIC, the Registrar, ASX or PNGX that binds Kina in making any offer under the LTI Plan or otherwise in connection with the operation of the Plan. No Performance Rights may be offered under the Plan if to do so would breach the 5% capital limit on the issue of shares set out in ASIC Class Order 14/1000 in relation to employee share schemes.
Amendments	Subject to the ASX Listing Rules and PNGX Listing Rules, the Board may, in its absolute discretion, amend the Plan rules, or waive or modify the application of the Plan rules in relation to a participant, provided that (except in specified circumstances) if such amendment would adversely affect the rights of participants in respect of any Performance Rights then held by them, the Board must obtain the consent of all participants who hold those Performance Rights before making the amendment.

Additional Information

For the purposes of ASX Listing Rule 10.15, the following additional information is provided for shareholders.

- the Eligible Participants are members of the Company's KMP, and accordingly, shareholder approval for each of the Eligible Participants to acquire equity securities under the Plan, is required.
- the number of Performance Rights to be issued to the Eligible Participants at \$nil cost since listing of the Company on 30 July 2015 are as follows:

Name	Awards Granted	Awards Vested	Converted to Shares	Lapsed / Forfeited	Current Balance
Chetan Chopra	678,327	82,334	76,441	63,165	538,721
Michael Van Dorssen	661,793	193,255	150,802	85,646	425,345
Deepak Gupta	461,066	58,995	56,470	45,479	359,117
Nathan Wingti	187,630	37,953	24,962	12,991	149,677
Ivan Vidovich	26,923	0	0	0	26,923
Johnson Kalo	-	-	-	-	-
Lesieli Taviri	-	-	-	-	-
Asi Nauna	-	-	-	-	-
Gavin Heard	62,308	0	0	0	62,308

- the current total remuneration package for each Eligible Participant comprises:

Name	Fixed base salary	Variable STI	Variable LTI	Total
Chetan Chopra	400,000	325,000	160,000	885,000
Michael Van Dorssen	400,000	150,000	120,000	670,000
Deepak Gupta	350,000	150,000	105,000	605,000
Nathan Wingti	273,750 ¹	175,000	90,000	538,750
Ivan Vidovich	375,000	200,000	150,000	725,000
Johnson Kalo	292,000 ¹	120,000	96,000	508,000
Lesieli Taviri	292,000 ¹	50,000 ²	96,000	438,000
Asi Nauna	200,750 ¹	75,000 ³	66,000	341,750
Gavin Heard	220,000	80,000	66,000	366,000

¹ Exchange rate of 1 PGK / 0.3650 AUD

² Commenced 14/09/2020

³ Commenced 12/10/2020

Further information regarding the remuneration of each Eligible Participant is set out in the Company's Remuneration Report which forms part of the 2020 Annual Report.

- The Performance Rights are not quoted on the ASX and carry no voting or dividend rights. Shares issued on vesting of the Performance Rights will rank equally with ordinary shares on issue. Performance Rights are considered by the Board to be an appropriate equity security under the Plan, as the vesting of those Performance Rights link directly to vesting conditions to be satisfied before fully paid ordinary shares are issued.
- The Performance Rights will be issued to each Eligible Participant on or about the date of the AGM, held annually in May, but in any event no later than 3 years after the date of the Meeting. In relation to the 1,587,359 Performance Rights for which shareholder approval is being sought, that would be no later than 26 May 2024.
- The issue price for the Performance Rights is nil and no money is payable by an Eligible Participant for a Share on the vesting of a Performance Rights.
- The terms of the Plan are set out in the Plan Rules. The key elements of the Plan are set out on pages 11 to 12 inclusive.
- No loans will be made in relation to the acquisition of the Performance Rights or Shares by an Eligible Participant.
- Details of any securities issued under the Plan will be published in Kina's Annual Report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after this Resolution 6 is approved and who are not named in this Notice will not participate until approval is obtained.
- A voting exclusion statement is set out in the Notice.

ASX Listing Rule 7.1 imposes a 15% cap on the number of equity securities that can be issued by Kina without approval of shareholders in any rolling twelve-month period. However, Kina is permitted to issue shares (or other securities) in excess of the 15% limit if those shares or securities are issued in reliance on an exception to ASX Listing Rule 7.1 or the issue is approved by shareholders.

Resolution 6, if passed, will provide approval for this purpose in relation to both the Performance Rights and any Shares issued on vesting of those Performance Rights. If approval is given under Listing Rule 10.14, approval is not required under ASX Listing Rule 7.1, in accordance with Exception 14 in ASX Listing Rule 7.2.

The Directors considers that the award of securities to the Eligible Participants an appropriate incentive in the best interests of Kina and therefore recommends that shareholders vote in favour of Resolution 6.

Resolution 7. Remuneration Report

Section 250R(2) of the Corporations Act requires that the section of the Directors' Report dealing with the remuneration of directors and key management personnel (**KMP**) of the Company (**Remuneration Report**) be put to the vote of shareholders for adoption by way of a non-binding vote. The vote on this resolution is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into account in setting remuneration policy for future years.

Shareholders can view the full Remuneration Report in the 2020 Annual Report which is available on Kina's website at: <http://investors.kinabank.com.pg/investors/?page=annual-reports>.

Following consideration of the Remuneration Report, the Chairman of the Meeting will give shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

The Directors abstain, in the interests of good corporate governance, from making a recommendation in relation to Resolution 7.

LODGE YOUR VOTE

ONLINE
www.linkmarketservices.com.au

BY MAIL
Kina Securities 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
1A Homebush Bay Drive, Rhodes NSW 2138

ALL ENQUIRIES TO
Telephone: +61 1300 554 474



X99999999999

VOTING FORM

I/We being a member(s) of Kina Securities 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)

i in relation to the Annual General Meeting of the Company to be held at **10:00am (Port Moresby time | AEST) on Wednesday, 26 May 2021**, 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 (Port Moresby time | AEST) on Wednesday, 26 May 2021** (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://agmive.link/KSLAGM21> (refer to details in the Virtual Meeting Online Guide).

Important for Resolution 7: 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 7, 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

STEP 2

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Election of Director - Ila Temu	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Grant of Performance Rights to Managing Director and Chief Executive Officer for FY2021	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director - Jane Thomason	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Issue of Performance Rights under the Kina Performance Rights Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Grant of Performance Rights to Managing Director and Chief Executive Officer for FY2020	<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 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) 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).



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.

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.

LODGEMENT OF A VOTING FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (Port Moresby time | AEST) on Monday, 24 May 2021**, 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

www.linkmarketservices.com.au

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 MAIL

Kina Securities Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

* During business hours (Monday to Friday, 9:00am–5:00pm)

LODGE YOUR VOTE

EMAIL
brenda@online.net.pg

BY MAIL
PNG Registries Limited
PO Box 1265
PORT MORESBY NCD
Papua New Guinea

BY FAX
(+675) 321 6379

BY HAND
Level 4, Cuthbertson House, Cuthbertson Street
Port Moresby NCD

ALL ENQUIRIES TO
Telephone: (+675) 321 6377 or 321 6378



X99999999999

VOTING FORM

I/We being a member(s) of Kina Securities 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)

i in relation to the Annual General Meeting of the Company to be held at **10:00am (Port Moresby time | AEST) on Wednesday, 26 May 2021**, 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 (Port Moresby time | AEST) on Wednesday, 26 May 2021** (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://agmive.link/KSLAGM21> (refer to details in the Virtual Meeting Online Guide).

Important for Resolution 7: 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 7, 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

STEP 2

Resolutions

1 Election of Director - Ila Temu

For Against Abstain*

2 Re-election of Director - Jane Thomason

3 Appointment of Auditor

4 Grant of Performance Rights to Managing Director and Chief Executive Officer for FY2020

5 Grant of Performance Rights to Managing Director and Chief Executive Officer for FY2021

For Against Abstain*

6 Issue of Performance Rights under the Kina Performance Rights Plan

7 Remuneration Report

i * 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)

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).



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.

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.

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- (a) 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
- (b) return both forms together.

SIGNING INSTRUCTIONS

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

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LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (Port Moresby time | AEST) on Monday, 24 May 2021**, 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:



BY MAIL

PNG Registries Limited
PO Box 1265
PORT MORESBY NCD
Papua New Guinea



BY FAX

(+675) 321 6379



BY EMAIL

brenda@online.net.pg



BY HAND

PNG Registries Limited,
Level 4, Cuthbertson House,
Cuthbertson Street,
Port Moresby, NCD

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 9 and up

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://agmlive.link/KSLAGM21> and select the relevant meeting.

Step 2

Log in to the portal using your full name, mobile number, email address, and company name (if applicable).

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

- On the left – a live video webcast of the Meeting
- 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.

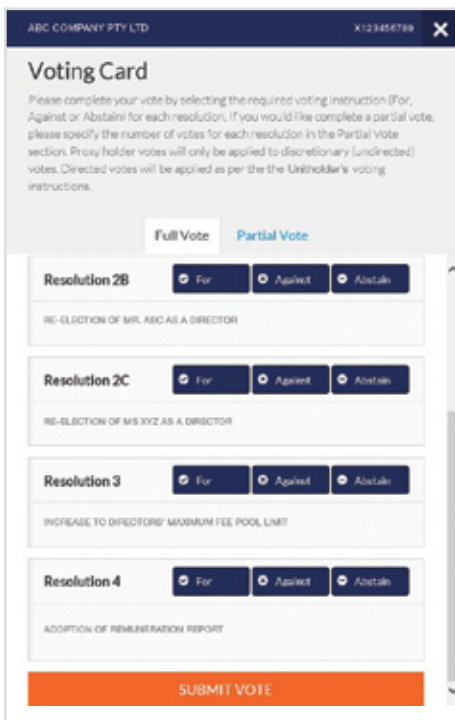
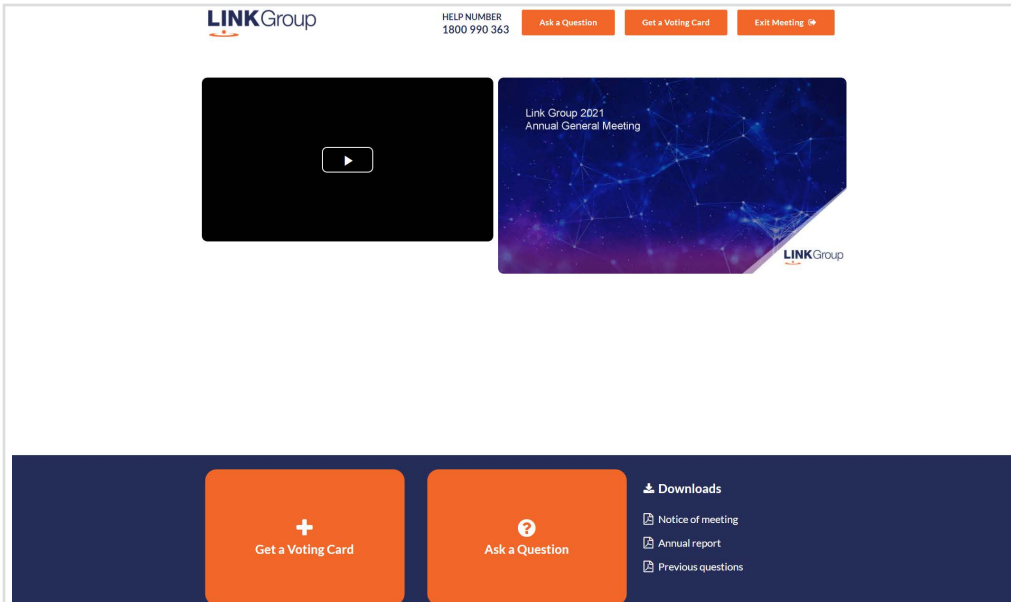
A screenshot of the "Voting Card" registration form. The form is titled "Voting Card" and includes a sub-header "Please provide your Shareholder or Proxy details". It is divided into two sections: "SHAREHOLDER DETAILS" and "PROXY DETAILS". The "SHAREHOLDER DETAILS" section has fields for "Shareholder Number" and "Post Code", with a note "Outside Australia" and an orange button "SUBMIT DETAILS AND VOTE". The "PROXY DETAILS" section has a field for "Proxy Number" and an orange button "SUBMIT DETAILS AND VOTE". A "OR" separator is located between the two sections.

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.

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

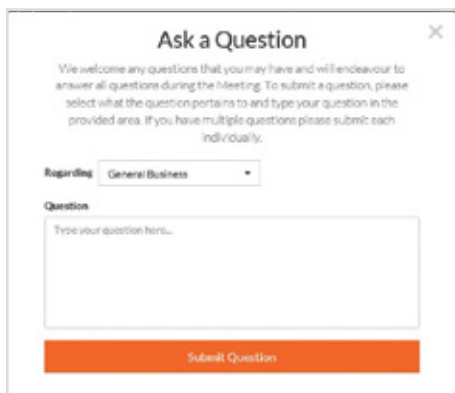
At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards.

2. How to ask a question

Note: Only securityholders are eligible to ask questions.

You will only be able to ask a question after you have registered to vote. 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.



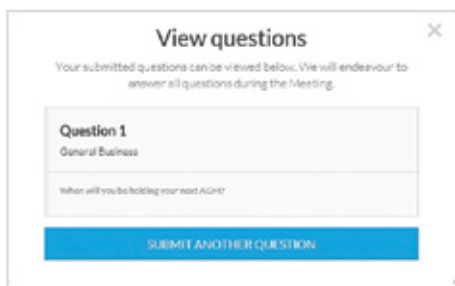
In the '**Regarding**' section click on the drop down arrow and select the category/resolution for your question.

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.



Contact us

Australia

T 1300 554 474

E info@linkmarketservices.com.au

New Zealand

T +64 9 375 5998

E enquiries@linkmarketservices.co.nz

Papua New Guinea

T +6475 321 6377

E info@linkmarketservices.com.au

3. Downloads

View relevant documentation in the Downloads section.

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.

At the close of the meeting any votes you have placed will automatically be submitted.

What happens if there is a technical issue during the Online Meeting?


If there is a technical issue during the Online Meeting, the Chairman will advise Shareholders that he will adjourn the Meeting for a set period of time.

The Chairman will reconvene the Meeting at the nominated time, and to rejoin the Meeting, Shareholders should log into the following webpage:

<https://s1.c-conf.com/diamondpass/10013484-94jd73.html>

Rejoining the Meeting is simple:

1. Click on the "Register now" button above, you will be directed to the Meeting registration page. Please follow the steps to enter your registration details, then click "Register".
2. You will then be provided with the dial in number, the Passcode, and your unique access PIN. This information will also be emailed to you as a calendar invite.
3. To rejoin the Meeting, simply dial the number in the calendar invite and enter the passcode followed by your PIN, and you will re-join the Meeting instantly.

LODGE YOUR QUESTIONS **ONLINE**
www.linkmarketservices.com.au **BY MAIL**
Kina Securities 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
1A Homebush Bay Drive, Rhodes NSW 2138 **ALL ENQUIRIES TO**
Telephone: +61 1300 554 474**X9999999999**

Please use this form to submit any questions about Kina Securities Limited ("the Company") that you would like us to respond to at the Company's 2021 Annual General Meeting to be held on Wednesday, 26 May 2021. 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 Wednesday, 19 May 2021**.

Questions will be collated. During the course of the Extraordinary 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 | |

QUESTIONS

SAMPLE

- | | | |
|-----------------------------------------------------------|------------------------------------------------------------|---------------------------------------------|
| <input type="checkbox"/> Performance or financial reports | <input type="checkbox"/> A resolution being put to the AGM | <input type="checkbox"/> General suggestion |
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LODGE YOUR QUESTIONS

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- | | | |
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