

Notice of Annual General Meeting and Explanatory Notes

Kelsian Group Limited

ACN 109 078 257

Date: Tuesday 25th October, 2022

Time: 3:30pm Adelaide time (ACDT)

Place: Adelaide Convention Centre –
Riverbank Rooms, North Terrace,
Adelaide SA 5000

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Accompanying Documents

1. Proxy Form

A letter has been sent to all shareholders setting out a URL for viewing or downloading this Notice and the accompanying documents electronically (**Shareholder Letter**). A hard copy version of the Notice has been sent to those who elected to receive the Notice in hard copy prior to dispatch date. If you are a shareholder who did not receive a hard copy Notice or a Shareholder Letter by email or post and did not receive a URL to this Notice and a Proxy Form, please contact the Share Registry (see below for details).

Important Dates

Voting Entitlement date: 6:30 p.m., Adelaide time on Sunday 23rd October 2022
Deadline for return of Proxy Forms: 3:30 p.m., Adelaide time on Sunday 23rd October 2022
Date and time of Meeting: 3:30 p.m., Adelaide time on Tuesday 25th October 2022

Meeting Procedure

The Meeting will be conducted by the Chair, subject to the discretion of the Chair to adjourn or reconvene the Meeting. Each resolution will be voted on separately and conducted by a poll.

Share Registry Details

Boardroom Pty Limited

Level 12, 225 George Street
Sydney, NSW, 2000

Contact

T: 1300 737 760
F: +61 2 9290 9655

Email : enquiries@boardroomlimited.com.au
www.boardroomlimited.com.au

Notice of Annual General Meeting

Notice is hereby given that the Kelsian Group Limited (**Kelsian** or **Company**) Annual General Meeting of Shareholders (**AGM** or **Meeting**) will be held on **Tuesday 25th October 2022 at 3:30 p.m.** Adelaide time (ACDT) at the Adelaide Convention Centre (Riverbank Rooms), North Terrace, Adelaide.

Attached to and forming part of this Notice of Meeting are the Explanatory Notes that provide shareholders with background information and further details in understanding the reasons for and the effect of the Resolutions if approved. This information is presented in accordance with the regulatory requirements of the *Corporations Act 2001* (Cth) (**Corporations Act**).

If you are unable to attend the Meeting in person, you are requested to complete the Proxy form enclosed with this Notice to participate and vote in the meeting.

Proxy and Voting


Kelsian encourages all shareholders to cast their votes at the meeting by appointing a proxy (preferably the Chair of the Meeting) ahead of the meeting by completing the Proxy Form accompanying the Notice of Meeting.


The entitlement for Members to vote at the Meeting will be determined by reference to those persons on the register of Members as at 6.30 p.m. Adelaide time (ACDT) on Sunday 23rd October 2022.

The Proxy Form and the power of attorney or other authority (if any) under which it is signed (or a certified copy) must be received by the Company at least 48 hours before the time for holding the Meeting (being no later than 3:30p.m. Adelaide time (ACDT) on Sunday 23rd October 2022) at the Company's share registry, Boardroom Pty Ltd:

 **Online** www.votingonline.com.au/klsagm2022

 **By Fax** + 61 2 9290 9655

 **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

 **In Person** Level 12, 225 George Street,
Sydney NSW 2000 Australia

Questions and Speaking at the Meeting

Shareholders and proxyholders may lodge questions prior to the meeting via the AGM page hosted by our share registry www.boardroomlimited.com.au/agm/kelsian2022 or by email to company.secretary@kelsian.com by close of business on Monday 24th October 2022.

Shareholders and proxyholders may also speak and ask questions during the Meeting. The Chair of the Meeting will endeavour to address as many of the more frequently raised relevant questions and comments as possible during the course of the Meeting. However, there may not be sufficient time available at the Meeting to address all of the questions and comments raised. Please note that individual responses will not be sent to shareholders.

Interpretation

A number of defined terms are used in the Notice of Meeting. These terms are contained in the Explanatory Notes and the Proxy Form.

Future alternative arrangements

If it becomes necessary to make future alternative arrangements for holding the Meeting, we will give shareholders as much notice as practicable. Shareholders should monitor the Company's websites and ASX announcements where updates will be provided if it becomes necessary or appropriate to make alternative arrangements for holding or conduct of the Meeting.

Agenda

Ordinary Business of the Meeting

1. CONSIDERATION OF FINANCIAL STATEMENTS

To receive and consider the financial report, the Chair's report and the Auditor's report for the year ended 30th June 2022.

Each year, we are required to communicate information to shareholders, including annual reports, notices of meetings and other advices. The Corporations Legislation Amendment (Simpler Regulatory System) Act 2007 provides us with the ability to make the annual financial report available on a website and provide a hard copy of the annual report only to those Members who elect to receive it in that form, subject to certain administrative requirements. We have made the 2022 Annual Report available online at: <https://www.kelsian.com/annual-reports>

2. ADOPTION OF REMUNERATION REPORT

To consider and if thought fit to pass the following motion as a non-binding ordinary resolution:

"That the Remuneration Report, as set out in the Directors' Report for the Company and its controlled entities for the financial year ended 30th June 2022, be adopted".

Note: the vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement for Resolution 2

In accordance with Section 250R(4) of the Corporations Act, the Company will disregard any votes cast (in any capacity) on Resolution 2 by any Key Management Personnel, the details of whose remuneration are included in the Remuneration Report, and any closely related party (as defined in the Corporations Act) (**Closely Related Party**) of such Key Management Personnel.

However, a person described above may cast a vote on Resolution 2 if the vote is not cast on behalf of a person described above and either:

- (a) the person does so as proxy appointed in writing that specifies how the proxy is to vote on the proposed resolution; or
- (b) the Chair of the Meeting is appointed as proxy and the Proxy Form does not specify the way the proxy is to vote on the resolution and 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 Key Management Personnel.

The Company need not disregard a vote if it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the stated voting intentions of the Chair of the Meeting.

3. RE-ELECTION OF DIRECTOR – MR. CHRISTOPHER SMERDON

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

"That Mr Christopher Smerdon, who retires in accordance with clauses 59.1 and 59.4 of the Company's Constitution and Listing Rule 14.4, be re-elected as a Director of the Company."

4. ELECTION OF DIRECTOR – MS. DIANE GRADY AO

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

"To elect, as a Director of the Company, Ms Diane Grady AO, who having been appointed as an addition to the Board since the last Annual General Meeting of the Company, resigns in accordance with clause 58.2 of the Company's Constitution and Listing Rule 14.4 and, being eligible, offers herself for election."

Special Business of the Meeting

5. APPROVAL OF KELSIAN GROUP RIGHTS PLAN

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

*“That, for the purposes of Listing Rule 7.2 and Exception 13 and for all other purposes, the Kelsian Group Rights Plan (**KGRP** or the **Plan**), and any grants of Rights (as defined in the KGRP) (**Rights**) and issues of ordinary shares in Kelsian Group Limited (**Shares**) or issues of Restricted Shares (being Shares that are subject to disposal restrictions) that result from the exercising of Rights under the KGRP, be approved.”*

Voting Exclusion Statement for Resolution 5

Non-executive directors (**NEDs**) are ineligible to participate in the employee incentive scheme referred to above as the Kelsian Group Rights Plan (**KGRP**). All directors of the Company are currently NEDs and therefore the Company is not required to disregard votes of directors and their associates on Resolution 5.

The Company will disregard any votes cast in favour of the Resolution 5 by or on behalf of:

- a person who is eligible to participate in the KGRP; or
- an associate of that person or persons.

However, this does not apply to a vote cast in favour of Resolution 5 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 5, in accordance with directions given to the proxy or attorney to vote on Resolution 5 in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on Resolution 5, in accordance with a direction given to the chair to vote on Resolution 5 as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary providing the following conditions are met:
 - 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 5; and
 - the holder votes on Resolution 5 in accordance with directions given by the beneficiary to the holder to vote in that way.

Further, for the purposes of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, if the person is either:

- a member of the Key Management Personnel for the Company or, if the Company is part of a consolidated entity, for the entity; or
- a Closely Related Party of such a member,

and the appointment does not specify the way the proxy is to vote on Resolution 5.

However, the Company will not disregard a vote if:

- the person is the Chair of the Meeting at which Resolution 5 is voted on; and
- the appointment expressly authorises the Chair to exercise the proxy even if Resolution 5 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company or, if the Company is part of a consolidated entity, for the entity.

The Chair of the Meeting intends to cast undirected proxies in favour of Resolution 5.

In appointing the Chair as proxy, Shareholders may also choose to direct the Chair to vote against Resolution 5 or to abstain from voting.

If you are a member of the Key Management Personnel for the Company or, if the Company is part of a consolidated entity, for the entity, or a Closely Related Party of such a member and purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

6. APPROVAL OF GRANT OF PERFORMANCE RIGHTS TO THE GROUP CEO

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, the grant to Mr Clinton Feuerherdt, the Group Chief Executive Officer, of 109,622 Performance Rights under the Kelsian Group Rights Plan on the terms set out in the Explanatory Notes accompanying the Notice of Meeting, be approved.”

Voting Exclusion Statement for Resolution 6

The Company will disregard any votes cast in favour of the Resolution 6 by or on behalf of:

- Mr Clinton Feuerherdt (the Group CEO) and any other person who will obtain a material benefit as a result of the issue of the Performance Rights to the Group CEO (except a benefit solely by reason of being a holder of ordinary shares in the Company); or
- an associate of that person.

However, this does not apply to a vote cast in favour of Resolution 6 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 6, in accordance with directions given to the proxy or attorney to vote on Resolution 6 in that way; or
- the chair 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 chair to vote on Resolution 6 as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary providing the following conditions are met:
 - 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 the resolution; and
 - the holder votes on Resolution 6 in accordance with directions given by the beneficiary to the holder to vote in that way.

Further, for the purposes of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, if the person is either:

- a member of the Key Management Personnel for the Company or, if the Company is part of a consolidated entity, for the entity; or
- a Closely Related Party of such a member,

and the appointment does not specify the way the proxy is to vote on Resolution 6.

However, the Company will not disregard a vote if:

- the person is the Chair of the Meeting at which Resolution 6 is voted on; and
- the appointment expressly authorises the Chair to exercise the proxy even if Resolution 6 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company or, if the Company is part of a consolidated entity, for the entity.

The Chair of the Meeting intends to cast undirected proxies in favour of Resolution 6.

In appointing the Chair as proxy, Shareholders may also choose to direct the Chair to vote against Resolution 6 or to abstain from voting.

If you are a member of the Key Management Personnel for the Company or, if the Company is part of a consolidated entity, for the entity, or a Closely Related Party of such a member and purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

7. OTHER BUSINESS

To transact any other business that may be brought forward in accordance with the Company's Constitution.

The Explanatory Notes attached to this Notice form part of this Notice. A detailed explanation of the background and reasons for the proposed resolutions are set out in the Explanatory Notes.

By order of the Board.



Joanne McDonald
Company Secretary
23 September 2022

Explanatory Notes

The Explanatory Notes accompany the Notice of Annual General Meeting for Kelsian Group Limited ACN 109 078 257 (**Company** or **Kelsian**) to be held on Tuesday 25th October 2022 at 3:30pm., Adelaide time (ACDT) at the Adelaide Convention Centre (Riverbank Rooms), North Terrace, Adelaide.

Information relevant to the business to be considered at the Annual General Meeting is provided in these Explanatory Notes and shareholders should read this document in full.

AGENDA ITEM 1 – CONSIDERATION OF FINANCIAL STATEMENTS

The financial statements for consideration at the AGM are included in the Company's 2022 Annual Report, and consist of the financial statements of the Company for the financial year ended 30th June 2022, the notes to those financial statements, the Directors' Report, the Directors' Declaration and the auditor's report including their Independence Statement.

The 2022 Annual Report is available on Kelsian's website at <https://www.kelsian.com/annual-reports> and via www.boardroomlimited.com.au/agm/kelsian2022.

Neither the *Corporations Act 2001* (Cth) (**Corporations Act**) nor the Company's constitution requires the Members to vote on the financial statements or the accompanying reports. However, Members will be given the opportunity to raise questions or comments on the financial statements at the AGM:

- by lodging written questions **prior** to the meeting via www.boardroomlimited.com.au/agm/kelsian2022 or email to company.secretary@kelsian.com;
- **during** the meeting by attending the meeting or appointing a proxy to attend the meeting on your behalf.

In addition, Members will be given the opportunity to ask the Company's auditor, Ernst & Young, questions relevant to the conduct of the audit, the independence of the auditor, Kelsian's accounting policies and the preparation and content of the auditor's report by any of the means set out above.

AGENDA ITEM 2 – ADOPTION OF REMUNERATION REPORT

The Remuneration Report contained in the 2022 Annual Report is required to be considered by Members in accordance with section 250R of the Corporations Act. The Remuneration Report, which details Kelsian's policy on remuneration of non-executive directors, executive directors and key executives is set out in the 2022 Annual Report.

The vote on the adoption of the Remuneration Report is advisory only and is not binding. However, the Board will consider the outcome of the vote and comments made by Members on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies and practices.

Further, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, Members will be required to vote at the second AGM on a 'Board spill resolution' to determine whether another meeting should be held within 90 days at which all of the Company's Directors (other than a Managing Director) must stand for re-election.

At the 2021 AGM, the Company's Remuneration Report for the year ended 30 June 2021 did not receive a 'no' vote of 25% or more.

A voting exclusion statement for Resolution 2 is in the Notice of Meeting.

Link between remuneration outcomes and performance

The Remuneration Report explains how Kelsian's performance for the 2022 financial year has driven remuneration outcomes for our key executives. Kelsian has successfully navigated another challenging operational year and the strength of the underlying contracted revenue and the essential nature of operations is illustrated in another strong financial result. Whilst suppressed travel demand endured as a result of the new Omicron COVID-19 variant, a vast majority of our operational units continued to operate and deliver essential transport links to their communities. Further detail can be found in the 2022 Annual Report.

Directors' Recommendation

The Board recommends that shareholders vote in favour of the Remuneration Report. A voting exclusion statement for this Resolution is contained in the Notice of Meeting. The Chair of the Meeting intends to vote undirected proxies in favour of Resolution 2.

Important information for Members:

In accordance with sections 250R(4) and (5) of the Corporations Act, the Chair will not vote any undirected proxies in relation to this resolution unless the Shareholder expressly authorises the Chair to vote in accordance with the Chair's stated voting intentions. Please note that if the Chair of the Meeting is your proxy (or becomes your proxy by default), by completing the Proxy Form accompanying the Shareholder Letter, you will expressly authorise the Chair to exercise your proxy on this resolution even though it is connected directly or indirectly with the remuneration of a member of Key Management Personnel for the Company, which includes the Chair. You should be aware that the Chair of the Meeting intends to vote undirected proxies in favour of the adoption of the Remuneration Report.

Alternatively, if you appoint the Chair as your proxy, you can direct the Chair to vote for or against or abstain from voting on Resolution 2 by marking the appropriate box on the Proxy Form.

As a further alternative, Shareholders can nominate as their proxy for the purposes of Resolution 2, a proxy who is not a member of the Company's Key Management Personnel or any of their Closely Related Parties. That person would be permitted to vote undirected proxies (subject to the Listing Rules).

AGENDA ITEM 3 – RE-ELECTION OF MR. CHRISTOPHER SMERDON

Christopher Smerdon MAICD AISA

In accordance with clauses 59.1 and 59.4 of the Company's Constitution and Listing Rule 14.4, Mr Christopher Smerdon will retire at the Annual General Meeting and being eligible, offers himself for re-election.

Mr Smerdon has extensive experience in the Information Technology and Cyber Security field having established and built companies with national and international operations. He is currently Managing Director of Vectra Corporation, a company that provides specialist Cyber Security Risk Management and Compliance Services to organisations handling sensitive corporate and personal data, financial information and online financial transactions. Clients include federal and state government, banks, telcos, utilities, airlines, tourism operators and large retailers.

The Board considers that Mr Smerdon's skills and experience are important given the velocity of change in cyber security risk and the Company's focus on risk management and compliance. Mr Smerdon has been active in the overall strategic growth of the company having acted in leadership roles for the ASX listing of the Company and corporate transactions that have occurred to date, including Chairing the Investment Working Group since February 2022.

Mr Smerdon is considered by the Board to be an independent director. Mr Smerdon is a member of the Australian Institute of Company Directors (MAICD) and the Australian Information Security Association (AISA).

Mr Smerdon joined the Board in 2004 and was a member of the Company's Audit and Risk Committee until 22 February 2022 and is a member of the Nominations Committee (all directors are members). Mr Smerdon has previously held directorships on both government and public company boards.

Directors' Recommendation

The Directors (other than Mr Smerdon who makes no recommendation) unanimously recommend that shareholders approve Resolution 3 for the re-election of Mr Christopher Smerdon as a Director of the Company. The Chair of the Meeting intends to cast undirected proxies in favour of this Resolution.

AGENDA ITEM 4 – ELECTION OF MS. DIANE GRADY AO

Diane Grady AO BA (Mills), MA (Hawaii), MBA (Harv), FAICD

In accordance with clause 58.2 of the Company's Constitution, Ms Diane Grady AO, having been appointed as an addition to the Board since the last Annual General Meeting of the Company, will hold office until the end of the Annual General Meeting and, being eligible, offers herself for election.

Ms Grady is a highly regarded company director with extensive international experience across a variety of industries. She has been a full-time independent director since 1994 serving on a range of public company and not-for-profit boards, and was previously a partner of McKinsey & Co where she led the Consumer

Goods, Marketing and Retailing practice in Australia and was a global leader of the Firm's Organisation, Culture and Change Management practice.

Ms Grady is currently a non-executive director on the Boards of Grant Thornton and Tennis Australia and is on the Strategy Council of Heads Over Heels (a not-for-profit that supports women entrepreneurs seeking to scale up their businesses). Her former directorships include the Macquarie Group, Woolworths, BlueScope Steel, Goodman Group, Lend Lease and Watty. She has also served as a Trustee of The Sydney Opera House, President of Chief Executive Women, Chair of Ascham School and Chair of The Hunger Project Australia.

Ms Grady became a director of the Company on 1 September 2022 and is considered by the Board to be an independent director.

Directors' Recommendation

The Directors (other than Ms Grady who makes no recommendation) unanimously recommend that shareholders approve Resolution 4 for the election of Ms Grady as a Director of the Company. The Chair of the Meeting intends to cast undirected proxies in favour of this Resolution.

AGENDA ITEM 5 – APPROVAL OF THE KELSIAN GROUP RIGHTS PLAN

Approvals sought

Resolution 5 seeks Shareholder approval for the continued use of the Kelsian Group Rights Plan, formerly called the SeaLink Travel Group Limited Rights Plan, (**KGRP** or the **Plan**) in order to exempt issues of securities post the 2022 AGM under the KGRP from the 15% limit on new issues that may be made during any 12 month period, without shareholder approval, under ASX Listing Rule 7.1. If Resolution 5 is passed, the approval will exclude from the calculation of the utilisation of the 15% limit, any Rights (as defined in the KGRP) (**Rights**) issued during the subsequent three (3) years and any fully paid ordinary shares in Kelsian Group Limited (**Shares**) that are issued as the result of those Rights (Listing Rule 7.2 exception 13).

The Company's senior executive remuneration packages are determined on an annual basis by the non-executive members of the board of Kelsian (the **Board**), having regard to relevant market practices and the circumstances of the Company, and in accordance with the Company's remuneration policies.

It is the view of the Board (who are all non-executives) that it is in the interests of shareholders for selected executives (the **Participants**) to receive part of their annual Total Remuneration Package (**TRP**) in the form of at-risk securities called performance rights that will vest based on performance against measures that are linked to shareholder benefit (**Vesting Conditions**) during defined measurement periods.

The KGRP is therefore designed to form a significant, long-term component of variable remuneration and to create alignment between long-term shareholder benefit and the remuneration of Participants.

In addition, the Board has determined that a component of the short-term incentive awards in future will be subject to deferral into equity having regard to relevant market practices and the Company's remuneration policies. Where such deferral occurs in response to an award of a short-term incentive, it is proposed that restricted rights will be issued under the terms of the KGRP.

Non-executive directors are not eligible to participate in the KGRP.

Information required by the Listing Rules

In accordance with ASX Listing Rule 7.2 (Exception 13), the following information is provided:

- a) The KGRP is an updated version of the Company's previous plan, which was known as the SeaLink Travel Group Limited Rights Plan, and which was approved at the 2019 AGM. Changes to the Plan have recently been made to update the plan name for the change in the Company's name and to make necessary consequential amendments for changes in Australian laws since 2019. As at the date of this Notice of Meeting, 742,219 performance rights were issued under the Plan (being the SeaLink Travel Group Limited Rights Plan as amended and now called the KGRP) since approval of that Plan by shareholders at the AGM held on 21 October 2019;
- b) As at the date of this Notice of Meeting, the Company proposes that the maximum number of Rights to be issued under the KGRP within the three-year period following approval of Resolution 5 is equal to 5% of Shares on issue of Kelsian as at 23 September 2022, being 10,927,089 Rights;
- c) A voting exclusion statement for Resolution 5 is in the Notice of Meeting;
- d) A summary of the terms of the KGRP is set out in the table below:

	Details
Instrument	<p>The KGRP uses indeterminate Rights which are an entitlement to the value of a Share (less any Exercise Price) which may be satisfied either in cash and/or in Shares (at the Board's discretion), unless the Invitation includes a Settlement Restriction that specifies the form of settlement. Generally, it is expected that vested Rights will be satisfied in Shares.</p> <p>The KGRP allows for three kinds of Rights which may be appropriate forms of remuneration under various circumstances, being;</p> <ul style="list-style-type: none"> • Performance Rights which vest when performance conditions have been satisfied and will be used for the purpose of granting long term variable remuneration (LTVR) to executives, • Service Rights which vest after the completion of a period of service and which may be used to help retain key employees, and • Restricted Rights which are vested at grant and may be used to defer earned remuneration from time to time should it become appropriate to do so, such as in the case of short term variable remuneration (STVR) deferral. <p>An Exercise Price may be specified to create a Share Appreciation Right (SAR) structure under any of the foregoing categories, however such an Exercise Price would be notional only.</p> <p>It is currently anticipated that zero Exercise Price Performance Rights for LTVR and Restricted Rights for STVR will be used for the foreseeable future.</p>
Terms & Conditions	<p>The Board has the discretion to set the terms and conditions on which it will offer Rights under the KGRP, including the Vesting Conditions, and modification of the terms and conditions as appropriate to ensuring the plan operates as intended. All Performance and Service Rights that may be issued will be subject to Vesting Conditions, and in the case of Performance Rights the conditions are intended to be challenging and linked to shareholder value creation. The terms and conditions of the KGRP include those aspects legally required as well as terms addressing exceptional circumstances, such as in the circumstances of a change of control, a major return of capital to shareholders or the treatment of Rights on termination of employment.</p> <p>The KGRP also contains customary and usual terms having regard to Australian law for dealing with winding up, administration, variation, suspension and termination of the KGRP.</p>
Variation of Terms and Conditions	To the extent permitted by the Listing Rules, the Board retains the discretion to vary or amend the terms and conditions of the KGRP.
Eligibility	<p>Eligible Persons selected by the Board will be invited to participate in the Plan. Eligible Persons includes full time and part-time employees, executive directors and contractors.</p> <p>Non-executive directors are not eligible so as to ensure their independence with regards to the oversight of the KGRP.</p>
Term	Rights will have a default term of 15 years and if not exercised within the term the Rights will lapse. The Board may specify a lesser term as part of a specific Invitation. Performance rights are proposed generally to be subject to a term of 7 years and Restricted Rights a term of 4 years.
Number of Rights	The number of Rights to be offered will be at the discretion of the Board. It is intended that the number of Rights to be granted will be determined annually with regard to the Participant's fixed pay, relevant market practices and the relevant policies of the Company regarding remuneration.
Measurement Period	For Performance Rights and Service Rights, the Measurement Period is the period over which vesting conditions are assessed and may be determined by the Board as part of each Invitation but will generally be three years for Performance Rights (starting from the beginning of the first financial year in the Measurement Period). Restricted Rights are not subject to a Measurement Period.
Vesting and Vesting Conditions	The LTVR will be based on Performance Rights, the vesting of which is subject to selected measures of Company performance and may include service conditions. Vesting Conditions are to be determined by the Board as part of each Invitation, however the conditions selected for Performance Rights are intended to create alignment with indicators of shareholder value creation over the Measurement Period.

	Details
	Service Rights may vest based on continued employment during a Measurement Period specified in an Invitation. These have not been used but could be used to retain key talent below the executive level, or as part of executive Fixed Pay. Restricted Rights are fully vested at grant but are subject to Exercise Restrictions and/or Specified Disposal Restrictions; these are used to partly defer already earned STVR awards.
Cost of Rights and Exercise Price	No amount is payable by Participants for Rights unless otherwise determined by the Board. No amount will be payable by Participants to exercise Rights unless otherwise determined by the Board and specified in an Invitation. The value of the Rights forms part of the remuneration of the Participants.
Exercise of Vested Rights	Vested Rights may be exercised at any time between the Vesting Date and the end of their Term, by the Participant submitting an Exercise Notice, otherwise they will lapse. The value of Rights that are exercised (net of or subject to any Exercise Price) will be determined and will be either be paid in cash, converted into Shares based on the then Share price, or a combination of cash and Shares, as determined by the Board. Generally, it is expected that vested Rights will be converted into Shares. Such Shares will often be Restricted Shares as they will be subject to disposal restrictions. In the case of Restricted Rights which are fully vested at grant, Exercise Restrictions apply for at least 90 days following grant. For the purposes of STVR deferral, the Exercise Restriction will generally be at least one year.
Gates	The Board may attach gates to tranches of Performance Rights. A gate is a condition that, if not fulfilled, will result in nil vesting of a tranche irrespective of performance in relation to other vesting conditions. Current performance rights have a gate of positive shareholder TSR for tranches that are subject to TSR related vesting conditions, only.
No Transfer of Rights	Rights may not be sold, transferred, mortgaged, charged or otherwise dealt with or encumbered, except by force of law. Any attempt to breach this Rule will result in forfeiture of the Rights.
Specified Disposal Restrictions	Invitations may include disposal restrictions that apply for a specified period to Restricted Shares that may result from exercising Rights. This is intended to enforce the holding of Shares for a minimum specified period. The Board will decide whether to include such conditions and the period for which they will apply.
Other Disposal Restrictions	Shares acquired from the exercise of vested Rights may be Restricted Shares subject to a minimum set of disposal or trading restrictions in accordance with: <ul style="list-style-type: none"> a) The Company's share trading policy, b) The insider trading provisions of the Corporations Act, c) Section 707 (3) of the Corporations Act which restricts the disposal of newly issued Shares within 12 months of the issue date, unless certain conditions are met or relief can be obtained. Shares resulting from the exercising of Rights that may not be traded due to the foregoing or because of Specified Disposal Restrictions will be Restricted Shares while they are so restricted. Kelsian will ensure that such restrictions are enforced via a CHESS holding lock or by the trustee of any employee share trust that may be appointed to assist with the administration of the plan.
Disposal/Exercise Restriction Release at Taxing Point	In the event that a taxing point arises in relation to Restricted Rights or Shares and the Exercise Restrictions or Specified Disposal Restrictions have not elapsed at that time then they will cease to apply to 50% of such Restricted Shares. This ensures that unreasonable tax outcomes are avoided.
Retesting	The Plan Rules do not allow retesting. Thus, the vesting achieved at the end of the Measurement Period may not be increased with subsequent performance improvement.
Termination of Employment	If a Participant ceases to be an employee of the Group then unvested Rights will be forfeited, unless and to the extent otherwise determined by the Board in its discretion. In exercising this discretion the Board will have regard to the portion of the Measurement Period that has elapsed at the date of termination. Any unvested Performance Rights that remain held by a Participant will be retained for possible vesting at the end of the relevant Measurement Period. The Board has discretion to determine that any service conditions have been fulfilled at the end of a

	Details
	<p>Measurement Period in the case of a terminated employee, should it be appropriate to do so e.g., in the case of death.</p> <p>Any unexercised vested Rights held by a terminated Participant will be exercised by the Company 90 days after the date that the Participant ceases to hold unvested Rights, unless otherwise determined by the Board.</p>
Delisting	<p>In the event the Board determines that the Company will be imminently de-listed, the Vesting Conditions attached to the Tranche at the time of the Application will cease to apply and:</p> <ul style="list-style-type: none"> • Unvested Performance Rights will vest at the Target level pro-rata adjusted for the elapsed portion of the Measurement Period, with Board discretion to vest any remainder, and the balance lapsing automatically, • Service Rights will vest to the extent determined to be appropriate by the Board under the circumstances, and • Exercise Restrictions and Specified Disposal Restrictions will cease to apply.
Change of Control Without Delisting	<p>In the event the Board determines that the Company will be subject to a change of control without delisting, the Vesting Conditions attached to the Tranche at the time of the Application will cease to apply and:</p> <ul style="list-style-type: none"> • Unvested Performance Rights will vest at the Target level pro-rata adjusted for the elapsed portion of the Measurement Period, with Board discretion to vest any remainder, with the balance either lapsing or being allowed to continue at the Board's discretion, • Service Rights will vest to the extent determined to be appropriate by the Board under the circumstances, and • Exercise Restrictions and Specified Disposal Restrictions will cease to apply.
Major Return of Capital or Demerger	<p>In the event that the Board forms the view that a major part of the Company's assets or operations will imminently cease to be owned by the Group due to an intention to sell or separately list those assets or operations, or in the event of a major return of capital to Shareholders, the Board has discretion to vest, lapse or adjust the terms of Rights such that Participants are neither advantaged nor disadvantaged by the event.</p> <p>Restricted Rights will cease to be subject to Exercise Restrictions and Specified Disposal Restrictions prior to the return of capital or demerger, on the date determined by the Board.</p>
Board Discretion and Preventing Inappropriate Benefits	<p>The Board has discretion to adjust the number of Rights that ultimately vest if it forms the view that the unadjusted outcome is not appropriate to the circumstances that prevailed over the Measurement Period.</p> <p>The Board has sole discretion to determine that some or all unvested Rights held by a Participant lapse on a specified date if allowing the Rights to vest would, in the opinion of the Board, result in an inappropriate benefit to the Participant. Such circumstances would include joining a competitor or actions that harm the Company's stakeholders. In the case of fraud or misconduct, Participant will forfeit all unvested Rights.</p>
Bonus Issues, Rights Issues, Capital Reconstructions, Voting and Dividend Entitlements	<p>In the case of capital reconstructions, the number of Rights held by Participants will be proportionately adjusted as permitted under the ASX Listing Rules.</p> <p>Rights holders will not participate in Shareholder rights issues but may, subject to the ASX Listing Rules, be offered options on similar terms to the rights issue.</p> <p>Rights do not carry voting or dividend entitlements. Shares issued when Rights vest carry all entitlements of Shares, including voting and dividend rights.</p>
Quotation	<p>Rights will not be quoted on the ASX. The Company will apply for official quotation of any Shares issued under the KGRP, in accordance with the ASX Listing Rules.</p>
Issue or Acquisition of Shares	<p>Shares allocated to a Participant when Rights vest under the KGRP may be issued by the Company or acquired on or off market by the Company or its nominee. The nominee may be a trust, the purpose of which is to facilitate the operation of the plan.</p>
Cost and Administration	<p>The Company will pay all costs of issuing and acquiring Shares for the purposes of satisfying exercised Rights, as well as any brokerage on acquisitions of Shares for this purpose and all costs of administering the KGRP (excluding any brokerage, administration or disposal costs related to the Participant directing the trustee of the</p>

	Details
	Employee Share Trust to sell Shares on their behalf, if applicable; these costs will be deducted from the net proceeds of sale).
Hedging	The Company prohibits the hedging of all Rights and any Shares subject to disposal restrictions, by Participants.

Directors' Recommendation

The Directors (each of whom is not eligible to participate in the KGRP) unanimously recommend that shareholders approve Resolution 5. A voting exclusion statement for this Resolution is contained in the Notice of Meeting. The Chair of the Meeting intends to cast undirected proxies in favour of this Resolution.

AGENDA ITEM 6 – APPROVAL OF GRANT OF PERFORMANCE RIGHTS TO THE GROUP CEO

Resolution 6 seeks Shareholder approval for the grant of Performance Rights to the Group CEO.

Background

The Company operates the Kelsian Group Rights Plan (**KGRP**) under which eligible executives may receive grants of Rights (which may be Performance Rights, Restricted Rights or Service Rights). Performance Rights, being rights to acquire fully paid ordinary shares in the Company (**Shares**), subject to meeting certain performance and service conditions, are proposed to be granted to Mr Clinton Feuerherdt, the Group Chief Executive Officer (**Group CEO**). Performance Rights are proposed because they create alignment between the Group CEO and ordinary shareholders, but do not provide him with the full benefits of share ownership such as dividend and voting rights unless and until the Rights vest.

Approvals sought

Listing Rule 10.11

The Kelsian Board considers that the Group CEO could be viewed as being a person to whom Listing Rule 10.11 applies. For the purposes of Listing Rule 10.11, and for transparency and governance reasons, Kelsian is seeking shareholder approval to the grant of Performance Rights to the Group CEO, to give Kelsian the flexibility to choose whether to issue Shares or to acquire Shares on-market to satisfy Performance Rights that vest, rather than being limited to having to acquire Shares on-market under Listing Rule 10.11, Exception 9.

Accordingly, Shareholders are asked to approve the grant of 109,622 Performance Rights to the Group CEO as a long term incentive referable to the FY23–FY25 performance periods, on the terms summarised in the table below under the heading “Key Terms of Performance Rights”.

Approval of Resolution 6 will also result in the Performance Rights granted to the Group CEO being included as an exception to the approval requirements of ASX Listing Rule 7.1 due to Exception 14 in Listing Rule 7.2. This would also be the case if Resolution 5 is passed, due to Exception 13 in Listing Rule 7.2. This means the Performance Rights granted to the Group CEO, and any Shares issued on vesting of those Performance Rights, will not use up part of the 15% limit available under ASX Listing Rule 7.1. If shareholder approval is not obtained to Resolution 6, then the Board proposes to provide the same number of Performance Rights to the Group CEO, but those Performance Rights would be subject to a condition that they must then be settled in cash or through on-market purchases of Shares, if they vest. No loan will be provided to the Group CEO with respect to the issue of the Performance Rights.

Chapter 2E of the Corporations Act and Listing Rule 10.14

The Group CEO is not a director of the Company. The Kelsian Board does not consider the Group CEO to be a ‘related party’ of the Company under either Chapter 2E of the Corporations Act or Listing Rule 10.14.

In addition, the Kelsian Board considers that the grant of the Performance Rights to the Group CEO constitutes reasonable remuneration pursuant to section 211(1) of the Corporations Act.

The Performance Rights form the long-term component of the Group CEO’s remuneration arrangements. The Performance Rights will be subject to achievement of financial performance conditions (relative Total Shareholder Return, Earnings Per Share Growth) over a three-year performance period.

The Board considers it is important that the remuneration of the Group CEO, and members of the Executive Leadership Team, including any long-term incentive, be on the same terms to ensure a coordinated and consistent effort to achieving the Company’s goals. In September 2022 the Company issued FY23 Performance Rights to members of the Executive Leadership Team on similar terms to those proposed for Mr Feuerherdt.

Information required by Listing Rule 10.13

Pursuant to and in accordance with the requirements of Listing Rule 10.13, the following information is provided in relation to Resolution 6:

- a) The Performance Rights will be issued to Mr Clinton Feuerherdt, the Group CEO.
- b) The Kelsian Board considers that the Group CEO could fall within the category set out in Listing Rule 10.11.4, by virtue of his relationship through marriage to the daughter of Neil Smith who is a director of the Company.

- c) It is proposed that 109,622 Performance Rights will be granted to the Group CEO.
- d) The terms of the Performance Rights are summarised in the table below under the heading “Key Terms of Performance Rights”.
- e) The Performance Rights will be granted on or about November 2022, but in any event within 1 month of the AGM.
- f) The issue price of the Performance Rights will be nil. Accordingly, no funds will be raised from the issue of the Performance Rights.
- g) The purpose of the issue of the Performance Rights is to appropriately remunerate the Group CEO and to encourage the Group CEO to have greater involvement in the achievement of the Company’s objectives.
- h) The current total remuneration package for the Group CEO is set out below:

Remuneration Element	Max Remuneration Opportunity
Fixed Remuneration (inclusive of Base Salary and Superannuation)	\$904,341
Short Term Incentive – FY23 grant	\$789,156
LTI – Performance Rights FY23-FY25 grant	\$548,025

- i) There are no other material terms of the agreement under which the Performance Rights will be issued to the Group CEO which are not summarised in this document.
- j) A voting exclusion statement for Resolution 6 is in the Notice of Meeting.

Key terms of Performance Rights

Key Terms of the Performance Rights

An overview of the key terms of the proposed grant of Performance Rights to the Group CEO is set out below:

Number of Rights	The Group CEO will be granted 109,622 Performance Rights under the KGRP.
Date of grant	The Performance Rights will be granted on or about November 2022, but in any event within 1 month of the AGM.
How is the award delivered?	The rights are in the form of Performance Rights over ordinary shares in the Company for no consideration. The Performance Rights carry neither rights to dividends nor voting rights.
What is the quantum of the award and what allocation methodology is used?	<p>The quantum of Performance Rights granted to the Group CEO is determined by his Base Salary; the applicable multiplier; and the face value of Kelsian shares, calculated as the 10-day volume-weighted average price (VWAP) at the date of release of full-year results for the financial year prior to the year of grant of rights.</p> <p>For FY23 the Group CEO’s maximum potential award of Performance Rights is 62.5% of Base Salary.</p>
What are the performance conditions?	<p>Overarching Gate: The Company’s TSR must be positive.</p> <p>There are two tranches of Performance Rights with the following weighting of performance conditions, referred to as vesting conditions:</p> <p>Tranche 1: Compound Annual Growth Rate (CAGR): earnings per share compound annual growth rate, 50% weighting at target performance</p> <p>Tranche 2: Indexed Total Shareholder Return (iTSR): Total Shareholder Return (TSR) measured against companies in the ASX200 Total Return Index, 50% weighting at target performance.</p> <p>There is also a service condition that is met if employment with Kelsian is continuous for the period commencing on or around the grant date until the date the Performance Rights vest.</p>

What is EPS CAGR?	EPS CAGR is a method for calculating the compound annual growth rate in the Company's earnings per common share, calculated on a fully diluted basis from continuing operations.																				
What is iTSR?	TSR is a method for calculating the return shareholders would earn if they held a notional number of shares over a period of time. iTSR measures the growth in a company's share price together with the value of dividends during the period, assuming that all of those dividends are reinvested into new shares. This growth is measured against the applicable index for Kelsian at the commencement of the first year of the measurement period for the Performance Rights. For FY23 this is the ASX 200 Total Return Index.																				
Why were the performance conditions selected?	<p>In selecting the performance conditions and the structure of the tranches the Board goes through a process of consultation with external advisers, reviewing market trends and the company's strategic objectives in structuring the KGRP. The Board then reviews the performance conditions annually to determine the appropriate hurdles based on Kelsian's strategy and prevailing market practice. Service-based conditions are used to encourage retention.</p> <p>Following its annual review of the most appropriate measures to align the interests of shareholders and management the Board selected the following:</p> <ul style="list-style-type: none"> • TSR as an external measure of long-term return performance with the strongest link to shareholder returns • CAGR as a measure of incentivising growth to reflect long-term growth yields for shareholders 																				
What is the performance period?	The performance period for the Performance Rights is three financial years commencing 1 July of each applicable financial year.																				
What level of relative EPS and iTSR performance is required for the Rights to vest?	<p>For Performance Rights granted in FY23 half of the Performance Rights will only vest where the EPS CAGR performance is as follows:</p> <table border="1"> <thead> <tr> <th>EPS CAGR (annualised) of Kelsian</th> <th>Percentage of Performance Rights that vest</th> </tr> </thead> <tbody> <tr> <td>Less than 5%</td> <td>Nil</td> </tr> <tr> <td>5%</td> <td>50% of rights vest</td> </tr> <tr> <td>Greater than 5% but less than 10%</td> <td>Between 50% and 100% of rights vest</td> </tr> <tr> <td>10% and above</td> <td>100% of rights vest</td> </tr> </tbody> </table> <p>For Performance Rights granted in FY23 half of the Performance Rights will only vest where the TSR performance of the Company relative to the Total Return Index for the financial year in which the Performance Rights granted, measured over the performance period is as follows for FY23.</p> <table border="1"> <thead> <tr> <th>TSR of Kelsian relative to ASX200 Total Return Index</th> <th>Percentage of Performance Rights that vest</th> </tr> </thead> <tbody> <tr> <td>Less than Index TSR</td> <td>Nil</td> </tr> <tr> <td>Index TSR</td> <td>50% of rights vest</td> </tr> <tr> <td>Greater than Index TSR but less than 10% above Index TSR</td> <td>Between 50% and 100% of rights vest</td> </tr> <tr> <td>Greater than Index TSR + 10%</td> <td>100% of rights vest</td> </tr> </tbody> </table> <p>Kelsian intends to employ an independent organisation to calculate the TSR at the time of potential vesting of any Performance Rights to ensure an objective assessment of the relative TSR comparison.</p>	EPS CAGR (annualised) of Kelsian	Percentage of Performance Rights that vest	Less than 5%	Nil	5%	50% of rights vest	Greater than 5% but less than 10%	Between 50% and 100% of rights vest	10% and above	100% of rights vest	TSR of Kelsian relative to ASX200 Total Return Index	Percentage of Performance Rights that vest	Less than Index TSR	Nil	Index TSR	50% of rights vest	Greater than Index TSR but less than 10% above Index TSR	Between 50% and 100% of rights vest	Greater than Index TSR + 10%	100% of rights vest
EPS CAGR (annualised) of Kelsian	Percentage of Performance Rights that vest																				
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Greater than Index TSR + 10%	100% of rights vest																				
What happens to Performance Rights granted under the KGRP when the Executive ceases employment?	If the Group CEO's employment is terminated for cause, or due to resignation, all unvested Performance Rights will lapse, unless the Board determines otherwise. In all other circumstances, unless the Board decides otherwise, a pro-rata portion of the Group CEO's Performance Rights, calculated in accordance with the proportion of the performance period that has elapsed, will remain on foot, subject to the performance condition as set by the Board. If and when the Performance Rights vest, shares will be allocated in accordance with the Plan rules and any other condition of the grant.																				
Can Kelsian clawback awards of Performance Rights?	<p>In the event of serious misconduct or a material misstatement in the Company's financial statements, the Board may:</p> <ul style="list-style-type: none"> • Reset the vesting conditions and/or alter the performance period applying to the award, • Deem all awards which have not vested to have lapsed or been forfeited, • Deem all or any shares following the vesting of an award to have lapsed or been forfeited; and/or • Where shares have been allocated to the Group CEO and have been subsequently sold, require the Group CEO to repay the net proceeds of such as sale to the extent this can be done in accordance with the relevant laws. 																				

What happens in the event of a change in control?	In the event of a change in control, the Board will exercise its discretion, and determine the treatment of the unvested awards which may include a pro-rata vesting.
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Additional information for Resolution

Previous awards of Performance Rights to the Group CEO under the Company's previous plan, known as the SeaLink Travel Group Limited Rights Plan are as follows:

Description	Date granted	Number of Performance Rights
1/7/2019-30/6/2022 performance period	12/06/20	156,392 (vested on 31 August 2022)
1/7/2020-30/6/2023 performance period	21/12/20	100,604
1/7/2021-30/6/2024 performance period	25/10/21	60,115

Directors' Recommendation

The Directors unanimously recommend that shareholders approve Resolution 6 for the grant of 109,622 Performance Rights to Mr Feuerherdt. A voting exclusion statement for this Resolution is contained in the Notice of Meeting. The Chair of the Meeting intends to cast undirected proxies in favour of this Resolution.

Proxies and Voting

Determination of Shareholders' Right to Vote

For the purposes of this Meeting, shares will be taken to be held by persons who are registered as Members as at 6:30p.m. Adelaide time (ACDT) on Sunday 23rd October 2022. Accordingly, transactions registered after that time will be disregarded in determining shareholders entitled to attend and vote at the Meeting.

Voting by poll

All resolutions at the Meeting will be voted on by poll.

Voting in Person

If you are proposing to attend the Meeting and vote, there is no need for you to take any further action at this time.

Voting by Corporate Representative

Body corporate Members should complete an "Appointment of Corporate Representative Form" to enable a person to attend the Meeting on their behalf. This form can be obtained from the Boardroom's website at <https://boardroomlimited.com.au/investor-forms/>

Appointment of a proxy

We strongly recommend you appoint the Chair of the Meeting as your proxy and that you actively direct your proxy how to vote on each item of business by marking the appropriate boxes on the Proxy Form.

A shareholder who is entitled to cast two or more votes may appoint not more than two proxies to attend and vote at the AGM on that shareholder's behalf. A proxy need not be a shareholder of the Company. If you appoint two proxies, you may specify the proportion or number of votes each proxy is appointed to exercise. If no such proportion is specified, each proxy can exercise half of the shareholder's voting rights.

If the appointment of a proxy directs the proxy to vote on an item of business in a particular way, the proxy may only vote on that item as directed. However, unless the proxy is required by law to vote, the proxy may decide not to vote on that item. All directed proxies that are not voted on a poll at the AGM will automatically default to the Chair, who is required to vote the proxies as directed. Any undirected proxies on a given resolution may be voted on by the appointed proxy as they choose, subject to voting exclusions as described previously.

In the case of shares jointly held by two or more persons, any joint holder may appoint a proxy but if more than one is present at the Meeting (either in person or by proxy or attorney or representative) the joint holder whose name appears first in the Company's share register shall alone be entitled to vote in respect of those shares.


Members who wish to appoint a proxy may do so by returning a completed Proxy Form in addition to the power of attorney or other authority (if any) under which it is signed (or a certified copy) to the Company through its share registry.

Lodging a Proxy Form


To be effective, the completed Proxy Form, together with any relevant power of attorney, must be received at the Company's share registry - Boardroom Pty Limited - not less than 48 hours before the time for holding the Meeting, which is 3:30 pm Adelaide time (ACDT) on Sunday 23rd October 2022. Members can also submit their proxy voting instructions on-line at <http://www.votingonline.com.au/klsagm2022>.

The Proxy Form can be returned either by:

 **Online** www.votingonline.com.au/klsagm2022

 **By Fax** + 61 2 9290 9655

 **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

 **In Person** Level 12, 225 George Street
Sydney NSW 2000 Australia

Asking questions – before and at the Meeting

You can submit a question or comment **prior** to the Meeting via the AGM page hosted by our share registry at www.boardroomlimited.com.au/agm/kelsian2022 or by email to company.secretary@kelsian.com

Written questions (including questions to the Auditor) should be submitted no later than close of business on the business day before the Meeting, being Monday 24th October 2022. Written questions to the Auditor should relate to the content of the Auditor's Report and the conduct of the Audit.

Shareholders and proxyholders may also speak and ask questions during the Meeting, by registering on arrival at the location for the Meeting.

The Chair of the Meeting will endeavour to address as many of the more frequently raised relevant questions and comments as possible during the course of the Meeting. However, there may not be sufficient time available at the Meeting to address all of the questions and comments raised. Please note that individual responses will not be sent to shareholders.

The Auditor will also be in attendance at the Meeting.

All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.boardroomlimited.com.au
- ☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 3:30pm Adelaide time on Sunday 23 October 2022.**

🖥 TO VOTE ONLINE

STEP 1: VISIT <https://www.votingonline.com.au/klsagm2022>

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities 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.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the Company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **3:30pm Adelaide time on Sunday 23 October 2022.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

🖥 **Online** <https://www.votingonline.com.au/klsagm22>

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Kelsian Group Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at the **Adelaide Convention Centre, Riverbank Rooms, North Terrace, Adelaide on Tuesday 25 October 2022 at 3:30pm Adelaide time** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 2, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 2 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 2). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS
 * 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 vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 2	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Director – Mr Christopher Smerdon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Election of Director - Ms. Diane Grady AO	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of Kelsian Group Rights Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval of Grant of Performance Rights to the Group CEO	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS
 This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2022