

KMD Brands Limited

NZX / ASX

21 October 2024

KMD Brands Limited - Notice of Annual Meeting

KMD Brands Limited (ASX/NZX: KMD, "KMD Brands") advises its Annual Shareholders' Meeting will be held at MUFG Corporate Markets (formerly Link Market Services), Level 30, PwC Tower, 15 Customs Street West, Auckland 1010, and online at www.virtualmeeting.co.nz/kmd24, on Tuesday, 19 November 2024 at 2:00pm (NZDT) / 12:00pm (AEDT).

The following documents are attached:

1. Notice of Annual Meeting
2. Proxy Form
3. MUFG Corporate Markets Virtual Annual Meeting online guide

– ENDS –

For further information, please contact:

Frances Blundell
Company Secretary



KMD



KMD BRANDS

Notice of Annual Meeting **2024**

Will be held at
MUFG Corporate Markets (formerly Link
Market Services), Level 30, PwC Tower,
15 Customs Street West, Auckland 1010

and online at
www.virtualmeeting.co.nz/kmd24

Tuesday, 19 November 2024 at 2:00pm
(NZDT) (12:00pm AEDT)



Notice of Annual Meeting

NOTICE IS GIVEN that the fifteenth Annual Meeting of KMD Brands Limited (the “**Company**”) will be held at MUFG Corporate Markets (formerly Link Market Services), Level 30, PwC Tower, 15 Customs Street West, Auckland 1010, and online at www.virtualmeeting.co.nz/kmd24 on Tuesday, 19 November 2024 at 2:00pm (NZDT) (12:00pm AEDT).

In the event that we are prevented from holding a physical meeting, or the Board otherwise determines a physical meeting is inappropriate in the circumstances, we may decide to hold a virtual only Annual Meeting. If this occurs, we will provide shareholders with notice through an announcement to the NZX, ASX, and on our website.

AGENDA

ITEM 1: CHAIRPERSON’S ADDRESS

ITEM 2: GROUP CEO’S ADDRESS

ITEM 3: RESOLUTIONS

To consider and, if thought fit, to pass the following ordinary resolutions:

Re-election of Directors

Ordinary Resolution 1.

That David Kirk be re-elected as a Director of the Company.

Ordinary Resolution 2.

That Abby Foote be re-elected as a Director of the Company.

Ordinary Resolution 3.

That Michael Daly be re-elected as a Director of the Company.

Auditor Remuneration

Ordinary Resolution 4.

That the Board be authorised to fix the remuneration of the Company’s auditor for the ensuing year.

The Board unanimously supports resolutions 1 to 4 and recommends that shareholders vote in favour of them at the Annual Meeting.

See the Explanatory Statement below for further details relating to the resolutions.

ITEM 4: OTHER BUSINESS

To consider any other business, including shareholder questions, properly brought before the Annual Meeting.

BY ORDER OF THE BOARD



Frances Blundell

Company Secretary 4 October 2024

Explanatory Statement

RESOLUTIONS 1, 2 AND 3: RE-ELECTION OF DIRECTORS

NZX Listing Rule 2.7.1 requires that:

- a Director must not hold office (without re-election) past the third Annual Meeting following the Director's appointment or 3 years, whichever is longer; and
- a Director appointed by the Board must not hold office (without re-election) past the next Annual Meeting following the Director's appointment.

David Kirk, Abby Foote and Michael Daly retire in accordance with NZX Listing Rule 2.7.1 and offer themselves for re-election by shareholders at the Annual Meeting.

In the Board's opinion:

- each of David Kirk and Abby Foote, would, if appointed as at the date of this Notice of Meeting, be an Independent Director of the Company as defined in the NZX Listing Rules; and
- Michael Daly, would not, if appointed as at the date of this Notice of Meeting, be an Independent Director of the Company as defined in the NZX Listing Rules.

The Board unanimously supports the re-election of David Kirk and Abby Foote as independent Directors of the Company.

The Board also unanimously supports the re-election of Michael Daly as a Director of the Company until his employment with the Company ends, to enable an orderly transition to the new Group CEO.



Information about the candidates:

DAVID KIRK

Appointed: 21 November 2013

Last re-elected: 23 November 2021



Co-founder and Chair of ASX-listed growth-stage technology investment company, Bailador Technology Investments (ASX:BTI), David has been a growth stage investor in technology businesses since 1999 and was an IPO investor in Xero. David is Chair of private company Forsyth Barr Limited, the leading New Zealand-based provider of wealth management, broking and investment banking services.

David sits on the boards of several Bailador portfolio companies and is also Chair of charitable organisations KiwiHarvest, New Zealand Food Network and the New Zealand Rugby Players Association. He recently retired as Chair of Sydney Festival.

As the former CEO of Fairfax Media, David led Fairfax's acquisition of Trade Me and Stayz and was Chair of Trade Me during its time as a public company.

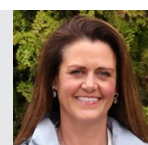
Prior to joining the corporate world, David enjoyed a highly successful rugby career. He captained the All Blacks to win the Rugby World Cup in 1987 and was awarded an MBE in 1988. Earlier in his career, he was a consultant at McKinsey & Company in London and has served as chief policy advisor to the New Zealand Prime Minister.

David is a Rhodes Scholar with degrees in Medicine from Otago University and Philosophy, Politics and Economics from Oxford University.

ABBY FOOTE

Appointed: 15 October 2021

Last re-elected: 23 November 2021



A professional director with more than 15 years' governance experience, including with publicly-listed and Crown companies, Abby holds qualifications in both law and accounting. Abby's career has covered both disciplines focused on strategy, corporate finance, treasury and commercial transactions. Abby has broad governance experience across a wide range of areas including strategic development and implementation, governance of significant transactions, stakeholder engagement, audit and risk, health and safety, and ESG governance.



Abby also serves on the board of Freightways Group Limited. Her previous governance roles include Christchurch City Holdings Limited (CCHL), the wholly owned investment arm of Christchurch City Council; TVNZ; Museum of New Zealand Te Papa Tongarewa; Transpower New Zealand; Livestock Improvement Corporation; the New Zealand Local Government Funding Agency; Sanford and Z Energy.

Abby chairs the KMD Brands Audit and Risk Committee.

MICHAEL DALY

Appointed: 19 May 2021

Last re-elected: 23 November 2021



Joining Rip Curl in 2002, Michael fulfilled the roles of Chief Financial Officer and then Chief Operating Officer before his appointment as Chief Executive Officer of Rip Curl in January 2013.

After leading Rip Curl for over eight years, he was appointed Group CEO of KMD Brands in 2021. As Group CEO, Michael offers vision and strategic guidance that make Kathmandu, Oboz and Rip Curl much more than the sum of their parts.

Michael led the Group to become one of the first multinational companies in Australia and New Zealand to have all its brands individually certified B Corp.

Based at KMD Brands' head office in South Melbourne, Victoria, Michael also spent more than two years in the United States with Rip Curl.

Prior to joining Rip Curl, Michael spent a decade with PricewaterhouseCoopers across Australia and the USA.

Michael is a strategic, inclusive and well-respected leader.

As announced on 2 October 2024, Michael has given notice of his resignation as CEO and Director of the Company. Michael seeks re-election to remain on the Board until the incoming CEO commences in the role. Michael's term as a Director of KMD Brands will end on the date his employment with the Company ends.

RESOLUTION 4: AUDITOR REMUNERATION

KPMG is the current auditor of the Company and has indicated its willingness to continue in office. Pursuant to section 207T of the Companies Act 1993, KPMG is automatically reappointed at the Annual Meeting as auditor of the Company. The proposed resolution is to authorise the Board to fix the auditor's remuneration for the ensuing year for the purpose of section 207S of the Companies Act 1993.

Procedural Notes

ATTENDANCE

Shareholders can attend the Annual Meeting in person or participate virtually online.

To attend online please go to **www.virtualmeeting.co.nz/kmd24**. Shareholders participating online will be able to watch the Annual Meeting, vote and ask questions during the Annual Meeting. Please note, if you will be attending online you will require your shareholder number, found on your Voting/Proxy Form, for verification purposes.

ENTITLEMENT TO VOTE

The Company has determined that voting entitlements for the Annual Meeting will be fixed as at 2:00pm (NZDT) (12:00pm AEDT) on Sunday, 17 November 2024. Only persons recorded as shareholders in the Company's share register at that time will be able to vote at this Annual Meeting and only on their shareholdings at that time.

VOTING

Voting on all resolutions put before the Annual Meeting will be by poll.

Resolutions 1, 2, 3 and 4 are ordinary resolutions and can be passed by a simple majority (more than 50%) of the votes cast.

Your right to vote may be exercised by:

- casting a postal or online vote; or
- appointing a proxy (or representative) to attend and vote in your place.

Voting during the Annual Meeting

Shareholders attending the Annual Meeting online will need their shareholder number, found on their Voting/Proxy Form, for verification purposes, in order to vote online.

Postal and advanced online voting

The Board has determined that shareholders entitled to attend and vote at the Annual Meeting may cast a postal vote or vote online in advance of the Annual Meeting. MUFG Corporate Markets (formerly Link Market Services) has been authorised by the Board to receive and count postal and online votes.

You can cast a postal vote by completing and sending the Voting/Proxy Form (enclosed with this Notice of Meeting) by post, email (as a scanned attachment) or delivering it by hand so that, in each case, the form is received by MUFG Corporate Markets (formerly Link Market Services) no later than 2:00pm (NZDT) (12:00pm AEDT) on Sunday, 17 November 2024.

You can vote online in advance of the Annual Meeting at **vote.linkmarketservices.com/KMD**. Advanced online votes must be made by 2:00pm (NZDT) (12:00pm AEDT) on Sunday, 17 November 2024.

Voting by proxy

Any shareholder entitled to vote at the Annual Meeting may appoint a proxy (or representative, in the case of a corporate shareholder) to attend and vote online at the Annual Meeting on their behalf.

You can appoint a proxy online at **vote.**

linkmarketservices.com/KMD or by completing and returning the Voting/ Proxy Form (enclosed with this Notice of Meeting) in the manner specified on the Voting/Proxy Form so that the form is received by MUFG Corporate Markets (formerly Link Market Services) no later than 2:00pm (NZDT) (12:00pm AEDT) on Sunday, 17 November 2024.

A proxy does not have to be a shareholder. You may appoint the Chair of the Annual Meeting or any Director as your proxy. The Chair of the Annual Meeting and each Director will vote for resolutions marked "Proxy's Discretion", even if they have an interest in the outcome of the resolutions. If you've ticked the "Proxy's Discretion" box and your named proxy does not attend the Annual Meeting or you have not named a proxy, the Chair of the Annual Meeting will act as your proxy.

QUESTIONS BY SHAREHOLDERS IN ADVANCE

In addition to asking questions at the Annual Meeting, shareholders are invited to submit questions in advance of the Annual Meeting by no later 2:00pm (NZDT) (12.00pm AEDT) on Sunday, 17 November 2024 online at **vote.linkmarketservices.com/KMD** or via the question section on the Voting/Proxy Form, or to:

The Chairperson

KMD Brands Limited
C/- Company Secretary
PO Box 1234
Christchurch 8140
New Zealand

Email: companysecretary@kmdbrands.com

Questions can also be asked live via the online platform during the Annual Meeting. The Chairperson will answer as many questions as possible during the Annual Meeting.

WEBCAST RECORDING AND SLIDE PRESENTATION

Please note that for shareholders who are unable to attend the Annual Meeting, a webcast recording of the Annual Meeting (and any accompanying slide presentations) will be posted on the Company's website at **www.kmdbrands.com** following the Annual Meeting.



This document is printed on environmentally responsible paper, produced using Elemental Chlorine free (ECF), mixed source pulp from responsible renewable forests and manufactured under the strict ISO14001.



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KMD
BRANDS

KMDBrands.com

LODGE YOUR PROXY

Online

vote.linkmarketservices.com/KMD

Scan

meetings@linkmarketservices.com

Deliver in person

MUFG Corporate Markets,
Level 30, PwC Tower
15 Customs Street West
Auckland 1010

Mail

Use the enclosed envelope or
address to:

MUFG Corporate Markets
PO Box 91976
Auckland 1142
New Zealand

SCAN THIS QR CODE WITH YOUR SMARTPHONE AND VOTE ONLINE



General Enquiries

+64 9 375 5998 | enquiries@linkmarketservices.com

KMD Brands Limited Annual Meeting 2024 Admission Card, Proxy or Postal Voting Form

The KMD Brands Limited (the "Company") Annual Meeting will be held on **Tuesday, 19 November 2024 at 2:00pm (NZDT)** (12:00pm AEDT), at MUFG Corporate Markets, Level 30, PwC Tower, 15 Customs Street West, Auckland 1010, and online via the MUFG Corporate Markets (formerly Link Market Services) Virtual Meeting platform at www.virtualmeeting.co.nz/kmd24. If you will be attending online, you will require your Holder Number for verification purposes.

In the event that we are prevented from holding a physical meeting, or the Board otherwise determines a physical meeting is inappropriate in the circumstances, we may decide to hold a virtual only Annual Meeting. If this occurs, we will provide shareholders with notice through an announcement to the NZX, ASX and on our website.

If you propose NOT to attend the Annual Meeting, but wish to vote by postal vote, or appoint a proxy please complete and return this form (please keep it intact) to MUFG Corporate Markets (formerly Link Market Services) no later than **2:00pm (NZDT) or 12:00pm (AEDT) on Sunday, 17 November 2024** (being 48 hours before the commencement of the Annual Meeting). Proxy appointment or Postal Voting can also be completed online. Please read the instructions below before completing this form. Please do not appoint a proxy if you are voting by Postal Vote.

POSTAL VOTE

As a shareholder entitled to vote at the Annual Meeting you are entitled to vote by postal vote.

If you return your postal vote without indicating on any resolution how you wish to vote, you will be deemed to have abstained from voting on that resolution.

If you complete the postal vote section and also appoint a proxy your postal vote will take priority over your proxy appointment.

APPOINTMENT OF A PROXY

A shareholder entitled to attend and vote at the Annual Meeting is entitled to appoint a proxy or, in the case of a corporate shareholder, a representative to attend and vote instead of him/her and that proxy or representative need not also be a shareholder. A proxy appointment may be delivered or completed online as detailed above.

A Proxy is able to vote on motions from the floor and/or any resolutions put before the meeting to amend the resolutions stated in the Notice.

If you wish you may appoint the Chair of the Meeting as your proxy. To do so, please write "Chair of the Meeting" in the box marked "full name of proxy". The Chair will vote according to your instructions. If the Chair is not instructed how to vote on any resolution, he will vote as he thinks fit on the relevant resolution.

VOTING OF YOUR HOLDING

You may vote or direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. If you do not mark any of the boxes on the items of business, your postal vote will be invalid, or in the case of a proxy appointee, your proxy may vote as he or she chooses. Where a proxy is excluded from voting on a particular resolution, discretionary proxies cannot be exercised. Express instructions must be provided for that resolution. If you mark more than one box on an item your vote on that item will be invalid.

SIGNING INSTRUCTIONS FOR PROXY FORMS

Individual

This Proxy Form must be signed by the shareholder or his/her/its attorney, duly authorised in writing.

Joint Holding

This Proxy Form may be signed by either, or on behalf of, the joint shareholders (or their duly authorised attorney).

Power of Attorney

If this Proxy Form is signed under a power of attorney, a copy of the power of attorney and a signed certificate of non-revocation of the power of the attorney, under which it is signed, must be produced to KMD Brands Limited with this proxy form.

Company

This Proxy Form must be signed by a Director or a duly authorised officer acting under the express or implied authority of the shareholder, or an attorney duly authorised by the shareholder.

Go online to vote.linkmarketservices.com/KMD to vote online in advance of the meeting or turn over to complete the Postal Vote/Proxy Form

STEP 1: CHOOSE TO VOTE BY POSTAL VOTE OR APPOINT A PROXY TO VOTE ON YOUR BEHALF

POSTAL VOTING

☐

I wish to vote by postal vote (please tick the box).
My voting intention is indicated in the resolution section below.

APPOINT A PROXY TO VOTE ON YOUR BEHALF

I/We being a shareholder of KMD Brands Limited

Hereby appoint _____ of _____
Full Name E-mail Address
or failing him/her _____ of _____
Full Name E-mail Address

as my/our proxy to vote for me/us on my/our behalf at the Annual Meeting of the Company to be held at MUFG Corporate Markets, Level 30, PwC Tower, 15 Customs Street West, Auckland, and online at www.virtualmeeting.co.nz/kmd24 at 2:00pm (NZDT) or 12:00pm AEDT) on **Tuesday, 19 November 2024** and at any adjournment of that meeting.

STEP 2: VOTING DIRECTIONS

Tick (✓) in box to vote

ORDINARY RESOLUTIONS	For	Against	Proxy Discretion	Abstain
Resolution 1. That David Kirk be re-elected as a Director of the Company.	☐	☐	☐	☐
Resolution 2. That Abby Foote be re-elected as a Director of the Company.	☐	☐	☐	☐
Resolution 3. That Michael Daly be re-elected as a Director of the Company.	☐	☐	☐	☐
Resolution 4. That the Board be authorised to fix the remuneration of the Company's auditor for the ensuing year.	☐	☐	☐	☐

STEP 3: SHAREHOLDER QUESTIONS

Please submit any questions about the Company that you would like us to respond to at the Company's Annual Meeting. Your questions should relate to matters that are relevant to the business of the meeting, as outlined in the accompanying Notice of Meeting. If you cannot attend the Annual Meeting but would like to ask a question, you can submit a question online, in advance of the meeting, by going to **vote.linkmarketservices.com/KMD** and completing the online validation process or complete the question section below and return to MUFG Corporate Markets (formerly Link Market Services). Questions will need to be submitted by **2:00pm (NZDT) or 12:00pm (AEDT) Sunday, 17 November 2024.**

Question:

SIGN: SIGNATURE OF SHAREHOLDER(S) This section must be completed.

Shareholder 1

Shareholder 2

Shareholder 3

Contact Name _____

Daytime Telephone _____

Date _____

Electronic Investor Communication:

If you received the Notice of Meeting & Proxy Form by mail and you wish to receive your future communications by email please provide your email address below:

Virtual Meeting Guide

Check your browser

**Make sure your browser will work
by going to *whatismybrowser.com***

Supported browsers are:

- Chrome *Version 44 and later*
- Edge *Version 92.0 and later*
- Firefox *Version 40.0.2 and later*
- Safari *MacOS 10.9 and later*

Get ready to vote

You will need one of the following to vote

A

Your CSN/
Holder Number
if you are an
investor

OR

B

Your proxy
number if you
are an appointed
proxy

If you're an investor, you can find your CSN/Holder Number on most investor communications from us.

If you're a proxy, your proxy number will be sent to your email address one to two days before the meeting.

Register for the meeting

Open your browser and go to ***www.virtualmeeting.co.nz***

Choose the meeting you want to watch from the list and click the ***View Meeting*** button. Register using your full name, mobile number, email address, and participant type.

Read and accept the terms and conditions before clicking on the ***Register and Watch Meeting*** button.

Welcome



MUFG
MUFG Pension & Market Services

Please register your details to participate

	Full Name
	Mobile (e.g. 022 123 1234)
	Email
	I am a... 

☐ I have read and accept the [Terms & Conditions](#)

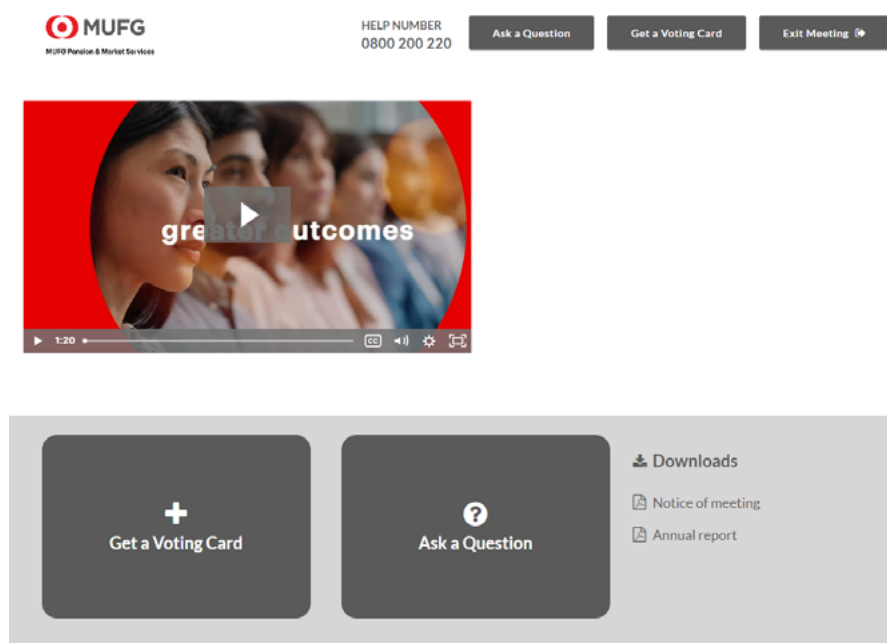
REGISTER AND WATCH ANNUAL MEETING

Help Number: 0800 200 220

Watch the meeting

The webcast will start by itself when the meeting begins

If the webcast doesn't start, press the play button and check the volume on your device is turned up. The meeting slides will be cycled through while the webcast plays.



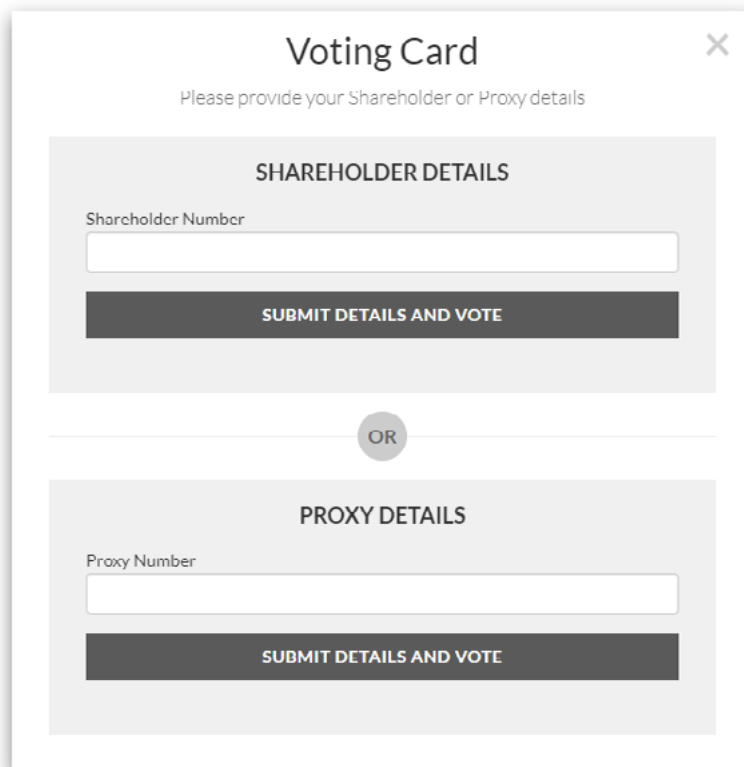
At the bottom are buttons for ***Get a Voting Card***, ***Ask a Question*** and a list of documents available for download.

Get a voting card

Register to vote by clicking on the *Get a Voting Card* button

If you're an investor, you will need to enter your CSN/Holder Number.

If you're an appointed proxy, you will need to enter the proxy number in the ***Proxy Details*** section, then click the ***Submit Details and Vote*** button.



The image shows a 'Voting Card' form with a close button (X) in the top right corner. Below the title, it says 'Please provide your Shareholder or Proxy details'. The form is divided into two sections: 'SHAREHOLDER DETAILS' and 'PROXY DETAILS', separated by a horizontal line with a circular 'OR' button in the center. Each section contains a text input field for a number and a dark grey button labeled 'SUBMIT DETAILS AND VOTE'.

Voting Card

Please provide your Shareholder or Proxy details

SHAREHOLDER DETAILS

Shareholder Number

SUBMIT DETAILS AND VOTE

OR

PROXY DETAILS

Proxy Number

SUBMIT DETAILS AND VOTE

Enter your vote

Once you have your voting card, tell us how you want to vote

You may need to use the scroll bar on the right side of the voting card to see all resolutions.

Choose either **Full Vote** or **Partial Vote** using the tabs. Click on either the **For**, **Against**, or **Abstain** voting buttons. For a **Partial Vote**, enter a number of votes—the total number of votes you have are shown.

The screenshot shows a web interface for entering a vote. At the top, a dark blue header bar contains the name "JOHN SAMPLE" on the left, a masked ID "I*****0014" in the center, and a close button "X" on the right. Below the header is a section titled "Voting Card" with a light gray background. It contains a paragraph of instructions: "Please complete your vote by selecting the required voting instruction (For, Against, Abstain or No Instruction) for each resolution. If you would like to complete a partial vote, please specify the number of votes for each resolution in the Partial Vote section. Proxy holder votes will only be applied to discretionary (undirected) votes. Directed votes will be applied as per the shareholder's voting instructions." Below the instructions are two tabs: "Full Vote" (highlighted in blue) and "Partial Vote". Under the "Partial Vote" tab, there is a section for "Resolution 1". It features three buttons: "For" (with a checkmark icon), "Against" (with an X icon), and "Abstain" (with a minus icon). The "For" button is selected. To the right of these buttons, it says "You have 1 votes left". Below the resolution section is a box labeled "GENERAL BUSINESS". At the bottom of the interface is a large dark gray button labeled "SUBMIT PARTIAL VOTE". A vertical scrollbar is visible on the right side of the main content area.



Submit your vote

Make sure you submit your vote before the countdown timer ends

Once you have finished voting, scroll down to the bottom of the box and click on the ***Submit Vote*** or ***Submit Partial Vote*** button.

You can close your voting card without submitting your vote while voting is open. Any votes you have already made are saved. The voting card will be under the webcast with a ***Not yet submitted*** message below.

You can edit your votes while voting is open by clicking on ***Edit Card***. This will re-open the voting card with any previous votes made.

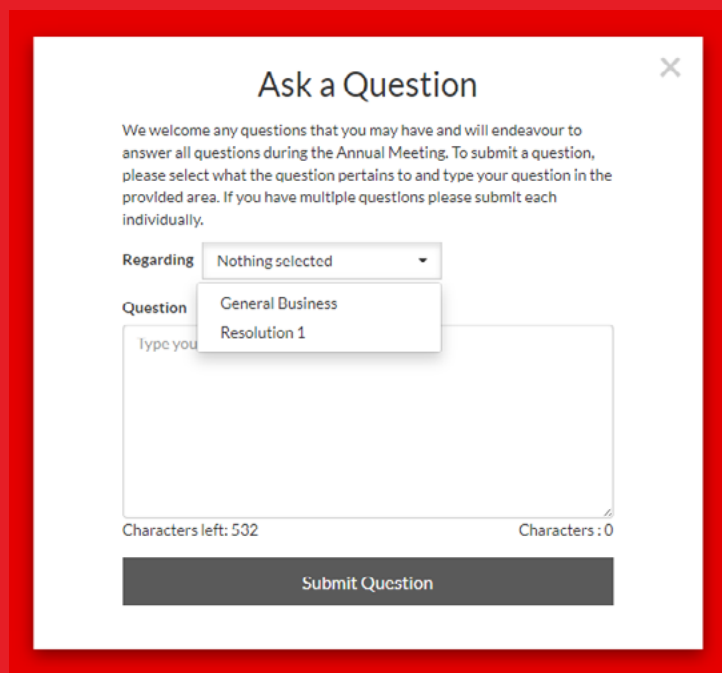
At the end of the meeting, a red bar with a five-minute countdown timer will appear at the top of the website advising the remaining time to submit your voting cards. Once voting has been closed, your vote can't be changed.

Ask a question

Only investors, proxies and corporate representatives can ask questions

If you have not registered a voting card, you will be asked to enter your CSN/Holder Number or proxy number before you can ask a question.

Click on the **Ask a Question** button either at the top or bottom of the page.

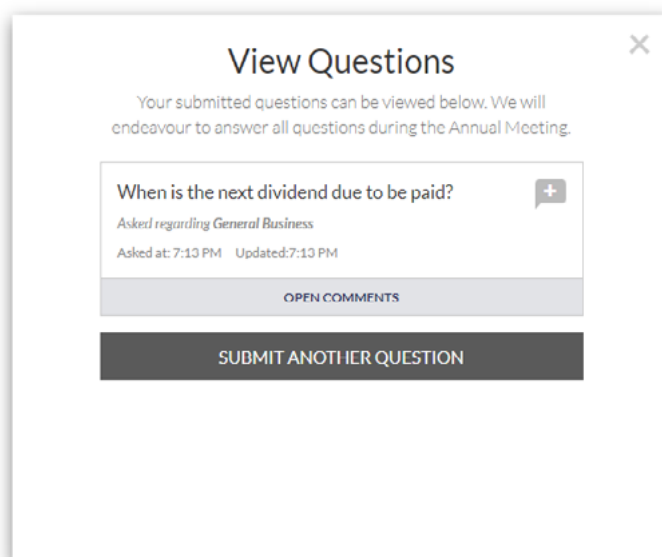
A screenshot of a web form titled "Ask a Question" with a close button (X) in the top right corner. The form contains a welcome message: "We welcome any questions that you may have and will endeavour to answer all questions during the Annual Meeting. To submit a question, please select what the question pertains to and type your question in the provided area. If you have multiple questions please submit each individually." Below this is a "Regarding" dropdown menu currently set to "Nothing selected". A "Question" dropdown menu is open, showing "General Business" and "Resolution 1". Below the dropdowns is a large text input area with the placeholder "Type your question here". At the bottom left of the input area, it says "Characters left: 532". At the bottom right, it says "Characters : 0". A dark grey "Submit Question" button is at the bottom of the form.

Submit a question/reply

Select the category or resolution for your question

Type your question in the **Question** box, and click on the **Submit Question** button.

After submitting, click the **View Questions** button to see your questions (only visible to you).



If your question has been answered and you want to reply, submit another question.



Level 30, PwC Tower, 15 Customs Street West, Auckland 1010 | 0800 200 220 | meetings@linkgroup.com

MUFG Corporate Markets
A division of MUFG Pension & Market Services