KMD Brands Limited

NZX / ASX

16 October 2025

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 Pension and Market Services, Level 30, PwC Tower, 15 Customs Street West, Auckland 1010, and online at www.virtualmeeting.co.nz/kmd25 on Wednesday, 19 November 2025 at 10:00am (NZDT) / 8:00am (AEDT).

The following documents are attached:

1. Notice of Annual Meeting
2. Proxy Form
3. MUFG Pension and Market Services Virtual Annual Meeting online guide

– ENDS –

For further information, please contact:

Frances Blundell

Company Secretary

KMD
BRANDS

Notice of Annual Meeting **2025**

Will be held at
MUFG Pension & Market Services,
Level 30, PwC Tower,
15 Customs Street West,
Auckland 1010

and online at
www.virtualmeeting.co.nz/kmd25

Wednesday, 19 November 2025
at 10:00am (NZDT) / 8:00am (AEDT).

KMD BRANDS LIMITED (ARBN 139 836 918)

Notice of Annual Meeting

NOTICE IS GIVEN that the Annual Meeting of KMD Brands Limited (the "**Company**") will be held at MUFG Pension & Market Services, Level 30, PwC Tower, 15 Customs Street West, Auckland 1010, and online at **www.virtualmeeting.co.nz/kmd25** on Wednesday, 19 November 2025 at 10:00am (NZDT) / 8:00am (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 Director

Ordinary Resolution 1.

That Andrea Martens be re-elected as a Director of the Company.

Auditor Remuneration

Ordinary Resolution 2.

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

The Board unanimously supports resolutions 1 and 2 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

FBlundell

Frances Blundell
Company Secretary
13 October 2025

Explanatory Statement

RESOLUTION 1: ELECTION OF DIRECTOR

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.

Andrea Martens retires in accordance with NZX Listing Rule 2.7.1 and offers herself for re-election.

In the Board's opinion Andrea Martens, 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.

The Board unanimously supports the re-election of Andrea Martens.

Information about the candidate:

ANDREA MARTENS
Appointed: 1 August 2019
Last re-elected: 16 November 2022

Andrea is a strategic and growth-focused leader, with proven success in building global and local brands – across B2B and B2C markets – through omni-channel management, and the development and implementation of digital and data-driven strategy. Across a 20-year career as an executive team member, CMO and board member of significant global brands, Andrea has developed a strong passion for operational excellence, talent and culture.

Andrea held a series of transformational leadership roles at Unilever ANZ, where she carried responsibility for a $1.2 billion consumer goods business. During her tenure as CMO of Jurlique International, she led a major program of transformation for a $200M product portfolio across 23 global markets, improving brand health and profitability while also developing Jurlique's inaugural Global CSR strategy.

Andrea is currently the CEO of the Australian Association of Data-driven Marketing and Advertising (ADMA), where she has repositioned the organisation as a leading authority on marketing capability, data and regulation. Under her leadership, ADMA has guided the industry through a period of significant change — from digital transformation and shifting customer expectations to evolving privacy reform and the rise of artificial intelligence. She established an advisory committee of Australia's leading CMOs to guide ADMA, and her deep expertise and passion for digital, data-driven marketing and governance is reflected in the thought leadership she contributes to the Australian marketing industry through education and high-profile events.

Andrea also serves as a non-executive director of Kennards Hire Pty Limited, one of Australasia's largest family-owned equipment hire businesses with more than 200 branches. In this role she contributes to governance of digital transformation, customer strategy and ESG priorities, bringing marketing and customer insights into long-term growth strategies. She is also a non-executive director of a premium Australian equine nutrition company with international operations, where she has supported brand and digital transformation, guided expansion into the United States, and strengthened governance and ESG initiatives.

At KMD Brands, Andrea is Chair of the People and Remuneration Committee, reflecting her strong commitment to governance, culture and talent development. Andrea resides in Sydney.

RESOLUTION 2: 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/kmd25. 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 10:00am (NZDT) / 8.00am (AEDT) on Monday, 17 November 2025. 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 and 2 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 Pension & 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 Pension & Market Services no later than 10:00am (NZDT) / 8.00am (AEDT) on Monday, 17 November 2025.

You can vote online in advance of the Annual Meeting at **vote.cm.mpms.mufg.com/KMD**. Advanced online votes must be made by 10:00am (NZDT) / 8.00am (AEDT) on Monday, 17 November 2025.

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.cm.mpms.mufg.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 Pension & Market Services no later than 10:00am (NZDT) / 8.00am (AEDT) on Monday, 17 November 2025.

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 10:00am (NZDT) / 8.00am (AEDT) on Monday, 17 November 2025 online at **vote.cm.mpms.mufg.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.

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RIP CURL

KMD BRANDS

KMDBrands.com

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LODGE YOUR PROXY

Online
vote.cm.mpms.mufg.com/KMD

Scan
meetings.nz@cm.mpms.mufg.com

Deliver in person
MUFG Pension & Market Services
Level 30, PwC Tower
15 Customs Street West
Auckland 1010

Mail
Use the enclosed envelope or address to:

MUFG Pension & Market Services
PO Box 91976
Auckland 1142
New Zealand

SCAN THIS QR CODE WITH YOUR SMARTPHONE AND VOTE ONLINE

General Enquiries
+64 9 375 5998 | enquiries.nz@cm.mpms.mufg.com

KMD Brands Limited Annual Meeting 2025 Admission Card, Proxy or Postal Voting Form

The KMD Brands Limited (the "Company") Annual Meeting will be held on **Wednesday, 19 November 2025 at 10:00am (NZDT)** (8:00am AEDT), at MUFG Pension & Market Services, Level 30, PwC Tower, 15 Customs Street West, Auckland 1010, and online via the MUFG Pension & Market Services Virtual Meeting platform at **www.virtualmeeting.co.nz/kmd25**. 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 Pension & Market Services no later than **10:00am (NZDT) or 8:00am (AEDT) on Monday, 17 November 2025** (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.cm.mpms.mufg.com/KMD*** to vote online in advance of the meeting or turn over to complete the Postal Vote/Proxy Form

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 Pension & Market Services, Level 30, PwC Tower, 15 Customs Street West, Auckland, and online at www.virtualmeeting.co.nz/kmd25 **at 10:00am (NZDT) or 8:00am AEDT) on Wednesday, 19 November 2025** 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 Andrea Martens be re-elected as a Director of the Company.	☐	☐	☐	☐
Resolution 2. 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.cm.mpms.mufg.com/KMD** and completing the online validation process or complete the question section below and return to MUFG Pension & Market Services. Questions will need to be submitted by **10:00am (NZDT)** or **8:00am (AEDT) Monday, 17 November 2025**.

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

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MUFG

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	OR	B
Your CSN/ Holder Number if you are an investor		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.

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

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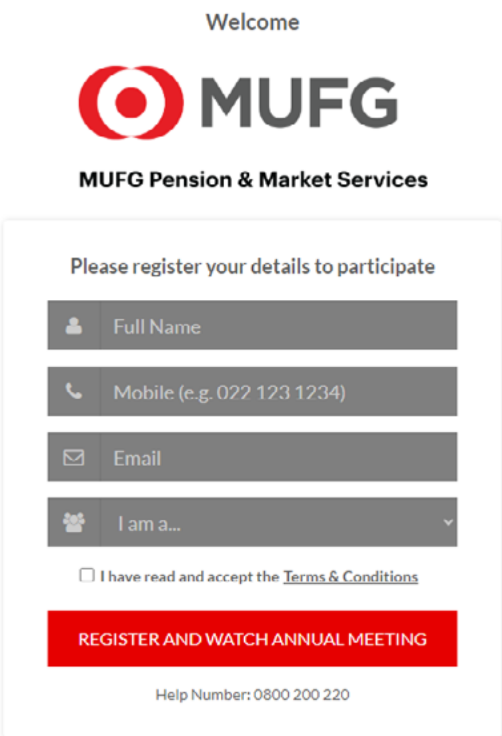
Register for the meeting

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.

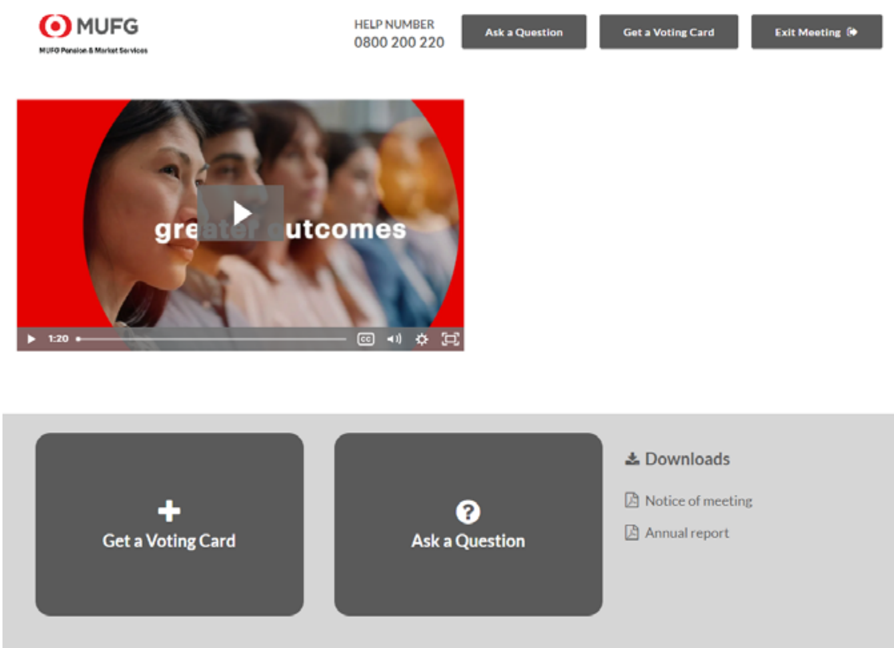
Read and accept the terms and conditions before clicking on the ***Register and Watch Meeting*** button.



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.



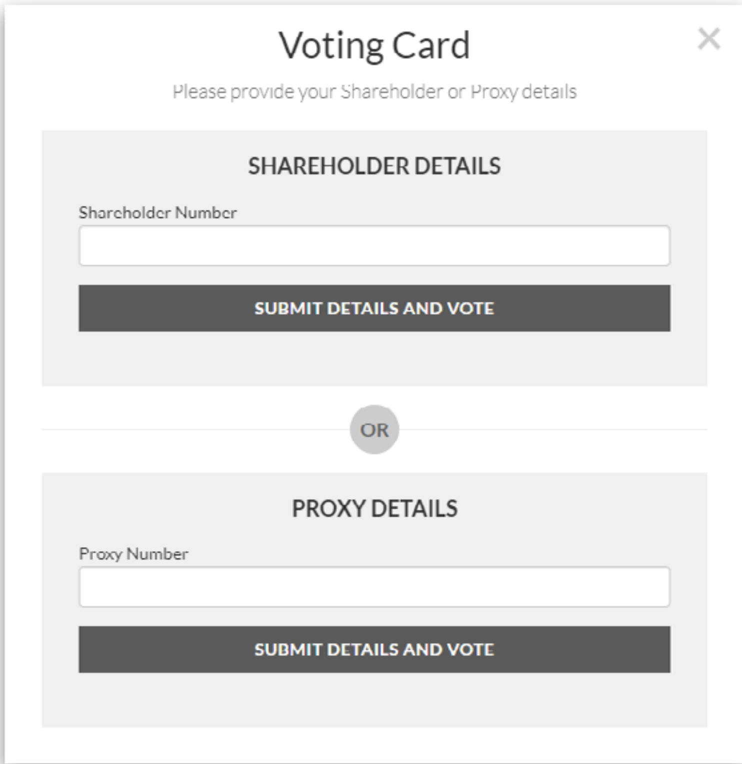
At the bottom are buttons for ***Get a Voting Card***, ***Ask a Question*** and a list of documents available for download.

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.

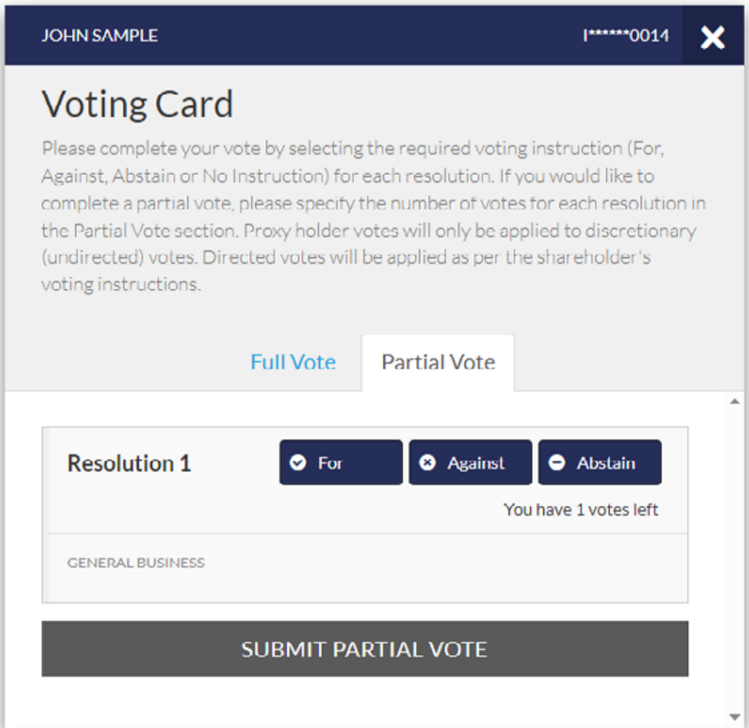


Enter your vote

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.



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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.

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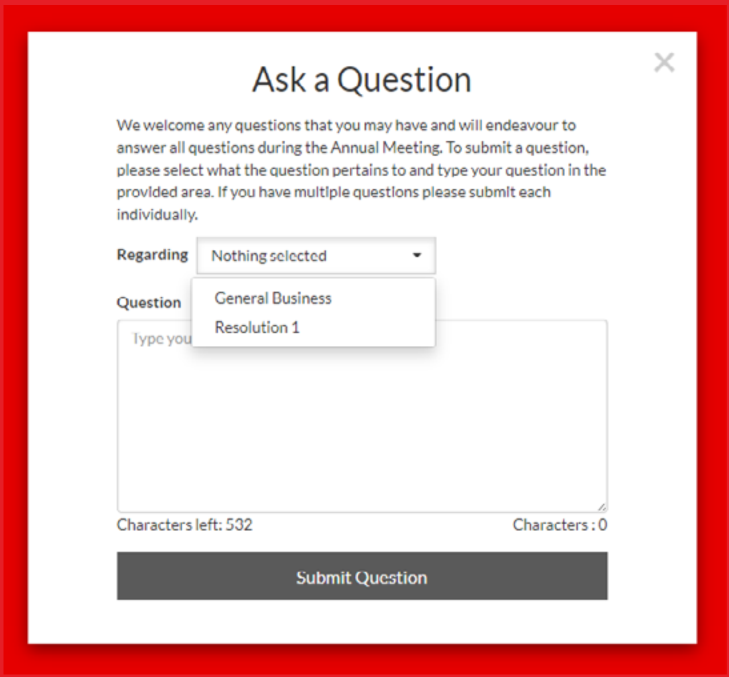
Ask a question

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.



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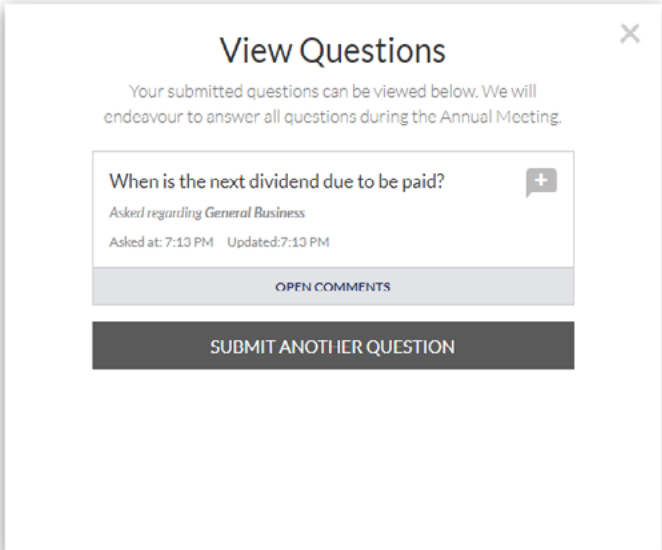
Select the category or resolution for your question

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.

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