

A night-time photograph of the Kelly + Partners building, a modern structure with a curved glass facade. The building is illuminated from within, and a bright light source in the foreground creates a lens flare. The "KELLY + PARTNERS" sign is visible on the upper part of the building.

**KELLY +
PARTNERS**

20 November 2024

2024 AGM

KELLY PARTNERS GROUP HOLDINGS LIMITED
(ASX: KPG)

Brett Kelly
Founder and CEO

Kenneth Ko
CFO

600

Team

100

Partners

37

Businesses

4

Countries

\$108m

FY24 Revenue

\$134m

Rev run rate

44.9m

Shares

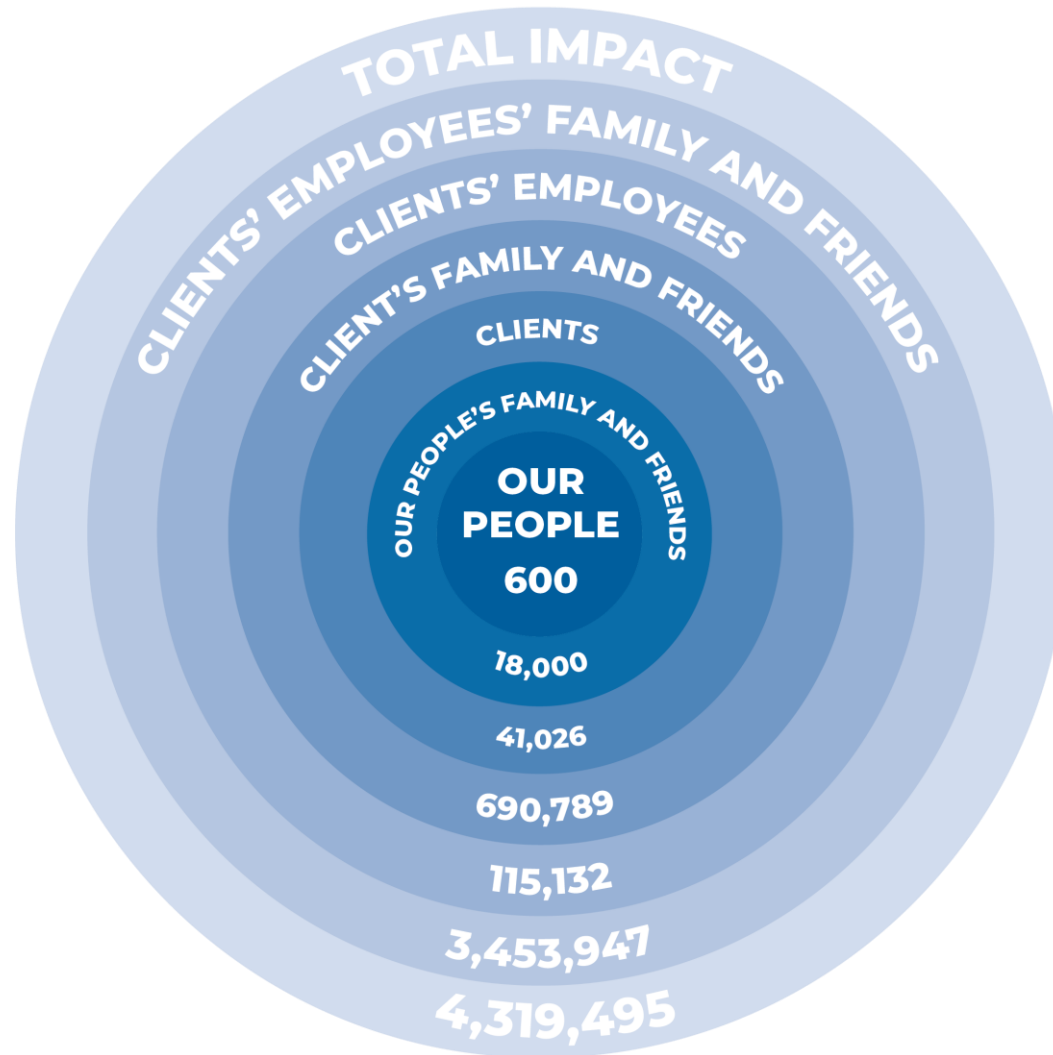
17.4cps

FCF per share

28%

ROIC + Org Gr

Win Win Win Win Business



Kelly+Partners' Performance since inception and since IPO

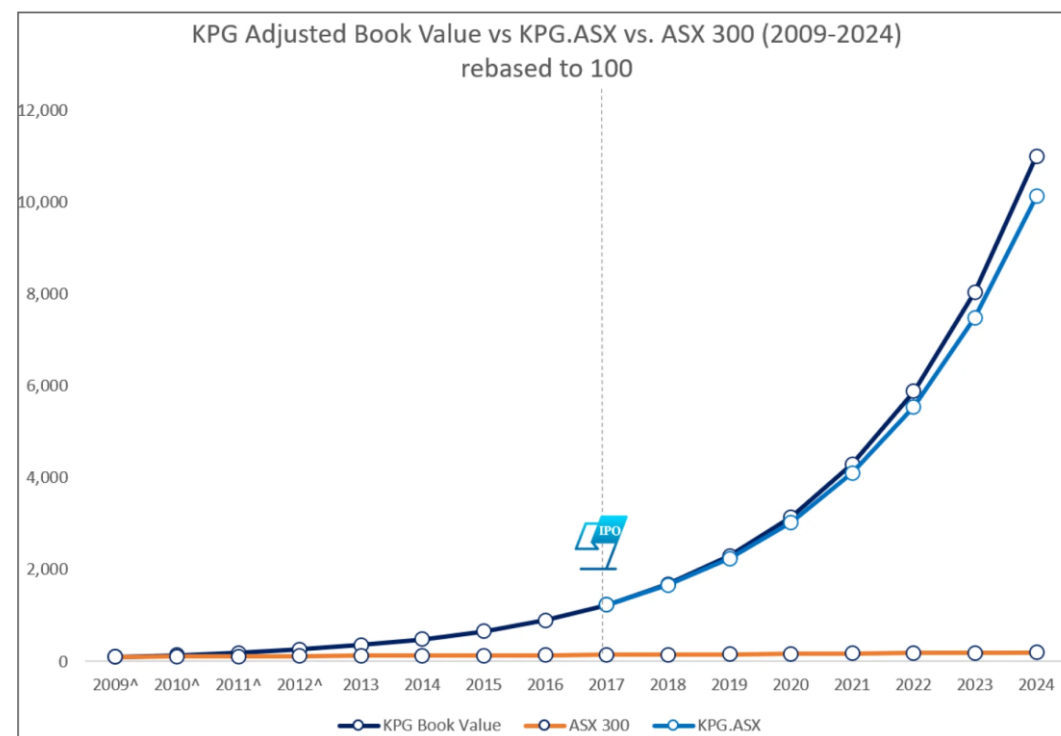
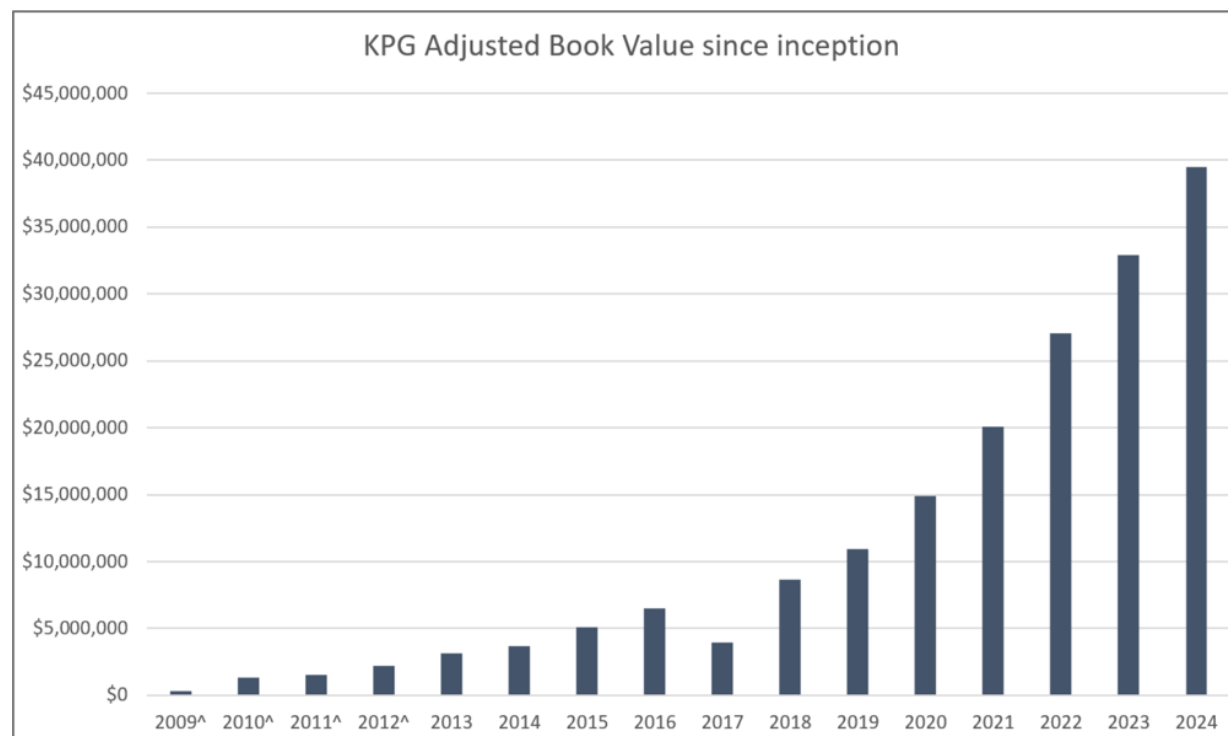
Kelly+Partners Performance v ASX 300

	Financial year	Adjusted Book Value* Inc. Dividends Paid	Annual % Change	Weighted Average No. of Shares	in Per Share Book Value of KPG	Annual % Change	KPG.ASX Share Price	Annual % Change	ASX 300 Price	Annual % Change	Difference (per share market v ASX 300)	KPG Cumulative Change
0	2007^	-\$7,893							\$6,296.90			
1	2008^	-\$35,688	352.1%						\$5,219.00			
2	2009^	\$358,843	-1105.5%						\$3,948.70			
3	2010^	\$1,356,714	278.1%						\$4,292.90			
4	2011^	\$1,525,463	12.4%						\$4,608.00			
5	2012^	\$2,224,720	45.8%						\$4,084.00			
6	2013	\$3,129,014	40.6%						\$4,758.50			
7	2014	\$3,712,201	18.6%						\$5,339.87			
8	2015	\$5,098,558	37.3%						\$5,400.50			
9	2016	\$6,508,237	27.6%						\$5,195.50			
10	2017	\$3,932,687	-39.6%	45,495,518	\$0.09		\$1.00		\$5,668.80			
11	2018	\$8,647,596	119.9%	45,495,923	\$0.19	119.9%	\$1.23	22.5%	\$6,152.30	8.5%	14.0%	22.5%
12	2019	\$10,946,126	26.6%	45,496,894	\$0.24	26.6%	\$0.89	-27.3%	\$6,568.40	6.8%	-34.1%	-11.0%
13	2020	\$14,911,254	36.2%	45,418,414	\$0.33	36.5%	\$0.88	-1.1%	\$5,858.50	-10.8%	9.7%	-12.0%
14	2021	\$20,077,213	34.6%	45,142,289	\$0.44	35.5%	\$3.40	286.4%	\$7,306.50	24.7%	261.6%	240.0%
15	2022	\$27,065,849	34.8%	45,000,000	\$0.60	35.2%	\$3.88	14.1%	\$6,544.00	-10.4%	24.6%	288.0%
16	2023	\$32,917,988	21.6%	45,000,000	\$0.73	21.6%	\$4.72	21.6%	\$7,157.40	9.4%	12.3%	372.0%
17	2024	\$39,474,076	19.9%	45,000,000	\$0.88	19.9%	\$8.25	74.8%	\$7,708.20	7.7%	67.1%	725.0%
Compounded Annual Gain - 2009 to 2024			36.8%	Compounded Annual Gain since IPO		39.2%		35.2%	4.6%	4.5%	30.7%	
Overall Gain - 2009 to 2024.....			109.0x	Overall Gain since IPO		9.1x		7.3x	1.0x	0.4x	6.9x	

*Adjusted Book Value includes adding back amortisation of customer relationship intangible expenses

^Unaudited

Kelly+Partners' Performance since inception and since IPO



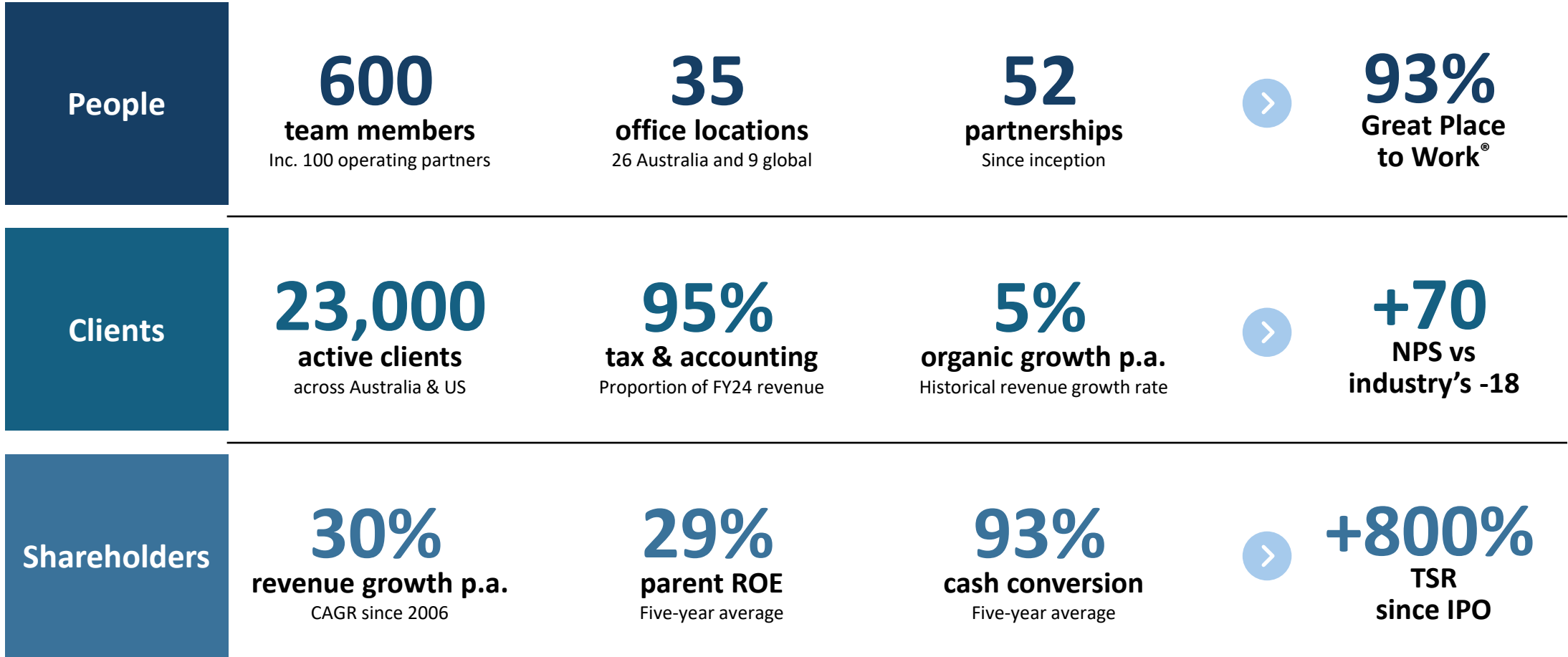
Kelly+Partners' Shares issued and bought back to date

Shares issued to date		
pre 2012	Shares issue pre 2012	\$605,800
2014	Shares issued 2014	\$1,078,611
2016	Shares issued pre-IPO	\$1,835,500
2017	Shares converted from Con Note	\$8,125,000
2017	Shares issued on IPO	\$2,884,000
2017	Shares issued to employees	\$673,973
2017	Share issue costs, net of tax	-\$1,031,407
		\$14,171,477
Shares bought back to date		
2019	Shares bought back 2019	-\$1,876
2020	Shares bought back 2020	-\$88,136
2021	Shares bought back 2021	-\$611,505
2024	Shares bought back 2024	-\$361,619
		-\$1,063,136
Net shares issued / bought back		\$13,108,341
*Adjusted Book Value includes adding back		
^Unaudited		

New Owners' Manual published October 2024



Leading Platform



Businesses

30→35
+5 / +17%

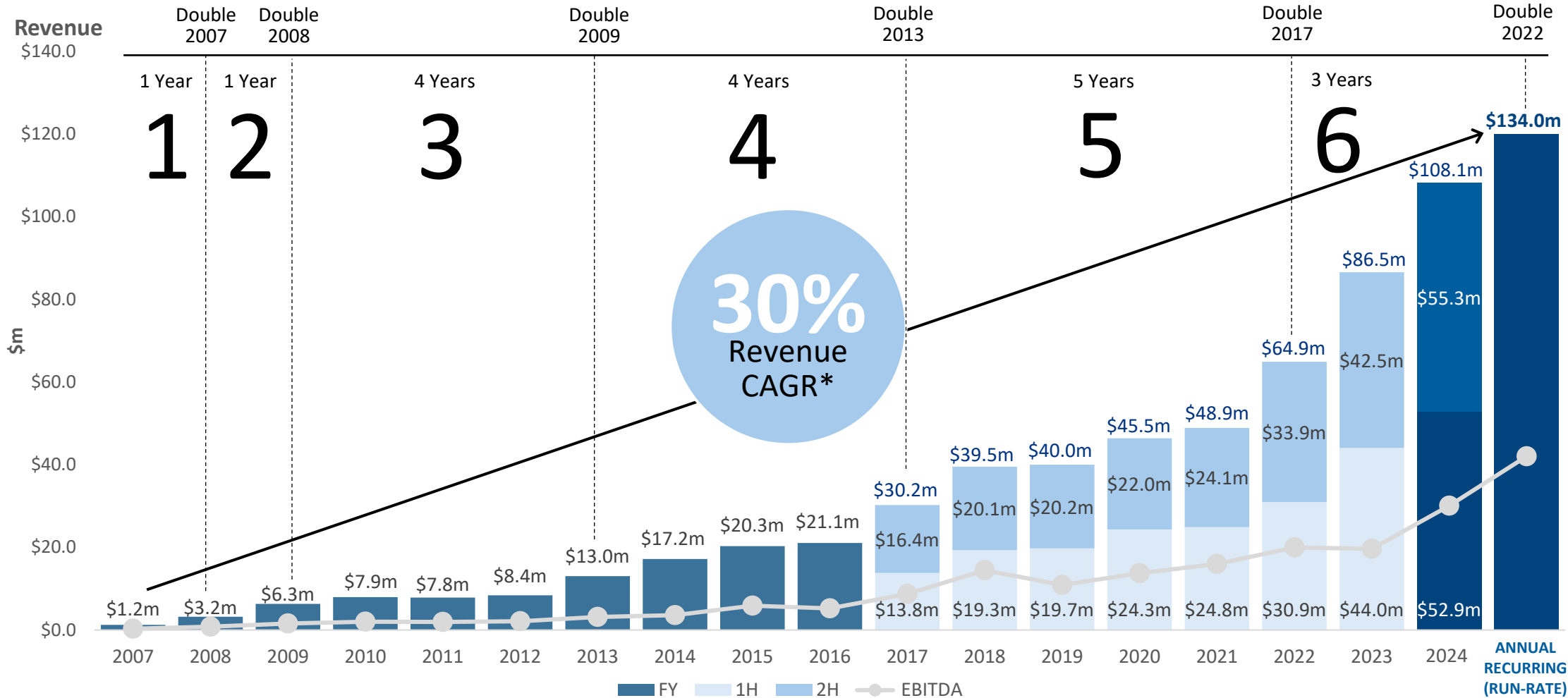
INDIA: 1

HONG KONG: 1

UNITED STATES: 7

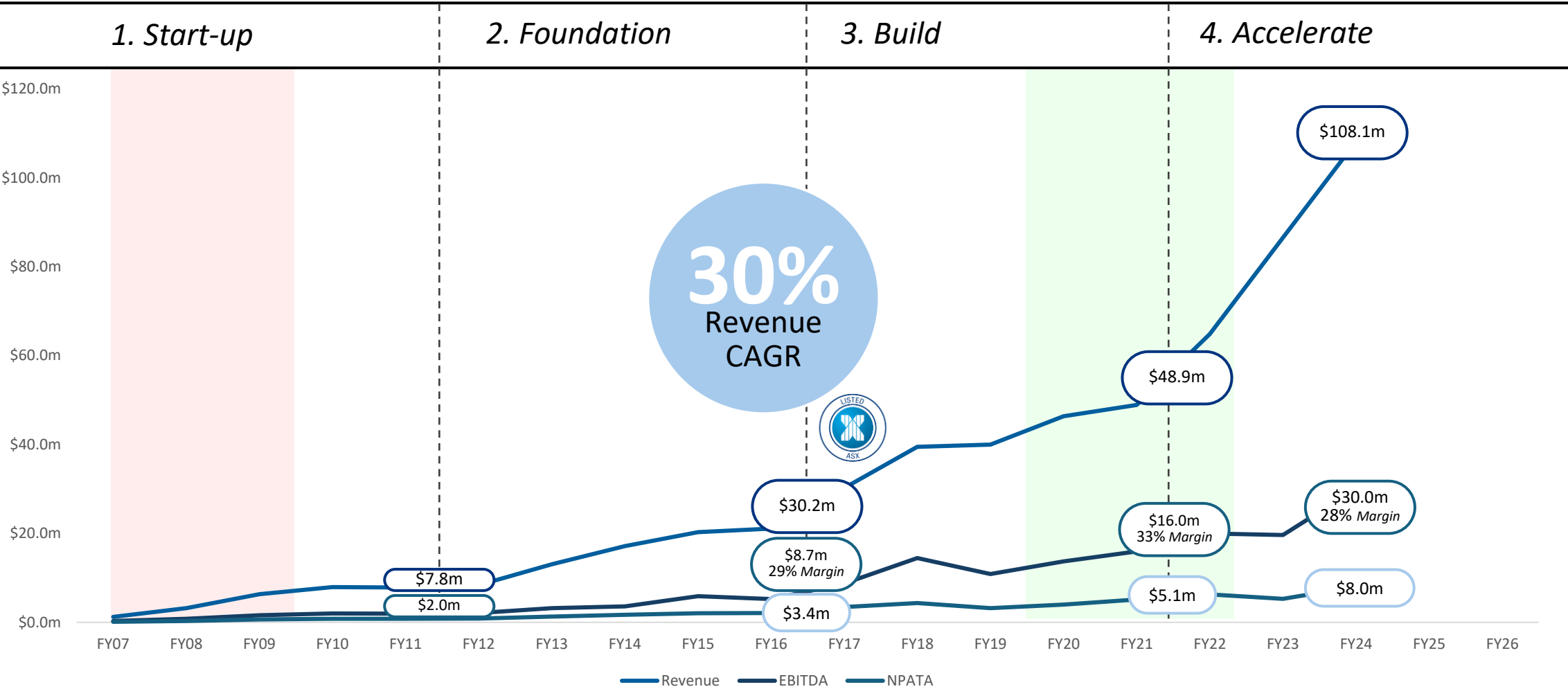
AUSTRALIA: 26

18 Years of Growth (Doubled 6 times) due to KPG Business System



**CAGR means Compound Annual Growth Rate and represents the constant rate of compound revenue growth over the period since inception (with the business founded in 2006, and the calculation based on 2007 representing the first full year of operations). Audited numbers from FY2013 onwards.

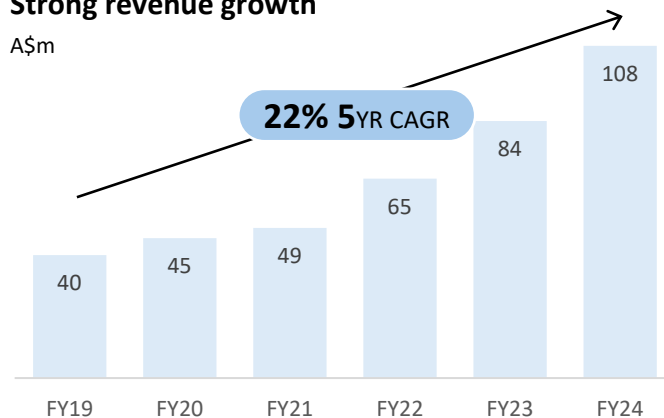
Progress in 5-year periods



Performance

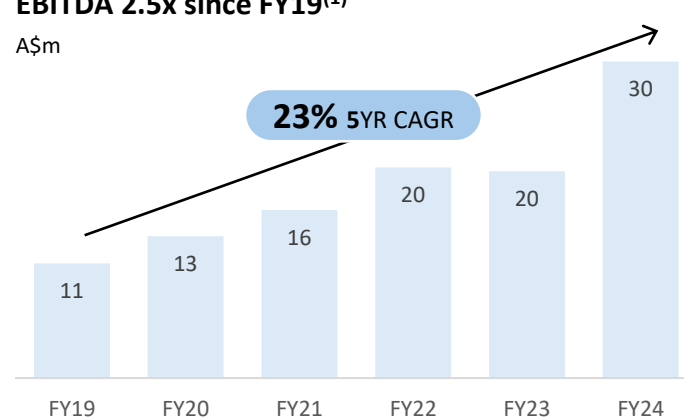
Strong revenue growth

A\$m



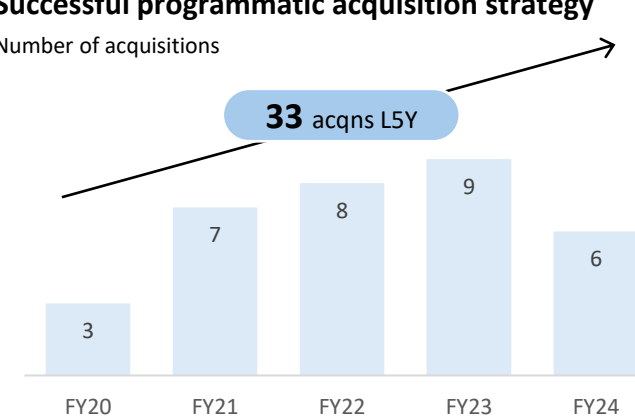
EBITDA 2.5x since FY19⁽¹⁾

A\$m



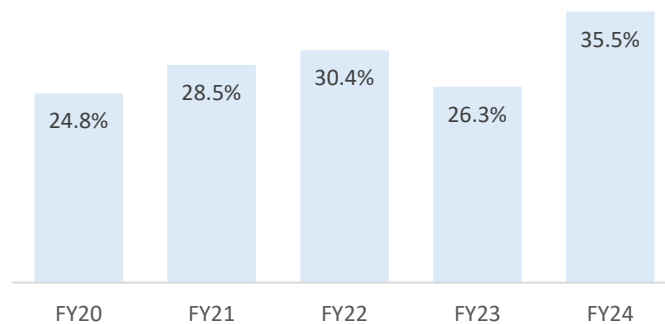
Successful programmatic acquisition strategy

Number of acquisitions



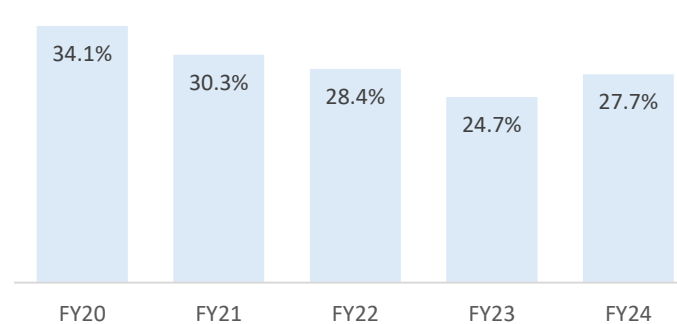
+20% Return on Equity⁽²⁾

29% 5YR CAGR



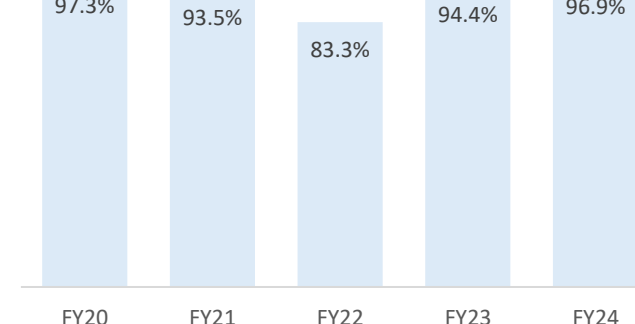
+29% Return on Invested Capital⁽³⁾ + Organic Growth

29% 5YR average



Cash conversion⁽⁴⁾

93% 5YR average



Note: (1) Pre AASB 16. (2) Parent ROE calculated as underlying NPATA / Equity. (3) Group ROIC calculated as (NPAT plus interest) / (Equity + Debt). (4) Cash conversion calculated as last reported operating cash flow divided by EBITDA.

Strategy

Objective

Top 10 in Australia

Go Global

Grow to become a top 10 accounting firm in Australia


Growing Kelly+Partners Business System in global markets

Scope

#	Financial Review Top 100 Accounting Firms (\$m)	Revenue
	Deloitte Australia	\$2,780.00
	EY Australia	\$2,500.00
	PwC Australia	\$2,350.00
	KPMG Australia	\$2,230.00
1	BDO	\$540.10
	Findex (financial planning)	\$463.50
2	RSM Australia	\$372.50
3	Grant Thornton Australia	\$359.40
4	Pitcher Partners	\$349.00
15	PKF	\$185.10
6	William Buck	\$171.00
7	Bentleys	\$142.00
8	Nexia Australia	\$140.90
	McGrathNicol (insolvency)	\$135.00
9	HLB Mann Judd	\$133.30
10	Hall Chadwick	\$119.40
	Synergy Group (government)	\$110.00
	Count Limited (financial planning)	\$109.20
11	Kelly+Partners Accountants (FY24)	\$108.10
12	Moore Australia	\$100.00

25%-40%

4%



Country	US	UK	Australia	Total
FY24 Revenue	\$4.2m*	-	\$103.9m	\$108.1m
%	3.9%	-	96.1%	100%

* Part year contributions from in year acquisitions

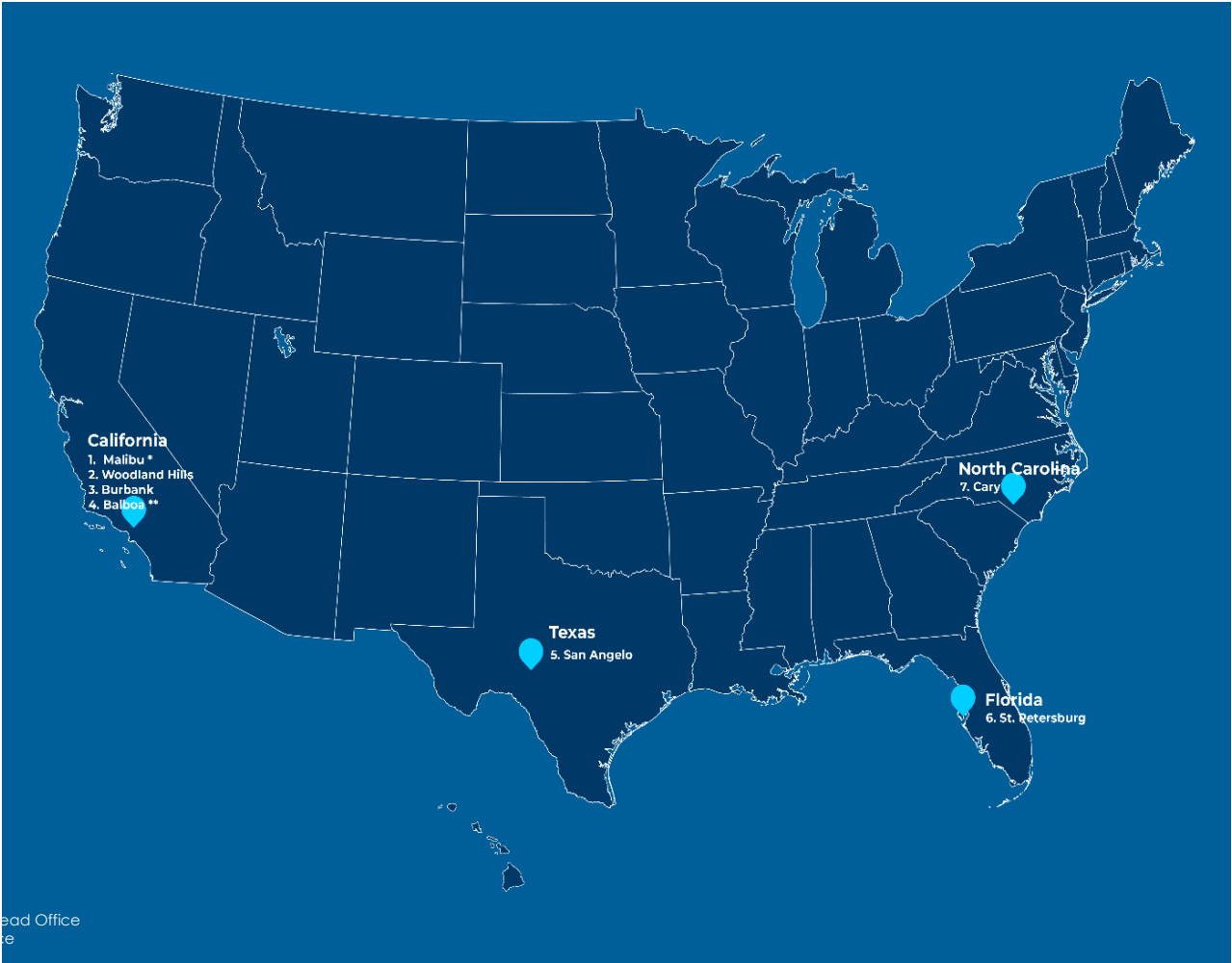
Advantage

Kelly+Partners Business System, Partner-Owner-Driver® , Central Progress Team

USA Opportunity

Kelly+Partners now has 7 office locations in US (California, Texas, Florida) which represent 12.2%-15.2% of Group Revenues

	Australia	California	Texas	Florida
Population	26.4m	39.0m	30.0m	22.2m
GPD (USD \$trillion)	\$1.7tn	\$3.6tn	\$2.6tn	\$1.3tn
Land (thousands sq miles)	2,996	164	269	66
Population density (Per sq mile)	9	251	114	415
Median household income (USD\$)	\$63,393	\$84,097	\$72,284	\$67,917
GDP per capita	\$63,405	\$91,982	\$86,431	\$53,355



USA Progress

#	Location	Revenue to Group (\$AUD)
1	Woodland Hills, CA	\$1.8m to \$2.5m
2	Burbank, CA	\$4.0m to \$4.8m
3	San Angelo, TX	\$0.1m
4	St Petersburg, FL	\$10.0m to \$12.5m
	Total	\$15.9m to \$19.9m
	% of Group Revenue	12.2% to 15.2%



- 2 offices in Florida and North Carolina
- Revenues of **\$USD7.0m-\$USD8.2m (\$AUD10.8m-\$AUD12.5m)**, accounting for **~10%** of Group revenues
- Kelly+Partners purchased 50.1% of interest
- All 4 existing equity partners made long term commitments (1 by 5 years, 1 by 7 years and 2 by 10 years)
- Leading accounting group to McDonalds franchisees for more than 35 years, servicing 5% of all restaurants in US
- Kelly+Partners’ Australia currently services 10% of McDonalds’ restaurants in Australia
- Kelly+Partners now has 7 office locations in US which represent 12.2%-15.2% of Group Revenues

KPG in 10 seconds

Profit & loss

	<div>Revenue</div> <div>+29.2%</div> <div>Revenue Growth</div>	<div>Margin</div> <div>+4.4%</div> <div>EBITDA Margin</div>	<div>Parent NPATA</div> <div>+52.3%</div> <div>Underlying NPATA Growth</div>
FY24	\$108.1m	27.8%	\$8.0m
FY23	\$83.7m*	22.7%	\$5.3m
	Revenue from ordinary activities	Underlying EBITDA pre AASB 16 to Revenue	Underlying NPATA attributable to parent
	Revenue / FTE	Firm EBITDA %	Underlying group NPATA
FY24	\$200K/FTE	29.6%	\$21.3m
FY23	\$227K/FTE	27.3%	\$13.6m

Balance sheet

	<div>Return</div> <div>40.6%</div> <div>Return on Equity</div>	<div>Gearing</div> <div>-0.37x</div> <div>Net debt to underlying EBITDA</div>
FY24	40.6%	1.28X
FY23	38.4%	1.65X
	Underlying Group NPATA on Group Equity	Net Debt on Underlying Group EBITDA
	Group ROIC*	Lockup Days
FY24	24.8%	56.1
FY23	20.0%	48.1

Cashflow

	<div>Cashflow</div> <div>+30.7%</div> <div>Operating cashflow</div>	<div>Efficiency</div> <div>+2.5%</div> <div>Cash Conversion</div>
FY24	\$20.2m	96.9%
FY23	\$15.4m	94.4%
	Operating Cashflow pre AASB 16	Operating Cashflow (before finance costs and tax) on EBITDA
	Receipts from Customers	Operating Cashflow
FY24	\$118.4m	\$32.5m
FY23	\$94.7m	\$24.7m

* excludes operations that were discontinued in FY24 for like for like comparison.

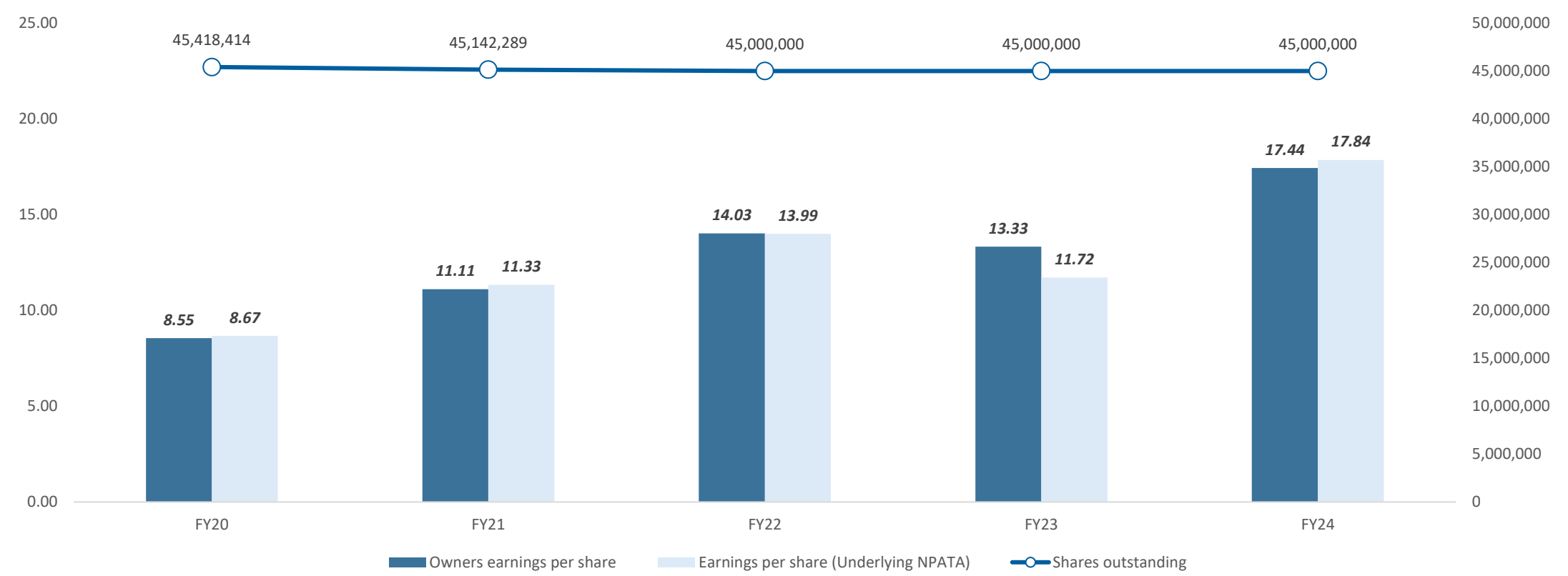
Capital Allocation – FY

KPG aims to build per-share intrinsic value by:

			FY18	FY19	FY20	FY21	FY22	FY23	FY24
1.	Improving the earning power of our operating businesses	✓	34.0%	27.7%	32.5%	33.4%	30.9%	27.3%	29.6%
			EBITDA margin of operating businesses						
2.	Further increasing their earnings through acquisitions	✓	17.2%	6.4%	6.6%	4.8%	26.5%	28.7%	26.3%
			Contribution to revenue growth						
3a.	Growing our existing accounting subsidiaries	✓	10.3%	(6.4%)	6.6%	1.5%	4.7%	2.9%	2.7%
			Contribution to revenue growth						
3b.	Growing our existing complementary businesses	✓	2.7%	1.8%	1.4%	1.2%	1.5%	1.8%	0.3%
			Contribution to revenue growth						
4a.	Making programmatic acquisitions	✓	0	4	3	7	8	8	6
			Number of acquisitions						
4b.	Making an occasional large acquisition (i.e. >\$5m in revenue)	✓	0	0	0	0	0	1	0*
5.	Repurchasing KPG shares	✓	0	2k	95k	400k	0	0	0
	Number of Shares On Issue		45.5m	45.5m	45.4m	45.0m	45.0m	45.0m	45.0m

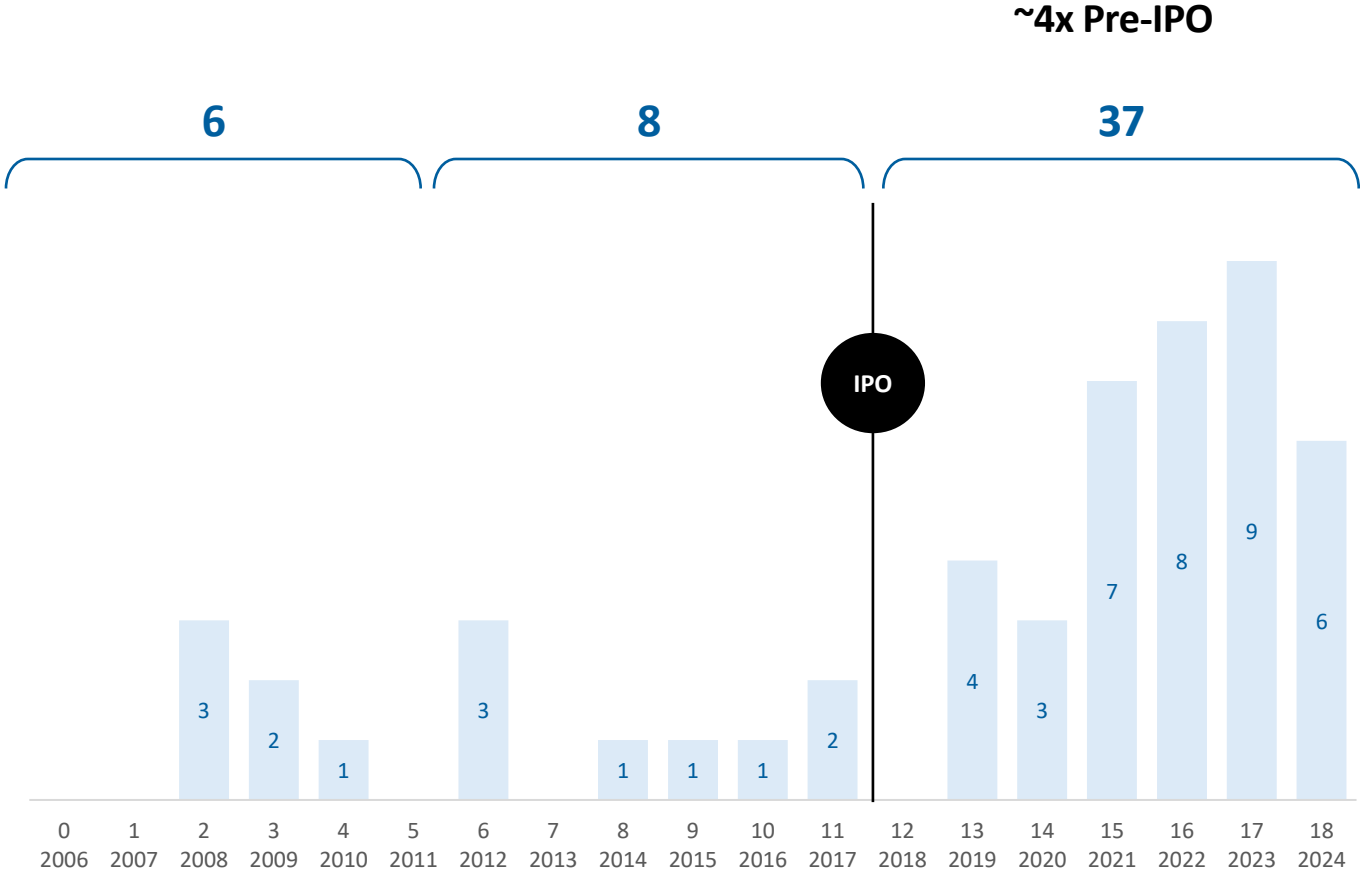
*Post year end on 16th August 2024 we completed the Florida partnership which is a large acquisition with \$10.8m-\$12.5m in annual revenues

EPS & Free Cashflow per Share (Owners' earnings per share)

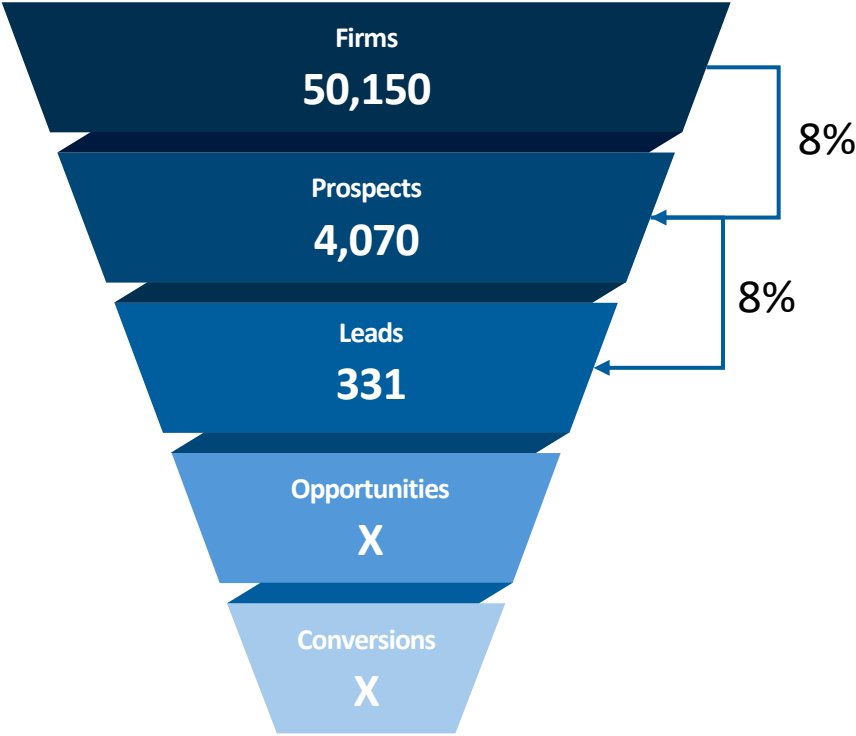


+19.5% p.a.
Owner Earnings (Parent) / FCF per share growth from FY20 to FY24

Opportunistic **AND** Programmatic PARTNERSHIPS



Note: based on acquisitions that are announced in the stated financial year, e.g. acquisition that was announced in FY22 but completed in FY23 is shown in FY22.



Capital allocation



ROIC



Mark Leonard
Constellation Software
2009 President’s Letter, page 2

“And when we think about Invested Capital, we think about the shareholder capital that has been invested in the businesses, plus any Adjusted Net Income less any distributions. Obviously, when you divide Adjusted Net Income by Invested Capital, you get a measure of the return on our shareholders’ investment (i.e. ROIC). If you add Organic Net Revenue Growth to ROIC, you get what we believe is a proxy for the annual increase in Shareholders’ value. In a capital intensive business, you couldn’t just add Organic Net Revenue Growth to ROIC, because growing revenues would require incremental Invested Capital. In our businesses we can nearly always grow revenues organically without incremental capital.”

Year	Group Underlying NPATA + Cash Interest	Invested Capital (Debt + Equity)	ROIC	Organic Revenue Growth (YOY)	ROIC + Organic Revenue Growth
2017	\$7,961,219	\$34,791,080	22.9%		22.9%
2018	\$12,132,817	\$38,886,264	31.2%	13.0%	44.2%
2019	\$9,650,748	\$42,755,818	22.6%	-4.3%	18.3%
2020	\$10,955,031	\$41,935,241	26.1%	8.0%	34.1%
2021	\$12,410,693	\$44,924,311	27.6%	2.7%	30.3%
2022	\$15,209,546	\$68,289,664	22.3%	6.2%	28.4%
2023	\$16,136,313	\$80,725,640	20.0%	4.7%	24.7%
2024	\$25,013,784	\$100,787,280	24.8%	3.0%	27.8%
Average (2018 to 2024)			24.9%	4.8%	29.7%

Additional Investment

- Additional investment of \$2.0m (1.8% of revenue) to ensure we can handle next stage of growth
Additional investment has reduced 20% from prior year while revenues have grown 29%.
- We have always invested in advance to have the right team and platform to service newly acquired businesses joining the Group.
- Significant additional investment only required and intentionally spent during times of extraordinary growth

Sources of capital

- Internal cashflow
- Issue debt
- Issue equity

Use of capital

- Invest in existing operations
- Buy other companies
- Pay down debt
- Pay dividends
- Repurchase shares

	FY18	FY19	FY20	FY21	FY22	FY23	FY24	Recurring
Group revenue	\$39,469	\$39,975	\$45,496	\$48,906	\$64,862	\$86,524	\$108,143	\$120,000
<i>Revenue growth</i>	-	+1.3%	+13.8%	+7.5%	+32.6%	+33.4%	+29.2%	
Additional investment	\$372	\$742	\$1,631	\$371	\$78	\$2,479	\$1,978	
<i>% of revenue</i>	0.9%	1.9%	3.6%	0.8%	0.1%	2.9%	1.8%	
<i>Cumulative additional investment</i>	\$372	\$1,114	\$2,745	\$3,116	\$3,194	\$5,673	\$7,651	
Underlying NPATA	\$4.3m	\$3.2m	\$3.9m	\$5.1m	\$6.3m	\$5.3m	\$8.0m	\$10 - \$11.0m

~2x

Financial Highlights



Financial Highlights

FY24 Financial Highlights (m)	KPGHL & Controlled Entities			KPGHL Attributed (parent only)		
P&L and Cashflow	FY23*	FY24	% Change	FY23	FY24	% Change
Revenue	\$83.7	\$108.1	29.2%	—	—	—
Underlying EBITDA (pre AASB 16)	\$19.6	\$30.0	53.1%	—	—	—
Margin %	23.4%	27.8%	18.4%	—	—	—
EBITDA (pre AASB 16)	\$21.6	\$28.3	31.1%	—	—	—
Underlying NPATA	\$13.6	\$21.3	56.3%	\$5.3	\$8.0	52.3%
Margin%	16.3%	19.7%	21.0%	6.3%	7.4%	—
NPATA	\$15.0	\$19.1	27.2%	\$6.0	\$6.2	3.5%
Dividends & Distributions Paid	\$12.7	\$11.0	-13.3%	\$2.9	\$1.6	-45.6%
Cash from Operating Activities (pre AASB 16)	\$15.4	\$20.2	30.7%	—	—	—
Owners' Earnings ¹	\$15.0	\$19.5	30.4%	\$6.0	\$7.8	30.8%
Gearing (Net Debt / Underlying EBITDA)	1.65x	1.28x	—	—	—	—
Cash Conversion (Operating Cash Flow / EBITDA)	94.4%	96.9%	—	-	-	—
Earnings per share (Underlying NPATA) (cents)	—	—	—	12.01c	17.84c	48.6%
Earnings per share (Stat NPAT) (cents) ²	—	—	—	8.62c	7.37c	-14.5%
Ordinary dividend Per Share (cents) ⁹	—	—	—	4.79c	3.50c	-26.9%
Equity Partners	78	96	23.1%	-	-	—
Revenue per Equity Partner (Trailing 12 months)	\$1.1	\$1.1	1.6%	-	-	—
Balance sheet	30-Jun-23	30-Jun-24	% Change	30-Jun-23	30-Jun-24	% Change
Lockup (Debtors + WIP) ³	\$14.1	\$18.0	27.7%	-	-	-
Net Debt ⁸	\$39.9	\$45.2	13.1%	\$4.5	\$9.2	106.9%
Total Equity	\$35.5	\$52.4	47.6%	\$20.5	\$22.6	10.2%
Return on Equity ⁴	38.4%	40.7%	6.0%	30.4%	35.5%	16.7%
Return on Invested Capital ⁵	20.0%	24.8%	24.2%	18.5%	21.5%	16.0%
Days Lockup ⁶	48.1	56.1	16.6%	-	—	—
Equity Ratio (Equity / Total Assets) ⁷	26.8%	32.9%	22.8%	—	—	—

*FY23 P&L adjusted to exclude discontinued operations for like for like comparison

¹ Owner earnings – calculated as Cash from Operating Activities less Payments for Lease Liabilities less Maintenance Capex.

² Earnings per share on statutory NPAT impacted by amortisation expenses and non recurring, one off items

³ Lockup – calculated as the total of trade and other receivables, accrued income less contract liabilities

⁴ Return on Equity – calculated as the Underlying NPATA / Total Equity

⁵ Return on Invested Capital – calculated as (Underlying NPATA + Interest) / (Total Equity + Debt). Parent ROIC has been recalculated to take in to account parent attributed debt that sits in operating businesses.

⁶ Days Lockup – calculated as lockup divided by revenue multiplied by 365

⁷ Equity Ratio – calculated as Equity / Total Assets.

⁸ Net Debt for parent excludes attributable debt in subsidiary businesses.

⁹ Ordinary dividends paid represent the dividends paid relating to the stated financial year including estimated final dividends. For example, dividends paid in FY22 relating to FY21 are shown in the FY21 column.

Income Statement

Revenue of

\$108.1m

(+\$24.5m, up 29.2%),

driven both by organic revenue growth (3.0%) and by contributions from acquisitions completed in FY23 and in FY24 (26.2%).

EBITDA margin at

27.8%

(FY23: 22.7%)

has improved from the prior half year due to a reduction in additional investments in the parent entity. Excluding the parent additional investments, the EBITDA margin of the operating businesses is at 29.6%. We target increasing this to 35.0% over time.

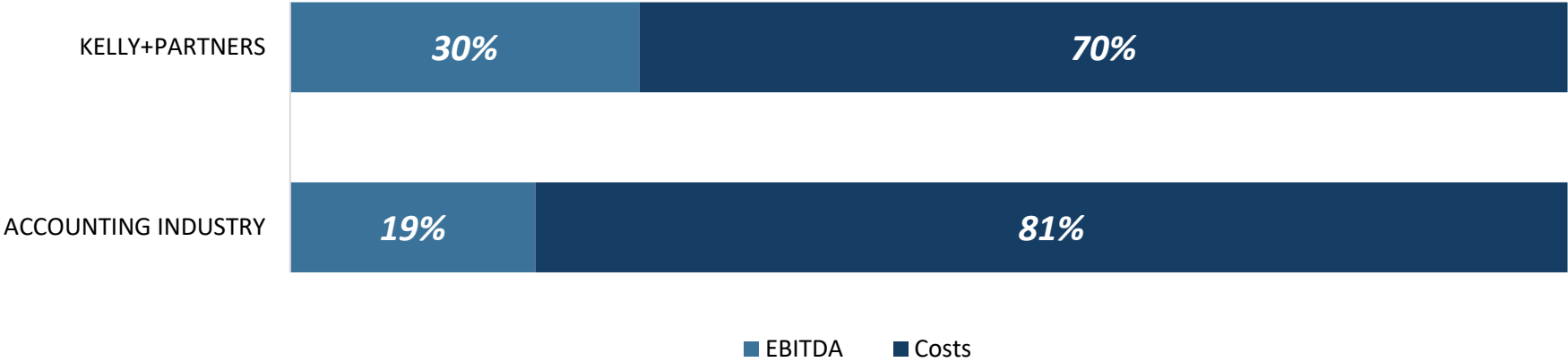
Underlying NPATA attributable to shareholders increased by 52.3% to \$8.0m (FY23: \$5.3m).

- Operating expenses increase in line with revenue growth.
- Increased amortisation expense due to higher customer relationship intangibles resulting from increased acquisition activity.
- Increased finance costs due to a rise in interest rates as well as increased debt from financing acquisitions completed.

Income Statement Summary (\$m)	FY23	FY24	Δ%
Professional services revenue	\$83.7	\$108.1	29.2%
Other income	\$0.9	\$1.8	111.5%
Total Revenue	\$84.5	\$110.0	30.1%
Operating Expenses	-\$64.9	-\$79.9	23.1%
Underlying EBITDA pre AASB 16	\$19.6	\$30.0	53.1%
<i>Underlying EBITDA margin (pre AASB 16)</i>	23.4%	27.8%	
Non Recurring Income/Expenses	\$2.0	-\$1.7	-
Statutory EBITDA pre AASB 16	\$21.6	\$28.3	31.1%
AASB 16 implementation	\$3.9	\$5.2	-
Statutory EBITDA	\$25.5	\$33.5	31.2%
D&A	-\$9.2	-\$12.1	31.5%
Finance Costs	-\$4.3	-\$5.8	35.0%
Income Tax	-\$1.1	-\$2.1	82.2%
Statutory NPAT - Group Total	\$10.9	\$13.5	24.2%
Non controlling interest	\$7.0	\$10.2	45.6%
Statutory NPAT - Parent entity	\$3.9	\$3.3	-14.5%
Amortisation	\$2.1	\$2.9	36.8%
Non Recurring Income/Expenses	-\$0.7	\$1.9	-
Underlying NPATA to Shareholders	\$5.3	\$8.0	52.3%

FY24 Profitability

Operating Businesses	Accounting Established	Accounting Growth	Other Services	Total	Accounting Subscale	Total inc. Subscale	Acquired – Accounting AU*	Acquired – Accounting US*	Total inc. Acquired
Revenue	\$72.2	\$7.5	\$4.8	\$84.6	\$3.1	\$87.7	\$16.2	\$4.2	\$108.1
EBITDA^	\$22.2	\$1.3	\$2.1	\$25.6	\$0.1	\$25.7	\$5.4	\$0.8	\$32.0
EBITDA Margin %	30.8%	17.1%	42.8%	30.2%	4.7%	29.3%	33.3%	20.0%	29.6%

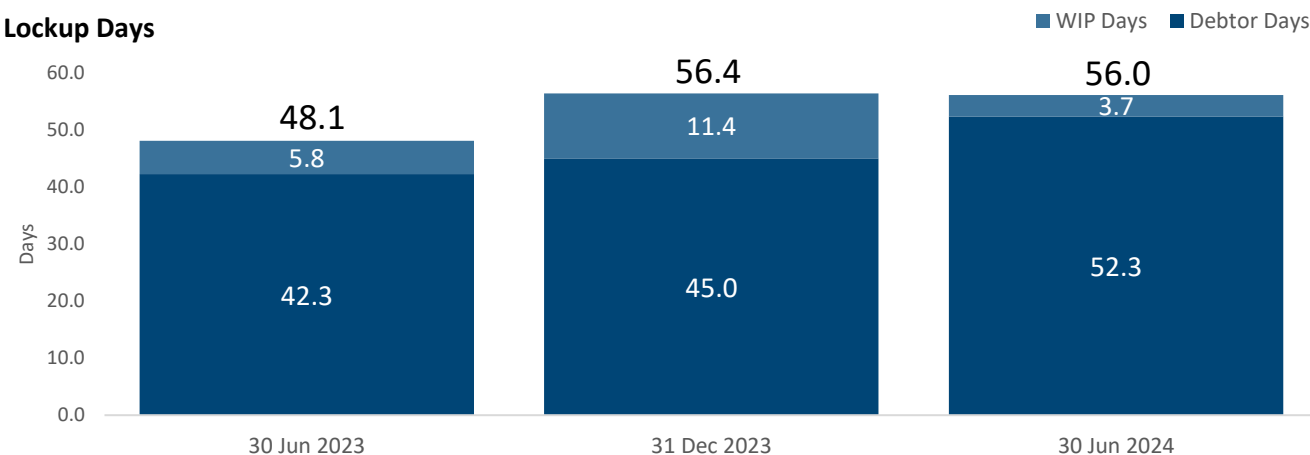


Source: IBIS World Accounting Services in Australia Industry Report (April 2020)
 Kelly+Partners data based on FY24 accounts before parent entity costs and is after Base Distributions to Operating Business Owners
 ^EBITDA before parent entity costs and pre AASB 16
 * Part year contributions from in year acquisitions

Balance Sheet

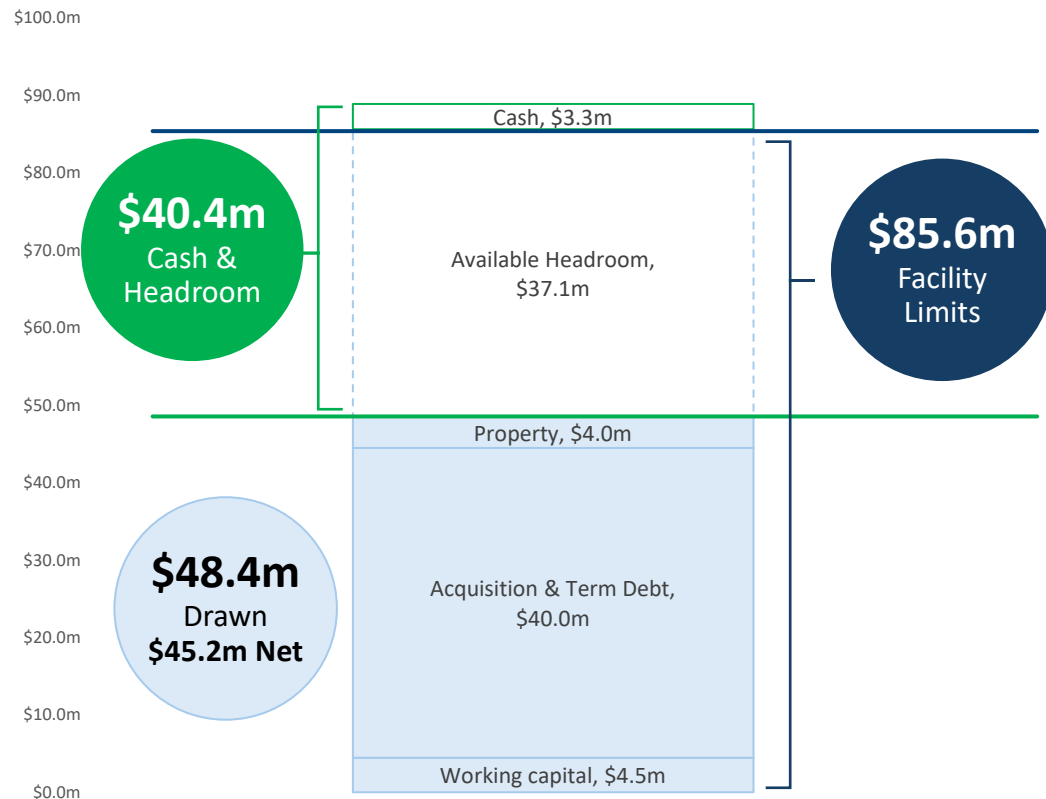
- Net Debt / Underlying EBITDA of 1.28x (FY23: 1.65x) due to a full year's profit contribution from acquisitions completed in the prior year, as well as an increase in the profitability of the Group.
- Group ROE of 40.7% (Group Underlying NPATA \$21.3m / Group Equity of \$52.4m) (FY23: 38.4%).
- Parent ROE of 35.5% (FY23: 26.3%)
- Lock up days at 56.0 days and is calculated based on annualized run rate revenue
- Total Assets \$159.3m (+21.1%) driven mainly due to increases in intangible assets from acquisitions to \$81.8m (FY23: \$65.9m) with a corresponding increase in NCI equity as the 49% equity of the acquired business is recorded as part of the accounting recognition
- Net debt has increased 13.1% since FY23 while revenue has increased 29.2% and underlying NPATA of the parent increased 52.4%

Lockup Days



\$m (consolidated)	Balance Sheet (selected line items displayed)		
	30 Jun 2023	31 Dec 2023	30 Jun 2024
Cash	5.3	6.3	3.3
Lock up (Debtors + WIP)	14.1	13.4	18.0
Right of use assets	20.6	21.4	24.4
Intangibles	65.9	65.4	81.8
Total Assets	132.6	131.5	159.3
Borrowings	45.2	43.2	48.4
Lease liabilities	23.9	24.5	29.0
Total Liabilities	97.1	95.7	107.0
Net Assets	35.5	35.8	52.4
Non-Controlling Interest	14.9	15.7	29.7
Equity attributable to KPGH shareholders	20.5	20.1	22.6

Debt & Liquidity



- Working Capital debt of \$4.5m is covered 4x by WIP and Debtors (\$18.0m)
- Acquisition & Term Debt of \$40.0m is supported by annuity style cashflows and repaid over 4-5 years
- Cash & facility headroom of **\$37.1m**, representing 82% of debt drawn
- Headroom includes new **\$22m** facility for US expansion and general corporate purposes

Loan type (m)*	Parent	Op. Bus	Total Debt
Working Capital Debt	\$0.2	\$4.2	\$4.5
Property Debt	\$0.0	\$4.0	\$4.0
Acquisition & other term debt	\$9.1	\$30.9	\$40.0
Gross Debt – FY24	\$9.3	\$39.1	\$48.4
Cash – FY24	-\$0.1	-\$3.2	-\$3.3
Net Debt – FY24	\$9.2	\$36.0	\$45.2

FY23

Gross Debt - FY23	\$5.0	\$40.3	\$45.2
Cash - FY23	-\$0.5	-\$4.8	-\$5.3
Net Debt - FY23	\$4.5	\$35.5	\$39.9

Movement

Gross Debt	\$4.3	-\$1.3	\$3.2
Cash	-\$0.4	-\$1.6	-\$2.1
Net Debt	\$4.8	\$0.5	\$5.2

* Rounded to nearest \$100,000

- Net debt increased \$5.2m from 30 June 2023 mainly to fund the 6 acquisitions completed this year
- Group gearing decreased to 1.28x (FY23: 1.65x) due to a full year's profit contribution from acquisitions completed in the prior year, as well as an increase in the profitability of the Group.

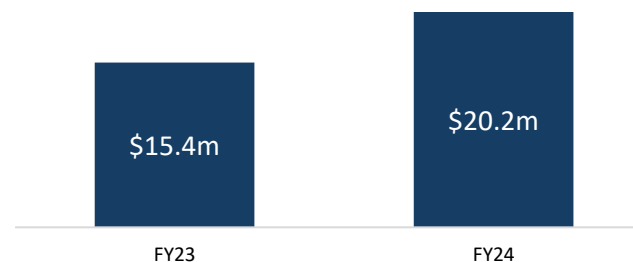
Cashflow

- Cash from Operations pre AASB 16 of \$20.2m increased by 30.7% (FY23: \$15.4m)
- Free Cashflow to Firm increased 44.1%
- Cash Conversion¹ of 96.9% (FY23: 94.4%) and is within our expected 85%-100% conversion ratio
- Drawn debt used primarily to fund acquisitions and new partner buy-in loans
- Growth capex includes fit out of 2 offices, set up of Mumbai office (currently houses 30+ team members) and purchase of commercial property in Leeton (from which Kelly Partners Leeton operates). There are currently 33 office locations within the Group and fit outs are completed every 10 years.

¹ Cash Conversion is calculated as Operating Cashflow divided by Reported EBITDA. Operating Cashflow means cash from operations but before finance and cash taxes

* Rounded to nearest \$100,000. Refer to slide "Cash Reconciliation" for a reconciliation from Statutory NPAT to Cash from Operations

Cash from Operations (CfO)



Free Cashflow to Firm (FCFF) after scheduled debt reductions



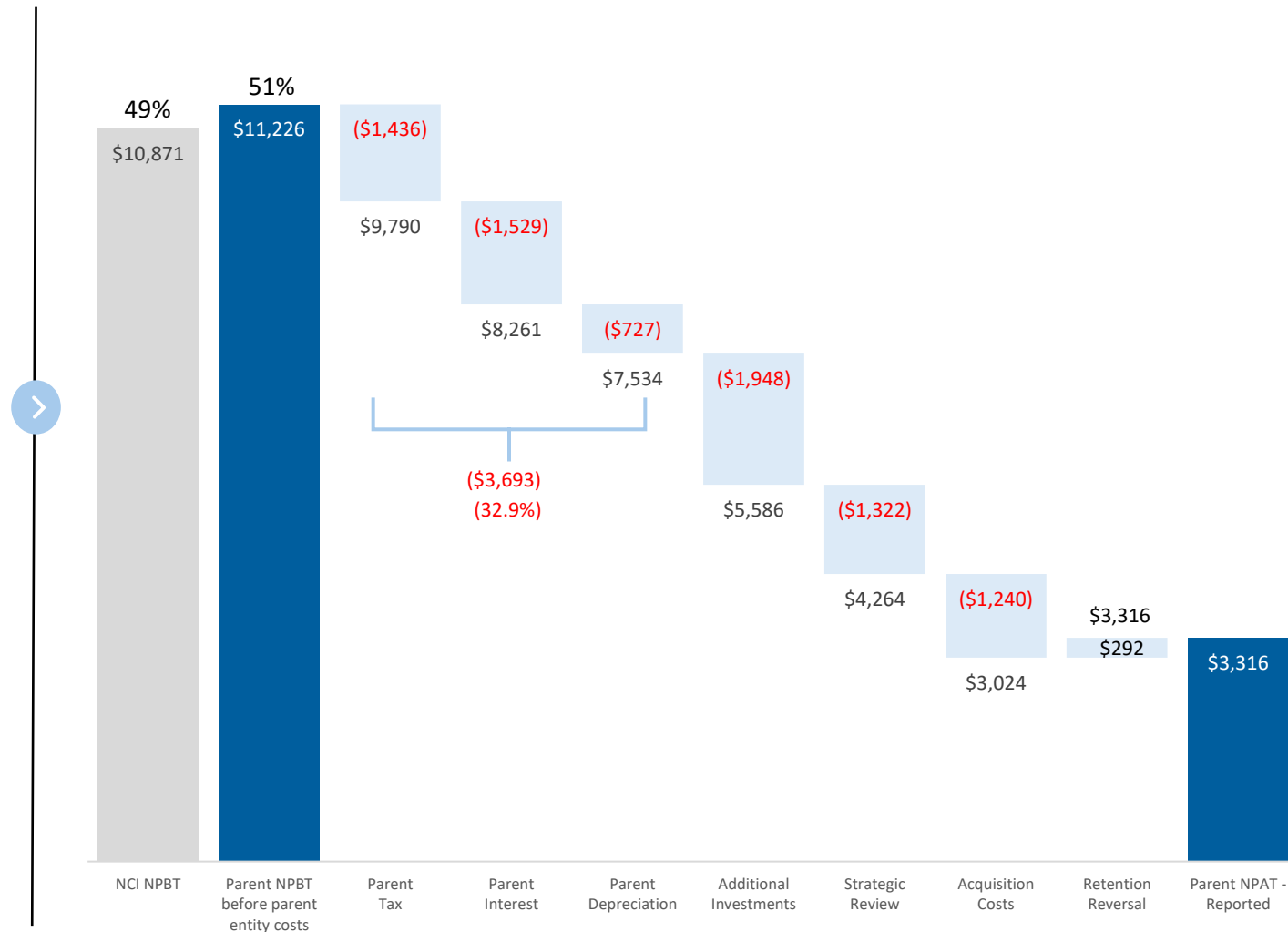
Cash flow (\$m)*	FY23	FY24	Diff \$	Diff%
Cash from Operations (CFO) pre AASB 16	\$15.4	\$20.2	\$4.7	30.7%
Maintenance Capex	-\$0.5	-\$0.7		
Scheduled Debt Reductions	-\$7.0	-\$8.0		
Free Cash Flow to Firm (FCFF) after scheduled debt reductions	\$7.9	\$11.4	\$3.5	44.1%
Debt Drawn	\$11.6	\$20.4		
Acquisitions	-\$5.0	-\$11.8		
Growth Capex	\$1.9	\$3.1		
Distributions to non controlling interests	-\$8.8	-\$8.8		
Additional debt repayments	-\$2.8	-\$2.5		
Dividends to Shareholders	-\$3.9	-\$1.6		
Partner Loans Advanced	-\$2.8	-\$2.5		
Payments into Employee Share Scheme Trust	-\$0.8	-\$0.3		
Proceeds from sale of Equity Interests	-\$0.2	\$3.5		
Deposits	-\$0.1	\$0.1		
Share buy backs	\$0.0	\$0.0		
Change in Net Cash*	-\$6.8	\$4.8		

Parent & NCI Waterfall

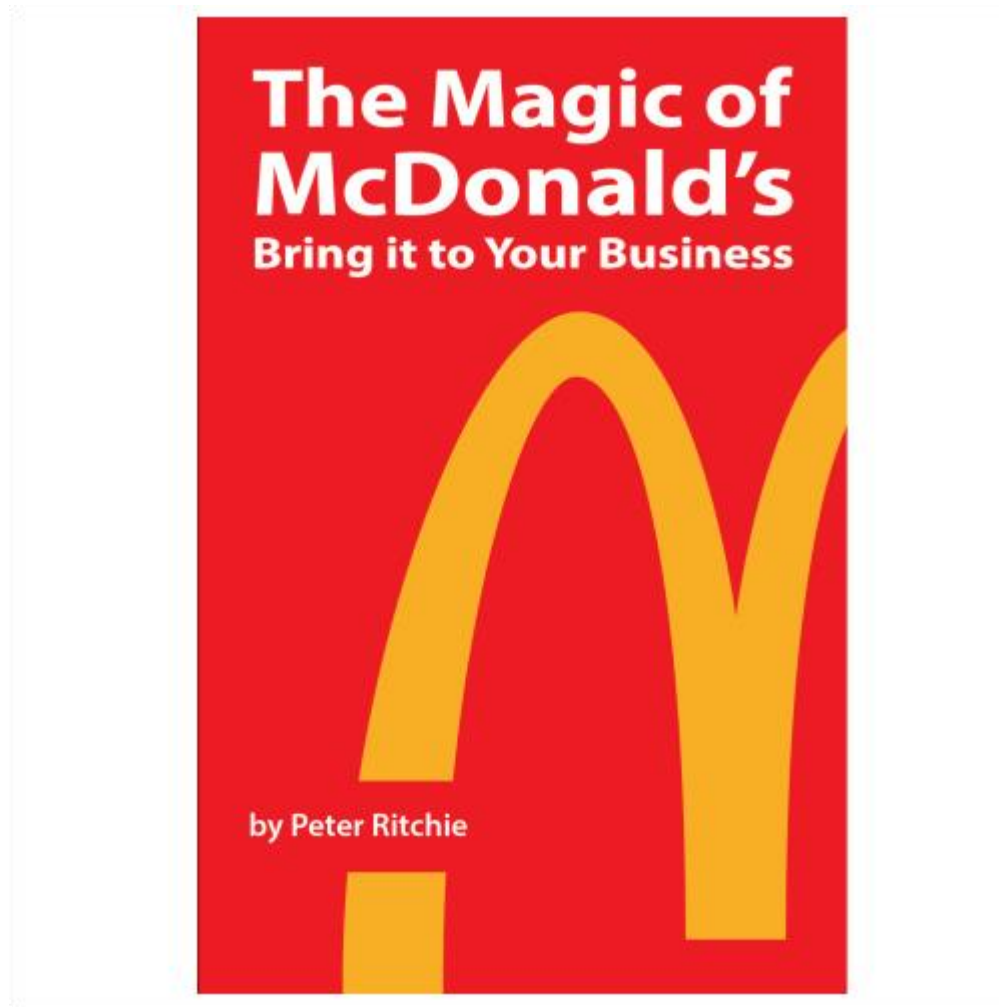
- The profit attributable to the parent vs. NCI represent a 24%/76% split and differs from the ownership interests of ~51%/49%.

This is due to the following items:

- Income tax expense of \$1.4m of the parent entity. As the majority of operating businesses are partnerships, the income tax expense attributable to non controlling interests in these partnerships is not included in the consolidated accounts
- Parent entity additional investments above the Services Fee and IP License Fee income that it receives which is borne 100% by the parent entity
- Non recurring items include:
 - Strategic review – legal costs on exploring potential domiciliation of the Company to the US
 - Acquisition costs – for the 6 acquisitions completed this year with \$807K relating to the US acquisitions including redocumentation and Americanizing of the Group's Australian legal agreements
- Interest from debt attributed to the parent used to fund acquisitions
- Depreciation on office fitouts in the US and Australia, as well as amortization of software development costs



Book Recommendation



Shareholders



ONLINE
VOTING GUIDE



GETTING STARTED

To submit your vote online you will need to visit the link provided in the notice of meeting on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.

TO LOG IN, YOU MUST HAVE THE FOLLOWING INFORMATION:

Australian Residents

SRN or HIN and postcode of your registered address.

Overseas Residents

SRN or HIN and country of your registered address.

Appointed Proxies

Please contact Computershare Investor Services on +61 3 9415 4024 to request your unique email invitation link prior to the meeting day.

PARTICIPATING AT THE MEETING

To participate in voting during the online meeting, visit the link provided in the notice of meeting.

To register as a shareholder

Select 'Shareholder', enter your SRN or HIN and select your country. If Australia, also enter your post code.

or

To register as a proxyholder

To access the meeting click on the link in the invitation e-mail sent to you. Or select 'Invitation' and enter your invite code provided in the e-mail.

Shareholder

Invitation

Guest

If you are a shareholder or an appointed corporate representative, please enter the required details below.

SRN/HIN

eg. X1234567890

Country

Australia

Post Code

eg. 0123

SIGN IN

Shareholder

Invitation

Guest

If you are a received an email invitation for this meeting, please enter your invite code below.

Invite Code

Enter your invite code, e.g. G-ABCDEFG or ABCD

SIGN IN



Vote

When the Chair declares the poll open, select the 'Vote' icon and the voting options will appear on your screen.

To vote, select your voting direction. A tick will appear to confirm receipt of your vote.

To change your vote, select 'Click here to change your vote' and press a different option to override.

Broadcast

Vote

Q & A

Documents

Items of Business

2A Re-elect Mr John Brown as a Director

FOR

AGAINST

ABSTAIN

2B Re-elect Mr Peter Nolan as a Director

FOR

AGAINST

ABSTAIN

278060_10_V2

FOR ASSISTANCE

If you require assistance before or during the meeting please call +61 3 9415 4024.

Resolution 1 - Adoption of Remuneration Report

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **Ordinary Resolution**:

“That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company’s Annual Financial Report for the financial year ended 30 June 2024.”

Summary of Proxies Received

Resolutions	For	Against	Discretion	Exclusions	Abstain
RESOLUTION 1 Adoption of Remuneration Report	4,771,408 (99.00%)	24,070 (0.50%)	23,795 (0.50%)	784,889	1,560

Resolution 2 - Re-election of Mr Ryan Macnamee as Director

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **Ordinary Resolution**:

“That Mr Ryan Macnamee, a Director who retires by rotation in accordance with the Company’s Constitution and ASX Listing Rule 14.4, and being eligible offers herself for re-election as a Director of the Company, effective immediately.”

Summary of Proxies Received

Resolutions	For	Against	Discretion	Exclusions	Abstain
RESOLUTION 2 Re-election of Mr Ryan Macnamee as Director	5,460,288 (97.41%)	120,799 (2.16%)	24,345 (0.43%)	0	290

Resolution 3 - Re-election of Ms Ada Poon as Director

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **Ordinary Resolution**:

“That Ms Ada Poon, a Director who retires by rotation in accordance with the Company’s Constitution and ASX Listing Rule 14.4, and being eligible offers herself for re-election as a Director of the Company, effective immediately.”

Summary of Proxies Received

Resolutions	For	Against	Discretion	Exclusions	Abstain
RESOLUTION 3 Re-election of Ms Ada Poon as Director	5,018,352 (94.49%)	268,945 (5.06%)	23,795 (0.45%)	0	294,630

Resolution 4 - Renewal of the Proportional Takeover Approval Provisions in the Constitution

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **Special Resolution**:

“That, for the purposes of section 648G and 136(2) of the Corporations Act and for all other purposes, the Proportional Takeover Approval Provisions set out in Clause 11 of the Company’s Constitution be renewed for a period of three years from the date of the Meeting.”

Summary of Proxies Received

Resolutions	For	Against	Discretion	Exclusions	Abstain
RESOLUTION 4 Renewal of the Proportional Takeover Approval Provisions in the Constitution	5,580,217 (99.57%)	620 (0.01%)	23,795 (0.42%)	0	1,090

Resolution 5 - Approval of Provision of Financial Assistance to the KPGH Subsidiary

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **Special Resolution**:

“That, for the purposes of section 260A and 260B of the Corporations Act and for all other purposes, approval is given for K+P Sydney to provide financial assistance to the Company and the Equity Partner in connection with the purchase of the issued shares in the capital of K+P Sydney by way of entry into new loan facilities with and granting certain guarantees and security interests in favour of Westpac, to facilitate the funding requirements of the share purchase.”

Summary of Proxies Received

Resolutions	For	Against	Discretion	Exclusions	Abstain
RESOLUTION 5 Approval of Provision of Financial Assistance to the KPGH Subsidiary	5,275,349 (97.27%)	124,070 (2.29%)	23,795 (0.44%)	0	182,508

Q&A



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Be Better Off**

THANK YOU