

ABN 96 612 447 293

NOTICE OF

ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting (**AGM** or the **Meeting**) of Shareholders of Kogan.com Limited (**Kogan.com** or **the Company**) will be held as follows:

Friday, 16 November 2018
12:00pm (Melbourne Time)

Google Melbourne
161 Collins St
Melbourne VIC 3000

ITEMS OF BUSINESS

Item 1 - Financial Statements and Reports

To receive and consider the Company's Annual Financial Report, including the Directors' Report and Audit Report for the period ended 30 June 2018.

Item 2 - Adoption of Remuneration Report

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

"That the Company adopt the remuneration report for the period ended 30 June 2018 in accordance with Section 250R(2) of the Corporations Act."

Notes:

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

Voting Exclusion Statement: The Company will disregard any votes cast on this Item 2:

- by or on behalf of a member of the Company's Key Management Personnel (KMP) whose remuneration details are disclosed in the Remuneration Report for the year ended 30 June 2018, or their closely related parties, in any capacity; or
- as a proxy by a person who is a member of the Company's KMP, at the date of the meeting or their closely related parties.

However, votes will not be disregarded if they are cast as proxy for a person who is entitled to vote on Item 2:

- in accordance with the directions on the proxy form; or
- by the person chairing the Meeting, in accordance with an express authorisation to exercise the proxy even though Item 2 is connected with the remuneration of KMP.

The Chairman intends to vote all undirected proxies in favour of this Item 2.

Item 3 – Election of Directors

Re-election of Mr David Matthew Shafer

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

“That David Matthew Shafer, who retires in accordance with the Company’s Constitution and, being eligible, be re-elected as a Director of the Company.”

Item 4 - Renewal of Equity Incentive Plan

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

“That for the purposes of Listing Rule 7.2 Exception 9(b) and for all other purposes, the Employee Incentive Plan is renewed for a period of three years from the date of this Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour on this Item 4:

- by or on behalf of directors (except a director ineligible to participate in the Employee Incentive Plan); or
- their associates.

However, votes will not be disregarded if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

In addition, in accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Item 4 if the person is either a member of the KMP or a closely related party of such a member and the appointment does not specify the way the proxy is to vote on this Item 4. However, the proxy may vote if the proxy is the person chairing the meeting and the appointment expressly authorises the chair to exercise the proxy even if the resolution is connected directly with the remuneration of a member of the KMP.

The Chairman intends to vote all undirected proxies in favour of this Item 4.

OTHER INFORMATION

An Explanatory Memorandum accompanies and forms part of this Notice of Annual General Meeting.

All shareholders should read the Explanatory Memorandum carefully and in its entirety. Shareholders who are in doubt regarding any part of the business of the Meeting should consult their financial or legal adviser for assistance.

VOTING BY PROXY

Any shareholder entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote instead of that shareholder.

The proxy does not need to be a shareholder of the Company.

A shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the shareholder's votes.

With respect to Items 2 and 4 if a shareholder appoints the Chairman of the Meeting as proxy and does not direct the Chairman how to vote on that resolution, the shareholder authorises the Chairman to vote in accordance with his voting intention as stated in this Notice of Meeting, namely in favour of the resolution, even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.

Proxies must be:

- (a) lodged at the Company's share registry, Computershare Investor Services Pty Limited; or
- (b) faxed to the fax number specified below
not later than 12:00pm (Melbourne Time) on Wednesday 14 November 2018.

Address (hand deliveries): Computershare Investor Services Pty Limited
Yarra Falls, 452 Johnson Street,
Abbotsford, Victoria, 3067

Address (postal deliveries): C/- Computershare Investor Services Pty Limited,
GPO Box 242,
Melbourne VIC 3001,
Australia

Fax number for lodgement: (within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

The proxy form has been enclosed. Please read all instructions carefully before completing the proxy form.

ONLINE VOTING

You can lodge your vote online at:

www.investorvote.com.au

CUSTODIAN VOTING

Custodians who are subscribers of Intermediary Online, please submit your votes electronically via www.intermediaryonline.com

ENTITLEMENT TO VOTE

In accordance with Section 1074E(2)(g)(i) of the Corporations Act and Regulation 7.11.37 of the Corporations Regulations, the Company has determined that for the purposes of the meeting all shares will be taken to be held by the persons who held them as registered shareholders at 7:00pm (Melbourne Time) on Wednesday 14 November 2018. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

ALL ENQUIRIES

Call: (within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

VOTING INTENTIONS

Subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of all resolutions on the agenda.

In respect of undirected proxies, subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of all resolutions on the agenda.

By order of the Board



Mark Licciardo
Company Secretary
16 October 2018

EXPLANATORY MEMORANDUM

This Explanatory Memorandum sets out further information regarding the proposed resolutions to be considered by shareholders of Kogan.com Limited (**Kogan.com** or **the Company**) at the 2018 Annual General Meeting to be held commencing at 12:00pm (Melbourne Time) on Friday 16 November 2018 at the offices of Google Melbourne, 161 Collins Street Melbourne, Victoria 3000.

The Directors recommend that shareholders read this Explanatory Memorandum before determining whether or not to support the resolutions.

Item 1 - Financial statements and reports

Under Section 317 of the Corporations Act, Kogan.com is required to lay its Annual Financial Report, Directors' Report and Remuneration Report before its shareholders at its Annual General Meeting. The Annual Financial Report is submitted for shareholders' consideration and discussion at the Annual General Meeting as required. Meeting attendees are invited to direct questions to the Chairman in respect of any aspect of the report they wish to discuss.

Representatives of Kogan.com's auditor, KPMG, will be present for discussion purposes on matters of relevance to the audit.

Item 2 – Adoption of Remuneration Report

Board recommendation and undirected proxies.

The Board recommends that shareholders vote in **FAVOUR** of Item 2. The Chairman of the meeting intends to vote undirected proxies in **FAVOUR** of Item 2.

Item 2 provides shareholders the opportunity to vote on Kogan.com's Remuneration Report. The Remuneration Report is contained within the Directors' Report in the Annual Report. Under Section 250R(2) of the Corporations Act, the Company must put the adoption of its Remuneration Report to a vote at its Annual General Meeting.

This vote is advisory only and does not bind the Directors or the Company.

The Board will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at this meeting when reviewing Kogan.com's remuneration policies. If 25% or more of the votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of Kogan.com's Directors other than the managing director must be offered up for election.

Key management personnel and their closely related parties must not cast a vote on the Remuneration Report, unless as holders of directed proxies for shareholders eligible to vote on Item 2.

The Company encourages all shareholders to cast their votes on this resolution. The Chairman will vote all undirected proxies in favour of this resolution. If you wish to vote "against" or "abstain" you should mark the relevant box in the attached proxy form.

Item 3 – Election of Directors

Re-election of Mr David Matthew Shafer

Board recommendation and undirected proxies.

The Board (with Mr Shafer abstaining due to his interest in the outcome) recommends that shareholders vote in **FAVOUR** of Item 3. The Chairman of the meeting intends to vote undirected proxies in **FAVOUR** of Item 3.

Under clause 23.10 of Kogan.com's Constitution an election of Directors must be held each year. Mr Shafer will retire in accordance with this clause of Kogan.com's Constitution and, being eligible, has offered himself for re-election. Mr Shafer was appointed as a Director of the Company on 19 May 2016.

Item 3 provides for the re-election of Mr Shafer as a Director of the Company in accordance with the Company's Constitution.

David Shafer has worked with Kogan.com since 2006, moving to a full time role as Chief Operating Officer and Executive Director in November 2010. Prior to joining Kogan.com, Mr Shafer was a Senior Associate at Arnold Bloch Leibler.

Mr Shafer holds a Bachelor of Law (Honours) and Bachelor of Commerce from The University of Melbourne and is a Chartered Financial Analyst. He is also a member of the Company's Audit and Risk Management Committee.

The Directors (with Mr Shafer, abstaining) unanimously recommend that shareholders vote in favour of Item 3.

Item 4 - Renewal of Equity Incentive Plan

Board recommendation and undirected proxies.

The Board (excluding directors eligible to participate in the Employee Incentive Plan) recommends that shareholders vote in **FAVOUR** of Resolution 4. The Chairman of the meeting intends to vote undirected proxies in **FAVOUR** of Item 4.

Background

The Company first adopted its Equity Incentive Plan (EIP) in June 2016 and was in place when the Company listed on the ASX on 7 July 2016. The EIP Rules have not changed since the Company listed. A summary of the key terms of the Equity Incentive Plan is set out in Appendix A to this Explanatory Statement. The full Equity Incentive Plan Rules are available on the Company's website www.kogancorporate.com.

Kogan.com has adopted the EIP in order to assist in the motivation and retention of senior management and other selected employees of Kogan.com. The EIP is designed to align the interests of eligible employees more closely with the interests of Shareholders, by providing an opportunity for eligible employees to receive an equity interest in Kogan.com. Under the EIP, eligible employees may be offered Restricted Shares, Options or Rights ("Incentive Securities") which may be subject to vesting conditions.

Purpose of approval under the Listing Rules, a company is not specifically required to seek shareholder approval for the EIP. However, subject to the exceptions in Listing Rule 7.2, Listing

Rule 7.1 prohibits a listed company from issuing or agreeing to issue equity securities (including shares and options) equal to an amount of more than 15% of a company's ordinary capital in any 12 month period without shareholder approval.

Exception 9(b) of Listing Rule 7.2 permits securities issued under an employee incentive scheme such as the EIP, to be excluded from the 15% limit where the Shareholders have approved the issue of securities under the employee incentive scheme within 3 years before the date they are issued.

Shareholder approval is therefore being sought for the issue of securities under the EIP for the purposes of Exception 9 of Listing Rule 7.2.

The Company has issued 2,954,843 Performance Rights under the EIP Incentive Plan since the Company listed on 7 July 2016 of which 102,194 have expired or been canceled and 367,945 have vested and converted to Ordinary Shares.

Questions and Comments by shareholders at the Meeting

In accordance with the Corporations Act, a reasonable opportunity will be given to shareholders - as a whole - to ask questions or make comments on the management of the Company at the Annual General Meeting.

Similarly, a reasonable opportunity will be given to shareholders - as a whole - to ask questions to the Company's external Auditor, KPMG, relevant to:

- (a) the conduct of the audit;
- (b) the preparation and contents of the audit;
- (c) the accounting policies adopted by the Company in relation to the preparation of its Financial Statements; and
- (d) the independence of the Auditor in relation to the conduct of the audit.

Shareholders may also submit a written question to KPMG if the question is relevant to the content of KPMG's audit report or the conduct of its audit of the Company's Financial Report for the period ended 30 June 2018.

Relevant written questions to KPMG must be received by no later than 5:00pm (Melbourne Time) on Friday 9 November 2018. A list of those questions will be made available to Shareholders attending the meeting. KPMG will either answer questions at the meeting or table written answers to them at the meeting. If written answers are tabled at the meeting, they will be made available to shareholders as soon as practicable after the meeting.

Please send written questions for KPMG to:

By facsimile: +61 3 9602 4709;

Post to: C/- Mertons Corporate Services Pty Ltd
Level 7, 330 Collins Street
Melbourne VIC 3000

by no later than 5:00pm (Melbourne Time) on Friday 9 November 2018.

APPENDIX A - SUMMARY OF THE KEY TERMS OF THE EQUITY INCENTIVE PLAN

Eligibility	Offers of Incentive Securities may be made to any employee of the Kogan Group (including a director employed in an executive capacity) or any other person who is declared by the Board to be eligible to receive a grant of Incentive Securities under the EIP.
Offers	The Board may make offers of Incentive Securities to eligible participants at its discretion.
Terms and conditions	<p>The Board has the absolute discretion to determine the terms and conditions applicable to an offer under the EIP, including:</p> <ul style="list-style-type: none"> • The type or types of Incentive Securities being offered; • The number of Incentive Securities being offered; • The amount (if any) payable for the grant of Incentive Securities; • Any vesting conditions or other conditions that apply (including performance, service or other conditions); • The procedure for exercising an Option (including any exercise price that will be payable) following vesting; • The circumstances in which Rights and/or Options will lapse; • The circumstances in which Shares allocated to eligible participants may be forfeited; • How Incentive Securities may be treated in the event that the eligible participant ceases employment; • Any restrictions on dealing in relation to a Restricted Share or Share allocated under the EIP; and • Any circumstances in which a participant's entitlement to Incentive Securities may be reduced or extinguished.
Ranking of Shares	<p>Any Shares issued under the EIP will rank equally in all respects with existing Shares.</p> <p>A participant holding Options or Rights is not entitled to participate in any new issue of securities unless the participant has become entitled to exercise his or her Options or Rights, and does so, before the record date for the determination of entitlements to the new issue of securities and participates as a result of being the holder of Shares.</p>
Rights attaching to all Shares issued under the EIP	<p>Unless otherwise specified in the particular offer, a participant has the following rights in respect of any Shares allocated to a participant under the EIP (including Restricted Shares):</p> <ul style="list-style-type: none"> • The participant is entitled to receive all dividends and other distributions or benefits payable in respect of the Shares; • The participant is entitled to exercise the voting rights attaching to the Shares;


	<ul style="list-style-type: none"> • Any bonus shares that are issued in respect of the Shares will be issued to the participant and will be subject to the same terms, conditions and restrictions on dealing (if any) as the Shares in respect of which they were issued; and • If rights arise on a rights issue in respect of the Shares, the participant may deal with or exercise those rights.
Restricted Shares	<p>Each Restricted Share confers on its holder the entitlement to acquire one Share.</p> <p>Each Restricted Share is subject to restrictions on dealing, vesting conditions and/or other applicable conditions.</p>
Rights attaching to Restricted Shares	<p>The Board must allocate the Restricted Shares to the participant by:</p> <ul style="list-style-type: none"> • Issuing Restricted Shares to; • Procuring the transfer of Restricted Shares to; or • Procuring the setting aside of Restricted Shares for, <p>the participant.</p> <p>No payment is required for the grant of a Restricted Share.</p>
Vesting of Restricted Shares	<p>A Restricted Share vests (and becomes an unrestricted Share) only where each vesting condition has been satisfied and where Kogan.com has notified to the participant that the Restricted Share has vested.</p>
Forfeiture of Restricted Shares	<p>A Restricted Share will be forfeited upon the earliest to occur of:</p> <ul style="list-style-type: none"> • Failure to meet a vesting condition or any other condition applicable to the Restricted Share within the vesting period; • If the participant's employment is terminated (see Cessation of employment below); • The participant electing to surrender the Restricted Share; • In other circumstances specified in the EIP (e.g. see Preventing inappropriate benefits below); or • Where, in the opinion of the Board, a participant deals with a Restricted Share in contravention of any dealing restrictions under the EIP.
Options	<p>Each Option confers on its holder the entitlement to acquire one Share (or, in certain circumstances a cash payment in lieu of a Share) at the exercise price (if any) upon the exercise of the Option, subject to satisfaction of applicable conditions.</p>
Rights	<p>Each Right confers on its holder an entitlement to a Share (or, in certain circumstances, to a cash payment in lieu of a Share) subject to satisfaction of applicable conditions.</p>
Rights attaching to Options and Rights	<p>A participant has no right or interest in a Share the subject of an Option or Right held by the participant until the Share is issued or transferred to that participant pursuant to the exercise of the Option or Right. Options and Rights do not carry</p>


	<p>any rights to dividends, rights to vote or rights to capital.</p> <p>No payment is required for the grant of a Right or an Option.</p>
Vesting and exercise of Options and Rights	<p>If Options or Rights are offered subject to vesting conditions, vesting only occurs where each vesting condition has been satisfied and upon notification by Kogan.com to the participant that the Options or Rights have vested.</p>
Payment of cash equivalent	<p>Where the Board exercises its discretion to make a cash payment to a participant in lieu of an allocation of Shares, Kogan.com must pay an amount equivalent to the value of the Options that can be exercised or Rights that have vested, based on the volume weighted average market price of Shares during the previous 20 trading days (or such other calculation determined by the Board).</p>
Lapse of Options and Rights	<p>An Option will lapse upon the earliest to occur of:</p> <ul style="list-style-type: none"> • Five years after vesting of the Option or any other date nominated as the expiry date in a participant's invitation; • Failure to meet a vesting condition or any other condition applicable to the Option within the vesting period; • If the participant's employment is terminated (see Cessation of employment below); • The participant electing to surrender the Option; • In other circumstances specified in the EIP (e.g. see Preventing inappropriate benefits below); or • Where, in the opinion of the Board, a participant deals with an Option in contravention of any dealing restrictions under the EIP. A Right will lapse upon the earliest to occur of: <ul style="list-style-type: none"> • Failure to meet a vesting condition or any other condition applicable to the Right within the vesting period; or • If the participant's employment is terminated (see Cessation of employment below); • The participant electing to surrender the Right; • In other circumstances specified in the EIP (e.g. see Preventing inappropriate benefits below); or • Where, in the opinion of the Board, a participant deals with a Right in contravention of any dealing restrictions under the EIP.
Restrictions on dealing in Incentive Securities	<p>Subject to Kogan.com's Security Trading Policy, any dealing in respect of an Incentive Security is prohibited unless:</p> <ul style="list-style-type: none"> • The Board determines otherwise; or • The dealing is required by law and the participant has provided satisfactory evidence to Kogan.com of that fact.

	<p>The Board may also implement any procedure it considers appropriate to enforce such restrictions.</p> <p>For the purposes of the EIP, in addition to a sale, transfer, assignment or creation of encumbrance, dealing also includes any hedging (including any dealing with a derivative instrument intended to “lock in” a profit relating to an Incentive Security), and any other transactions in financial products that operate to limit the economic risk associated with holding an Incentive Security.</p>
Waiver of vesting conditions	The Board may at any time waive in whole or in part any terms or conditions (including any vesting condition) in relation to any Incentive Securities or Shares granted to a participant.
Bonus issues, pro rata issues and capital organisations	The EIP provides for adjustments to be made to the number of Shares which a participant would be entitled to receive on the exercise of Options or Rights or the exercise price (if any) of the Options or Rights in the event of a bonus issue or pro rata issue to existing holders of Shares (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) or a reorganisation of capital.
Preventing inappropriate benefits	<p>Where the Board determines that:</p> <ul style="list-style-type: none"> • A participant has: <ul style="list-style-type: none"> - acted fraudulently or dishonestly; - engaged in gross misconduct; - brought Kogan.com into disrepute; - breached his or her obligations to Kogan.com; or - is convicted of an offence in connection with the affairs of Kogan.com; • There has been a material misstatement or omission in the financial statements of Kogan.com which in the Board’s opinion may, or are likely to, affect Kogan.com’s financial soundness or require restatement of Kogan.com’s financial accounts; or • Kogan.com is required by or entitled under law or company policy to reclaim remuneration from a participant, the Board may determine that: • Incentive Securities issued to the participant will lapse or deemed to be forfeited; and/or • A participant must pay or repay to Kogan.com all or part of the net proceeds of sale where Shares allocated under the EIP have been sold (or any cash payment in lieu of the allocation of Shares), together with any dividends.
Cessation of employment	The EIP contains certain provisions concerning the treatment of vested and unvested Restricted Shares, Options and/or Rights in the event that the participant ceases employment. The Board has the discretion to determine whether the participant’s Incentive Securities lapse, are forfeited, vest (immediately or subject to conditions), are only exercisable for a prescribed period, or are no longer subject to some of the restrictions that previously applied.

Change of control	<p>In the event of a change of control of Kogan.com:</p> <ul style="list-style-type: none"> • The Board has the discretion to determine that all or a specified number of a participant’s unvested Incentive Securities vest or cease to be subject to restrictions. The Board may also specify in a participant’s invitation an additional or different treatment that will apply to unvested Incentive Securities where a change of control event occurs; • Unless the Board determines otherwise, any vested Options will be exercisable for a period specified by the Board, and will lapse if not exercised within the specified period; and • Unless the Board determines otherwise, any restrictions on dealing imposed on vested Incentive Securities will cease to have effect on the occurrence of a change of control event.
Quotation	<p>Options and Rights will not be quoted on ASX. Subject to the ASX Listing Rules, Kogan.com will apply to ASX for the official quotation of any Shares issued to participants for the purposes of the EIP.</p>
Trustee	<p>Kogan.com may appoint a trustee to acquire and hold Shares on behalf of participants, for transfer to future participants or otherwise for the purposes of the EIP.</p> <p>Unless provided otherwise in the terms of an offer to a participant, when a Share that is held by a trustee on behalf of a participant ceases to be a Restricted Share, the trustee will continue to hold the Share on trust on behalf of the participant until such time as the participant, or Kogan.com on behalf of the participant, directs the trustee to:</p> <ul style="list-style-type: none"> • Transfer the Share into the participant’s name; or • Sell the Share and pay the net proceeds of sale to the participant.
Compliance with laws	<p>Notwithstanding any rule, Incentive Securities and Shares will not be allocated, issued, acquired, transferred or otherwise dealt with under the EIP if to do so would:</p> <ul style="list-style-type: none"> • Contravene the Corporations Act, the ASX Listing Rules, or any other applicable laws; or • Require Kogan.com to pay, provide, or procure the payment or provision of, any money or benefits to the participant which would require Shareholder approval under Part 2D.2, Division 2 of the Corporations Act.
Amendments	<p>The Board may, in its absolute discretion amend the EIP rules, amend the terms or conditions of any Incentive Security granted under the EIP, or suspend or terminate the operation of the EIP, provided that (except in specified circumstances) the Board must obtain the consent of a participant if such amendment would reduce the rights of the participant in respect of any Incentive Security or Share already granted.</p>
Other terms	<p>The EIP also contains terms for dealing with administration, variation, suspension and termination of the EIP.</p>

Lodge your vote:

 **Online:**
www.investorvote.com.au

 **By Mail:**
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form



Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 182127

SRN/HIN:

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

 **For your vote to be effective it must be received by 12.00pm (Melbourne time) on Wednesday, 14 November 2018**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** →

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Kogan.com Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Kogan.com Limited to be held at Google Melbourne, 161 Collins Street, Melbourne Victoria on Friday, 16 November 2018 at 12.00pm (Melbourne time) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 2 and 4 (except where I/we have indicated a different voting intention below) even though Items 2 and 4 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 2 and 4 by marking the appropriate box in step 2 below.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Item 2 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Re-election of Mr David Matthew Shafer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 Renewal of Equity Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date / / _____