



26 October 2018

Dear shareholder

I invite you to attend the annual general meeting of K2 Asset Management Holdings Ltd, which will take place on **Tuesday 27 November 2018 at 9.00am AEDT at Level 32, 101 Collins Street, Melbourne, Victoria.**

The notice of meeting which sets out the items of business is **enclosed**, together with information for shareholders, a voting explanatory statement and a proxy form for shareholders who are unable to attend in person.

I look forward to welcoming you at the meeting.

Yours sincerely

Campbell W Neal
Chairman



Notice of 2018 Annual General Meeting

K2 ASSET MANAGEMENT HOLDINGS LTD ACN 124 636 782 gives notice that the Annual General Meeting of the Company will be held at **Level 32, 101 Collins Street, Melbourne, Victoria** on **Tuesday 27 November 2018** at **9.00am AEDT** to consider and, if thought fit, pass the following items as **ordinary resolutions**.

This Notice of Meeting should be read together with the accompanying general information for shareholders and Explanatory Statement. Together those documents should be read in their entirety. If you are not sure about how to vote on the Resolutions, you should seek advice from your professional advisers.

Ordinary business

1. **Resolution 1: Receipt of Annual Report**

To receive and consider the annual financial report of the Company and the annual reports of the directors of the Company and auditor for the year ended 30 June 2018.

2. **Resolution 2: Adoption of Remuneration Report**

That the Remuneration Report for the year ended 30 June 2018 be adopted.

Note: the vote on Resolution 2 is advisory only and does not bind the Directors or the Company. A voting exclusion statement applies to Resolution 2 and is set out below.

3. **Resolution 3: Re-election of Director - Ms. Hollie Wight**

That Ms. Hollie Wight, who retires as a Director by rotation in accordance with article 3.6 of the Constitution, and being eligible, offers herself for re-election, be re-elected as a Director.

For further information, please refer to the general information for shareholders and Explanatory Statement which form part of this Notice of Meeting.

Voting exclusion statement

The Company will disregard any votes cast on Resolution 2 (in any capacity) by or on behalf of:

- a) a member of the KMP, details of whose remuneration are included in the Remuneration Report; and
- b) a closely related party of such a member.

However, the Company need not disregard such a vote if it is cast by:

- a) a person as proxy for a person entitled to vote, in accordance with the directions on the Proxy Form; or
- b) the Chairman of the meeting as proxy for a person entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

By order of the Board

A handwritten signature in dark ink, appearing to read 'H. Wight'.

Hollie Wight
Executive Director
26 October 2018



General information for shareholders

Shareholders entitled to vote

The Board has determined that, for the purpose of voting at the AGM, Shareholders are those persons who are the registered holders of Shares at **7.00pm AEDT on Sunday 25 November 2018**.

Appointment of proxies

If you are entitled to vote at the AGM, you have the right to appoint a proxy to attend and vote in your place. To appoint a proxy, you should use the Proxy Form distributed with this Notice of Meeting. The proxy need not be a Shareholder. If you are entitled to cast two or more votes, you may appoint up to two proxies and may specify the percentage or number of votes each proxy is appointed to exercise.

Proxy appointments can be made online at www.votingonline.com.au/kamagm2018 or delivered to the Company's share registry, Boardroom Pty Limited by:

- a) **hand delivery** to Level 12, 225 George Street, Sydney NSW 2000;
- b) **post** to GPO Box 3993, Sydney NSW 2001; or
- c) **fax** to +61 2 9290 9655.

Proxy appointments must be received by the share registry no later than **9.00am AEDT on Sunday 25 November 2018**.

Where the Chairman is appointed as proxy for a Shareholder entitled to vote, the Chairman will (where authorised) vote all undirected proxies **in favour** of all of the proposed Resolutions to be considered at the AGM. Accordingly, if you appoint the Chairman as your proxy and wish to vote differently to how the Chairman intends to vote on any of the items, you must mark "For", "Against" or "Abstain" on the Proxy Form for the relevant item of business.

If a Shareholder entitled to vote appoints the Chairman as their proxy and the Shareholder does not direct the Chairman how to vote on Resolution 2, the Shareholder authorises the Chairman to exercise that proxy even though that Resolution is connected directly or indirectly with the remuneration of a member of the KMP, which includes the Chairman.

Further details are included on the Proxy Form distributed with this Notice of Meeting. Please also refer to the voting exclusion statement applicable to Resolution 2 in the Notice of Meeting.

Body corporate representatives

If a body corporate wishes to vote, it may complete a Proxy Form, or appoint an individual to represent it at the meeting. An "appointment of corporate representative" form can be obtained at www.boardroomlimited.com.au or by calling the share registry on 1300 737 760. Unless the appointment states otherwise, the representative may exercise all of the powers that the body corporate could exercise at a meeting or in voting on a resolution.

Unless a standing appointment has already been given to the Company, corporate representatives should bring evidence of their appointment to the meeting, including any authority under which the appointment is signed. A representative of a company cannot vote at the AGM without a valid certificate of appointment.

Annual Report

Shareholders who have elected to receive a paper copy of the Annual Report should have received this by post with this Notice of Meeting. The Annual Report is also available at www.k2am.com.au/shareholders.



Explanatory Statement on items of business

This Explanatory Statement accompanies the Notice of Meeting relating to the Company's AGM to be held at **Level 32, 101 Collins Street, Melbourne, Victoria** on **Tuesday 27 November 2018 at 9.00am AEDT**.

The purpose of this Explanatory Statement is to provide Shareholders with information concerning the Resolutions proposed in the Notice of Meeting and should be read together with that notice.

Ordinary business

1. Resolution 1: Receipt of Annual Report

Resolution 1 will not be voted on.

The Company's Annual Report is laid before the AGM, giving Shareholders the opportunity to discuss those documents and to ask questions.

The Company's auditor will also be available to take questions about the preparation and conduct of the audit and the content of the audit report.

Shareholders may also submit written questions in relation to the preparation and conduct of the audit and contents of the auditor's report to the Company's auditor. These should be sent by:

- **post** to the Company at Level 32, 101 Collins Street, Melbourne VIC 3000;
- **fax** to (03) 9691 6170; or
- **email** to info@k2am.com.au,

no later than close of business on **Monday 19 November 2018**.

A list of those relevant questions will be available at the AGM and as many questions as possible will be answered at the AGM. Individual replies will not be sent.

2. Resolution 2: Adoption of remuneration report

The Remuneration Report, found in the Annual Report, is laid before the AGM and the Shareholders may vote to adopt or not adopt the Remuneration Report. The vote on Resolution 2 is advisory only and does not bind the Directors or the Company.

Because the Directors are excluded from voting, except in the circumstances described in the voting exclusion statement contained in the Notice of Meeting, and noting that each Director has a personal interest in their own remuneration from the Company, the Directors make no recommendation to Shareholders on how to vote on Resolution 2.

The Chairman intends to vote all undirected proxies **in favour** of Resolution 2, where permitted to do so by the relevant Proxy Form.

At the Company's last annual general meeting (held on 21 November 2017), the resolution put to Shareholders to adopt the remuneration report was passed by greater than 75% of the total votes exercisable on the resolution.

3. Re-election of Director - Ms. Hollie Wight

In accordance with article 3.6 of the Constitution, at every annual general meeting, one-third of the Directors (other than the Managing Director) or, if that is not a whole number, the whole number nearest to one-third, must retire from office. In accordance with these provisions, Ms. Hollie Wight, Executive Director, retires and offers herself for re-election.

Ms. Wight has been an Executive Director and the Chief Financial Officer of the Company and its wholly-owned subsidiaries since April 2005, after joining the Company in 2000. Prior to joining the Company, Ms. Wight worked at PricewaterhouseCoopers within their assurance and business advisory services division. Ms. Wight served as Company Secretary of the Company and its wholly-owned subsidiaries between 5 September 2014 and 15 September 2018.

The Board, with Ms. Wight abstaining, unanimously recommend that Shareholders vote **in favour** of Resolution 3. The Chairman intends to vote undirected proxies **in favour** of Resolution 3.



Glossary

AGM means the annual general meeting of the Company notified to Shareholders by the Notice of Meeting.

Annual Report means the annual financial report, directors' report, auditor's report and Remuneration Report of the Company and its controlled entities for the period ended 30 June 2018.

Board means the board of Directors of the Company.

Chairman means the chairman of the AGM appointed in accordance with the Constitution.

Company means K2 Asset Management Holdings Ltd.

Constitution means the constitution of the Company.

Director means a director of the Company.

Explanatory Statement means the explanatory statement forming part of the Notice of Meeting.

KMP means key management personnel, and has the same meaning as given to that term in the Australian Accounting Standards. The term broadly includes those persons with the authority and responsibility for planning, directing and controlling the activities of the Company (whether directly or indirectly), and includes any Director.

Notice of Meeting means this notice of meeting, including the Explanatory Statement and the Proxy Form.

Proxy Form means the proxy form enclosed with and forming part of the Notice of Meeting.

Remuneration Report means the annual remuneration report of the Company for the period ended 30 June 2018, as contained in the Annual Report.

Resolution means a resolution referred to in the Notice of Meeting and to be voted on at the AGM.

Share means a fully-paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share in the capital of the Company on the date determined by the Company for the purpose of voting at the AGM.



All Correspondence to:

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

2018 ANNUAL GENERAL MEETING

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 9:00am AEDT on Sunday, 25 November 2018.**

🖨 TO VOTE ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/kamagm2018>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your proxy. If you have appointed a proxy, you will be taken to be present at the meeting at which the proxy is present. Your proxy cannot vote at a meeting at which you and your proxy are both present.

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

Appointment of a second proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional proxy form may be obtained by contacting the company's securities registry or you may copy this form. Each individual present may only be counted once toward a quorum. If you have appointed more than one proxy or representative, only one of them may be counted toward a quorum.

To appoint a second proxy you must:

- (a) Complete two proxy forms. On each proxy form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) Return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a body corporate

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

STEP 3 SIGN THE FORM

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

Individual: This form is to be signed by the security holder.

Joint Holding: Where a holding is in more than one name, all security holders should sign.

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

Companies: This form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a sole director who is also the sole company secretary, this form should be signed by that person. If the company does not have a company secretary, a sole director can also sign alone. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **9:00am AEDT on Sunday, 25 November 2018.** Any proxy form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed reply paid envelope or:

- 💻 **Online** <https://www.votingonline.com.au/kamagm2018>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the meeting

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

K2 Asset Management Holdings Limited

ACN 124 636 782

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Your address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Security holders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

PROXY FORM – 2018 ANNUAL GENERAL MEETING

STEP 1 APPOINT A PROXY

I/We being a member/s of **K2 Asset Management Holdings Ltd (ACN 124 636 782) (Company)** and entitled to attend and vote hereby appoint:

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the chair of the meeting (mark box)

OR if you are **NOT** appointing the chair of the meeting as your proxy, please write the name of the person or body corporate (excluding the registered security holder) you are appointing as your proxy below (Leave this box blank if you have selected the chair of the meeting as your proxy. Do not insert your own name here):

or failing the individual or body corporate named, or if no individual or body corporate is named, the chair of the meeting as my/our proxy at the annual general meeting of the Company to be held at **Level 32, 101 Collins Street, Melbourne, Victoria, 3000 on Tuesday, 27 November 2018 at 9:00am AEDT** and at any adjournment or postponement of that meeting, to act on my/our behalf and to vote in accordance with the following directions, or if no directions have been given, and to the extent permitted by law, as the proxy sees fit.

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

The chair of the meeting will vote all undirected proxies in favour of all items of business (including resolution 2), to the extent permitted by law. In exceptional circumstances, the chair of the meeting may change his or her voting intention on any resolution, in which case an ASX announcement will be made. If you wish to appoint the chair of the meeting as your proxy with a direction to vote 'against', or to 'abstain' from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS – ITEMS OF BUSINESS

* If you mark the 'Abstain' box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 2	To adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	To re-elect Ms. Hollie Wight as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITY HOLDER(S)

This form must be signed to enable your directions to be implemented.

Individual or Security holder 1

Sole Director and Sole Company Secretary

Security holder 2

Director

Security holder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2018