

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:

Tuesday, 19 November 2019  
12:00pm (Melbourne Time)

KPMG Office  
Tower Two – Collins Square  
727 Collins Street  
Melbourne VIC 3008

# 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 2019.

## 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 2019 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 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 2019, 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 directly or indirectly connected with the remuneration of KMP.

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

## Item 3 – Election of Directors

### 3.1 Re-election of Mr Greg Ridder

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

*"That Greg Ridder, who retires in accordance with clause 23.10 of the Company's Constitution and ASX Listing Rule 14.4 and, being eligible, be re-elected as a Director of the Company."*

### 3.2 Election of Mr Michael Hirschowitz

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

*"That Michael Hirschowitz, who retires in accordance with clause 23.6 of the Company's Constitution and, being eligible, be elected as a Director of the Company."*

## 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 Item 2, 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 Sunday 17 November 2019.

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](http://www.investorvote.com.au)

## CUSTODIAN VOTING

Custodians who are subscribers of Intermediary Online, please submit your votes electronically via [www.intermediaryonline.com](http://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 17 November 2019. 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

18 October 2019

# 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 2019 Annual General Meeting to be held commencing at 12:00pm (Melbourne Time) on Tuesday 19 November 2019 at the offices of KPMG, Tower Two – Collins Square, 727 Collins Street, Melbourne VIC 3008.

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 (KMP) 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

### 3.1 Re-election of Mr Greg Ridder

#### **Board recommendation and undirected proxies.**

The Board (with Mr Ridder abstaining due to his interest in the outcome) recommends that shareholders vote in **FAVOUR** of Item 3.1. The Chairman of the meeting intends to vote undirected proxies in **FAVOUR** of Item 3.1.

Under clause 23.10 of Kogan.com's Constitution, the Constitution sets out the requirements for determining which Directors are to retire by rotation at an AGM. Mr Ridder, who was appointed at the AGM held on 18 November 2016, will retire by rotation in accordance with this clause of the Constitution and being eligible, has offered himself for re-election.

Resolution 3.1 provides for the re-election of Mr Ridder as a Director of the Company in accordance with the Company's Constitution.

Mr Ridder has been on the Board of Kogan.com as an Independent Non-Executive Chairman since 26 May 2016. Mr Ridder also serves as Chairman of the Remuneration and Nomination Committee and is a member of the Audit and Risk Management Committee.

Formerly Asia Pacific Regional President at NYSE listed Owens-Illinois, Mr Ridder led growth and diversification from its traditional Australian base through joint ventures and acquisitions in China and Southeast Asia. Recently he has focused on intensive business improvement, acting as CEO at the Australian Institute of Architects, CEO at Phoenix Australia and as CFO at World Vision Australia. Mr Ridder is experienced in leading businesses in multiple countries, cultures, economic circumstances and market conditions.

Mr Ridder holds a Bachelor of Business in Accounting from RMIT, a Graduate Diploma in Marketing from Monash University, and has completed the Advanced Management Programme at INSEAD in France. Greg is a CPA and graduated member of the Australian Institute of Company Directors.

The Directors (with Mr Ridder, abstaining) unanimously recommend that shareholders vote in favour of Item 3.1.

### 3.2 Election of Mr Michael Hirschowitz

#### **Board recommendation and undirected proxies.**

The Board (with Mr Hirschowitz abstaining due to his interest in the outcome) recommends that shareholders vote in **FAVOUR** of Item 3.2. The Chairman of the meeting intends to vote undirected proxies in **FAVOUR** of Item 3.2.

Under clause 23.6 of Kogan.com's Constitution a director appointed under this clause must retire at and, if eligible, may offer themselves for election at the next AGM of the Company following the director's appointment. Mr Hirschowitz was appointed as a director of the Company on 28 March 2019.

Resolution 3.2 provides for the election of Mr Hirschowitz as a Director of the Company in accordance with the Company's Constitution.

Mr Hirschowitz was appointed to the Board of Kogan.com as an Independent Non-Executive Director. Mr Hirschowitz also serves as a member of the Remuneration and Nomination Committee and is a member of the Audit and Risk Management Committee.

Mr Hirschowitz served as a senior executive and Director of Accent Group (ASX: AX1), formerly known as RCG Corporation Ltd, over some 20 years. He has an extensive executive career in the retail sector, in building the Accent Group. Mr Hirschowitz holds a Bachelor of Commerce and a Bachelor of Accounting and is a Graduate Member of the Australian Institute of Company Directors.

The Directors (with Mr Hirschowitz, abstaining) unanimously recommend that shareholders vote in favour of Item 3.2.

### 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 2019.

Relevant written questions to KPMG must be received by no later than 5:00pm (Melbourne Time) on Tuesday 12 November 2019. 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 Tuesday 12 November 2019.

## Need assistance?



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



**Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by 12:00pm (Melbourne time) Sunday, 17 November 2019.

# Proxy Form

## 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

**If you are attending in person, please bring this form with you to assist registration.**

### Corporate Representative

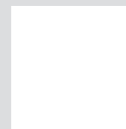
If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

## Lodge your Proxy Form:

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 182980**

**SRN/HIN:**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



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



☐ **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 KPMG Office, Tower Two - Collins Square, 727 Collins Street, Melbourne VIC 3008 on Tuesday, 19 November 2019 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 Item 2 (except where I/we have indicated a different voting intention in step 2) even though Item 2 is 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 Item 2 by marking the appropriate box in step 2.

## 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 3.1	Re-election of Mr Greg Ridder as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3.2	Election of Mr Michael Hirschowitz as a Director	<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.

## Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

**Update your communication details** (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically