

K2 Asset Management

Level 44, 101 Collins Street Melbourne Victoria 3000 Australia

Telephone 61 3 9691 6111 Facsimile 61 3 9691 6170

Website k2am.com



18 October 2024

Dear Shareholder

Annual General Meeting 2024 – K2 Asset Management Holdings Ltd

I am pleased to provide you with details about the 2024 Annual General Meeting (**AGM**) of K2 Asset Management Holdings Ltd (**K2** or the **Company**) to be held on Tuesday, 19 November 2024 at 9.00 am (AEDT) as an online meeting.

Following an amendment to the Company's Constitution in 2022, the AGM will be held online.

Additionally, the Notice of Meeting, and other information regarding a meeting, will be provided online where it can be viewed and downloaded. Accordingly, this year the Notice of Annual General Meeting for K2 will not be mailed to Shareholders. Please view and download this documentation via the Company's website at: www.k2am.com.au/shareholders.

Your participation in the AGM is important to us and we invite all shareholders and proxy holders to participate in the AGM. If you wish to attend the AGM, please register via this link: https://us02web.zoom.us/webinar/register/WN_BQuWtQ6zQSmb_cYjOOORqw#/registration at least 24 hours before the start of the Meeting.

Please note that each resolution considered at the Meeting will be determined on a poll. We encourage all Shareholders to vote online to assist in the timely and efficient processing of votes. Shareholders may appoint a proxy to attend the AGM on their behalf and direct how they wish votes to be cast, either online through their Shareholder account at <https://www.votingonline.com.au/kamagm2024> or by completing and returning the attached proxy form. All votes must be received by 9.00 am (AEDT) on Sunday, 17 November 2024, in order to be valid.

The Chair and Managing Director's Address given at the AGM will be uploaded to the ASX platform prior to the Meeting. For a detailed overview of K2's performance and operations for the year ended 30 June 2024, please read the FY2024 Annual Report prior to the Meeting. The 2024 Annual Report can also be found on K2's website or the ASX website.

We appreciate your attendance and look forward to your participation at the AGM.

Yours Sincerely

Campbell Neal

Chair

K2 Asset Management Holdings Ltd



Notice of 2024 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 virtually through the online platform hosted by the Company at: https://us02web.zoom.us/webinar/register/WN_BQuWtQ6zQSmb_cYjOOORqw#/registration on **Tuesday 19 November 2024 at 9.00am AEDT** to consider and, if thought fit, pass the following **resolutions**.

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 17 November 2024**.

Capitalised terms used in this document are defined in the Glossary, unless otherwise stated.

This Notice 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.

General business

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 2024.

Ordinary Resolutions

The following resolutions each require an ordinary Resolution, a resolution that must be passed by at least 50% of the votes cast by Shareholders entitled to vote at the time.

1. Resolution 1: Adoption of Remuneration Report (non-binding resolution)

That the Remuneration Report for the year ended 30 June 2024 be adopted.

Note: The vote on Resolution 1 is advisory only and does not bind the Directors or the Company.

Voting exclusion statement on Resolution 1

The Company will disregard any votes cast on Resolution 1 (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, a person (the 'voter') described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- b) the voter is the Chair, and the appointment of the Chair as proxy:
 - i. does not specify the way the proxy is to vote on the Resolution; and
 - ii. expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the KMP.



2. **Resolution 2: Re-election of Director - Mr. George Boubouras**

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

Special Resolution

The following resolution requires a special Resolution, a resolution that must be passed by at least 75% of the votes cast by Shareholders entitled to vote at the time.

3. **Resolution 3: Approval of additional 10% placement capacity**

To consider and, if thought fit, to pass the following resolution as a special Resolution:

"That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of equity securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement."

Voting exclusion statement on Resolution 3

The Company will disregard any votes cast in favour of Resolution 3 by any person who is expected to participate in the issue of equity securities under this Resolution and a person who will obtain a material benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed, and any associates of those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the AGM as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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

By order of the Board

Hollie Wight
Executive Director and Joint Company Secretary
18 October 2024



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 AEST on Sunday, 17 November 2024**.

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. 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:

- a) **online** at:
<https://www.votingonline.com.au/kamagm2024>
- b) **hand delivery** to Boardroom Pty Limited Level 8, 210 George Street, Sydney NSW 2000;
- c) **post** Boardroom Pty Limited to GPO Box 3993, Sydney NSW 2001; or
- d) **fax** to +61 2 9290 9655.

Proxy appointments must be received by the share registry no later than **9.00am AEST on Sunday, 17 November 2024**.

Where the Chair is appointed as proxy for a Shareholder entitled to vote, the Chair will (where authorised) vote all undirected proxies **in favour** of all the proposed Resolutions to be considered at the AGM. Accordingly, if you appoint the Chair as your proxy and wish to vote differently to how the Chair 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 Chair as their proxy and the Shareholder does not direct the Chair how to vote on the Resolutions, the Shareholder authorises the Chair to exercise that proxy even though that Resolution is connected directly or indirectly with the remuneration of a member of the KMP or Excluded Party, which includes the Chair.

Further details are included on the Proxy Form. Please also refer to the voting restrictions and exclusions set out in the Notice as applicable to the Resolutions.

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 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

The Annual Report is available at www.k2am.com.au/shareholders.



Explanatory Statement on items of business

This Explanatory Statement accompanies the Notice relating to the Company's AGM to be held on **Tuesday, 19 November 2024 at 9.00am AEST**.

The purpose of this Explanatory Statement is to provide Shareholders with information concerning the Resolutions proposed in the Notice and which the Board believes to be material to Shareholders in deciding whether to pass the Resolutions. This Explanatory Statement should be read together with the Notice.

General business

Receipt of Annual Report

This item of general business 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:

- a) **post** to the Company at Level 44, 101 Collins Street, Melbourne VIC 3000;
- b) **fax** to (03) 9691 6170; or
- c) **email** to invest@k2am.com.au,

no later than close of business on **Friday, 8 November 2024**.

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.

Ordinary Resolutions

1. Resolution 1: 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 1 is advisory only and does not bind the Directors or the Company.

Directors may be excluded from voting on this Resolution, except in the circumstances described in the voting exclusion statement contained in the Notice.

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 1.

The Chair intends to vote all undirected proxies **in favour** of Resolution 1, where permitted to do so by the relevant Proxy Form.

At the Company's last annual general meeting (held on 21 November 2023), the resolution put to Shareholders to adopt the Remuneration Report for 2023 was passed, with more than 75% of the total votes exercisable on the resolution.

The Chair will allow a reasonable opportunity for Shareholders to ask questions about or make comments on the Remuneration Report at the AGM.

2. Re-election of Director - Mr. George Boubouras

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, Mr. George Boubouras, Managing Director and Head of Research and Investment Advisory, retires and offers himself for re-election.

Mr. Boubouras is a Managing Director (MD), Head of Investments, Advisory and Research at K2 Asset Management. He is also Non-Executive Director (NED) and Investment Committee (IC) Chair at Emergency Services & State Super (ESSSuper); Director and Investment Adviser at Salter Brothers Asset Management (SBAM); Investment Committee at Paua Wealth Management (Auckland, NZ); Advisory Board at the International Centre for Financial Services (ICFS), part-time lecturer in Finance (practitioner) and Visiting Fellow at The University of Adelaide, Business School, Faculty of Arts, Business, Law and Economics. Historically, Mr Boubouras was the CIO at SBAM; MD and CIO at Contango Asset Management; Executive Director (ED) and Head of Investment Strategy & Consulting at UBS; CIO and Head of Asset Management at Equity Trustees; Senior Investment Manager at HSBC Asset Management; Investment Strategist at Macquarie Group; Economist at Westpac, NSW Treasury and SBC (now UBS); Director Blues Foundation at The Carlton Football Club and Director at Women in Banking and Finance (WiBF).

Education includes Bachelor of Economics, Hon. Flinders University, Adelaide, South Australia;



Portfolio Management Executive Certificate from the AGSM at the University of New South Wales (UNSW); Executive Certificate in Management & Leadership from Massachusetts Institute of Technology (MIT) Sloan School of Management; Investment Decisions & Behavioural Finance Program at Harvard University, Kennedy School of Government and the Securities & Derivatives Industry Association (SDIA) Accreditation (PS146).

The Board, with Mr. Boubouras abstaining, unanimously recommend that Shareholders vote **in favour** of Resolution 2. The Chair intends to vote undirected proxies **in favour** of Resolution 2.

Special Resolution

3. Resolution 3: 10% placement capacity

3.1. General

Listing Rule 7.1A provides that an eligible entity may seek shareholder approval by special resolution passed at an annual general meeting to have the capacity to issue up to that number of equity securities equal to 10% of its issued capital (**10% Placement Capacity**) without using that company's existing 15% annual placement capacity granted under Listing Rule 7.1.

An 'eligible entity' is one that, as at the date of the relevant annual general meeting:

- a) is not included in the S&P/ASX 300 Index; and
- b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

As at the date of this Notice, the Company is an 'eligible entity' as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$12,300,000 (based on the number of Shares on issue and the closing price of Shares on the ASX on 9 October 2024).

An 'equity security' is a share, a unit in a trust, a right to a share or unit in a trust or option, an option over an issued or unissued security, a convertible security, or, any security that ASX decides to classify as an equity security.

Any equity securities issued under the 10% Placement Capacity must be in the same class as an existing class of quoted equity securities.

As at the date of this Notice, the Company currently has one class of quoted equity securities on issue, being its ordinary Shares (ASX: KAM).

If Shareholders approve Resolution 3, the number of equity securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2. Under that rule, the number of equity securities that the Company may issue under the 10% Placement Capacity will be calculated according to the following formula:

$$(A \times D) - E$$

A = has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement



capacity, which includes the number of equity securities on issue 12 months before the date of the issue or agreement.

D = 10%.

E = is the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of holders of equity securities under Listing Rule 7.1 or 7.4.

Resolution 3 is a special Resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the AGM must be in favour of Resolution 3 for it to be passed.

3.2. Information required by Listing Rule 7.1A

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to this Resolution 3:

a) Minimum issue price

The minimum price at which the equity securities may be issued is 75% of the volume weighted average price (VWAP) of equity securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- i. the date on which the price at which the equity securities are to be issued is agreed; or
- ii. if the equity securities are not issued within 10 ASX trading days of the date in paragraph 3.2(a)(i), the date on which the equity securities are issued.

b) Issue date

The equity securities may be issued under the 10% Placement Capacity commencing on the date of the AGM and expiring on the first to occur of the following:

- i. 12 months after the date of the AGM;
- ii. the time and date of the Company's next AGM; and
- iii. the date of approval by Shareholders of any transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal

of the Company's main undertaking) (after which date, an approval under Listing Rule 7.1A ceases to be valid).

c) Risk of economic and voting dilution

Any issue of equity securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 3 is approved by Shareholders and the Company issues the maximum number of equity securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below, assuming no other Shares are issued.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.3A.2, based on the market price of Shares and the number of equity securities on issue as at the date of this Notice.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Dilution				
No. of Shares on issue (Variable 'A')	Issue price (per Share)	\$0.026 50% decrease in issue price	\$0.051 Issue price	\$0.077 50% increase in issue price
241,085,196 (Current Variable A)	Shares issued - 10% voting dilution	24,108,520 Shares	24,108,520 Shares	24,108,520 Shares
	Funds raised	\$614,767	\$1,229,534	\$1,844,302
361,627,794 (50% increase in Variable A)	Shares issued - 10% voting dilution	36,162,779 Shares	36,162,779 Shares	36,162,779 Shares
	Funds raised	\$922,151	\$1,844,302	\$2,766,453



482,170,392 (100% increase in Variable A)	Shares issued - 10% voting dilution	48,217,039 Shares	48,217,039 Shares	48,217,039 Shares
	Funds raised	\$1,229,534	\$2,459,069	\$3,688,603

Note: The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

Table assumptions:

- There are currently 241,085,196 Shares on issue as at 9 October 2024. This number excludes any Shares that may be issued pursuant to Resolutions being put to Shareholders at the AGM as set out in this Notice.
- The issue price set out above is the closing price of the Shares on the ASX on 9 October 2024.
- The Company issues the maximum possible number of equity securities under the 10% Placement Capacity.
- The issue of equity securities under the 10% Placement Capacity consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the equity securities.
- The calculations in the table do not show the dilution that any one individual Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
- The table does not set out any dilution pursuant to approvals under Listing Rule 7.1.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is the reason the voting dilution is shown in each example as 10%.
- The table does not show an example of dilution that may be caused to an individual Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the AGM.

Shareholders should note that there is a risk that:

- the market price for the Company's Shares may be lower on the issue date than on the date of the AGM; and
- the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

d) Purpose of issue

The Company may issue equity securities under the 10% Placement Capacity for the following purposes:

- as cash consideration, in which case the Company intends to use funds raised for continued operating expenditure on the Company's current assets and general working capital; or
- to refresh its existing shareholder base and/or facilitate new investors.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any equity securities.

e) Allocation policy

The recipients of the equity securities to be issued under the 10% Placement Capacity have not yet been determined. However, the recipients of equity securities could include current Shareholders or new investors (or both), none of whom are presently expected to be Related Parties of the Company.

The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- the purpose of the issue;
- alternative methods for raising funds available to the Company at that time, including, for example, an entitlement issue or other offer where existing Shareholders may participate;
- the effect of the issue of the equity securities on the control of the Company;
- the circumstances of the Company, including, for example, the financial position and solvency of the Company;
- prevailing market conditions; and
- advice from corporate, financial and broking advisers (if applicable).

f) Previous approval under ASX Listing Rule 7.1A

The Company sought and obtained Shareholder approval under Listing Rule 7.1A at the previous AGM held on 21 November 2023.

The Company confirms that as at the date of this Notice, there were no equity securities issued under rule 7.1A.2 in the preceding 12 months as the Company was not presented with any business opportunities to issue these securities.

g) Compliance with ASX Listing Rules 7.1A.4 and 3.10.3

When the Company issues equity securities pursuant to the 10% Placement Capacity, it must:

- i. state in its announcement of the proposed issue under rule 3.10.3 or in its application for quotation of the securities under rule 2.7 that the securities are being issued under rule 7.1A; and
- ii. give to ASX immediately after the issue a list of names of the persons to whom the entity issued the equity securities and the number of equity securities issued to each. This list is not for release to the market.

3.3. Voting exclusion

A voting exclusion statement is included in this Notice and applies to Resolution 3. As at the date of this Notice, the Company has not invited any existing Shareholders to participate in an issue of equity securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 3.

3.4. Consequences if Resolution 3 is not passed

If Shareholders vote against this resolution, the Board will only utilise the existing 15% annual placement capacity granted under Listing Rule 7.1 if it determines to issue further equity securities.



Glossary

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

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 2024.

Board means the board of Directors of the Company.

Chair means the Chair of the AGM appointed in accordance with the Constitution.

Closely Related Party of a member of the KMP means:

- a) a spouse or child of the member;
- b) a child of the member's spouse;
- c) a dependent of the member or the member's spouse;
- d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- e) a company the member controls; or
- f) a person prescribed by the *Corporations Regulations 2001* (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means K2 Asset Management Holdings Ltd.

Constitution means the constitution of the Company.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a director of the Company.

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

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.

Listing Rule means a listing rule of ASX.

Notice 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.

Remuneration Report means the annual remuneration

report of the Company for the period ended 30 June 2024, as contained in the Annual Report.

Related Party has the meaning given to it in Listing Rule 19.12.

Resolution means a resolution referred to in the Notice 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

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 9:00am (AEDT) on Sunday 17 November 2024.**

TO APPOINT A PROXY ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/kamagm2024>
- 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 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 securityholder of the company. Do not write the name of the issuer company or the registered securityholder 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.

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 or boxes. 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.

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 securityholder.

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

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the 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. **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 17 November 2024**. 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/kamagm2024>

 **By Fax** + 61 2 9290 9655

 **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

 **In Person** Boardroom Pty Limited
Level 8, 210 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.

☐

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. Securityholders 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

STEP 1 APPOINT A PROXY

I/We being a member/s of K2 Asset Management Holdings Ltd (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 securityholder) you are appointing as your proxy below

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 virtually at https://us02web.zoom.us/webinar/register/WN_BQuWtQ6zQSmb_cYj00ORqw#registration on Tuesday, 19 November, 2024 at 9:00am (AEDT) and at any adjournment 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, as the proxy sees fit.

The Chair of the Meeting is 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 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 1, is connected with the remuneration of a member of the key management personnel for the Company.

Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1). 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

* 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 1	Adoption of the Remuneration Report	☐	☐	☐
Resolution 2	Re-election of Mr. George Boubouras as a Director	☐	☐	☐
Resolution 3 (Special Resolution)	Approval of Additional 10% Placement Capacity	☐	☐	☐

STEP 3 SIGNATURE OF SECURITYHOLDERS

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name..... Contact Daytime Telephone..... Date / / 2024