



Scheme Meeting Chaired by Mark Foster

CHAIRPERSON'S SCRIPT FOR K2FLY LIMITED

SCHEME MEETING HELD AT 11:00 AM (AWST) ON MONDAY, 9 SEPTEMBER 2024 AT THE CONFERENCE ROOM, LEVEL 2, QV1 BUILDING, 250 ST GEORGES TERRACE, PERTH WA

K2fly Limited (ASX:K2F) (**K2fly** or the **Company**) provides the Chairperson's script for today's Scheme Meeting scheduled to commence at 11:00am (AWST).

1. OPENING

Good morning, ladies and gentlemen and welcome to the Supreme Court of Western Australia ordered Scheme Meeting of K2fly Limited.

My name is Mark Foster, I am a lawyer and a partner at Steinepreis Paganin, and I will be the independent Chairperson for this Scheme Meeting. I have no connection or interest in K2fly, Argyle Bidco Pty Ltd (**BidCo**) or Accel-KKR Capital Partners VII, LP.

2. QUORUM

There is a quorum present, and I declare the meeting open.

Please sign the attendance register if you have not already done so.

3. INTRODUCTION OF DIRECTOR AND SECRETARY

I would now like to introduce to you, the directors and officers of K2fly:

- (a) Pauline Vamos – Non-Executive Chair;
- (b) Neil Canby – Non-Executive Director;
- (c) Peter Johnson – Non-Executive Director;
- (d) Brian Miller – Non-Executive Director;
- (e) Nicholas Pollock – Chief Executive Officer; and
- (f) Sara Amir-Ansari – Chief Financial Officer.

As independent chairperson, I am responsible for the formal business of the meeting.

I would also like to introduce Lily Wang from Automic Pty Ltd (**Automic**), who will be the Returning Officer for today's meeting. Joining Lily Wang from Automic is Namratha Gunnala.

Please turn mobile phones to silent for the duration of the meeting, and I remind you that the taking of photographs, video or recording of this meeting is not permitted.



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4. VOTING

I remind you that only Shareholders present in person, persons holding valid proxies and validly appointed corporate representatives have the right to speak and vote at this meeting. If you choose to do so please identify yourself.

All voting today will be done by a poll. Each K2fly Shareholder would have received a voting card for the purposes of voting by poll. Please see the Automic representatives in the foyer if you have not yet received your voting card .

On a poll, each Shareholder, whether voting in person, by proxy or by representative, is entitled to one vote for each fully paid share held.

Please record your vote by placing a cross in either the "For" or "Against" square on the voting card. If you wish to abstain from voting, please place a cross in the "Abstain" box on your voting card.

Are there any questions at this time?

5. QUESTIONS FROM SHAREHOLDERS

In relation to the proceedings for today's meeting, I will deal with the formal items of business as set out in the notice of meeting.

If Shareholders wish to ask a question during the meeting, you will be given the opportunity to ask questions of the Board as they relate to the resolution.

There will also be the opportunity to ask questions or make comments about the management and activities of the Company after the voting has concluded.

I will refer any questions on the Company, its business and the commercial aspects of the transaction, to the directors of K2fly.

I will now provide an overview of the Scheme Resolution.

6. OVERVIEW OF THE SHARE SCHEME RESOLUTION

This meeting has been convened in accordance with orders made by the Supreme Court of Western Australia on 5 August 2024 under section 411(1) of the *Corporations Act 2001* (Cth) for Shareholders of K2fly to consider and, if thought fit, pass a resolution approving the proposed scheme of arrangement between K2fly and the K2fly Shareholders, under which it is proposed that Argyle Bidco Pty Ltd, which is ultimately controlled by Accel-KKR Capital Partners VII, LP, acquires 100% of K2fly's fully paid shares for \$0.19 cash per K2fly share held at 5:00pm (AWST) on the record date, being 19 September 2024, by way of a scheme of arrangement under Part 5.1 of the *Corporations Act 2001* (Cth).

To be passed, the Scheme Resolution must be approved by both:

- (i) more than 50% in number of K2fly Shareholders present and voting (either in person, by proxy, by attorney or by corporate representative) at this meeting; and
- (ii) 75% of the votes cast on the resolution by K2fly Shareholders.



To become effective, the Scheme must also be approved by the Supreme Court of Western Australia.

The Scheme Booklet contains explanatory information on the Scheme, a report on the Scheme by the independent expert, Grant Thornton Corporate Finance Pty Ltd (**Grant Thornton**) and the notice of this meeting, has been sent to all members of the Company and I now table the Scheme Booklet.

Grant Thornton concluded that, in the absence of a superior offer, the Scheme is in the best interests of K2fly Shareholders.

Your Directors continue to unanimously recommend that Shareholders vote in favour of the Scheme in the absence of a Superior Proposal. The Non-Executive Chair of K2fly has confirmed to me on behalf of K2fly's board of directors, prior to the meeting, that the Directors have not received a Superior Proposal prior to the date of this meeting nor are the Directors aware of any superior proposal likely to emerge. Detailed reasons for your Directors' recommendations are set out in the Scheme Booklet. Prior to this meeting, each Director entitled to vote on the resolution at this meeting has voted in favour of the resolution.

The Scheme is also supported by major shareholders who represent 48.3% of K2fly's current voting Shares, who have advised K2fly of their intention to vote all K2fly Shares held or controlled by them in favour of the Scheme, in the absence of a Superior Proposal. Prior to this meeting, each of these major shareholders voted in favour of the scheme resolution.

As set out in the Scheme Booklet, the Scheme is subject to certain conditions precedent. On 31 July 2024, BidCo obtained approval from the Foreign Investment Review Board for it to acquire 100% of the K2fly Shares under the Scheme. The Scheme is subject to the following customary operational and procedural outstanding conditions:

Outstanding conditions (as at the date of this Scheme Meeting)	
1. Shareholder approval	K2fly Shareholders approve the Scheme at the Scheme Meeting by the requisite majorities.
2. Court approval of the Scheme	The Court approves the Scheme.
3. No restraints	No restraining order or, injunction or other order issued by any court or Regulatory Authority preventing, restraining, prohibiting or materially adversely affecting any of the transactions contemplated by the Scheme Implementation Deed is in effect at 8:00am on the Second Court Date.
4. No breach of Bidco representations and warranties	Bidco's representations and warranties set out in the Scheme Implementation Deed are true and correct in all material respects as at 8:00am on the Second Court Date.
5. No Bidco Prescribed Occurrence	No Bidco Prescribed Occurrence occurs between the date of the Scheme Implementation Deed and 8.00am on the Second Court Date
6. No K2fly Prescribed Occurrence	No K2fly Prescribed Occurrence occurs between the date of the Scheme Implementation Deed and 8.00am on the Second Court Date.



Outstanding conditions (as at the date of this Scheme Meeting)	
7. No breach of K2fly representations and warranties	K2fly's representations and warranties set out in the Scheme Implementation Deed are true and correct in all material respects as at 8:00am on the Second Court Date.
8. No K2fly Material Adverse Change	No K2fly Material Adverse Change in relation to K2fly occurs or becomes apparent between the date of the Scheme Implementation Deed and 8:00am on the Second Court Date.

7. FORMAL BUSINESS – APPROVAL OF SCHEME

I will now move to the business of the meeting.

The notice of this meeting was circulated to Shareholders along with the Scheme Booklet, I will take the Notice of Scheme Meeting that was contained in the Scheme Booklet as having been read.

I will now read the Scheme Resolution and conduct the by poll.

The Scheme Resolution reads:

To consider, and if thought fit, to pass the following resolution:

"That pursuant to and in accordance with section 411 of the Corporations Act:

- (i) the scheme of arrangement proposed between K2fly and K2fly Shareholders, as contained in and more particularly described in the Scheme Booklet accompanying the notice of scheme meeting forms part, is approved (with or without modification as approved by the Supreme Court of Western Australia to which K2fly and Bidco agree); and*
- (ii) the directors of K2fly are authorised, subject to the terms of the scheme implementation deed to agree to such alterations or conditions as are thought fit by the Court and, subject to approval of the scheme by the Court, the board of directors of K2fly is authorised to implement the Scheme with any such modifications or conditions."*

Proxies have been received from 91 K2fly Shareholders representing 135,240,571 shares, being 72.06% of the Company's issued share capital. The proxies received are in relation to the Scheme Resolution and are shown on the screen.

Undirected proxies appointing myself as chair to vote will be cast in favour of the resolution.

Are there any questions in relation to the Scheme?

(Pause for a minute to receive any questions. Answer questions relevant to the business of the meeting).

8. CAST VOTES

I declare that polling on the resolution is now open.



I now ask Shareholders to vote on the Scheme Resolution.

A period of 3 minutes has been allowed for Shareholders to vote, please note there may be silence for this period.

(Once voting has appeared to reach a close)

It appears as though the voting process has been completed.

I therefore declare the poll closed and note that no more votes will be counted toward the Scheme Resolution.

9. NEXT STEPS

If the Scheme Resolution put to this Scheme Meeting is passed by Shareholders by the requisite majorities, the hearing at which the Court will be asked to approve the Scheme will be held on 16 September 2024 at 4:30pm in the Supreme Court of Western Australia.

If the outstanding conditions precedent are satisfied or waived (if applicable) prior to the Second Court Hearing and the Court approves the Scheme on 16 September 2024, it is proposed that the Scheme will become legally effective on 17 September 2024, when a copy of the court orders is lodged with ASIC and announced to the ASX. The implementation of the Scheme is expected to occur on 27 September 2024.

The Returning Officer will now undertake a verification of the number of votes received on the poll of the Scheme Resolution.

The results of the poll will be announced to ASX shortly.

10. CLOSING

I now declare the Scheme Meeting closed and thank you for your attendance and support of K2fly and the proposed Scheme.

Thank you.