

K2 Asset Management Holdings Ltd

Level 32, 101 Collins Street Melbourne Victoria 3000 Australia

Telephone 61 3 9691 6111 Facsimile 61 3 9691 6170



14 October 2016

Dear shareholder

I invite you to attend the annual general meeting of K2 Asset Management Holdings Ltd, which will take place on **Tuesday 15 November 2016 at 9.00am AEDT at Level 32, 101 Collins Street, Melbourne.**

The notice of meeting which sets out the items of business is enclosed. A proxy form is also enclosed, for shareholders who are unable to attend.

I look forward to welcoming you at the meeting.

Yours sincerely

Campbell W Neal
Chairman



Notice of 2016 annual general meeting

K2 ASSET MANAGEMENT HOLDINGS LTD (“**Company**”) gives notice that the Annual General Meeting of the Company will be held at **Level 32, 101 Collins Street, Melbourne, Victoria on Tuesday 15 November 2016 at 9.00am AEDT** to consider and, if thought fit, pass the following resolutions.

Ordinary business

1. [Receipt of Financial Reports](#)

To receive and consider the financial report of the Company and the reports of the directors and auditor for the year ended 30 June 2016.

2. [Adoption of Remuneration Report](#)

That the remuneration report for the year ended 30 June 2016 be adopted.

3. [Re-election of Director - Mr Robert Hand](#)

That Mr Robert Hand, who retires as a director by rotation in accordance with article 3.6 of the Company's constitution and being eligible, offers himself for re-election, be re-elected as a director of the Company.

4. [Re-election of Director - Mr Matthew Lawler](#)

That Mr Matthew Lawler, who retires as a director in accordance with article 3.3(a) of the Company's constitution and being eligible, offers himself for re-election, be re-elected as a director of the Company.

For further information, please refer to the general information and explanatory notes which form part of this notice of meeting.

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 2 (Adoption of Remuneration Report) by the key management personnel of the Company and their closely related parties. However, the Company need not disregard a vote 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 if it is cast by a 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.

By order of the Board

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

Hollie Wight
Company Secretary
14 October 2016



General information for shareholders

Shareholders entitled to vote

The directors have determined that, for the purpose of voting at the meeting, shareholders are those persons who are the registered holders of shares at 7.00pm AEDT on Friday 11 November 2016.

Appointment of proxies

If you are entitled to vote at the meeting, you have the right to appoint a proxy to attend and vote in your place. To appoint a proxy you should use the attached form. The proxy need not be a shareholder of the Company. You may appoint up to two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

Proxy forms should be delivered to the Company's share registry, Boardroom Pty Limited:

- by hand to Level 12, 225 George Street, Sydney NSW 2000;
- by post to GPO Box 3993, Sydney NSW 2001; or
- by facsimile to +61 2 9290 9655.

Proxy forms must be received by the registry no later than 9.00am AEDT on Sunday 13 November 2016.

Where the chair of the meeting is appointed as proxy for a member entitled to vote, the chair will (where authorised) vote all undirected proxies in favour of all of the proposed resolutions to be considered at the meeting. Accordingly, if you appoint the chair of the meeting 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 member entitled to vote appoints the chair of the meeting as their proxy and the member does not direct the chair how to vote on Resolution 2 (Adoption of Remuneration Report), the member authorises the chair to exercise that proxy even though that resolution is connected directly or indirectly with the remuneration of a member of the Company's key management personnel, which includes the chair.

Further details are included on the proxy form distributed with this notice of meeting.

Bodies Corporate/Companies

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 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 meeting without a certificate of appointment.

Annual Report

Shareholders who have elected to receive a paper copy of the annual report - which includes the financial report, directors' report, auditor's report and remuneration report - should have received this via post with this notice. The report is also available from the shareholder information page at www.k2am.com.

Explanatory notes on items of business

The purpose of this explanatory statement is to provide shareholders with information concerning the resolutions proposed in the notice of annual general meeting.

1. Receipt of Financial Reports

This item will not be voted on.

The Company's financial report and the reports of the directors and auditor for the year ended 30 June 2016 are placed before the meeting giving shareholders the opportunity to discuss these 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 to K2 Asset Management at Level 32, 101 Collins Street, Melbourne, Victoria, 3000, or sent by fax to (03) 9691 6170, no later than close of business on Tuesday 8 November 2016.

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

2. **Adoption of Remuneration Report**

The Company's remuneration report, found in the annual report, is placed before the meeting and the shareholders may vote to adopt or not adopt the remuneration report. The vote on this resolution is advisory only and does not bind the directors of the Company. Because directors are excluded from voting, they can make no recommendation to shareholders on how to vote on this resolution.

The chair will vote undirected proxies in favour of this resolution, where permitted to do so by the relevant proxy form.

3. **Re-election of Director - Mr Robert Hand**

In accordance with article 3.6 of the Company's constitution, at every annual general meeting one-third of the directors (other than the managing director), or, if their number is not a multiple of three, then the number nearest to, but not less than, one-third, must retire from office. In accordance with these provisions, Mr Robert Hand, non-executive director, retires and offers himself for re-election.

Mr Hand was an Executive Director and Senior Portfolio Manager at K2 from 2001 to 2013. During his time at K2 he also managed the implementation of major projects within the business in areas including IT projects and strategy.

Prior to joining K2 Mr Hand held several senior roles at NAB Asset Management, including Head of Australian Equities, and was a Senior

Portfolio Manager in listed property, international equities (Asia and Europe) and alternative equity assets.

Mr Hand has a Master of Business Administration from Melbourne University.

The board, with Mr Hand abstaining, unanimously recommends that shareholders vote in favour of his re-election.

The chair will vote undirected proxies in favour of this resolution.

4. **Re-election of Director - Mr Matthew Lawler**

In September 2016 the board appointed Mr Matthew Lawler as a non-executive director of the Company. In accordance with article 3.3(a) of the Company's constitution, Mr Lawler automatically retires at this annual general meeting and is eligible for re-election. In accordance with these provisions, Mr Lawler, non-executive director, retires and offers himself for re-election.

Mr Lawler brings more than 30 years' financial services industry experience to the board, having held senior leadership roles in both banking and wealth management. Mr Lawler has a deep understanding of funds management distribution, investment platforms and financial planning. Most recently Mr Lawler was CEO Wealth Management at Yellow Brick Road (ASX:YBR) and prior to that held senior executive positions at NAB and also MLC where he was Executive General Manager responsible for MLC's financial planning business.

Mr Lawler has a Diploma in Financial Planning from Deakin University, a Graduate Diploma Financial Markets from FINSIA and has completed the INSEAD Executive Leadership Program.

The board, with Mr Lawler abstaining, unanimously recommends that shareholders vote in favour of his re-election.

The chair will vote undirected proxies in favour of this resolution.



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 13 November 2016.**

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 security holder 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 (at www.boardroomlimited.com.au or by calling 1300 737 760).

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 13 November 2016**. 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:

📠 **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 Ltd

ACN 124 636 782

☐

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:

☐

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 shareholder) 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 at **Level 32, 101 Collins Street, Melbourne on Tuesday 15 November 2016 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.

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 this Resolution 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). 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 2	Adoption of the Remuneration Report	☐	☐	☐
Resolution 3	Re-election of Director – Mr Robert Hand	☐	☐	☐
Resolution 4	Re-election of Director – Mr Matthew Lawler	☐	☐	☐

STEP 3 SIGNATURE OF SHAREHOLDERS

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 / / 2016