



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an Annual General Meeting (**AGM**) of shareholders of Kaizen Global Investments Limited (ACN: 602 033 670) (**KGI** or **the Company**) will be held at:

Time: 12:00pm
Date: 30 November 2022
Venue: Boardroom 36A, Governor Phillip Tower, 1 Farrer Place, Sydney, NSW 2000.

IMPORTANT NOTE

The Explanatory Statement to this notice of meeting forms part of this notice and provides additional information on matters to be considered at the AGM (**Explanatory Statement**).

YOUR VOTE IS IMPORTANT: The business of the AGM affects your shareholding and your vote is important. To vote in person, attend the AGM on the date and at the place set out above. To vote by proxy, please complete and sign the proxy form accompanying this notice of meeting (**Proxy Form**), and either deliver:

- the Proxy Form by hand or post to: Kaizen Global Investments, Suite 115, 377 Kent Street, Sydney NSW 2000; or
- by email to lgrindlay@kaizencapital.com.au

so that it is received no later than 48 hours before the commencement of the Annual General Meeting, that is by 12:00pm Monday 28 November 2022. Proxy Forms received later than this time will be invalid.

The directors of KGI have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the AGM are those who are registered shareholders of the Company 48 hours before the commencement of the AGM.

This notice of meeting should be read in its entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting. Should you wish to discuss the matters in this notice of meeting please do not hesitate to contact the Company Secretary (Lisa Grindlay) by email at lgrindlay@kaizencapital.com.au or by telephone on +61 2 7903 0007.

A. ORDINARY BUSINESS

Financial Statements and Reports

"To receive and consider the Annual Financial Report of the Company for the financial year ended 30 June 2022 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report for that financial year."

Note: This item of ordinary business is **for discussion only and is not a resolution**. However, pursuant to the *Corporations Act 2001 (Cth)* (**the Act**), KGI shareholders will be given a reasonable opportunity at the AGM to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

B. RESOLUTIONS

Part (i): Remuneration Report

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass with or without amendment, the following resolution as a **non-binding resolution**:

“That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the remuneration report as contained in the Company’s annual financial report for the financial year ended 30 June 2022.”

Note: The vote on this resolution is advisory only and does not bind the directors or the Company.

Voting exclusion statement

In accordance with the Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Company’s Key Management Personnel (**KMP**) (including Directors), whose remuneration details are included in the Remuneration Report, or any of that person’s closely related parties (such as close family members and any controlled companies of those persons) (collectively referred to as a **Restricted Voter**).

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

- (a) cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; and,
- (b) is not cast on behalf of a Restricted Voter.

If you appoint the person chairing the meeting and you are not a Restricted Voter, by marking the box on and submitting the Proxy Form you authorise the person chairing the meeting (**the Chair**) to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP, and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of Resolution 1. If you do not want your vote exercised in favour of Resolution 1, you should direct the person chairing the meeting to vote “against”, or to abstain from voting on this resolution.

Part (ii): Election of Directors

RESOLUTION 2 – RE-ELECTION OF ANDRE EDMUNDS AS DIRECTOR

To consider and, if thought fit to pass with or without amendment, the following resolution as an **ordinary resolution**:

“That Mr Andre Edmunds, a director who retires by rotation in accordance with the Company’s Constitution and being eligible offers himself for re-election, is re-elected as a Director of the Company.”

RESOLUTION 3 – INCREASE THE PERCENTAGE INVESTMENT LIMIT IN PRIVATE INVESTMENTS

This resolution seeks Shareholder approval to increase the percentage limit on private investments from ‘up to 50%’ to ‘up to 85%’. Nothing has changed in terms of strategy, target companies, logic for acquiring the businesses etc.

Explanation

At the last AGM the company sought to raise the percentage investment to ‘up to 50%’ private cash flow

generating asset. This was overwhelmingly accepted. We put that in as a general guide at the time, but it proved restrictive in the recent acquisition as it limited the amount KGI could invest due to our size.

The company made an acquisition in June of 2022 but it was limited to acquiring 40% of the target business (we have a co-investor for the other 60%) due to the 50% limit we imposed at the last AGM.

This, the board believes, is limiting the potential upside for KGI. Post the acquisition we were able to raise more funds – since we had a defined target that was acquired, and we could disclose that information. However, this was too late as we could only buy 40% of the business, at the time, based on our own NTA and the 50% limit.

In reality, the company, post acquisition, was able to complete a new capital raising to fund the transaction. Your board believes this will increasingly be the case. In raising new equity, the percentage exposure to any transaction is likely to fall. Therefore, in this resolution we are seeking to increase this limit to 85%, and indicate that it is likely to be temporary, but not guaranteed, as we raise more capital after the transaction is announced. We want to ensure that we have the maximum number of options available to increase the value of KGI for our shareholders.

We are finding interesting investment opportunities to add cash flow generating businesses to KGI, much like Warren Buffett has done with Berkshire Hathaway. In our opinion, one of Berkshire Hathaway's greatest assets is the ability to control and reallocate cash flows from the private businesses it owns into listed shares, other private businesses, to pay dividends or to buy back stock.

Our first private business was, in our opinion, a great success, generated new cash flows, and reinforced our belief that we are on the right path. **The cash flows generated by the private health business, that we previously owned, funded share buybacks/ were allocated into other investments.** Unlike other LICs, we were not shrinking our capital by selling assets to buy back shares. Our controlled business was generating incremental **new** cash flows and these are then allocated in the best interests of shareholders. We expect our latest acquisition will follow similar logic.

The current 50% limit is restricting our ability to buy companies of higher quality and value, as a proportion of investment on day one. We are missing opportunities. We will aim to pay a consistent dividend from part of the cash flows generated from the private business(es) that we control and allocate the rest into other opportunities. This will increase the probability of KGI compounding per share.

One thing we have learned **in the search process is that the ability to close deals quickly is critical in the market** we are looking at. We believe that this could well become a competitive advantage for us over time. Moving the limit on private investments to 'up to 85%' would open up this opportunity and give us the flexibility to act quickly.

Once an acquisition has closed we will have the option to raise equity and to reduce the percentage weighting of any private investment of the whole. Since there is no artificial reason to rebalance that weighting, we will build flexibility into our process and optimise our ability to only execute on the best terms. This is, in our opinion, the best outcome for all shareholders as it increases the probabilities of our long-term success.

RESOLUTION 4 – ADOPT SHARE AWARD SCHEME AS AN INCENTIVE TO MANAGER

Explanation

Aligning shareholders with value creation has been a formula that tends to work well over the long-term, in the Board's opinion, provided the milestones aren't triggered by very little effort.

The board has noted Elon Musk's package that saw shares being awarded for large increases in the value of Tesla, which were an incentive for Mr Musk, but proved very lucrative for shareholders.

The share price of KGI is currently \$1.10 per share. There are two ways for Kaizen Capital Pty Ltd (**KC**), as the manager, to be awarded new shares. **Either** the **'First award'** is triggered **OR** the **'Second Award'** is triggered.

The term that this incentive package would be active is 10 years to the 30 November 2032. The award would be capped at \$12 per share or \$0.60 EBITDA per share. The Board, in its opinion, believes that being awarded up to a maximum 12% of the shares of KGI after delivering a 12X return (from \$1 IPO price) to its shareholders would align all parties. Or, at a potential \$0.60 gross dividend per share (on a \$1 investment at IPO), equating to a 60% return per year if the share price remained at \$1, would also align all stakeholders.

First Award

For every \$1 per share the price increases an award is triggered corresponding to a percentage of the company

First, for every \$1 per share price that is added – starting at \$2/share – Kaizen Capital Pty Ltd (**KC**) would be issued/topped up to that percentage of the Company. The shares would need to have registered a transaction, on the exchange, for 30 days to apply. If there was a placement of over 5% of the company this would also apply as a trigger for the award.

Share price (for 30 days)	% Return to shareholders from award date price of \$1.10	% of shares issued to Kaizen Capital Pty Ltd of outstanding shares at the time
\$2	81.8%	2.0%
\$3	172.7%	3.0%
\$4	263.6%	4.0%
\$5	354.5%	5.0%
\$6	445.5%	6.0%
\$7	536.4%	7.0%
\$8	627.3%	8.0%
\$9	718.2%	9.0%
\$10	809.1%	10.0%
\$11	900.0%	11.0%
\$12	990.9%	12.0%

For example

If the share price traded at \$2 per share, for 30 days, then KC would be issued shares up to 2% of the shares outstanding. Shareholders, from today's last traded price of \$1.10/share, would see an increase in the value of their shares of 81.8% for the manager to receive the award of 2% of the company.

If the shares traded up to \$3 per share, an increase of 172.7% from today's \$1.10, the manager would then be issued up to 3% of the shares outstanding.

For clarity, if the share price was \$2 and KC was awarded 2% of the shares outstanding (say X shares) and then there was a share issue later of (Y) shares. Then at \$3 per share, the award would be 3% of the new share count (X+Y). This wouldn't be an incremental 3%, it would only be an award and top up to 3% of the new total share count.

Second Award

Shares are awarded based on an EBITDA per share target. The financial accounts released on the NSX would be the basis of the award. An increase of every 5 cents EBITDA per share, after the initial \$0.20 per share trigger, would trigger a further award.

Second award: EBITDA per share	Potential gross yield to shareholders per annum if all paid out as a dividend from award date price of \$1.10	% of shares issued to Kaizen Capital Pty Ltd of outstanding shares at the time
\$0.20	18.2%	4%
\$0.25	22.7%	5%
\$0.30	27.3%	6%
\$0.35	31.8%	7%
\$0.40	36.4%	8%
\$0.45	40.9%	9%
\$0.50	45.5%	10%
\$0.55	50.0%	11%
\$0.60	54.5%	12%

For example

If the company could achieve EBITDA, per share, of \$0.20 then shares would be issued under the award to KC of 4% of the shares outstanding.

Based on the current share price today of \$1.10, \$0.20 EBITDA per share could be potentially allocated as an equivalent to a gross dividend (if it was all paid out). \$0.20 on \$1.10 per share (last traded share price) – if all paid out (which is not guaranteed) – would be equivalent to a gross dividend yield of 18.1%. The board believes that it should be incentivised to delivering such outcomes as shareholders could benefit meaningfully if these were delivered.

For clarity, if the EBITDA per share was \$0.25 and Kaizen Capital Pty Ltd was awarded 5% of the shares outstanding (say X shares at the time) and then there was a share issue later of (Y) shares. Then at \$0.30 EBITDA per share, the award would be 6% of the new share count (i.e. X+Y). This wouldn't be an incremental 6%, it would be an award and top up to 6% of the new total share count.

For clarity, if Award One was triggered and shares were issued and then Award Two was triggered for a lesser percentage of the company – there would be no additional shares issued. In effect, there is a high-water mark of the maximum award of either Award One or Two – but not both.

RESOLUTION 5 – ADD A 10 YEAR TERM TO THE MANAGEMENT AGREEMENT TO MARCH 2035

In order to maximise value for shareholders the board believes we need to focus on the longer term (matching our investment philosophy) and adding an additional 10 year term to the management agreement aligns shareholders and the board. This will be on the same terms as the first management agreement signed at time of IPO. Since we are collecting businesses, much like Berkshire Hathaway, in a permanent capital vehicle, it is important that we can invest with longer term horizons in order to execute that objective.

RESOLUTION 6 – ISSUE OF FULLY PAID ORDINARY SHARES IN THE COMPANY

Explanation

Each year we add this resolution to give us the flexibility to act quickly if we see an opportunity. If we came across an acquisition that we wanted to close quickly, by the time we went through the shareholder approval process, we might have lost the opportunity. This ability to act quickly is very important – being nimble will, we believe, become one of our greatest strengths. Since we are shareholders too, we would only consider issuing shares if there was an attractive opportunity, as we do not want to dilute our investment either – we are laser focused on long-term compounding per share. Having a board that has bought shares on the same terms as its shareholders (no free options packages) is a plus – we are

absolutely aligned with our shareholders.

Each year we have passed this resolution, but not exercised it, showing our discipline, since we have not seen an opportunity. However, we are increasingly finding opportunities and need to keep this flexibility. Shareholders have granted us this option every year since inception.

To consider, and if thought fit, to pass with or without amendment, the following as an ordinary resolution:

“That for the purposes of NSX Listing Rule 6.25, and all other purposes, approval is given for the issue and allotment of up to 9,425,040 fully paid ordinary shares at an issue price of \$1.50 per share as detailed in the Explanatory Statement.”

The Company will disregard any votes cast on Resolution 6 by:

- a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of fully paid ordinary shares (**Shares**), if the resolution is passed; or
- any associates of those persons.

However, the Company need not disregard a vote on Resolution 6, 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;
- the 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.

Generally

It is the intention of the Chairman to vote eligible undirected proxies in favour of Resolution 6. Those shareholders appointing a proxy who do not want the Chairman to vote for them or do not want the Chairman to vote in accordance with the Chairman's intentions, have the ability to appoint:

- (a) the Chairman as proxy with a direction to cast votes contrary to the Chairman's stated voting intentions by instructing the Chairman to vote 'against' or to 'abstain' from voting on this Resolution under 'Step 2' of the proxy form; or
- (b) a person other than the Chairman as proxy or attorney with or without a direction to cast votes 'for', 'against' or to 'abstain' from voting on this Resolution (as the shareholder considers appropriate).

C. OTHER BUSINESS

In accordance with section 250S of the Act, the KGI shareholders are invited to ask questions about, or make comments in relation to, the management of the Company and to raise any other business that may be brought forward at the AGM in accordance with the Company's constitution and the Act.

Dated: 30 October 2022

BY ORDER OF THE BOARD



Lisa Grindlay
Company Secretary

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the shareholders in connection with the business to be conducted at the AGM to be held at 12:00pm on 30 November 2022 at Boardroom 36A, Governor Phillip Tower, 1 Farrer Place, Sydney, NSW 2000.

The purpose of this Explanatory Statement is to provide information that the KGI directors (**Directors**) believe to be material to shareholders in deciding whether or not to pass the resolutions in this notice of meeting. If you are in any doubt about what to do in relation to the resolutions contemplated in this notice of meeting and Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor. Full details of the business to be considered at the AGM are set out below.

A. ORDINARY BUSINESS

Financial Statements and Reports

In accordance with the Company's Constitution, the business of the AGM will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 30 June 2022 together with the declaration of the Directors, the Director's Report, the Remuneration Report and the Auditor's Report.

In accordance with amendments to the Act, the Company is no longer required to provide a hard copy of the Company's Annual Financial Report to KGI shareholders unless a shareholder has specifically elected to receive a printed copy. These amendments result in reducing the Company's printing costs.

Whilst the Company will not provide a hard copy of the Company's Annual Financial Report unless specifically requested to do so, KGI shareholders may view the Company Annual Financial Report on the Company's website at www.kaizenglobalinvestments.com and/or the website of the National Stock Exchange of Australia at <https://www.nsx.com.au>.

No resolution is required for this item, but shareholders will be given the opportunity to ask questions and to make comments on the management and performance of the Company.

In addition, in accordance with section 250T of the Act, a representative of the Company's auditor for the year ended 30 June 2022, Stantons International Audit and Consulting Pty Ltd (**Stantons**), will be in attendance to respond to any questions raised in relation to Stantons' or the Auditor's Report.

More specifically, Shareholders may ask Stantons questions at the Meeting in relation to the following matters:

- the conduct of the audit;
- the independence of Stantons in relation to the conduct of the audit; and
- the accounting policies adopted by the Company for the preparation of the financial statements.

Shareholders may submit written questions to Stantons in relation to the above items. Any written questions to Stantons must be submitted to the Company by no later than 12.00pm (AEDT) on the fifth business day before the date of the AGM; that is, by 23 November 2022.

B. RESOLUTIONS

Part (i): Remuneration Report

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

In accordance with section 250R(2) of the Act, the Company is required to present to its shareholders the Remuneration Report as disclosed in the Company's Annual Report.

The vote on the Resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's 2022 Annual Report and is also available on the Company's website at www.kaizenglobalinvestments.com.

However, if at least 25% of the votes cast are against the adoption of the Remuneration Report at the Meeting (subject of this notice of meeting), and then again at the 2023 Annual General Meeting (**2023 AGM**), the Company will be required to put to the vote a resolution (**Spill Resolution**) at the 2023 AGM to approve the calling of a further meeting (**Spill Meeting**). If more than 50% of shareholders vote in favour of the Spill

Resolution, the Company must convene the Spill Meeting within 90 days of the 2023 AGM. All of the Directors who were in office when the 2022 Directors' Report was approved, other than the Managing Director, will (if desired) need to stand for re-election at the Spill Meeting. The Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to KMP (including Directors) and sets out remuneration details, service agreements and the details of any share-based compensation.

Voting

Note that a voting exclusion applies to Resolution 1 in the terms set out in this notice of meeting. In particular, the Directors and other Restricted Voters must not vote on this Resolution and must not cast a vote as proxy, unless the appointment gives a direction on how to vote, or the proxy is given to the Chair and you mark the box and submit the Proxy Form authorising the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP and that in doing so you will be taken to have directed him to vote in accordance with his stated intention to vote in favour of Resolution 1. Shareholders are urged to read carefully the Proxy Form and to provide a direction to the proxy on how to vote on this resolution.

Part (ii): Election of Director

RESOLUTION 2 – RE-ELECTION OF MR ANDRE EDMUNDS AS DIRECTOR

The Company's Constitution requires that if the Company has 3 or more Directors, a third (or the number of Directors nearest to one third) of those Directors must retire at each AGM, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years or until the third AGM following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

A Director who retires by rotation under clause 20.2 of the Company's Constitution is eligible for re-election pursuant to clause 20.3 of the Company's Constitution. Mr Andre Edmunds retired by rotation and seeks re-election.

Background details for Mr Edmunds are set out below:

Andre Edmunds is KGI's sole Non-Executive Director, and has been a director since 4 November 2014. He holds a Bachelor of Aeronautical Engineering (Honours) degree. He has been a director of a consultancy and executive advisory service company since March 2007; was a Member of the Australian Institute of Project Management (2006-2011); and performed the role of BCS Assessor for Membership Status (2009 and 2010).

Andre has experience in software development and pre-sales, project management, transformation, turnaround/rescue and mobilization programs. He has consulted to executive boards of small, medium and large companies, and government organisations. He has worked with AMP General Insurance, CSC Australia, Deloitte UK, Barclays, Toyota, Volkswagen, Cazenove Capital Management, Orange Sweden, Hutchison 3G, VirginMedia, Optus, Telstra, Downer, Foxtel, News Ltd, Transport for NSW and Qantas.

As a KGI director, Andre's special responsibilities include membership of the Board of Directors and Audit Committee. He holds no other directorships in any other listed entities.

Directors' recommendation

The Directors (excluding Mr Edmunds) unanimously recommend that shareholders vote for Resolution 2.

RESOLUTION 3 – INCREASE THE PERCENTAGE INVESTMENT LIMIT IN PRIVATE INVESTMENTS

This resolution seeks Shareholder approval to increase the percentage limit on private investments from 'up to 50%' to 'up to 85%'.

The Directors unanimously recommend that shareholders vote for Resolution 3.

RESOLUTION 4 – ADOPT SHARE AWARD SCHEME AS AN INCENTIVE TO MANAGER

This resolution seeks Shareholder approval to authorise the issue of shares if either share price targets are met or EBITDA/share milestones are achieved.

The Directors unanimously recommend that shareholders vote for Resolution 4.

RESOLUTION 5 – ADD A 10 YEAR TERM TO THE MANAGEMENT AGREEMENT TO MARCH 2035

This resolution seeks Shareholder approval to authorise adding a further ten year term to the management agreement set out at time of IPO. This aligns the manager with the long-term nature of the investment strategy.

The Directors unanimously recommend that shareholders vote for Resolution 5.

RESOLUTION 6 – ISSUE OF FULLY PAID ORDINARY SHARES IN THE COMPANY

The Company's Board of Directors has resolved to undertake a placement of up to 10,000,000 new Shares to raise up to \$15m (**Offer**). The Offer will comprise the issue of the new Shares in two categories being:

- (a) without approval, an offer of 574,960 Shares which constitutes 15% of the total number of fully paid ordinary securities currently on issue; and
- (b) with approval, an offer of up to 9,425,040 Shares.

This resolution seeks Shareholder approval for the issue of the second category of Shares. The Offer is being made to both new and existing investors under the small-scale offerings exemption (in section 708(1) of the Corporations Act) and to professional and sophisticated investors (as defined in section 708(8) and (11) of the Corporations Act).

NSX Listing Rule 6.25(1) provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than an amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period without obtaining shareholder consent. ⁽¹⁾ In accordance with NSX Listing Rule 6.25, the Company has resolved to issue 574,960 Shares at an issue price of \$1.50, which constitutes 15% of its current listed share capital. The Company seeks shareholder approval for the issue of up to 9,425,040 Shares at \$1.50. Approval is sought pursuant to NSX Listing Rule 6.25, which requires that the directors of an issuer obtain consent for the issue of the Shares in excess of 15% of the number of shares on issue at the commencement of that 12-month period.

The following information is provided in relation to the issue of Shares above the 15% ceiling:

- the maximum number of Shares to be issued is 10,000,000;
- the issue of these Shares is conditional on the Company receiving shareholder approval for Resolution 3 contained within this Notice of Meeting;
- in the event that shareholder approval is not received, all application monies received by the Company pursuant to any Offer will be returned to applicants (without interest) and these Shares will not be issued;
- these Shares will be issued no later than 12 months after the date of the Meeting; and it is intended that allotment of all of the Shares will occur on the same date;
- the Company will apply for quotation of these Shares on the NSX and issue a cleansing notice in respect thereof under section 708A of the Corporations Act only after receiving shareholder approval;
- the issue price will be \$1.50 per Share, being the same issue price as those Shares issued within the 15% ceiling;
- these Shares will be allotted and issued to retail, professional and sophisticated investors who provided firm commitments to the Company pursuant to the Offer;

- these Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and ^[L]_[SEP]
- the Company intends to use the funds raised from the issue of the Shares to undertake investments consistent with its investment objectives as set out in its Prospectus dated 21 January 2015.

The Directors unanimously recommend that shareholders vote for Resolution 5.

ENQUIRIES

Shareholders are asked to contact the Company Secretary by email at lgrindlay@kaizencapital.com.au or by telephone on +61 2 7903 0007 if they have any queries in respect of the matters set out in this document.

☐ **Change of address:** If your address, as it appears on the left is incorrect, please mark this box and make any necessary corrections in the space provided below. **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 Kaizen Global Investments Limited (**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 4, Sydney Start-up Hub, 11-31 York Street, Sydney NSW 2000 on **30 November 2022 at 12:00pm 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 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 key management personnel for **Kaizen Global Investments Limited**. The 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: Appoint A Proxy*

		For	Against	Abstain*
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of a Director – Mr Andre Edmunds	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Increase the percentage investment limit in private investments	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Adopt share award scheme as incentive to manager	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Add 10 year term to management agreement to April 2035	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Issue of fully paid ordinary shares in the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* 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.

Step 3: Signature of Shareholder/s

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

Individual or Security holder 1

Security holder 2

Security holder 3

Sole Director and Sole Company Director

Director

Director/Company Secretary

Contact Name:

Contact Daytime Tel:

Date: / /

VOTING INSTRUCTIONS

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded before 12:00 pm AEDT on 28 November 2022.

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 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 secretary, 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; and,
- (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 secretary.

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 the holding is in more than one name, all the security holders 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 12:00 pm on **Monday 28 November 2022**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged in person or by post to the following address:

Suite 115, 377 Kent Street, Sydney NSW 2000

Attending the Meeting

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