

**K2 Asset Management**

Level 32, 101 Collins Street Melbourne Victoria 3000 Australia

Telephone 61 3 9691 6111 Facsimile 61 3 9691 6170

Website k2am.com



20 November 2020

Dear Shareholder

**Notice of Annual General Meeting 2020 – K2 Asset Management Holdings Ltd**

I invite you to attend the online annual general meeting of K2 Asset Management Holdings Ltd, which will take place on **Wednesday, 23 December 2020 at 9.00am AEDT**.

The notice of meeting which sets out the items of business is **enclosed**, together with information for shareholders, a voting explanatory statement and a Proxy Form for shareholders who are unable to attend the meeting.

I look forward to welcoming you at the meeting.

Yours Sincerely

A handwritten signature in black ink, appearing to read 'Campbell Neal', written over a horizontal line.

**Campbell Neal**

Chairman

K2 Asset Management Holdings Ltd



20 November 2020

Dear Shareholder

### **Annual General Meeting 2020 – K2 Asset Management Holdings Ltd**

I am pleased to provide you with details about the 2020 Annual General Meeting (**AGM**) of K2 Asset Management Holdings Ltd (**K2** or the **Company**) to be held on Wednesday, 23 December 2020 at 9.00 am (AEDT) as a virtual meeting (the **Online Meeting**).

In line with temporary amendments to the AGM requirements in Australia, and current regulatory guidance, the meeting this year will be held entirely by technology, given the uncertainty and potential health risks associated with large gatherings during the COVID-19 pandemic. There will not be a physical venue for Shareholders to attend.

Additionally, the determination issued by the Federal Treasurer permits a Notice of Meeting, and other information regarding a meeting, to 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. Instead, it is available for you to view and download via the Company's website at: [www.k2am.com.au/shareholders](http://www.k2am.com.au/shareholders).

Your participation in the Annual General Meeting is important to us and we invite all shareholders and proxy holders to participate in the AGM virtually (**Online Meeting**). If you wish to attend the Online Meeting, please contact Hollie Wight at [hwight@k2am.com.au](mailto:hwight@k2am.com.au) for further attendance details. During the Online Meeting, Shareholders will be able to listen to the proceedings, view the presentations, ask questions of the Board and vote. 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 want their votes cast, either online through their Shareholder account at <https://www.votingonline.com.au/kamagm2020> or by completing and returning the attached proxy form. All votes must be received by 9.00 am (AEDT) on Monday, 21 December 2020, in order to be valid.

The Chairman and Managing Director's Addresses 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 2020, I encourage you to read the FY2020 Annual Report prior to the Meeting. The 2020 Annual Report can also be found on K2's website or the ASX website.

We appreciate the understanding of our Shareholders during this difficult time and we look forward to your virtual attendance and participation at the Meeting.

Yours Sincerely

**Campbell Neal**  
Chairman  
K2 Asset Management Holdings Ltd



## Notice of 2020 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 online using virtual technology **on Wednesday, 23 December 2020 at 9.00 am AEDT.**

The Company advises that due to the Australian Government's recent restrictions with respect to indoor gatherings at the time of issuing this Notice (in response to the COVID-19 pandemic), the Company has determined that it would be prudent to hold its Annual General Meeting of Shareholders online only.

The Meeting (**Online Meeting**) will be held virtually via videoconference with strictly no Shareholders in physical attendance.

The Board encourages Shareholders to monitor the ASX and the Company's website for any updates in relation to the General Meeting that may need to be provided. In the meantime, the Board encourages Shareholders to submit their proxies as early as possible, even if they intend to attend the Online Meeting, as the situation may change.

Shareholders who do not intend to join the Online Meeting can direct how they want their votes cast by lodging a Proxy Form at least 48 hours in advance of the meeting.

### 1. How to attend the Online Meeting

Your participation in the Annual General Meeting is important to us and we invite all Shareholders and proxy holders to participate virtually. If you wish to attend the Online Meeting, please contact Hollie Wight at [hwight@k2am.com.au](mailto:hwight@k2am.com.au) for further attendance details. During the Online Meeting, Shareholders will be able to listen to the proceedings, view the presentations, ask questions of the Board and vote.

### 2. How to ask a question during the Online Meeting

Shareholders will have the opportunity to ask questions during the Online Meeting. However, to provide for an efficient virtual meeting, we request that any questions from Shareholders are submitted to the Company Secretary at least 24 hours in advance of the Online Meeting by email to [information@k2am.com.au](mailto:information@k2am.com.au).

### 3. How to vote during the Online Meeting

The Company strongly recommends that all Shareholders lodge a proxy vote via the Company's share registry, Boardroom Pty Limited. For a proxy vote to be effective it must be lodged prior to **9.00 am (AEDT) on Monday, 21 December 2020.**

**All resolutions will be decided by way of poll.** The Chair will inform the participants at the Online Meeting when the poll is open and when the poll closes. Shareholders and eligible proxyholders may cast their vote when the poll is conducted during the Online Meeting.

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 2020.

## Ordinary Resolutions

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

That the Remuneration Report for the year ended 30 June 2020 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):

- a) by or on behalf of a member of the KMP named in the remuneration report for the year ended 30 June 2020, or that KMP's Closely Related Party, regardless of the capacity in which the vote is cast;
- b) as a proxy by a member of the KMP at the date of the meeting, or that KMP's Closely Related Party, unless the vote is cast as a proxy for a person who is entitled to vote on this resolution:
  - i. in accordance with their directions of how to vote as set out in the proxy appointment; or
  - ii. by the Chair of the Meeting pursuant to an express authorisation on the Proxy Form.

### 2. Resolution 2: Re-election of Director - Ms. Hollie Wight

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

## Special Resolution

### 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 or on behalf of:

- a) any person who is expected to participate in, or who will obtain a material benefit as a result of, a proposed issue of Shares under the 10% Placement Facility (except a benefit solely in the capacity of a holder of Shares); and
- b) any associates of those persons.

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



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

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

Hollie Wight  
Executive Director  
20 November 2020



## 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 **7.00 pm AEDT on Monday, 21 December 2020**.

### 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/kamagm2020>
- b) **hand delivery** to Boardroom Pty Limited Level 12, 225 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 **9.00 am AEDT on Monday, 21 December 2020**.

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 distributed with this Notice. 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](http://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

Shareholders who have elected to receive a paper copy of the Annual Report should receive this by post along with this Notice. The Annual Report is also available at [www.k2am.com.au/shareholders](http://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 **Wednesday, 23 December 2020 at 9.00am AEDT**.

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 32, 101 Collins Street, Melbourne VIC 3000;
- b) **fax** to (03) 9691 6170; or
- c) **email** to [information@k2am.com.au](mailto:information@k2am.com.au),

no later than close of business on **Monday, 21 December 2020**.

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 26 November 2019), the resolution put to Shareholders to adopt the Remuneration Report for 2019 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 - Ms. Hollie Wight

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, Ms. Hollie Wight, Executive Director, retires and offers herself for re-election.

Ms. Wight has been an Executive Director and the Chief Financial Officer of the Company and its wholly-owned subsidiaries since April 2005, after joining the Company in 2000. Ms. Wight also serves as Company Secretary of the Company and its wholly-owned subsidiaries.

The Board, with Ms. Wight abstaining, unanimously recommend that Shareholders vote **in favour** of Resolution 2. The Chairman 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 \$12,536,430 (based on the number of Shares on issue and the closing price of Shares on the ASX on 18 November 2020).

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).

As at the date of this Notice, the Company has on issue 241,085,196. At present, the Company has capacity to issue 28,762,779 Equity Securities under Listing Rule 7.1 and 24,108,52 Equity Securities under Listing Rule 7.1A.

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 x 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.

If Resolution 3 is not passed, the Company will not be able to access the additional 10% capacity to Issue equity securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1

#### 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 entity's next annual general meeting; 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	\$0.0520	\$0.104
		50% decrease in issue price	Issue price	50% increase in issue price
241,085,196	Shares issued -	24,108,520 Shares	24,108,520 Shares	24,108,520 Shares

(Current Variable A)	10% voting dilution			
	Funds raised	\$626,822	\$1,253,643	\$2,507,286
361,627,794	Shares issued - 10% voting dilution	36,162,779 Shares	36,162,779 Shares	36,162,779 Shares
(50% increase in Variable A)	Funds raised	\$940,232	\$1,880,465	\$3,760,929
482,170,392	Shares issued - 10% voting dilution	48,217,039 Shares	48,217,039 Shares	48,217,039 Shares
(100% increase in Variable A)	Funds raised	\$1,253,643	\$2,507,286	\$5,041,572

**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:**

- a. There are currently 241,085,196 Shares on issue as at the date of this Notice. 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.
- b. The issue price set out above is the closing price of the Shares on the ASX on 18 November 2020.
- c. The Company issues the maximum possible number of equity securities under the 10% Placement Capacity.
- d. 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.
- e. 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.
- f. The table does not set out any dilution pursuant to approvals under Listing Rule 7.1.
- g. 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%.
- h. 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:



- i. the market price for the Company's Shares may be significantly lower on the issue date than on the date of the AGM; and
- ii. 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) Conditions of issue**

There are a number of conditions applicable to the issue of Equity Securities under ASX Listing Rule 7.1A, including a limitation on the discount to prevailing market price at which they may be issued, and additional disclosure requirements. A summary of these conditions is as follows:

- a) Equity Securities issued under the 10% Placement Capacity can only be issued for a cash consideration and only be in a class of securities already quoted. At the date of this Notice, the Company only has one class of securities which are quoted, being ordinary shares.
- b) The issue price of each Equity Securities issued under the 10% Placement Capacity must be no less than 75% of the volume weighted average market price (**VWAP**) for Equity Securities In that class, calculated over the 15 trading days on which trades in that class were recorded Immediately before either:
  - 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 5 trading days of the date in paragraph (i), the date on which the securities are issued.

**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:

- i. the purpose of the issue;

- ii. 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;
- iii. the effect of the issue of the equity securities on the control of the Company;
- iv. the circumstances of the Company, including, for example, the financial position and solvency of the Company;
- v. prevailing market conditions; and
- vi. 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 26 November 2019.

**g) Issue of equity securities under rule 7.1A.2 in the 12 months preceding the date of the meeting**

The Company has not issued (or agreed to issue) any securities under rule 7.1A.2 In the 12 months preceding the date of the meeting.

**h) Compliance with ASX Listing Rules 7.1A.4 and 3.10.5A**

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

- i. a list of the recipients of the equity securities and the number of equity securities issued to each (not for release to the market), in accordance with Listing Rule 7.1A.4; and
- ii. the information required by Listing Rule 3.10.5A 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 Shareholder 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.



## Glossary

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

**Associate** has the meaning given to that term in the ASX Listing Rules.

**ASX** means ASX Limited ACN 008 624 691.

**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 2020.

**Board** means the board of Directors of the Company.

**Business Day** means a day which is not a Saturday, Sunday or public holiday in Sydney or Melbourne.

**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** or **K2** 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.

**Equity Securities** has the meaning set out in the ASX Listing Rules.

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

**Key Management Personnel (or 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. The KMP are listed in the Annual Report.

**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 2019, 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 09:00am (AEDT) on Monday 21 December 2020.**

### 🖥 TO VOTE ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/kamagm2020>
- 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:

- 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.
- 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 on Monday, 21 December 2020 (AEDT)**. 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/kamagm2020>  
+ 61 2 9290 9655

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

✉ **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

# 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 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 on Wednesday, 23 December, 2020 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 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	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director - Ms. Hollie Wight	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of additional 10% placement capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### 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 / / 2020