

# KMD



## KMD BRANDS

### Notice of Annual Meeting 2024

**Will be held at**  
**MUFG Corporate Markets (formerly Link Market Services), Level 30, PwC Tower, 15 Customs Street West, Auckland 1010**

**and online at**  
**[www.virtualmeeting.co.nz/kmd24](http://www.virtualmeeting.co.nz/kmd24)**

**Tuesday, 19 November 2024 at 2:00pm (NZDT) (12:00pm AEDT)**







# Notice of Annual Meeting

**NOTICE IS GIVEN** that the fifteenth Annual Meeting of KMD Brands Limited (the “**Company**”) will be held at MUFG Corporate Markets (formerly Link Market Services), Level 30, PwC Tower, 15 Customs Street West, Auckland 1010, and online at [www.virtualmeeting.co.nz/kmd24](http://www.virtualmeeting.co.nz/kmd24) on Tuesday, 19 November 2024 at 2:00pm (NZDT) (12:00pm AEDT).

In the event that we are prevented from holding a physical meeting, or the Board otherwise determines a physical meeting is inappropriate in the circumstances, we may decide to hold a virtual only Annual Meeting. If this occurs, we will provide shareholders with notice through an announcement to the NZX, ASX, and on our website.

## **AGENDA**

### **ITEM 1: CHAIRPERSON’S ADDRESS**

### **ITEM 2: GROUP CEO’S ADDRESS**

### **ITEM 3: RESOLUTIONS**

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

#### **Re-election of Directors**

##### **Ordinary Resolution 1.**

That David Kirk be re-elected as a Director of the Company.

##### **Ordinary Resolution 2.**

That Abby Foote be re-elected as a Director of the Company.

##### **Ordinary Resolution 3.**

That Michael Daly be re-elected as a Director of the Company.

#### **Auditor Remuneration**

##### **Ordinary Resolution 4.**

That the Board be authorised to fix the remuneration of the Company’s auditor for the ensuing year.

The Board unanimously supports resolutions 1 to 4 and recommends that shareholders vote in favour of them at the Annual Meeting.

See the Explanatory Statement below for further details relating to the resolutions.

### **ITEM 4: OTHER BUSINESS**

To consider any other business, including shareholder questions, properly brought before the Annual Meeting.

### **BY ORDER OF THE BOARD**



**Frances Blundell**

Company Secretary 4 October 2024

# Explanatory Statement

## RESOLUTIONS 1, 2 AND 3: RE-ELECTION OF DIRECTORS

### NZX Listing Rule 2.7.1 requires that:

- a Director must not hold office (without re-election) past the third Annual Meeting following the Director's appointment or 3 years, whichever is longer; and
- a Director appointed by the Board must not hold office (without re-election) past the next Annual Meeting following the Director's appointment.

David Kirk, Abby Foote and Michael Daly retire in accordance with NZX Listing Rule 2.7.1 and offer themselves for re-election by shareholders at the Annual Meeting.

### In the Board's opinion:

- each of David Kirk and Abby Foote, would, if appointed as at the date of this Notice of Meeting, be an Independent Director of the Company as defined in the NZX Listing Rules; and
- Michael Daly, would not, if appointed as at the date of this Notice of Meeting, be an Independent Director of the Company as defined in the NZX Listing Rules.

The Board unanimously supports the re-election of David Kirk and Abby Foote as independent Directors of the Company.

The Board also unanimously supports the re-election of Michael Daly as a Director of the Company until his employment with the Company ends, to enable an orderly transition to the new Group CEO.



### Information about the candidates:

#### DAVID KIRK

Appointed: 21 November 2013

Last re-elected: 23 November 2021



Co-founder and Chair of ASX-listed growth-stage technology investment company, Bailador Technology Investments (ASX:BTI), David has been a growth stage investor in technology businesses since 1999 and was an IPO investor in Xero. David is Chair of private company Forsyth Barr Limited, the leading New Zealand-based provider of wealth management, broking and investment banking services.

David sits on the boards of several Bailador portfolio companies and is also Chair of charitable organisations KiwiHarvest, New Zealand Food Network and the New Zealand Rugby Players Association. He recently retired as Chair of Sydney Festival.

As the former CEO of Fairfax Media, David led Fairfax's acquisition of Trade Me and Stayz and was Chair of Trade Me during its time as a public company.

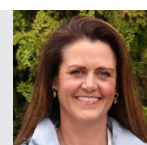
Prior to joining the corporate world, David enjoyed a highly successful rugby career. He captained the All Blacks to win the Rugby World Cup in 1987 and was awarded an MBE in 1988. Earlier in his career, he was a consultant at McKinsey & Company in London and has served as chief policy advisor to the New Zealand Prime Minister.

David is a Rhodes Scholar with degrees in Medicine from Otago University and Philosophy, Politics and Economics from Oxford University.

#### ABBY FOOTE

Appointed: 15 October 2021

Last re-elected: 23 November 2021



A professional director with more than 15 years' governance experience, including with publicly-listed and Crown companies, Abby holds qualifications in both law and accounting. Abby's career has covered both disciplines focused on strategy, corporate finance, treasury and commercial transactions. Abby has broad governance experience across a wide range of areas including strategic development and implementation, governance of significant transactions, stakeholder engagement, audit and risk, health and safety, and ESG governance.



Abby also serves on the board of Freightways Group Limited. Her previous governance roles include Christchurch City Holdings Limited (CCHL), the wholly owned investment arm of Christchurch City Council; TVNZ; Museum of New Zealand Te Papa Tongarewa; Transpower New Zealand; Livestock Improvement Corporation; the New Zealand Local Government Funding Agency; Sanford and Z Energy.

Abby chairs the KMD Brands Audit and Risk Committee.

#### **MICHAEL DALY**

Appointed: 19 May 2021

Last re-elected: 23 November 2021



Joining Rip Curl in 2002, Michael fulfilled the roles of Chief Financial Officer and then Chief Operating Officer before his appointment as Chief Executive Officer of Rip Curl in January 2013.

After leading Rip Curl for over eight years, he was appointed Group CEO of KMD Brands in 2021. As Group CEO, Michael offers vision and strategic guidance that make Kathmandu, Oboz and Rip Curl much more than the sum of their parts.

Michael led the Group to become one of the first multinational companies in Australia and New Zealand to have all its brands individually certified B Corp.

Based at KMD Brands' head office in South Melbourne, Victoria, Michael also spent more than two years in the United States with Rip Curl.

Prior to joining Rip Curl, Michael spent a decade with PricewaterhouseCoopers across Australia and the USA.

Michael is a strategic, inclusive and well-respected leader.

As announced on 2 October 2024, Michael has given notice of his resignation as CEO and Director of the Company. Michael seeks re-election to remain on the Board until the incoming CEO commences in the role. Michael's term as a Director of KMD Brands will end on the date his employment with the Company ends.

#### **RESOLUTION 4: AUDITOR REMUNERATION**

KPMG is the current auditor of the Company and has indicated its willingness to continue in office. Pursuant to section 207T of the Companies Act 1993, KPMG is automatically reappointed at the Annual Meeting as auditor of the Company. The proposed resolution is to authorise the Board to fix the auditor's remuneration for the ensuing year for the purpose of section 207S of the Companies Act 1993.



# Procedural Notes

## ATTENDANCE

Shareholders can attend the Annual Meeting in person or participate virtually online.

To attend online please go to [www.virtualmeeting.co.nz/kmd24](http://www.virtualmeeting.co.nz/kmd24). Shareholders participating online will be able to watch the Annual Meeting, vote and ask questions during the Annual Meeting. Please note, if you will be attending online you will require your shareholder number, found on your Voting/Proxy Form, for verification purposes.

## ENTITLEMENT TO VOTE

The Company has determined that voting entitlements for the Annual Meeting will be fixed as at 2:00pm (NZDT) (12.00pm AEDT) on Sunday, 17 November 2024. Only persons recorded as shareholders in the Company's share register at that time will be able to vote at this Annual Meeting and only on their shareholdings at that time.

## VOTING

Voting on all resolutions put before the Annual Meeting will be by poll.

Resolutions 1, 2, 3 and 4 are ordinary resolutions and can be passed by a simple majority (more than 50%) of the votes cast.

Your right to vote may be exercised by:

- casting a postal or online vote; or
- appointing a proxy (or representative) to attend and vote in your place.

### ***Voting during the Annual Meeting***

Shareholders attending the Annual Meeting online will need their shareholder number, found on their Voting/Proxy Form, for verification purposes, in order to vote online.

### ***Postal and advanced online voting***

The Board has determined that shareholders entitled to attend and vote at the Annual Meeting may cast a postal vote or vote online in advance of the Annual Meeting. MUFG Corporate Markets (formerly Link Market Services) has been authorised by the Board to receive and count postal and online votes.

You can cast a postal vote by completing and sending the Voting/Proxy Form (enclosed with this Notice of Meeting) by post, email (as a scanned attachment) or delivering it by hand so that, in each case, the form is received by MUFG Corporate Markets (formerly Link Market Services) no later than 2:00pm (NZDT) (12.00pm AEDT) on Sunday, 17 November 2024.

You can vote online in advance of the Annual Meeting at [vote.linkmarketservices.com/KMD](http://vote.linkmarketservices.com/KMD). Advanced online votes must be made by 2:00pm (NZDT) (12.00pm AEDT) on Sunday, 17 November 2024.

### ***Voting by proxy***

Any shareholder entitled to vote at the Annual Meeting may appoint a proxy (or representative, in the case of a corporate shareholder) to attend and vote online at the Annual Meeting on their behalf.

You can appoint a proxy online at **vote.**

**linkmarketservices.com/KMD** or by completing and returning the Voting/ Proxy Form (enclosed with this Notice of Meeting) in the manner specified on the Voting/Proxy Form so that the form is received by MUFG Corporate Markets (formerly Link Market Services) no later than 2:00pm (NZDT) (12.00pm AEDT) on Sunday, 17 November 2024.

A proxy does not have to be a shareholder. You may appoint the Chair of the Annual Meeting or any Director as your proxy. The Chair of the Annual Meeting and each Director will vote for resolutions marked "Proxy's Discretion", even if they have an interest in the outcome of the resolutions. If you've ticked the "Proxy's Discretion" box and your named proxy does not attend the Annual Meeting or you have not named a proxy, the Chair of the Annual Meeting will act as your proxy.

## **QUESTIONS BY SHAREHOLDERS IN ADVANCE**

In addition to asking questions at the Annual Meeting, shareholders are invited to submit questions in advance of the Annual Meeting by no later 2:00pm (NZDT) (12.00pm AEDT) on Sunday, 17 November 2024 online at [vote.linkmarketservices.com/KMD](https://vote.linkmarketservices.com/KMD) or via the question section on the Voting/Proxy Form, or to:

### **The Chairperson**

KMD Brands Limited  
C/- Company Secretary  
PO Box 1234  
Christchurch 8140  
New Zealand

Email: [companysecretary@kmdbrands.com](mailto:companysecretary@kmdbrands.com)

Questions can also be asked live via the online platform during the Annual Meeting. The Chairperson will answer as many questions as possible during the Annual Meeting.

## **WEBCAST RECORDING AND SLIDE PRESENTATION**

Please note that for shareholders who are unable to attend the Annual Meeting, a webcast recording of the Annual Meeting (and any accompanying slide presentations) will be posted on the Company's website at [www.kmdbrands.com](https://www.kmdbrands.com) following the Annual Meeting.



This document is printed on environmentally responsible paper, produced using Elemental Chlorine free (ECF), mixed source pulp from responsible renewable forests and manufactured under the strict ISO14001.

  
Kathmandu®

Obōz®

  
RIPCURL

**KMD**  
BRANDS

[KMDBrands.com](http://KMDBrands.com)