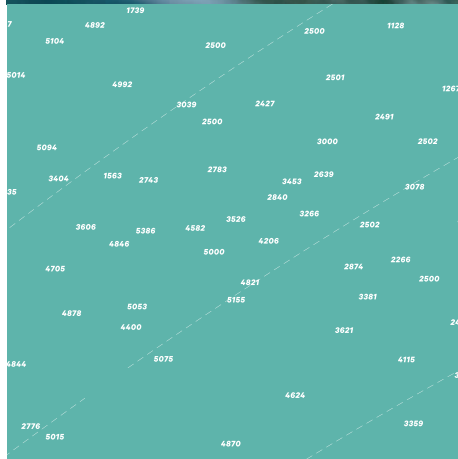
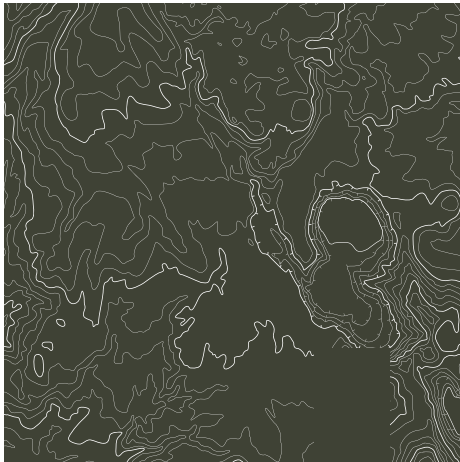


KMD

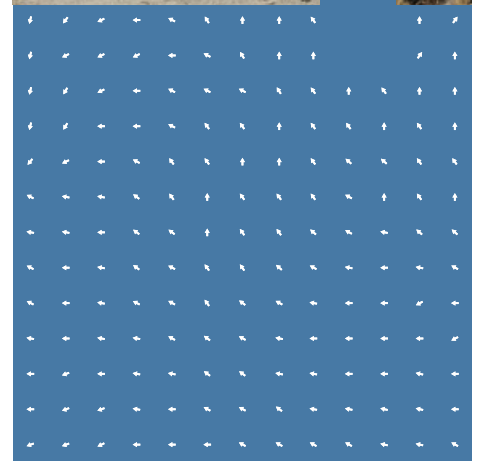
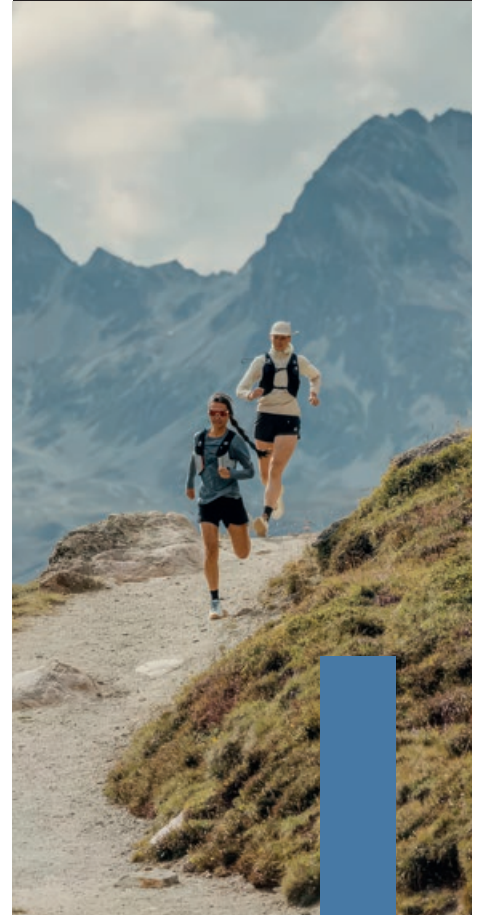
Notice of Annual Meeting 2026

BRANDS



Will be held at
MUFG Pension & Market Services,
Level 30, PwC Tower,
15 Customs Street West,
Auckland 1010

and online at
www.virtualmeeting.co.nz/kmd26
on Wednesday, 25th November 2026
at 10:00am (NZDT) / 8:00am (AEDT).





KMD BRANDS LIMITED (ARBN 139 836 918)

Notice of Annual Meeting



NOTICE IS GIVEN that the Annual Meeting of KMD Brands Limited (the “**Company**”) will be held at MUFG Pension & Market Services Level 30, PwC Tower, 15 Customs Street West, Auckland 1010, and online at **www.virtualmeeting.co.nz/kmd26** on Wednesday, 25th November 2026 at 10:00am (NZDT) / 8:00am (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: Chairman'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 Director

Ordinary Resolution 1.

That John Strowger be elected as a Director of the Company.

Ordinary Resolution 2.

That Ian Morrice be elected as a Director of the Company.

Ordinary Resolution 3.

That Philip Bowman be re-elected as a Director of the Company.

Ordinary Resolution 4.

That Brent Scrimshaw be re-elected as a Director of the Company.

Auditor Remuneration

Ordinary Resolution 5.

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

The Board unanimously supports all resolutions 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
13 October 2026

Explanatory statement

Resolutions 1, 2, 3 and 4: 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.

John Strowger, having been appointed by the Board on 1 July 2026, and Ian Morrice, having been appointed by the Board on 20 August 2026, retire and offer themselves for election by shareholders at the Annual Meeting.

Philip Bowman and Brent Scrimshaw, 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 Philip Bowman, John Strowger and Ian Morrice, 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
- Brent Scrimshaw, 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 given he is an Executive Director.

The Board unanimously supports the election of John Strowger and Ian Morrice, and the re-election of Philip Bowman and Brent Scrimshaw.

Information about the candidates

John Strowger
Appointed: 1 July 2026



John has had an extensive professional career as a leading commercial lawyer. He was a partner at Chapman Tripp, a national full service corporate law firm, from 1993 to 2022, and remains a consultant of the firm. John specialised in corporate, contract and securities law, with particular expertise in mergers & acquisitions.

John was named NZ Deal Maker of the Year at the 2019, 2017 and 2015 Australasian Law Awards. More recently, he was recognised by the International Financial Law Review

(IFLR1000) as a “Market Leader” in New Zealand’s mergers & acquisitions and equity capital markets.

John also has deep governance experience. He is the chair of Skellerup Holdings Limited (SKL.NZX), an independent director of Sanford Limited (SAN.NZX) and also sits on the board of, and advisory committees to, a number of private sector businesses, and family offices. He is also a director of Qestral Corporation Limited and Caspex Limited.

Ian Morrice
Appointed: 20 August 2026



Ian brings to the KMD Brands Board more than three decades of executive and governance experience across retail and consumer businesses in Australasia and the United Kingdom, with a proven track record of leading large-scale business transformation and growing shareholder value.

As Group Chief Executive Officer of Metcash Limited (MTS.ASX), from 2012 to 2018, Ian led one of Australia’s most complex, multi-division consumer businesses through a successful turnaround and shareholder value creation. Prior to Metcash, Ian served as Group CEO and Managing Director of The Warehouse Group in New Zealand (WHS.NZX), between 2004 and 2011. During his time there, Ian orchestrated an omni-channel and product-led transformation which delivered significantly improved shareholder returns.

He has a deep understanding of multi-brand, multi-channel consumer businesses including direct-to-consumer, store networks, wholesale, and B2B e-commerce.

Ian’s strong governance experience includes having served as a non-executive director of Myer Limited (MYR.ASX) and an Advisory Board member of Spotlight Retail Group.

Ian has acted as an Advisor to private businesses and private equity firms in New Zealand and Australia. He has also served as a coach and mentor to CEOs and senior executives across multiple business sectors.

Philip Bowman
Appointed: 2 October 2017
Last re-elected: 10 November 2023



Philip Bowman has extensive experience in retail and governance, including 15 years as a director of Burberry PLC and Executive Chairman of Liberty PLC. Other past roles include CFO of Bass PLC, CEO of Bass Taverns, CEO of Allied Domecq PLC, CEO of Scottish Power PLC, CEO of Smiths Group and Chairman of Coral Eurobet and Miller Group.

He is currently Chairman of NZX listed Sky Network Television (SKT.NZX) and an independent director of Amsterdam listed Ferrovial NV, as well as Chairman of Tegel Group Holdings.

Philip was previously a director of Majid al Futtaim Holding LLC, and Chairman of Majid al Futtaim Properties LLC. Together, the Majid al Futtaim group is the largest owner and operator of shopping malls across the Middle East, and also represents a number of major international brands across the Middle East through licence arrangements.

Philip has also held roles as an independent director of BSKyB PLC, Scottish & Newcastle Group PLC, Better Capital PCC, and Berry Bros. & Rudd Ltd., and also worked with a number of Private Equity firms.

Brent Scrimshaw
Appointed: 2 October 2017
Last re-elected: 10 November 2023



Brent joined the KMD Brands Board as a Non-Executive Director in October 2017 and was appointed Group CEO and Managing Director of KMD Brands in March 2025.

Brent has extensive experience leading and growing consumer brands around the world. Prior to Brent’s appointment as CEO and Managing Director of KMD Brands, Brent was the Chief Executive Officer and Executive Director of Enero Group Limited, a worldwide portfolio of creative, adtech, digital, data and communications businesses with offices across 16 cities globally.

Brent also built an 18-year career with Nike Inc across Asia, the United States and Europe, most recently serving as Vice President and Chief Executive of Nike Europe. He was previously a director of action sports apparel brand Fox Head Inc in California and a non-executive director of sports technology company Catapult International.

Resolution 5: 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/kmd26**. 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 10:00am (NZDT) / 8.00am (AEDT) on Monday, 23 November 2026. 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, 4 and 5 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 Pension & 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 Pension & Market Services no later than 10:00am (NZDT) / 8.00am (AEDT) on Monday, 23 November 2026.

You can vote online in advance of the Annual Meeting at **vote.cm.mpms.mufg.com/KMD**. Advanced online votes must be made by 10:00am (NZDT) / 8.00am (AEDT) on Monday, 23 November 2026.

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.cm.mpms.mufg.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 Pension & Market Services no later than 10:00am (NZDT) / 8.00am (AEDT) on Monday, 23 November 2026.

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 appointed as a proxy will vote in favour of 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 10:00am (NZDT) / 8.00am (AEDT) on Monday, 23 November 2026 online at **vote.cm.mpms.mufg.com/KMD** or via the question section on the Voting/Proxy Form, or to:

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

Email: companysecretary@kmdbrands.com

Questions can also be asked live via the online platform during the Annual Meeting. The Chairman 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** following the Annual Meeting.





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