



KMD

BRANDS

Notice of Annual Meeting 2025

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/kmd25

Wednesday, 19 November 2025
at 10:00am (NZDT) / 8:00am (AEDT).



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/kmd25** on Wednesday, 19 November 2025 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: 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 Director

Ordinary Resolution 1.

That Andrea Martens be re-elected as a Director of the Company.

Auditor Remuneration

Ordinary Resolution 2.

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

The Board unanimously supports resolutions 1 and 2 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 2025

Explanatory Statement

RESOLUTION 1: ELECTION OF DIRECTOR

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.

Andrea Martens retires in accordance with NZX Listing Rule 2.7.1 and offers herself for re-election.

In the Board’s opinion Andrea Martens, 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.

The Board unanimously supports the re-election of Andrea Martens.

Information about the candidate:

ANDREA MARTENS

Appointed: 1 August 2019
Last re-elected: 16 November 2022



Andrea is a strategic and growth-focused leader, with proven success in building global and local brands – across B2B and B2C markets – through omni-channel management, and the development and implementation of digital and data-driven strategy. Across a 20-year career as an executive team member, CMO and board member of significant global brands, Andrea has developed a strong passion for operational excellence, talent and culture.

Andrea held a series of transformational leadership roles at Unilever ANZ, where she carried responsibility for a \$1.2 billion consumer goods business. During her tenure as CMO of Jurlique International, she led a major program of transformation for a \$200M product portfolio across 23 global markets, improving brand health and profitability while also developing Jurlique’s inaugural Global CSR strategy.

Andrea is currently the CEO of the Australian Association of Data-driven Marketing and Advertising (ADMA), where she has repositioned the organisation as a leading authority on marketing capability, data and regulation. Under her leadership, ADMA has guided the industry through a period of significant change — from digital

transformation and shifting customer expectations to evolving privacy reform and the rise of artificial intelligence. She established an advisory committee of Australia’s leading CMOs to guide ADMA, and her deep expertise and passion for digital, data-driven marketing and governance is reflected in the thought leadership she contributes to the Australian marketing industry through education and high-profile events.

Andrea also serves as a non-executive director of Kennards Hire Pty Limited, one of Australasia’s largest family-owned equipment hire businesses with more than 200 branches. In this role she contributes to governance of digital transformation, customer strategy and ESG priorities, bringing marketing and customer insights into long-term growth strategies. She is also a non-executive director of a premium Australian equine nutrition company with international operations, where she has supported brand and digital transformation, guided expansion into the United States, and strengthened governance and ESG initiatives.

At KMD Brands, Andrea is Chair of the People and Remuneration Committee, reflecting her strong commitment to governance, culture and talent development. Andrea resides in Sydney.

RESOLUTION 2: 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/kmd25. 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, 17 November 2025. 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 and 2 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, 17 November 2025.

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, 17 November 2025.

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, 17 November 2025.

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 10:00am (NZDT) / 8.00am (AEDT) on Monday, 17 November 2025 online at **vote.cm.mpms.mufg.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

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** following the Annual Meeting.





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