

**ASX Announcement**

22 October 2021

**2021 Annual General Meeting**

In accordance with Listing Rule 3.17, attached are the following documents:

1. Notice of Annual General Meeting 2021
2. Proxy Form; and
3. A Letter to Shareholders regarding arrangements for the 2021 Annual General Meeting that will be dispatched to the Shareholders in lieu of the Notice of Meeting

Yours faithfully

Mark Licciardo  
Company Secretary

**Authorised for release by the Board of Kogan.com Limited.**

ENDS

**For further information please contact:**

[relations@kogancorporate.com](mailto:relations@kogancorporate.com)

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<https://www.kogancorporate.com/subscribe/>

**About Kogan.com**

Kogan.com is a portfolio of retail and services businesses that includes Kogan Retail, Kogan Marketplace, Kogan Mobile, Kogan Internet, Kogan Insurance, Kogan Travel, Kogan Money, Kogan Cars, Kogan Energy, Dick Smith, Matt Blatt and Mighty Ape. Kogan.com is a leading Australian consumer brand renowned for price leadership through digital efficiency. The Company is focused on making in-demand products and services more affordable and accessible.

ABN 96 612 447 293

## NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting (the **Meeting**) of Shareholders of Kogan.com Limited (**the Company, Kogan.com** or **ASX:KGN**) will be held virtually. Shareholders will not be able to attend in person. You are invited to participate online as follows:

Thursday, 25 November 2021  
12:00pm (Melbourne Time)

Venue: <https://web.lumiagm.com/332441879>

**THIS IS AN IMPORTANT DOCUMENT AND SHOULD BE READ IN ITS ENTIRETY. PLEASE READ IT CAREFULLY.**

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If you are unable to attend the Annual General Meeting, please complete the Proxy Form and return it in accordance with the instructions set out on that form. If you are in any doubt as to how to vote, you should contact your professional adviser as soon as possible. Should you wish to discuss a matter in the Notice of Meeting please do not hesitate to contact the Company Secretary, Mr Mark Licciardo, at [markl@mertons.com.au](mailto:markl@mertons.com.au).

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# ITEMS OF BUSINESS

## Item 1 - Financial Statements and Reports

To receive and consider the Company's Annual Financial Report, including the Directors' Report and Audit Report for the year ended 30 June 2021.

## Item 2 - Adoption of Remuneration Report

To consider, and if thought fit, to pass the following resolution as an **ordinary resolution**:

*"That, the Company adopt the Remuneration Report for the year ended 30 June 2021 in accordance with Section 250R(2) of the Corporations Act and for all other purposes."*

### Voting Exclusion Statement:

The Company will disregard any votes cast in favour of Item 2 by or on behalf of:

- a member of the Key Management Personnel whose remuneration details are disclosed in the Remuneration Report for the year ended 30 June 2021, or their closely related parties, in any capacity; or
- a member of the Key Management Personnel as at the time the resolution is voted on at the Meeting, or any of their closely related parties, as a proxy.

However, this does not apply to a vote cast in favour of Item 2 by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with an express authorisation in the proxy appointment to cast votes even if the resolution is connected directly or indirectly with the remuneration of Key Management Personnel, and in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - o the beneficiary provides written confirmation by the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - o the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Chair intends to vote all undirected proxies in **FAVOUR** of Item 2.

Note: The 2021 Remuneration Report is set out in the Company's 2021 Annual Report. The vote on this resolution is advisory only and does not bind the Directors of the Company.

### Item 3 – Re-election of Board endorsed Mr David Shafer as a Director

To consider, and if thought fit, to pass the following resolution as an **ordinary resolution**:

*“That Mr David Shafer, who retires in accordance with clause 23.10 of the Constitution and ASX Listing Rule 14.4 and, being eligible, be re-elected as a Director of the Company.”*

### Item 4 – Election of Board endorsed Ms Janine Allis as a Director

To consider, and if thought fit, to pass the following resolution as an **ordinary resolution**:

*“That Ms Janine Allis, having offered herself for election in accordance with clause 23.7 of the Constitution, be elected as a Director of the Company.”*

### Item 5 – Election of Board endorsed Mr James Spenceley as a Director

To consider, and if thought fit, to pass the following resolution as an **ordinary resolution**:

*“That Mr James Spenceley, having offered himself for election in accordance with clause 23.7 of the Constitution, be elected as a Director of the Company.”*

### Item 6 – Increase in Non-Executive Directors’ Fee Pool

To consider, and if thought fit, pass the following resolution as an **ordinary resolution**:

*“That, for the purposes of ASX Listing Rule 10.17, clause 26 of the Company’s Constitution and all other purposes, the total fee pool available for the remuneration to Non-Executive Directors of the Company as remuneration for their services be increased by \$300,000 from \$500,000 to \$800,000 per financial year.”*

#### **Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of Item 6 by or on behalf of:

- a Director, or any of their associates, in any capacity; and
- a member of the Key Management Personnel as at the time the resolution is voted on at the Meeting or any of their closely related parties, as a proxy.

However, this does not apply to a vote cast in favour of Item 6 by:

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

- o the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Chair intends to vote all undirected proxies in **FAVOUR** of Item 6.

## Item 7 – Renewal of Equity Incentive Plan

To consider, and if thought fit, pass the following resolution as an **ordinary resolution**:

*“That, for the purposes of ASX Listing Rules 7.2 Exception 13(b), sections 257B(1), 259B(1), 260C(4) of the Corporations Act and for all other purposes, the Shareholders of the Company approve the renewal of the Equity Incentive Plan for a period of three years from the date of this Meeting on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

### Voting Exclusion Statement:

The Company will disregard any votes cast in favour of Item 7 by or on behalf of:

- a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Equity Incentive Plan in question; or
- an associate of a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Equity Incentive Plan in question; or
- a member of the Key Management Personnel as at the time the resolution is voted on at the Meeting or any of their closely related parties, as a proxy.

However, this does not apply to a vote cast in favour of Item 7 by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides, even if the resolution is connected directly or indirectly with the remuneration of Key Management Personnel; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - o the beneficiary provides written confirmation by the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - o the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Chair intends to vote all undirected proxies in **FAVOUR** of Item 7.

## Contingent Business

### Item 8 – Board Spill Meeting (Conditional Item)

To consider, and if thought fit, pass the following resolution as an **ordinary resolution**:

*“That, subject to and conditional on at least 25% of the votes cast on the resolution at Item 2 being cast against the adoption of the Remuneration Report:*

- a. an extraordinary general meeting of the Company (**Spill Meeting**) be held within 90 days of the passing of this resolution:*
- b. all of the Directors in office (excluding the Chief Executive Officer) when the Board resolution to make the Directors’ Report for the financial year ended 30 June 2021 was passed and who remain in office at the time of the Spill Meeting, cease to hold office immediately before the end of the Spill Meeting; and*
- c. resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote of shareholders at the Spill Meeting.”*

#### **Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of Item 8 by or on behalf of:

- a member of the Key Management Personnel whose remuneration details are disclosed in the Remuneration Report for the year ended 30 June 2021, or their closely related parties, in any capacity; or
- a member of the Key Management Personnel as at the time the resolution is voted on at the Meeting, or any of their closely related parties, as a proxy.

However, this does not apply to a vote cast in favour of Item 8 by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way;
- the Chair as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with an express authorisation in the proxy appointment to cast votes even if the resolution is connected directly or indirectly with the remuneration of Key Management Personnel, and in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - o the beneficiary provides written confirmation by the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - o the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Chair intends to vote all undirected proxies **AGAINST** Item 8.

## OTHER INFORMATION

An Explanatory Memorandum accompanies and forms part of this Notice of Meeting.

All Shareholders should read the Explanatory Memorandum carefully and in its entirety.

Shareholders who are in doubt regarding any part of the business of the Meeting should consult their professional adviser for assistance.

## VOTING IN PERSON

Ordinarily, shareholders would be able to participate in the Meeting of the Company by attending and voting in person at the meeting venue.

However, due to the current exceptional and uncertain circumstances, and with the health, wellbeing of shareholders, employees and the broader community in mind, the Annual General Meeting will be held virtually via a live Zoom webcast.

The Treasury Laws Amendment (2021 Measures No. 1) Bill 2021 (Cth) was passed on 10 August 2021. It acts to amend the operation of the Corporations Act to allow companies to hold virtual meetings and send notices of such meetings through electronic communications or by providing sufficient information to allow the recipient to access the notice electronically.

If you would prefer to receive a hard copy of this Notice of Meeting, you may request a hard copy by contacting the Company Secretary, Mr Mark Licciardo, at [markl@mertons.com.au](mailto:markl@mertons.com.au)

## ALL RESOLUTIONS BY POLL

Pursuant to the Corporate Governance Principles and Recommendations (4th Edition), all votes will be taken on a Poll.

## VOTING BY PROXY

Any Shareholder entitled to attend and vote at this virtual Meeting is entitled to appoint a proxy to attend and vote instead of that Shareholder.

The proxy does not need to be a Shareholder of the Company.

A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the Shareholder's votes.

With respect to Item 2, Item 6, Item 7 and Item 8 (if applicable), if a Shareholder appoints the Chair as proxy and does not direct the Chair how to vote on that resolution, the Shareholder authorises the Chair to vote in accordance with their voting intention as stated in this Notice of Meeting, even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

The Chair intends to vote undirected proxies in FAVOUR of Items 2 to 7 and AGAINST Item 8.



Proxies must be:

Lodged at the Company's share registry, Computershare Investor Services Pty Limited; or

Faxed to the fax number specified below,

not later than 12:00pm (Melbourne Time) on Tuesday, 23 November 2021.

Address (hand deliveries):      Computershare Investor Services Pty Limited  
Yarra Falls, 452 Johnson Street,  
Abbotsford, Victoria, 3067

Address (postal deliveries):      C/- Computershare Investor Services Pty Limited  
GPO Box 242  
Abbotsford, Victoria, 3067

Fax number for lodgement:      (within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

The proxy form has been enclosed. Please read all instructions carefully before completing the Proxy Form.

## ONLINE VOTING

You can lodge your vote online at:

[www.investorvote.com.au](http://www.investorvote.com.au)

## CUSTODIAN VOTING

Custodians who are subscribers of Intermediary Online, please submit your votes electronically via: [www.intermediaryonline.com](http://www.intermediaryonline.com)

## ENTITLEMENT TO VOTE

In accordance with Section 1074E(2)(g)(i) of the Corporations Act and Regulation 7.11.37 of the Corporations Regulations, the Company has determined that for the purposes of the Meeting all shares will be taken to be held by the persons who held them as registered Shareholders at 7:00pm (Melbourne Time) on Tuesday, 23 November 2021. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.



# ALL ENQUIRIES

Call: (within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

## VOTING INTENTIONS

Subject to any voting restrictions and exclusions, the Chair intends to vote in favour of Items 2 to 7 on the agenda, and against Item 8 (if applicable).

In respect of undirected proxies, subject to any voting restrictions and exclusions, the Chair intends to vote in favour Items 2 to 7 on the agenda, and against Item 8 (if applicable).

By order of the Board



**Mark Licciardo**

Company Secretary  
22 October 2021

# EXPLANATORY MEMORANDUM

This Explanatory Memorandum sets out further information regarding the proposed resolutions to be considered by Shareholders of Kogan.com (**the Company, Kogan.com** or **ASX:KGN**) at the 2021 Annual General Meeting (**Meeting**) to be held commencing at 12:00pm (Melbourne Time) on Thursday, 25 November 2021 online at <https://web.lumiagm.com/332441879>.

The Directors recommend that Shareholders read this Explanatory Memorandum in its entirety before determining whether or not to support each resolution.

## Item 1 - Financial statements and reports

Under Section 317 of the Corporations Act, the Company is required to lay its Annual Financial Report, Directors' Report and Remuneration Report before its Shareholders at its Annual General Meeting. The Annual Financial Report is submitted for Shareholders' consideration and discussion at the Annual General Meeting as required. Meeting attendees are invited to direct questions to the Chair in respect of any aspect of the report they wish to discuss.

Representatives of Kogan.com's auditor, KPMG, will be present for discussion purposes on matters of relevance to the audit.

## Item 2 – Adoption of Remuneration Report

### 2.1 Background

Item 2 provides Shareholders the opportunity to vote on the Company's Remuneration Report. The Remuneration Report is contained within the Directors' Report in the Annual Financial Report.

Under Section 250R(2) of the Corporations Act, the Company must put the adoption of its Remuneration Report to a vote at its Annual General Meeting.

At last year's Annual General Meeting, 43.81% of the votes cast on the resolution to adopt the 2020 Remuneration Report were against the resolution. Accordingly, the Company received a "first strike". The Directors take Shareholders' concerns about executive remuneration seriously and made several changes in Board composition and remuneration during 2021 with a view to addressing the concerns that led to the "first strike" at last year's Annual General Meeting.

The Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at this Annual General Meeting when reviewing the Company's remuneration policies. This vote is advisory only and does not bind the Directors or the Company. However, if 25% or more of the votes that are cast are voted against the adoption of the Remuneration Report at this Annual General Meeting, the resolution at Item 8 will be put to the Annual General Meeting and Shareholders will be required to vote on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Directors other than the CEO must be offered up for election.

The operation and consequences of a "spill resolution" are set out under Item 8 below.

As this resolution relates to the remuneration of the Directors, the Board and their closely related parties must not cast a vote on the Remuneration Report, unless as holders of directed proxies for Shareholders eligible to vote on Item 2.

## 2.2 Board Recommendation and Undirected proxies.

The Board makes no recommendations in regards to this resolution as it relates to the remuneration of the Board. The Chair intends to vote undirected proxies in **FAVOUR** of Item 2.

## Item 3 – Re-election of Board endorsed Mr David Shafer as a Director

### 3.1 Background

Clause 23.10 of the Constitution sets out the requirements for determining which Directors are to retire by rotation at an Annual General Meeting. Mr David Shafer, who was re-elected at the Company's Annual General Meeting held on 16 November 2018, will retire by rotation in accordance with this clause of the Constitution and, being eligible, has offered himself for re-election.

ASX Listing Rule 14.4 also provides that a director of an entity must not hold office (without re-election) past the third Annual General Meeting following the director's appointment, or 3 years, whichever is longer. This rule does not apply to the Managing Director.

Item 3 provides for the re-election of Mr Shafer as a Director of the Company in accordance with the Constitution and ASX Listing Rule 14.4.

Mr Shafer has worked with the Company since 2006, moving to a full time position as Chief Operating Officer, Chief Financial Officer and Executive Director in November 2010. Prior to joining the Business, Mr Shafer was a Senior Associate at Arnold Bloch Leibler.

Mr Shafer holds a Bachelor of Law (Honours) and Bachelor of Commerce from The University of Melbourne and is a Chartered Financial Analyst.

### 3.2 Board recommendation and undirected proxies

The Board (with Mr Shafer abstaining due to his interest in the outcome) unanimously recommends that Shareholders vote in **FAVOUR** of Item 3. The Chair intends to vote undirected proxies in **FAVOUR** of Item 3.

## Item 4 – Election of Board endorsed Ms Janine Allis as a Director

### 4.1 Background

In accordance with clause 23.7 of the Constitution, Ms Janine Allis, offers herself for election as a Director of the Company. Ms Allis was appointed to the Board of the Company on 1 April 2021 to fill a casual vacancy and also serves as a member of the Audit and Risk Management Committee and the Remuneration and Nomination Committee.

Item 4 provides for the election of Ms Janine Allis as a Non-Executive Director of the Company in accordance with the Company's Constitution.

Ms Allis is the founder of Boost Juice and the Retail Zoo group of food retail brands. She has been Telstra Businesswoman of the Year, Amex Franchisor of the Year, ARA Retailer of the Year and was inducted into the Australian Business Women Hall of Fame. BRW listed Ms Allis as one of the top 15 people who have changed the way we do business in the last 20 years and she is an ambassador for UNHCR.

Ms Allis currently serves on the Boards of Australian Pharmaceutical Industries Limited (ASX:API), Retail Zoo Pty Ltd and Sea Shepherd Australia.

## 4.2 Board Recommendation and Undirected Proxies

The Board (with Ms Allis abstaining due to her interest in the outcome) unanimously recommends that Shareholders vote in **FAVOUR** of Item 4. The Chair intends to vote undirected proxies in **FAVOUR** of Item 4.

## Item 5 – Election of Board endorsed Mr James Spenceley as a Director

### 5.1 Background

In accordance with clause 23.7 of the Constitution, Mr James Spenceley, offers himself for election as a Director of the Company. Mr Spenceley was appointed to the Board of the Company on 1 March 2021 to fill a casual vacancy and also serves as a member of the Audit and Risk Management Committee and the Remuneration and Nomination Committee.

Item 5 provides for the election of Mr James Spenceley as a Non-Executive Director of the Company in accordance with the Company's Constitution.

Mr Spenceley founded Vocus Communications (now Vocus Group) in 2007 and built it into an ASX100 company through organic growth and acquisitions. He is Chairman of local services provider Airtasker, has twice won Ernst & Young Australian Entrepreneur of the Year recognition and in 2018 was inducted into the Telecommunications Hall of Fame.

Mr Spenceley currently serves as Non-Executive Director at Think Childcare Group Limited (ASX:THK) and is Chair of Airtasker Limited (ASX:ART) and Swoop Telecom.

### 5.2 Board Recommendation and Undirected Proxies

The Board (with Mr Spenceley abstaining due to his interest in the outcome) unanimously recommends that Shareholders vote in **FAVOUR** of Item 5. The Chair intends to vote undirected proxies in **FAVOUR** of Item 5.

## Item 6 – Increase in Non-Executive Directors' Fee Pool

In accordance with clause 26.2(a) of the Company's Constitution and ASX Listing Rule 10.17, Shareholder approval is sought to increase the maximum aggregate amount of Directors' fees per financial year that may be paid by the Company to its Non-Executive Directors ("**Fee Pool**") by \$300,000 from \$500,000 per annum to \$800,000 per annum.

Under the ASX Listing rules, the term "directors fees" includes committee fees, superannuation contributions and fees which a director sacrifices for other benefits, but does not include reimbursement of genuine out-of-pocket expenses, genuine "special exertion" fees or securities issued to Non-Executive Directors with approval of Shareholders in accordance with the ASX Listing Rules.

The Directors are seeking Shareholder approval to increase the Fee Pool for the following reasons:

- a. The increase in Fee Pool will provide the Board with the ability to appoint additional Directors with the requisite skills and experience as appropriate; and
- b. The increase will ensure that the Company maintains the ability to pay Non-Executive Directors remuneration at levels commensurate with market rates and as necessary to attract and retain directors of the highest calibre.

The level of Non-Executive Directors' remuneration is reviewed annually to ensure alignment with the market. The Directors are satisfied that the proposed Fee Pool will be within the average bands applying to companies within the Company's industry that are of a similar size, profitability, growth and risk profiles and that the proposed increase is appropriate for the reasons set out above. The Fee Pool has not been increased since the time of admission to the Official List on 7 July 2016, while the number of Non-Executive Directors has increased from two to four. The current quantum of aggregate remuneration for Non-Executive Directors is close to the \$500,000 maximum that presently applies.

No securities have been issued to any Non-Executive Director of the Company under ASX Listing Rules 10.11 or 10.14 at any time within the last three years.

Additional information regarding the remuneration paid to each Non-Executive Director for the financial year ended 30 June 2021, and the Company's approach to the remuneration of Non-Executive Directors, is set out in the Remuneration Report in the Company's Annual Report.

## 6.2 Board Recommendation and Undirected Proxies

The Board (with Non-Executive Directors abstaining due to their interest in the outcome) unanimously recommends that Shareholders vote in **FAVOUR** of Item 6. The Chair intends to vote undirected proxies in **FAVOUR** of Item 6.

## Item 7 – Renewal of Equity Incentive Plan

### 7.1 Background

The Company operates an employee incentive scheme called the Kogan.com Equity Incentive Plan (**the EIP**). The EIP was first adopted in June 2016 and was subsequently approved for renewal by Shareholders at the Annual General Meeting held in November 2018. The EIP Rules have not changed since adoption and a summary of the key terms are set out in Annexure A to this Notice of Meeting and Explanatory Memorandum. The full Equity Incentive Plan Rules are available on the Company's website [www.kogancorporate.com](http://www.kogancorporate.com).

Kogan.com has adopted the EIP to assist in the motivation and retention of senior management and other select employees of the Company. The EIP is designed to align the interests of eligible employees more closely with the interests of Shareholders, by providing the opportunity for eligible employees to receive an equity interest in Kogan.com. Under the EIP, eligible employees may be offered Restricted Shares, Options or Rights ("**Incentive Securities**") which may be subject to vesting conditions.

ASX Listing Rule 7.1 allows the Company to issue a maximum of 15% of its capital in any 12-month period without requiring Shareholder approval. Pursuant to ASX Listing Rule 7.2 Exception 13(b), an issue under an employee incentive scheme will not count towards a company's 15%

limit provided the plan was approved by shareholders within three years before the date of the securities being issued.

The Board intends to continue to make grants of incentive securities under the EIP. The Board considers that future issues of securities under the EIP will provide eligible employees with the opportunity to participate in the future growth of the Company.

In accordance with ASX Listing Rule 7.2 Exception 13(b), a summary of the key terms of the EIP is set out in Annexure A to this Notice of Meeting and Explanatory Memorandum.

As stated above, the EIP was last approved for renewal by Shareholders at the 2018 Annual General Meeting held on 16 November 2018. Since the date the EIP was last approved by Shareholders, the Company has issued 564,422 performance rights and 61,632 options, 2,262,267 performance rights have vested and been converted into Ordinary Shares, and 286,869 performance rights have expired or been cancelled. 6,000,000 Retention Options were also issued under the EIP to Key Management Personnel that were approved by Shareholders under Listing Rule 10.14 at the 2020 Annual General Meeting held on 20 November 2020.

The maximum number of Securities proposed to be issued under the Plan, following Shareholder approval, is 5% of the number of Shares currently on issue, which at the date of this Notice of Meeting, is 5,344,410 Securities.

The applicable voting exclusion statement for the purposes of Listing Rule 7.2 exception 13(b), under this Item 7, appears in the Notice of Meeting.

#### **7.4 If Item 7 is passed or not passed**

If the resolution at Item 7 is passed, the Company will be able to issue incentive securities under the EIP to eligible employees over a period of 3 years. The issue of any incentive securities to eligible employees under the EIP (up to the maximum number of securities stated in Item 7.2© above) will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

For the avoidance of doubt, the Company must seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of securities under the EIP to a related party or a person whose relationship with the company or the related party is, in ASX's opinion, such that approval should be obtained.

If Resolution 7 is not passed, the Company will be able to proceed with the issue of incentive securities under the EIP to eligible employees, but any issues of securities will reduce, to that extent, the Company's capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the issue of incentive securities.

#### **7.5 Board Recommendation and Undirected Proxies**

The Board (excluding directors eligible to participate in the Equity Incentive Plan) recommends that shareholders vote in **FAVOUR** of Item 7. The Chairman intends to vote undirected proxies in **FAVOUR** of Item 7.



## Item 8 – Board Spill Meeting (Conditional Item)

### 8.1 Background

At last year's Annual General Meeting, more than 25% of the votes cast on the resolution to adopt the Remuneration Report were against adopting the report and the Company received a "first strike".

Item 8 is a conditional item and will only be put to the Meeting if at least 25% of the votes cast on the resolution at Item 2 to adopt the Remuneration Report for the financial year ended 30 June 2021 are cast against. If fewer than 25% of the votes cast are against adopting the Remuneration Report, then there will be no second strike and Item 8 will not be put to the Meeting.

If put, the spill resolution will be considered as an ordinary resolution. If this resolution is passed and becomes effective, an extraordinary general meeting of Company (the **Spill Meeting**) must be held within 90 days of the date of the Annual General Meeting in order to consider the composition of the Board. At the Spill Meeting, all the Directors who were in office when the Board resolution to approve the Company's 2021 Directors' Report was passed, other than the Company's Chief Executive Officer, Mr Ruslan Kogan, will automatically vacate office at the conclusion of the Spill Meeting unless they stand for re-election and are re-elected at the Spill Meeting.

The Directors who were in office when the Board resolution to approve the 2021 Directors' Report was passed (other than Mr Kogan) are:

- Mr Greg Ridder
- Mr David Shafer\*
- Mr Harry Debney
- Ms Janine Allis\*
- Mr James Spenceley\*

\*Even if Mr David Shafer is re-elected and Ms Janine Allis and Mr James Spenceley are elected at this Meeting, they will need to be re-elected at the Spill Meeting in order to remain in office. If any additional Directors were to be appointed before the Spill Meeting, they would not need to stand for election at the spill meeting to remain in office.

The Directors listed above are those who held office on 29 September 2021 when the Directors' report (including the Remuneration report) for the year ended 30 June 2021 was approved.

When considering this Item of Business, the Directors suggest that Shareholders consider:

- the Board's response to the first strike received at the 2020 Annual General Meeting, which is set out in the 2021 Kogan.com Annual Report;
- the additional costs of, and uncertainty and disruption caused by, convening an additional general meeting of Shareholders which the Board does not consider to be in the best interests of the Company or its Shareholders;
- the current Board has the skills and experience required to provide effective oversight of the Company;



- with the exception of Ms Janine Allis and Mr James Spenceley who are both up for election for the first time, each Non-Executive Director has previously been elected as a Director of the Company and received strong support from Shareholders;
- the Company has delivered total shareholder returns of 537% since its IPO on 7 July 2016 to 29 September 2021, compared with 70% for the ASX200 Accumulation Index and 70% for the ASX300 Accumulation Index over the same period\*; and
- there is no assurance that any or all of the directors would stand for re-election at the Spill Meeting.

## 8.2 Board Recommendation and Undirected Proxies

The Board unanimously recommends that Shareholders vote **AGAINST** Item 8. The Chair intends to vote undirected proxies **AGAINST** Item 8.

# QUESTIONS AND COMMENTS

## Questions and Comments by Shareholders at the Meeting

In accordance with the Corporations Act, a reasonable opportunity will be given to Shareholders – as a whole – to ask questions or make comments on the management of the Company at the Annual General Meeting.

Similarly, a reasonable opportunity will be given to Shareholders – as a whole – to ask questions to the Company's external auditor, KPMG, relevant to:

- a. the conduct of the audit;
- b. the preparation and contents of the audit;
- c. the accounting policies adopted by the Company in relation to the preparation of its Annual Financial Report for the year ended 30 June 2021; and
- d. the independence of the KPMG in relation to the conduct of the audit.

Shareholders may also submit a written question to KPMG if the question is relevant to the content of KPMG's Audit Report or the conduct of its audit of the Company's Annual Financial Report for the year ended 30 June 2021.

Relevant written questions to KPMG must be received by no later than 5:00pm (Melbourne Time) on Tuesday, 23 November 2021. A list of those questions will be made available to Shareholders attending the Meeting. KPMG will either answer questions at the Meeting or table written answers to them at the Meeting. If written answers are tabled at the Meeting, they will be made available to Shareholders as soon as practicable after the Meeting.

\* Company estimate

**Please send written questions for KPMG to:**

By facsimile: +61 3 9602 4709

Address (postal deliveries): C/- Mertons Corporate Services Pty Ltd  
Level 7, 330 Collins Street  
Melbourne  
VIC 3000

by no later than 5:00pm (Melbourne Time) on Tuesday, 23 November 2021.

For personal use only

# GLOSSARY

<b>\$</b>	means Australian dollars.
<b>Annual Financial Report</b>	means the annual financial report of the Company for the year ended 30 June 2021.
<b>Annual General Meeting or Meeting</b>	means the meeting convened by the Notice of Meeting.
<b>ASX</b>	means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.
<b>ASX Listing Rules</b>	means the Listing Rules of ASX.
<b>Board</b>	means the current board of directors of the Company.
<b>Chair</b>	means the chair of the Meeting.
<b>closely related party</b>	<p>of a member of the Key Management Personnel means:</p> <ul style="list-style-type: none"> <li>a) a spouse of the child of the member;</li> <li>b) a child of the member's spouse;</li> <li>c) a dependent of the member or the member's spouse;</li> <li>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;</li> <li>e) a company the member controls; or</li> <li>f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.</li> </ul>
<b>Company</b>	means Kogan.com Limited (ABN 96 612 447 293).
<b>Constitution</b>	means the Company's constitution.
<b>Corporations Act</b>	means the <i>Corporations Act 2001 (Cth)</i> .
<b>Directors</b>	means the directors of the Company.
<b>Directors' Report</b>	means the section of the Annual Financial Report entitled 'Directors' Report'.
<b>EIP</b>	as the meaning given to that term in section 7.1 of the Explanatory Memorandum.
<b>Equity Securities</b>	includes a share, a right to a share or option, an option, a convertible security and any security that ASX decides to classify as an Equity Security.
<b>Explanatory Memorandum</b>	means the explanatory memorandum accompanying the Notice of Meeting.
<b>Group</b>	means the Company and each Related Body Corporate of the Company.

<b>Key Management Personnel</b>	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.
<b>Notice of Meeting</b>	means this notice of meeting including the Explanatory Memorandum and the Proxy Form.
<b>Option</b>	means an option to acquire a Share granted under the EIP.
<b>Proxy Form</b>	means the proxy form accompanying the Notice of Meeting.
<b>Related Body Corporate</b>	has the meaning given to that term in section 50 of the Corporations Act.
<b>Remuneration Report</b>	means the section of the Directors' Report contained in the Annual Financial Report entitled 'Remuneration Report'.
<b>Share</b>	means a fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	means a registered holder of a Share.

# APPENDIX A

## Key Terms of the Kogan.com Limited Equity Incentive Plan (EIP)

Term	Summary
<b>Eligibility</b>	Offers of Incentive Securities may be made to any employee of the Kogan Group (including a director employed in an executive capacity) or any other person who is declared by the Board to be eligible to receive a grant of Incentive Securities under the EIP.
<b>Offers</b>	The Board may make offers of Incentive Securities to eligible participants at its discretion.
<b>Terms and conditions</b>	<p>The Board has the absolute discretion to determine the terms and conditions applicable to an offer under the EIP, including:</p> <ul style="list-style-type: none"> <li>• The type or types of Incentive Securities being offered;</li> <li>• The number of Incentive Securities being offered;</li> <li>• The amount (if any) payable for the grant of Incentive Securities;</li> <li>• Any vesting conditions or other conditions that apply (including performance, service or other conditions);</li> <li>• The procedure for exercising an Option (including any exercise price that will be payable) following vesting;</li> <li>• The circumstances in which Rights and/or Options will lapse;</li> <li>• The circumstances in which Shares allocated to eligible participants may be forfeited;</li> <li>• How Incentive Securities may be treated in the event that the eligible participant ceases employment;</li> <li>• Any restrictions on dealing in relation to a Restricted Share or Share allocated under the EIP; and</li> <li>• Any circumstances in which a participant's entitlement to Incentive Securities may be reduced or extinguished.</li> </ul>
<b>Ranking of Shares</b>	<p>Any Shares issued under the EIP will rank equally in all respects with existing Shares.</p> <p>A participant holding Options or Rights is not entitled to participate in any new issue of securities unless the participant has become entitled to exercise his or her Options or Rights, and does so, before the record date for the determination of entitlements to the new issue of securities and participates as a result of being the holder of Shares.</p>
<b>Rights attaching to all Shares issued under the EIP</b>	<p>Unless otherwise specified in the particular offer, a participant has the following rights in respect of any Shares allocated to a participant under the EIP (including Restricted Shares):</p> <ul style="list-style-type: none"> <li>• The participant is entitled to receive all dividends and other distributions or benefits payable in respect of the Shares;</li> <li>• The participant is entitled to exercise the voting rights attaching to the Shares;</li> </ul>

	<ul style="list-style-type: none"> <li>Any bonus shares that are issued in respect of the Shares will be issued to the participant and will be subject to the same terms, conditions and restrictions on dealing (if any) as the Shares in respect of which they were issued; and</li> <li>If rights arise on a rights issue in respect of the Shares, the participant may deal with or exercise those rights.</li> </ul>
<b>Restricted Shares</b>	<p>Each Restricted Share confers on its holder the entitlement to acquire one Share.</p> <p>Each Restricted Share is subject to restrictions on dealing, vesting conditions and/or other applicable conditions.</p>
<b>Rights attaching to Restricted Shares</b>	<p>The Board must allocate the Restricted Shares to the participant by:</p> <ul style="list-style-type: none"> <li>Issuing Restricted Shares to;</li> <li>Procuring the transfer of Restricted Shares to; or</li> <li>Procuring the setting aside of Restricted Shares for, the participant.</li> </ul> <p>No payment is required for the grant of a Restricted Share.</p>
<b>Vesting of Restricted Shares</b>	<p>A Restricted Share vests (and becomes an unrestricted Share) only where each vesting condition has been satisfied and where Kogan.com has notified to the participant that the Restricted Share has vested.</p>
<b>Forfeiture of Restricted Shares</b>	<p>A Restricted Share will be forfeited upon the earliest to occur of:</p> <ul style="list-style-type: none"> <li>Failure to meet a vesting condition or any other condition applicable to the Restricted Share within the vesting period;</li> <li>If the participant's employment is terminated (see Cessation of employment below);</li> <li>The participant electing to surrender the Restricted Share;</li> <li>In other circumstances specified in the EIP (e.g. see Preventing inappropriate benefits below); or</li> <li>Where, in the opinion of the Board, a participant deals with a Restricted Share in contravention of any dealing restrictions under the EIP.</li> </ul>
<b>Options</b>	<p>Each Option confers on its holder the entitlement to acquire one Share (or, in certain circumstances a cash payment in lieu of a Share) at the exercise price (if any) upon the exercise of the Option, subject to satisfaction of applicable conditions</p>
<b>Rights</b>	<p>Each Right confers on its holder an entitlement to a Share (or, in certain circumstances, to a cash payment in lieu of a Share) subject to satisfaction of applicable conditions.</p>
<b>Rights attaching to Options and Rights</b>	<p>A participant has no right or interest in a Share the subject of an Option or Right held by the participant until the Share is issued or transferred to that participant pursuant to the exercise of the Option or Right. Options and Rights do not carry any rights to dividends, rights to vote or rights to capital. No payment is required for the grant of a Right or an Option.</p>

<b>Vesting and exercise of Options and Rights</b>	If Options or Rights are offered subject to vesting conditions, vesting only occurs where each vesting condition has been satisfied and upon notification by Kogan.com to the participant that the Options or Rights have vested.
<b>Payment of cash equivalent</b>	Where the Board exercises its discretion to make a cash payment to a participant in lieu of an allocation of Shares, Kogan.com must pay an amount equivalent to the value of the Options that can be exercised or Rights that have vested, based on the volume weighted average market price of Shares during the previous 20 trading days (or such other calculation determined by the Board).
<b>Lapse of Options and Rights</b>	<p>An Option will lapse upon the earliest to occur of:</p> <ul style="list-style-type: none"> <li>• Five years after vesting of the Option or any other date nominated as the expiry date in a participant's invitation;</li> <li>• Failure to meet a vesting condition or any other condition applicable to the Option within the vesting period;</li> <li>• If the participant's employment is terminated (see Cessation of employment below);</li> <li>• The participant electing to surrender the Option;</li> <li>• In other circumstances specified in the EIP (e.g. see Preventing inappropriate benefits below); or</li> <li>• Where, in the opinion of the Board, a participant deals with an Option in contravention of any dealing restrictions under the EIP. A Right will lapse upon the earliest to occur of:</li> <li>• Failure to meet a vesting condition or any other condition applicable to the Right within the vesting period; or</li> <li>• If the participant's employment is terminated (see Cessation of employment below);</li> <li>• The participant electing to surrender the Right;</li> <li>• In other circumstances specified in the EIP (e.g. see Preventing inappropriate benefits below); or</li> <li>• Where, in the opinion of the Board, a participant deals with a Right in contravention of any dealing restrictions under the EIP.</li> </ul>
<b>Restrictions on dealing in Incentive Securities</b>	<p>Subject to Kogan.com's Security Trading Policy, any dealing in respect of an Incentive Security is prohibited unless:</p> <ul style="list-style-type: none"> <li>• The Board determines otherwise; or</li> <li>• The dealing is required by law and the participant has provided satisfactory evidence to Kogan.com of that fact.</li> </ul> <p>The Board may also implement any procedure it considers appropriate to enforce such restrictions.</p>
	For the purposes of the EIP, in addition to a sale, transfer, assignment or creation of encumbrance, dealing also includes any hedging (including any dealing with a derivative instrument intended to "lock in" a profit relating to an Incentive Security), and any other transactions in financial products that operate to limit the economic risk associated with holding an Incentive Security.



<b>Waiver of vesting conditions</b>	The Board may at any time waive in whole or in part any terms or conditions (including any vesting condition) in relation to any Incentive Securities or Shares granted to a participant.
<b>Bonus issues, pro-rata issues and capital reorganisations</b>	The EIP provides for adjustments to be made to the number of Shares which a participant would be entitled to receive on the exercise of Options or Rights or the exercise price (if any) of the Options or Rights in the event of a bonus issue or pro-rata issue to existing holders of Shares (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) or a reorganisation of capital.
<b>Preventing inappropriate benefits</b>	<p>Where the Board determines that:</p> <ul style="list-style-type: none"> <li>• A participant has: <ul style="list-style-type: none"> <li>acted fraudulently or dishonestly;</li> <li>engaged in gross misconduct;</li> <li>brought Kogan.com into disrepute;</li> <li>breached his or her obligations to Kogan.com; or</li> <li>is convicted of an offence in connection with the affairs of Kogan.com;</li> </ul> </li> <li>• There has been a material misstatement or omission in the financial statements of Kogan.com which in the Board's opinion may, or are likely to, affect Kogan.com's financial soundness or require restatement of Kogan.com's financial accounts; or</li> <li>• Kogan.com is required by or entitled under law or company policy to reclaim remuneration from a participant, the Board may determine that:</li> <li>• Incentive Securities issued to the participant will lapse or deemed to be forfeited; and/or</li> <li>• A participant must pay or repay to Kogan.com all or part of the net proceeds of sale where Shares allocated under the EIP have been sold (or any cash payment in lieu of the allocation of Shares), together with any dividends.</li> </ul>
<b>Cessation of employment</b>	The EIP contains certain provisions concerning the treatment of vested and unvested Restricted Shares, Options and/or Rights in the event that the participant ceases employment. The Board has the discretion to determine whether the participant's Incentive Securities lapse, are forfeited, vest (immediately or subject to conditions), are only exercisable for a prescribed period, or are no longer subject to some of the restrictions that previously applied.
<b>Change of control</b>	<p>In the event of a change of control of Kogan.com:</p> <ul style="list-style-type: none"> <li>• The Board has the discretion to determine that all or a specified number of a participant's unvested Incentive Securities vest or cease to be subject to restrictions. The Board may also specify in a participant's invitation an additional or different treatment that will apply to unvested Incentive Securities where a change of control event occurs;</li> <li>• Unless the Board determines otherwise, any vested Options will be exercisable for a period specified by the Board, and will lapse if not exercised within the specified period; and</li> </ul>

	<ul style="list-style-type: none"> <li>Unless the Board determines otherwise, any restrictions on dealing imposed on vested Incentive Securities will cease to have effect on the occurrence of a change of control event.</li> </ul>
<b>Quotation</b>	Options and Rights will not be quoted on ASX. Subject to the ASX Listing Rules, Kogan.com will apply to ASX for the official quotation of any Shares issued to participants for the purposes of the EIP.
<b>Trustee</b>	<p>Kogan.com may appoint a trustee to acquire and hold Shares on behalf of participants, for transfer to future participants or otherwise for the purposes of the EIP.</p> <p>Unless provided otherwise in the terms of an offer to a participant, when a Share that is held by a trustee on behalf of a participant ceases to be a Restricted Share, the trustee will continue to hold the Share on trust on behalf of the participant until such time as the participant, or Kogan.com on behalf of the participant, directs the trustee to:</p> <ul style="list-style-type: none"> <li>Transfer the Share into the participant's name; or</li> <li>Sell the Share and pay the net proceeds of sale to the participant.</li> </ul>
<b>Compliance with laws</b>	<p>Notwithstanding any rule, Incentive Securities and Shares will not be allocated, issued, acquired, transferred or otherwise dealt with under the EIP if to do so would:</p> <ul style="list-style-type: none"> <li>Contravene the Corporations Act, the ASX Listing Rules, or any other applicable laws; or</li> <li>Require Kogan.com to pay, provide, or procure the payment or provision of, any money or benefits to the participant which would require Shareholder approval under Part 2D.2, Division 2 of the Corporations Act.</li> </ul>
<b>Amendments</b>	The Board may, in its absolute discretion amend the EIP rules, amend the terms or conditions of any Incentive Security granted under the EIP, or suspend or terminate the operation of the EIP, provided that (except in specified circumstances) the Board must obtain the consent of a participant if such amendment would reduce the rights of the participant in respect of any Incentive Security or Share already granted.
<b>Other terms</b>	The EIP also contains terms for dealing with administration, variation, suspension and termination of the EIP.

## Need assistance?



**Phone:**  
1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)



**Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)

KGN

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **12:00pm (Melbourne Time) on Tuesday, 23 November 2021.**

# Proxy Form

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### APPOINTMENT OF PROXY

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### SIGNING INSTRUCTIONS FOR POSTAL FORMS

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

### PARTICIPATING IN THE MEETING

#### Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at [www.investorcentre.com/au](http://www.investorcentre.com/au) and select "Printable Forms".

## Lodge your Proxy Form:

XX

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 999999**

**SRN/HIN: I9999999999**

**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999 I ND

# Proxy Form

Please mark ☒ to indicate your directions

## Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Kogan.com Limited hereby appoint

☐ the Chairman of the Meeting OR

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Kogan.com Limited to be held as a virtual meeting on Thursday, 25 November 2021 at 12:00pm (Melbourne Time) and at any adjournment or postponement of that meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 2 to 8 (except where I/we have indicated a different voting intention in step 2) even though Items 2, 6, 7 and 8 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**The Chairman of the Meeting intends to vote undirected proxies in favour of each Item of business with the exception of Item 8 where the Chairman of the Meeting intends to vote against.**

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 2 to 8 by marking the appropriate box in step 2.

## Step 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Item 2 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Re-election of Board endorsed Mr David Shafer as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 Election of Board endorsed Ms Janine Allis as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5 Election of Board endorsed Mr James Spenceley as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6 Increase in Non-Executive Directors' Fee Pool	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 7 Renewal of Equity Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 8 Board Spill Meeting (Conditional Item)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business with the exception of Item 8 where the Chairman of the Meeting intends to vote against. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1	Securityholder 2	Securityholder 3	/ /
<input type="text"/>	<input type="text"/>	<input type="text"/>	
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date
<b>Update your communication details</b> (Optional)			
Mobile Number	Email Address	By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically	
<input type="text"/>	<input type="text"/>		



KGK

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SAMPLEVILLE VIC 3030

## Kogan.com Limited Annual General Meeting

This year, as part of the Australian Government's response to the Coronavirus crisis, temporary modifications have been made to the Corporations Act 2001 under the Treasury Laws Amendment (2021 Measures No.1) Act 2021.

These modifications allow notices of meeting, and other information regarding a meeting to be provided online where it can be viewed and downloaded. We are relying on technology to facilitate shareholder engagement and participation in the meeting. Details of where you can access the notice of meeting, lodge a proxy and participate in the meeting are contained in this letter.

The Kogan.com Limited Annual General Meeting will be held as a virtual meeting on Thursday 25 November 2021 at 12:00pm (Melbourne Time). You are encouraged to participate in the meeting using the following options:



### MAKE YOUR VOTE COUNT AND HOW TO ACCESS THE NOTICE OF MEETING

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit [www.investorvote.com.au](http://www.investorvote.com.au) and use the below information:

The Notice of Meeting and other meeting documentation can also be found at [www.kogancorporate.com](http://www.kogancorporate.com)



**Control Number: 999999**

**SRN/HIN: I9999999999**

**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

For your proxy appointment to be effective it must be received by Tuesday 23 November 2021 at 12:00pm (Melbourne Time)



### ATTENDING THE MEETING VIRTUALLY

To watch the webcast, ask questions and vote on the day of the meeting, please visit: [web.lumiagm.com/332441879](http://web.lumiagm.com/332441879)

For instructions refer to the online user guide [www.computershare.com.au/virtualmeetingguide](http://www.computershare.com.au/virtualmeetingguide)