

KMD Brands Limited

ASX / NZX / Media announcement

9 October 2023

KMD Brands Limited - Notice of Annual Meeting

KMD Brands Limited (ASX/NZX: KMD, "KMD Brands") advises its Annual Shareholders' Meeting will be held at Link Market Services, Level 30, PwC Tower, 15 Customs Street West, Auckland 1010, and online at www.virtualmeeting.co.nz/kmd23, on Friday, 10 November 2023 at 11:00am (NZDT) / 9:00am (AEDT).

The following documents are attached:

1. Notice of Annual Meeting
2. Proxy Form
3. Link Virtual Annual Meeting online guide

– ENDS –

For further information, please contact:

Frances Blundell
Company Secretary



KMD BRANDS LIMITED W kmdbrands.com

Notice of Annual Meeting 2023

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

and online at www.virtualmeeting.co.nz/kmd23

Friday, 10 November 2023 at: 11:00am (NZDT) (9:00am AEDT)

personal use only



KMD BRANDS LIMITED (ARBN 139 836 918)

Notice of Annual Meeting



NOTICE IS GIVEN that the fourteenth Annual Meeting of KMD Brands Limited (the “Company”) will be held at Link Market Services, Level 30, PwC Tower, 15 Customs Street West, Auckland 1010, and online at www.virtualmeeting.co.nz/kmd23, on Friday, 10 November 2023 at 11:00am (NZDT) (9:00am 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:

Election of Directors

Ordinary Resolution 1.

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

Ordinary Resolution 2.

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

Ordinary Resolution 3.

That Zion Armstrong be 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.

To consider, and if thought fit, pass the following resolution as a special resolution:

Amendment to Constitution of the Company Special Resolution 5.

That the Company amend and replace its existing Constitution, in the form and manner described in the Explanatory Notes, with immediate effect.

The Board unanimously supports resolutions 1 to 5 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

A handwritten signature in black ink, appearing to read 'F Blundell'.

Frances Blundell
Company Secretary 9 October 2023

Explanatory Statement

RESOLUTIONS 1, 2 AND 3: 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.

Brent Scrimshaw and Philip Bowman retire in accordance with NZX Listing Rule 2.7.1 and offer themselves for re-election by shareholders at the Annual Meeting.

Zion Armstrong, having been appointed by the Board on 1 December 2022, retires and offers himself for election by shareholders at the Annual Meeting.

In the Board's opinion each of Brent Scrimshaw, Philip Bowman and Zion Armstrong 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 Brent Scrimshaw and Philip Bowman; and the election of Zion Armstrong.

Information about the candidates

BRENT SCRIMSHAW

Appointed: 2 October 2017
Last re-elected: 25 November 2020

Brent Scrimshaw has extensive experience leading and growing consumer brands around the world including an 18-year career with Nike, Inc. across marketing, commerce and general management in three continents.

Brent led brand marketing for Nike Pacific, was the Regional GM for Nike North America in New York, was also the Chief Marketing Officer for Nike EMEA. Brent also served as Vice President and Chief Executive of Nike Western Europe leading Nike's European operations from Amsterdam.

Brent subsequently founded Unscriptd, a sports technology and media business sold to The Players' Tribune (a large USA media company) in 2019. He was previously a Director of Action Sports Co Fox Head Inc. in Irvine California and a Non-Executive Director of ASX listed Catapult International (CAT).

Brent is currently the CEO of ASX listed Enero Group (EGG) and a Non-Executive Director of ASX listed Rhinomed (RNO).

PHILIP BOWMAN

Appointed: 2 October 2017
Last re-elected: 25 November 2020

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

Philip has also held office as an Independent Director of BSkyB PLC, Scottish & Newcastle Group PLC, and Berry Bros. & Rudd.

He currently is Chairman of NZX listed Sky Network Television (SKT) and an Independent Director of Amsterdam listed Ferrovial SE, as well as Chairman of Tegel Group Holdings and an independent director of Better Capital PCC.

Philip is also 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.

ZION ARMSTRONG

Appointed: 1 December 2022
Zion Armstrong has had a very successful career in the global branded sportswear industry for over 30 years. Zion spent 24 years with adidas, stepping down as President - North America for adidas in early 2022 to return to New Zealand.

Zion commenced his career with adidas in New Zealand as Product Manager for Footwear in 1998 before moving to the adidas headquarters in Germany in 2002. From 2005 to 2014, Zion held various leadership roles in Asia-Pacific including President & Managing Director adidas Group South Korea. Since 2015, he served as General Manager of adidas North America and in 2018 was promoted to President - adidas North America.



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.

RESOLUTION 5: AMENDMENT TO THE CONSTITUTION OF THE COMPANY

It is proposed that the Company's Constitution be amended to meet the requirements to maintain B Corporation certification for KMD Brands Limited and its brands, Kathmandu, Rip Curl and Oboz (the "Group"). To maintain status for the Group as Certified B Corporations, the Company is required to amend its Constitution to include provisions comprising:

- (1) that the purpose of the company is to deliver returns to shareholders whilst seeking to have an overall positive impact on society and the environment (the "Purpose" provision); and
- (2) a commitment to consider the impact of decisions on all relevant stakeholders – employees, communities, customers, suppliers and the environment, as well as shareholders (the "Stakeholder" provision).

KMD Brands Limited (formerly Kathmandu Holdings Limited) first became a certified B Corporation in 2019. In 2023, it was re-certified, extending the B Corporation certification to each of the brands in the Group including Rip Curl and Oboz. The Company was granted an extension until 1 December 2023 to amend its Constitution to include the Purpose and Stakeholder provisions. If the Constitution amendments are not approved by shareholders, the Group may not be able to maintain B Corporation certification in the future.

A marked up copy of the Company's Constitution showing the proposed changes is available on the KMD Brands Investor Website at <https://www.kmdbrands.com/corporate-governance>. A summary of the proposed changes is set out below.

Insert a new clause 10:

10. Purpose

The purpose of the Company as part of the KMD Brands corporate group (the "Group"), is to operate a business that delivers returns to shareholders whilst seeking to have an overall positive impact on society and the environment.

Insert a new clause 11:

11. Stakeholder consideration

In discharging their duties under this constitution, the Companies Act and the general law, the directors of the Company:

- a. will include in their consideration (where determined relevant by the Directors) the following factors:
 - I. the likely consequences of any decision or act of the Company in the long term; and
 - II. the interests of the Company’s employees; and
 - III. the need to foster the Company’s business relationships with suppliers, customers and others; and
 - IV. the impact of the Company’s operations on the community and the environment; and
 - V. the desirability of the Company maintaining a reputation for high standards of business conduct; and
 - VI. the interests of the shareholders of the Company; and
 - VII. the ability of the Company to create an overall positive impact on society and the environment; and
- b. need not give priority to a particular factor referred to in paragraph (a) over any other factor (included in paragraph (a) or otherwise).

Minor changes have also been made to reflect the change of the Company’s name from Kathmandu Holdings Limited to KMD Brands Limited and consequential changes to clause numbering.

Pursuant to section 32 of the Companies Act 1993, the amendment and replacement of the existing Constitution must be approved by a special resolution of shareholders.

The proposed amendments do not impose or remove a restriction on the Company’s activities, and accordingly no rights arise under section 110 of the Companies Act 1993. In accordance with the NZX Listing Rules, if there is any provision in the Company’s Constitution that is inconsistent with the NZX Listing Rules, the NZX Listing Rules will prevail.

The Board unanimously recommends that shareholders vote in favour of the amendments to the Company’s Constitution.

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/kmd23**. 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 5:00pm (NZDT) on Wednesday, 8 November 2023. 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.

Resolution 5 is a special resolution and can be passed by a majority (75% or more) 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. Link Market Services Limited 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 Link Market Services Limited no later than 11:00am (NZDT) / 9:00am (AEDT) on Wednesday, 8 November 2023.

You can vote online in advance of the Annual Meeting at vote.linkmarketservices.com/KMD. Advanced online votes must be made by 11:00am (NZDT) / 9:00am (AEDT) on Wednesday, 8 November 2023.

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 Link Market Services Limited no later than 11:00am (NZDT) / 9:00am (AEDT) on Wednesday, 8 November 2023.

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 than 11:00am (NZDT) / 9:00am (AEDT) on Wednesday, 8 November 2023 online at 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

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.

For personal use only



LODGE YOUR PROXY

Online

vote.linkmarketservices.com/KMD

Scan

meetings@linkmarketservices.com

Deliver in person

Link Market Services Limited,
Level 30, PwC Tower
15 Customs Street West
Auckland 1010

Mail

Use the enclosed envelope or
address to:

Link Market Services Limited
PO Box 91976
Auckland 1142
New Zealand

SCAN THIS QR CODE WITH YOUR SMARTPHONE AND VOTE ONLINE



General Enquiries

+64 9 375 5998 | enquiries@linkmarketservices.com

KMD Brands Limited Annual Meeting 2023 Admission Card, Proxy or Postal Voting Form

The KMD Brands Limited (the "Company") Annual Meeting will be held on **Friday, 10 November 2023 at 11am (NZDT)** (9:00am AEDT), at Link Market Services, Level 30, PwC Tower, 15 Customs Street West, Auckland 1010, and online via the Link Market Services Virtual Meeting platform at www.virtualmeeting.co.nz/kmd23. If you will be attending online, you will require your Holder Number for verification purposes.

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.

If you propose NOT to attend the Annual Meeting, but wish to vote by postal vote, or appoint a proxy please complete and return this form (please keep it intact) to Link Market services no later than **11am (NZDT) or 9am (AEDT) on Wednesday, 8 November 2023** (being 48 hours before the commencement of the Annual Meeting). Proxy appointment or Postal Voting can also be completed online. Please read the instructions below before completing this form. Please do not appoint a proxy if you are voting by Postal Vote.

POSTAL VOTE

As a shareholder entitled to vote at the Annual Meeting you are entitled to vote by postal vote.

If you return your postal vote without indicating on any resolution how you wish to vote, you will be deemed to have abstained from voting on that resolution.

If you complete the postal vote section and also appoint a proxy your postal vote will take priority over your proxy appointment.

APPOINTMENT OF A PROXY

A shareholder entitled to attend and vote at the Annual Meeting is entitled to appoint a proxy or, in the case of a corporate shareholder, a representative to attend and vote instead of him/her and that proxy or representative need not also be a shareholder. A proxy appointment may be delivered or completed online as detailed above.

A Proxy is able to vote on motions from the floor and/or any resolutions put before the meeting to amend the resolutions stated in the Notice.

If you wish you may appoint the Chair of the Meeting as your proxy. To do so, please write "Chair of the Meeting" in the box marked "full name of proxy". The Chair will vote according to your instructions. If the Chair is not instructed how to vote on any resolution, he will vote as he thinks fit on the relevant resolution.

VOTING OF YOUR HOLDING

You may vote or direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. If you do not mark any of the boxes on the items of business, your postal vote will be invalid, or in the case of a proxy appointee, your proxy may vote as he or she chooses. Where a proxy is excluded from voting on a particular resolution, discretionary proxies cannot be exercised. Express instructions must be provided for that resolution. If you mark more than one box on an item your vote on that item will be invalid.

SIGNING INSTRUCTIONS FOR PROXY FORMS

Individual

This Proxy Form must be signed by the shareholder or his/her/its attorney, duly authorised in writing.

Joint Holding

This Proxy Form may be signed by either, or on behalf of, the joint shareholders (or their duly authorised attorney).

Power of Attorney

If this Proxy Form is signed under a power of attorney, a copy of the power of attorney and a signed certificate of non-revocation of the power of the attorney, under which it is signed, must be produced to KMD Brands Limited with this proxy form.

Company

This Proxy Form must be signed by a Director or a duly authorised officer acting under the express or implied authority of the shareholder, or an attorney duly authorised by the shareholder.

Go online to vote.linkmarketservices.com/KMD to vote online in advance of the meeting or turn over to complete the Postal Vote/Proxy Form

POSTAL VOTE / PROXY FORM

STEP 1: CHOOSE TO VOTE BY POSTAL VOTE OR APPOINT A PROXY TO VOTE ON YOUR BEHALF

POSTAL VOTING

☐

I wish to vote by postal vote (please tick the box).
My voting intention is indicated in the resolution section below.

APPOINT A PROXY TO VOTE ON YOUR BEHALF

I/We being a shareholder of KMD Brands Limited

Hereby appoint _____ of _____
Full Name E-mail Address
or failing him/her _____ of _____
Full Name E-mail Address

as my/our proxy to vote for me/us on my/our behalf at the Annual Meeting of the Company to be held at Link Market Services, Level 30, PwC Tower, 15 Customs Street West, Auckland, and online at www.virtualmeeting.co.nz/kmd23 at 11am (NZDT) or 9am (AEDT) on Friday, 10 November 2023 and at any adjournment of that meeting.

STEP 2: VOTING DIRECTIONS

Tick (✓) in box to vote

ORDINARY RESOLUTIONS

Resolution 1. That Brent Scrimshaw be re-elected as a Director of the Company.

For	Against	Proxy Discretion	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Resolution 2. That Philip Bowman be re-elected as a Director of the Company.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Resolution 3. That Zion Armstrong be elected as a Director of the Company.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Resolution 4. That the Board be authorised to fix the remuneration of the Company's auditor for the ensuing year.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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SPECIAL RESOLUTION

Resolution 5. That the Company amend and replace its existing Constitution, in the form and manner described in the Explanatory Notes, with immediate effect.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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STEP 3: SHAREHOLDER QUESTIONS

Please submit any questions about the Company that you would like us to respond to at the Company's Annual Meeting. Your questions should relate to matters that are relevant to the business of the meeting, as outlined in the accompanying Notice of Meeting. If you cannot attend the Annual Meeting but would like to ask a question, you can submit a question online, in advance of the meeting, by going to vote.linkmarketservices.com/KMD and completing the online validation process or complete the question section below and return to Link Market Services. Questions will need to be submitted by 11am (NZDT) or 9am (AEDT) Wednesday, 8 November 2023.

Question:

SIGN: SIGNATURE OF SHAREHOLDER(S) This section must be completed.

Shareholder 1

Shareholder 2

Shareholder 3

Contact Name _____

Daytime Telephone _____

Date _____

Electronic Investor Communication:

If you received the Notice of Meeting & Proxy Form by mail and you wish to receive your future communications by email please provide your email address below:



Virtual Annual General Meeting Online Guide

For personal use only

Virtual Annual General Meeting Online Guide

Before you begin

Ensure your browser is compatible. You can easily check your current browser by going to the website: **whatismybrowser.com**

Supported browsers are:

- Chrome – Version 44 & 45
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 “Mavericks” & OS X v10.10 “Yosemite”
- Internet Explorer 9 and up (please note Internet Explorer 8 is not supported)

The virtual meeting is viewable from desktops and laptops. To attend and vote at the virtual annual general meeting you must have:

- NZX registered holders: Shareholder number and authorisation code (FIN)
- ASX registered holders: Shareholder number and postcode

If you are an appointed proxy you will need your proxy number which will be provided by Link Market Services prior to the meeting. **Please make sure you have this information before proceeding.**



Step 2

Login to the portal using your full name, email address, and company name (if applicable).

Please read and accept the terms and conditions before clicking on the blue **‘Register and Watch Annual General Meeting’** button. Once you have logged in you will see:

- On the left – a live video webcast of the Annual General Meeting
- On the right – the presentation slides that will be addressed during the Annual General Meeting.

Note: After you have logged in we recommend that you keep your browser open for the duration of the meeting. If you close your browser, your session will expire. If you attempt to log in again, you will be sent a recovery link via email for security purposes.

Step 1

Open your web browser and go to virtualmeeting.co.nz and select the relevant meeting.



Navigating

At the bottom of the webpage under the webcast and presentation there are three boxes. Refer to each section below for operating instructions.

- 1 Get a voting card
- 2 Ask a Question
- 3 Downloads



Get a voting card



Ask a Question



Downloads

Notice of meeting

Annual report

1. Get a voting card

To register to vote - click on the 'Get a voting card' box at the top of the webpage or below the videos.

Get Voting Card



Get a voting card

This will bring up a box which looks like this.

The screenshot shows a 'Voting Card' modal window. At the top, it says 'Please provide your Shareholder or Proxy details'. Below this, there are two sections: 'SHAREHOLDER DETAILS' and 'PROXY DETAILS'. The 'SHAREHOLDER DETAILS' section has input fields for 'Shareholder Number' and 'Post Code', a link for 'Outside Australia', and a blue 'SUBMIT DETAILS AND VOTE' button. An 'OR' separator is between the two sections. The 'PROXY DETAILS' section has a 'Proxy Number' input field and a blue 'SUBMIT DETAILS AND VOTE' button.

If you are an individual or joint Shareholder you will need to register and provide validation by entering your details in the top section:

- **NZX registered holders:** Shareholder number and authorization code (FIN)
- **ASX registered holders:** Shareholder number and postcode

If you are an appointed Proxy, please enter the Proxy Number issued to you by Link Market Services in the PROXY DETAILS section. Once you have entered your appropriate details click the blue **'SUBMIT DETAILS AND VOTE'** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by Shareholders at the Annual General Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to scroll up or down to view all resolutions.

Shareholders and proxies can either submit a Full Vote or a Partial Vote. You can move between the two tabs by clicking on **'Full Vote'** or **'Partial Vote'** at the top of the voting card.

Virtual Annual General Meeting Online Guide *continued*

ADRIAS PTY LTD X39210924

Voting Card

Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like complete a partial vote, please specify the number of votes for each resolution in the Partial Vote section. Proxy holder votes will only be applied to discretionary (undirected) votes. Directed votes will be applied as per the the shareholder's voting instructions.

Full Vote **Partial Vote**

Resolution 2B ☒ For ☐ Against ☐ Abstain
RE-ELECTION OF MR ANTHONY FROGGATT AS A DIRECTOR

Resolution 2C ☒ For ☐ Against ☐ Abstain
RE-ELECTION OF MR JOHN BORGHETTI AS A DIRECTOR

Resolution 3 ☒ For ☐ Against ☐ Abstain
INCREASE TO DIRECTORS' MAXIMUM FEE POOL LIMIT

Resolution 4 ☒ For ☐ Against ☐ Abstain
PARTICIPATION BY EXECUTIVE DIRECTOR IN THE 2016-2018 LONG TERM INCENTIVE PLAN

SUBMIT VOTE

Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes you would like to vote (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes in a certain box it will automatically tally how many votes you have left.

Note: If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click the blue **'Cast Vote'** or **'Cast Partial Vote'** button.

Note: You are able to close your voting card during the meeting without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

If at any point you have submitted your voting card and wish to make a change while voting is still open you can do so by clicking the **'Edit Card'** button and making the required change. Once you have completed your card select the blue **'Cast Vote'** or **'Cast Partial Vote'** button.

The voting card remains editable until the voting is closed at the conclusion of the Annual General Meeting. Once voting has been closed all voting cards, submitted and un-submitted, will automatically be submitted and cannot be changed.

At the conclusion of the Annual General Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time available to shareholders. Please make any changes required to your voting cards at this point and submit your voting cards.

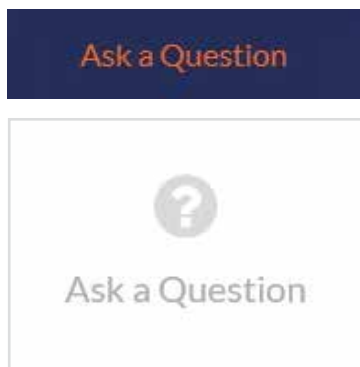
If an additional resolution is proposed during the meeting, there will be a short delay while the resolution is added to the voting card. Once the resolution has been added you will be notified by the Chairman during the meeting. In order to vote on the extra resolution you will need to reopen your voting card to cast your vote by clicking the **'Edit Card'** button.

Note: Registration for the Annual General Meeting and voting opens one hour before the meeting begins.

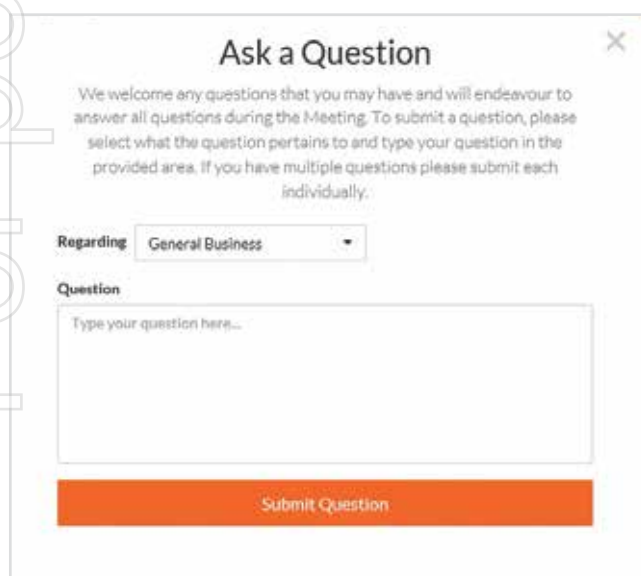
2. How to ask a question

Note: Only shareholders are eligible to ask questions.

You will only be able to ask a question after you have registered to vote. If you would like to ask a question, click on the 'Ask a Question' box either at the top or bottom of the webpage.



The 'Ask a Question' box will then pop up with two sections for completion.



In the '**Regarding**' section click on the drop down arrow and select one of the following categories:

- General Business
- Resolution 1
- Resolution 2
- Resolution 3
- Resolution 4
- Resolution 5
- Resolution 6

After you have selected your question category, click in the '**Question**' section and type your question.

When you are ready to submit your question - click the blue '**Submit Question**' button. This will send the question to the Management/Board.

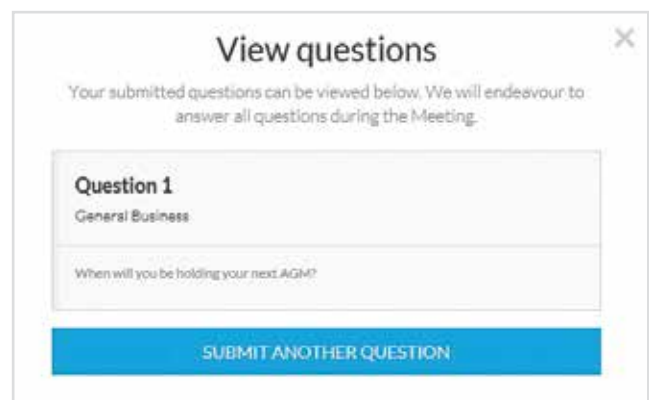
Note that not all questions are guaranteed to be answered during the Annual General Meeting, but we will do our best to address your concerns.

Once you have asked a question a '**View Questions**' box will appear.

At any point you can click on '**View Questions**' and see all the questions you have submitted. Only you can see the questions you have asked.

Note: You can submit your questions by this method one hour before the meeting begins, if you have registered to vote. You can continue to submit questions up until the close of voting.

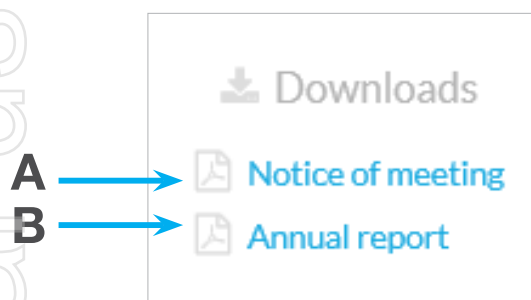
If your question has been answered and you would like to exercise your right of reply, you can do so by submitting another question.



Virtual Annual General Meeting Online Guide *continued*

3. Downloads

If you would like to see the Notice of Annual General Meeting or the Annual Report you can do so here.



- To download the Notice of Meeting – click A
- To download the Annual Report – click B

When you click on these links the file will open in another tab in your browser.

Voting closing

Voting will close 5 minutes after the close of the Annual General Meeting.

At the conclusion of the Annual General Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not yet submitted your vote at this point, you will be required to do so now.

At the close of the meeting any votes you have placed will automatically be submitted.



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