

ASX ANNOUNCEMENT – KPG

Tuesday, 6th October 2026

Registration Statement on Form 20-F Filed with the US Securities and Exchange Commission

1. Overview

Kelly Partners Group Holdings Limited (ASX:KPG) (**Company** or **KPG**) announces that on Friday, 2 October 2026 (US Eastern Time) it filed a registration statement on Form 20-F (**Registration Statement**) with the US Securities and Exchange Commission (**SEC**) seeking to register its Ordinary Shares under Section 12(b) of the US Securities Exchange Act of 1934 (**Exchange Act**) in connection with the proposed listing of the Ordinary Shares on The Nasdaq Stock Market LLC (**Nasdaq**).

The filing is a key step in implementing the proposals described in the Company's Notice of Extraordinary General Meeting and Explanatory Memorandum released on 21 September 2026 (**Notice of Meeting**): the proposed Nasdaq listing, the removal of KPG from the official list of ASX (**Delisting**), the 1-for-3 consolidation of Ordinary Shares (**Consolidation**), the introduction of Loyalty (**Class B**) Shares and the Trust Share Purchase. Shareholders will vote on the four inter-conditional resolutions at the Extraordinary General Meeting (**EGM**) to be held virtually at 11:00am (Sydney time) on Friday, 23 October 2026.

Shareholders are encouraged to read the Notice of Meeting and the Independent Expert's Report.

2. About the Registration Statement

Form 20-F is the form of registration statement used by "foreign private issuers" (ie, non-US companies) to register a class of securities under the Exchange Act with the SEC to enable the securities to be listed on a US stock exchange without raising capital.

The Company's Registration Statement on Form 20-F is publicly available on the SEC's EDGAR system at sec.gov/Archives/edgar/data/2154524/000121390026106104/ea0306980-20fr12b_kelly.htm.

The Registration Statement is subject to review and comment by the SEC and will not be declared effective until the review process is completed. The effectiveness of the Registration Statement is also subject to approval by Nasdaq of the Company's listing application.

The proposed Nasdaq listing is a compliance listing of KPG's existing Ordinary Shares. No new shares are being offered and no capital is being raised by KPG.

The Company's Ordinary Shares cannot commence trading on Nasdaq until the Registration Statement is effective and Nasdaq has approved the Company's listing application. The listing of the Ordinary Shares is also subject to shareholder approval at the EGM scheduled on 23 October 2026.

Rimon is acting as US counsel to the Company in connection with its proposed listing on Nasdaq.



KELLY PARTNERS GROUP HOLDINGS LIMITED

The Board of Directors of Kelly Partners Group Holdings Limited has approved the release of this announcement to the market.

Not an offer of securities

This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. Any securities described in this announcement have not been registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions registered under the US Securities Act or exempt from the registration requirements of the US Securities Act and applicable US state securities laws.

About Kelly+Partners Group Holdings Ltd (ASX:KPG)

Kelly+Partners is a specialist chartered accounting network established in 2006 to provide a better service to private clients, private businesses & their owners, and families.

Growing from two greenfield offices in North Sydney and the Central Coast, Kelly+Partners now consists of 43 operating businesses across 43 locations globally. In total, the team consists of more than 700 people, including 100 partners, who service over 25,000 SME clients.

The holding company, Kelly Partners Group Holdings Limited, was listed on ASX on 21 June 2017. Over the past 20 years, Kelly+Partners has undertaken 80+ individual transactions in order to build the current accounting network. This includes the transformation of 50+ external firms, and the launch of 30+ greenfield businesses.

KPG's Hold Co ownership structure and unique operating model (**Partner-Owner-Driver®**) is transforming the Australian accounting market and provides a strong platform for long-term sustainable growth. The combination of a proven business model and specialist operational expertise enables KPG to help solve many of the issues currently facing both the accounting sector and the SME clients of our firms.

Kelly+Partners – Current Locations



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