KP+GH

KELLY PARTNERS GROUP HOLDINGS LIMITED

**ASX ANNOUNCEMENT – KPG**
Thursday, 15th October 2026

# ASX Conditional Approval of Delisting

## 1. Overview

Kelly Partners Group Holdings Limited (ASX:KPG) (**Company** or **KPG**) refers to its Notice of Extraordinary General Meeting and Explanatory Memorandum released on Monday, 21 September 2026 (**Notice of Meeting**) in relation to the proposed Nasdaq listing, ASX delisting and introduction of Loyalty ("Class B") Shares. Capitalised terms not defined in this announcement have the meaning given to them in the Notice of Meeting.

The Company is pleased to advise that ASX has granted formal, conditional approval for the removal of the Company from the official list of ASX pursuant to Listing Rule 17.11 (**Delisting**). In its decision dated 14 October 2026, ASX agreed to the Delisting on a date to be determined by ASX in consultation with the Company, subject to the conditions summarised below. A copy of the ASX decision letter is attached to this announcement.

## 2. Conditions of the ASX decision

The Delisting is subject to the following conditions:

- **Shareholder approval:** the request for the Delisting is approved by a special resolution of the Company's ordinary shareholders;
- **Notice of Meeting content:** the notice of meeting seeking shareholder approval includes a timetable of key dates, a statement that the Delisting will take place no earlier than one month after approval is obtained, details of how shareholders may sell their shares before and after the Delisting, and the other information prescribed by section 2.11 of ASX Guidance Note 33;
- **One-month period:** the Delisting must not take place earlier than one month after shareholder approval is obtained, so that shareholders have at least that period to sell their shares on ASX should they wish to do so;
- **Suspension:** the Company must apply for its shares to be suspended from quotation at least two business days before the proposed Delisting date; and
- **Release of decision:** the Company releases the full terms of the ASX decision to the market, which it does by way of this announcement.

The special resolution required by the first condition is being sought at the Extraordinary General Meeting to be held at 11:00am (Sydney time) on Friday, 23 October 2026 (**EGM**). The ASX decision does not change the resolutions to be considered at the EGM or the content of the Notice of Meeting, which already contains the information required by ASX.

## 3. Next steps

If shareholders approve the Delisting at the EGM, the Company will consult with ASX, once the timing of Nasdaq listing approval is clearer, to settle the date on which the Delisting will take effect. The Delisting will take place no earlier than the later of (a) one month after shareholder approval is obtained and (b) Nasdaq listing approval is received. The Company will apply for its shares to be suspended from quotation on ASX at least two business days before the Delisting date.

Shareholders may continue to trade their shares on ASX in the usual way until the Company's shares are suspended from quotation. Shareholders who wish to sell their shares on ASX will need to do so before that time. The processes available to shareholders to deal with their shares

following the Delisting are described in the Notice of Meeting and in the Company's Shareholder Questions and Answers released on 23 September 2026.

The Company will inform the market of the confirmed Delisting date and the timetable for the Consolidation, Class B Share bonus issue and commencement of trading on Nasdaq once known. There is no certainty that the Nasdaq listing will proceed or as to its timing, and dates remain subject to change, including due to SEC review and Nasdaq approval.

Shareholders with questions about their holding should contact the Company's share registry, Computershare Investor Services Pty Limited, on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia). The Notice of Meeting is available at https://www.kellypartnersgroup.com.au/extraordinary-general-meeting.

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

**Not an offer of securities**

*This announcement has been prepared for publication in Australia. It 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.*

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KELLY PARTNERS GROUP HOLDINGS LIMITED

# 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

For more information, please contact:

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14 October 2026

Mr Brett Kelly
Chairman and Chief Executive Officer
Kelly Partners Group Holdings Limited
Level 8, 32 Walker Street
North Sydney NSW 2060

By email only.

Dear Mr Kelly

**Kelly Partners Group Holdings Limited ('KPG'): Confirmation Decision of Listing Rule 17.11**

I refer to your letter dated 8/10/2026 applying on behalf of KPG for its removal from the Official List of ASX Limited ('ASX') pursuant to Listing Rule 17.11.

**Decision**

ASX's formal decision is as follows:

**Confirmation Decision**

1. Based solely on the information provided, ASX Limited ('ASX') agrees to the removal of Kelly Partners Group Holdings Limited (the 'Company') from the official list of ASX pursuant to Listing Rule 17.11 on a date to be determined by ASX in consultation with the Company, subject to compliance with the following conditions:

    1.1 The request for removal of the Company from the official list is approved by a special resolution of ordinary security holders of the Company.

    1.2 The notice of meeting seeking security holder approval for the Company's removal from the official list must include the following information, in form and substance satisfactory to ASX:

        1.2.1 a timetable of key dates, including the time and date at which the Company will be removed from the official list if that approval is given;

        1.2.2 a statement to the effect that the removal will take place no earlier than one month after approval is granted;

        1.2.3 a statement to the effect that if holders wish to sell their securities on ASX, they will need to do so before the entity is removed from the official list; and if they do not, details of the processes that will exist after the Company is removed from the official list to allow security holders to dispose of their holdings and how they can access those processes; and

        1.2.4 the information prescribed in section 2.11 of ASX Guidance Note 33.

    1.3 The removal of the Company from the official list must not take place any earlier than one month after security holder approval is obtained so that security holders have at least that period to sell their securities should they wish to do so.

    1.4 The Company must apply for its securities to be suspended from quotation at least two (2) business days before its proposed removal date.

    1.5 The Company releases the full terms of this decision to the market.

2. ASX has considered Listing Rule 17.11 only and makes no statement as to the Company's compliance with other listing rules.

**Basis for Confirmation Decision**

3. ASX may remove an entity from the official list of ASX at the request of an entity. Removal from the official list at an entity's request recognises that remaining listing may no longer be suitable for a listed entity at a particular stage in its existence. There is no requirement for ASX to act on the request. ASX's power not to agree to requests for delisting enables it to ensure that delisting is not sought for inappropriate reasons or conducted in a way that is clearly harmful to the market or to security holders' legitimate interests. ASX may impose conditions on granting the request. The power to impose conditions enables ASX to ensure that an orderly market is maintained in the period leading up to the delisting, and that the listed entity makes appropriate arrangements in connection with its delisting. These conditions may include: (i) seeking security holder approval for delisting by way of a special resolution; (ii) giving advanced notice of an amount of time which is adequate to the particular circumstances; or (iii) providing alternative arrangements for security holders to exit their investment before or after delisting.

**Facts/Reasons for providing the Confirmation**

4. The circumstances faced by the Company are those to which section 2.7 of Guidance Note 33 applies. Where an entity requests removal from the official list of ASX and its ordinary securities are not readily able to be traded on another exchange, ASX will usually require the entity to obtain security holder approval for removal from the official list by way of a special resolution.

Yours sincerely

ASX Supervision

CC: Guy Sanderson, Hamilton Locke

Palak Thaker, Hamilton Locke

Archie Shrotriya, Hamilton Locke