KMD BRANDS

Notice of Annual Meeting **2026**

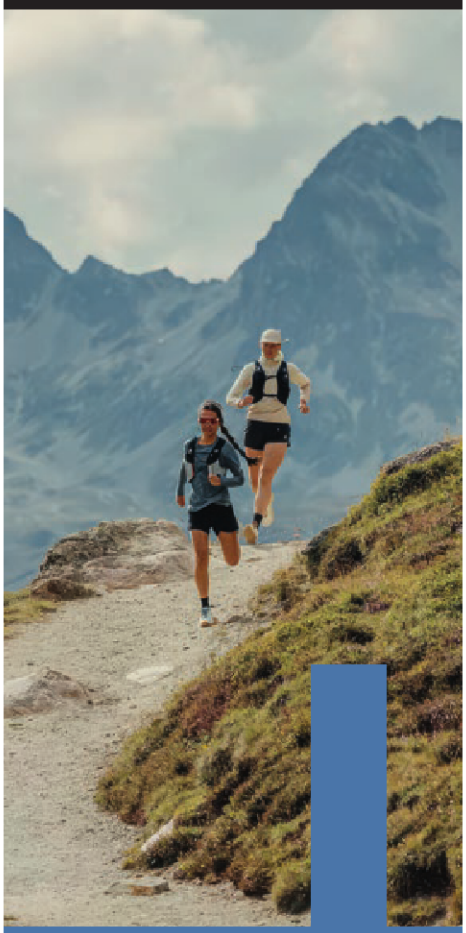




Will be held at
MUFG Pension & Market Services,
Level 30, PwC Tower,
15 Customs Street West,
Auckland 1010

and online at
www.virtualmeeting.co.nz/kmd26

on Wednesday, 25th November 2026
at 10:00am (NZDT) / 8:00am (AEDT).





KMD BRANDS LIMITED (ARBN 139 836 918)

Notice of Annual Meeting

NOTICE IS GIVEN that the Annual Meeting of KMD Brands Limited (the "**Company**") will be held at MUFG Pension & Market Services Level 30, PwC Tower, 15 Customs Street West, Auckland 1010, and online at **www.virtualmeeting.co.nz/kmd26** on Wednesday, 25th November 2026 at 10:00am (NZDT) / 8:00am (AEDT).

In the event that we are prevented from holding a physical meeting, or the Board otherwise determines a physical meeting is inappropriate in the circumstances, we may decide to hold a virtual only Annual Meeting. If this occurs, we will provide shareholders with notice through an announcement to the NZX, ASX, and on our website.

AGENDA

Item 1: Chairman's address

Item 2: Group CEO's address

Item 3: Resolutions

To consider and, if thought fit, to pass the following ordinary resolutions:

Re-election of Director

Ordinary Resolution 1.
That John Strowger be elected as a Director of the Company.

Ordinary Resolution 2.
That Ian Morrice be elected as a Director of the Company.

Ordinary Resolution 3.
That Philip Bowman be re-elected as a Director of the Company.

Ordinary Resolution 4.
That Brent Scrimshaw be re-elected as a Director of the Company.

Auditor Remuneration

Ordinary Resolution 5.
That the Board be authorised to fix the remuneration of the Company's auditor for the ensuing year.

The Board unanimously supports all resolutions 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

FBlundell

Frances Blundell
Company Secretary
13 October 2026

Explanatory statement

Resolutions 1, 2, 3 and 4: 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.

John Strowger, having been appointed by the Board on 1 July 2026, and Ian Morrice, having been appointed by the Board on 20 August 2026, retire and offer themselves for election by shareholders at the Annual Meeting.

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

In the Board's opinion:

- each of Philip Bowman, John Strowger and Ian Morrice, 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; and
- Brent Scrimshaw, would not, 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 given he is an Executive Director.

The Board unanimously supports the election of John Strowger and Ian Morrice, and the re-election of Philip Bowman and Brent Scrimshaw.

Information about the candidates

John Strowger
Appointed: 1 July 2026



John has had an extensive professional career as a leading commercial lawyer. He was a partner at Chapman Tripp, a national full service corporate law firm, from 1993 to 2022, and remains a consultant of the firm. John specialised in corporate, contract and securities law, with particular expertise in mergers & acquisitions.

John was named NZ Deal Maker of the Year at the 2019, 2017 and 2015 Australasian Law Awards. More recently, he was recognised by the International Financial Law Review (IFLR1000) as a "Market Leader" in New Zealand's mergers & acquisitions and equity capital markets.

John also has deep governance experience. He is the chair of Skellerup Holdings Limited (SKL.NZX), an independent director of Sanford Limited (SAN.NZX) and also sits on the board of, and advisory committees to, a number of private sector businesses, and family offices. He is also a director of Qestral Corporation Limited and Caspex Limited.

Ian Morrice
Appointed: 20 August 2026



Ian brings to the KMD Brands Board more than three decades of executive and governance experience across retail and consumer businesses in Australasia and the United Kingdom, with a proven track record of leading large-scale business transformation and growing shareholder value.

As Group Chief Executive Officer of Metcash Limited (MTS. ASX), from 2012 to 2018, Ian led one of Australia's most complex, multi-division consumer businesses through a successful turnaround and shareholder value creation. Prior to Metcash, Ian served as Group CEO and Managing Director of The Warehouse Group in New Zealand (WHS. NZX), between 2004 and 2011. During his time there, Ian orchestrated an omni-channel and product-led transformation which delivered significantly improved shareholder returns.

He has a deep understanding of multi-brand, multi-channel consumer businesses including direct-to-consumer, store networks, wholesale, and B2B e-commerce.

Ian's strong governance experience includes having served as a non-executive director of Myer Limited (MYR.ASX) and an Advisory Board member of Spotlight Retail Group.

Ian has acted as an Advisor to private businesses and private equity firms in New Zealand and Australia. He has also served as a coach and mentor to CEOs and senior executives across multiple business sectors.

Philip Bowman
Appointed: 2 October 2017
Last re-elected: 10 November 2023



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

He is currently Chairman of NZX listed Sky Network Television (SKT.NZX) and an independent director of Amsterdam listed Ferrovial NV, as well as Chairman of Tegel Group Holdings.

Philip was previously 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.

Philip has also held roles as an independent director of BSkyB PLC, Scottish & Newcastle Group PLC, Better Capital PCC, and Berry Bros. & Rudd Ltd., and also worked with a number of Private Equity firms.

Brent Scrimshaw
Appointed: 2 October 2017
Last re-elected: 10 November 2023



Brent joined the KMD Brands Board as a Non-Executive Director in October 2017 and was appointed Group CEO and Managing Director of KMD Brands in March 2025.

Brent has extensive experience leading and growing consumer brands around the world. Prior to Brent's appointment as CEO and Managing Director of KMD Brands, Brent was the Chief Executive Officer and Executive Director of Enero Group Limited, a worldwide portfolio of creative, adtech, digital, data and communications businesses with offices across 16 cities globally.

Brent also built an 18-year career with Nike Inc across Asia, the United States and Europe, most recently serving as Vice President and Chief Executive of Nike Europe. He was previously a director of action sports apparel brand Fox Head Inc in California and a non-executive director of sports technology company Catapult International.

Resolution 5: Auditor Remuneration

KPMG is the current auditor of the Company and has indicated its willingness to continue in office. Pursuant to section 207T of the Companies Act 1993, KPMG is automatically reappointed at the Annual Meeting as auditor of the Company. The proposed resolution is to authorise the Board to fix the auditor's remuneration for the ensuing year for the purpose of section 207S of the Companies Act 1993.

Procedural notes

Attendance

Shareholders can attend the Annual Meeting in person or participate virtually online.

To attend online please go to **www.virtualmeeting.co.nz/kmd26**. Shareholders participating online will be able to watch the Annual Meeting, vote and ask questions during the Annual Meeting. Please note, if you will be attending online you will require your Shareholder Number, found on your Voting/Proxy Form, for verification purposes.

Entitlement to Vote

The Company has determined that voting entitlements for the Annual Meeting will be fixed as at 10:00am (NZDT) / 8.00am (AEDT) on Monday, 23 November 2026. 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, 4 and 5 are ordinary resolutions and can be passed by a simple majority (more than 50%) of the votes cast.

Your right to vote may be exercised by:

- casting a postal or online vote; or
- appointing a proxy (or representative) to attend and vote in your place.

Voting During the Annual Meeting

Shareholders attending the Annual Meeting online will need their Shareholder Number, found on their Voting/Proxy Form, for verification purposes, in order to vote online.

Postal and Advanced Online Voting

The Board has determined that shareholders entitled to attend and vote at the Annual Meeting may cast a postal vote or vote online in advance of the Annual Meeting. MUFG Pension & Market Services has been authorised by the Board to receive and count postal and online votes.

You can cast a postal vote by completing and sending the Voting/Proxy Form (enclosed with this Notice of Meeting) by post, email (as a scanned attachment) or delivering it by hand so that, in each case, the form is received by MUFG Pension & Market Services no later than 10:00am (NZDT) / 8.00am (AEDT) on Monday, 23 November 2026.

You can vote online in advance of the Annual Meeting at **vote.cm.mpms.mufg.com/KMD**. Advanced online votes must be made by 10:00am (NZDT) / 8.00am (AEDT) on Monday, 23 November 2026.

Voting by Proxy

Any shareholder entitled to vote at the Annual Meeting may appoint a proxy (or representative, in the case of a corporate shareholder) to attend and vote online at the Annual Meeting on their behalf.

You can appoint a proxy online at **vote.cm.mpms.mufg.com/KMD** or by completing and returning the Voting/Proxy Form (enclosed with this Notice of Meeting) in the manner specified on the Voting/Proxy Form so that the form is received by MUFG Pension & Market Services no later than 10:00am (NZDT) / 8.00am (AEDT) on Monday, 23 November 2026.

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 appointed as a proxy will vote in favour of resolutions marked "Proxy's Discretion", even if they have an interest in the outcome of the resolutions. If you've ticked the "Proxy's Discretion" box and your named proxy does not attend the Annual Meeting or you have not named a proxy, the Chair of the Annual Meeting will act as your proxy.

Questions by Shareholders In Advance

In addition to asking questions at the Annual Meeting, shareholders are invited to submit questions in advance of the Annual Meeting by no later 10:00am (NZDT) / 8.00am (AEDT) on Monday, 23 November 2026 online at **vote.cm.mpms.mufg.com/KMD** or via the question section on the Voting/Proxy Form, or to:

The Chairman
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 Chairman 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.



Kathmandu®

Obōz®

RIPCURL

KMD BRANDS

KMDBrands.com

LODGE YOUR PROXY / POSTAL VOTE

Online
vote.cm.mpms.mufg.com/KMD

Scan & email
meetings.nz@cm.mpms.mufg.com

Mail
Use the enclosed reply paid envelope or address to:
MUFG Pension & Market Services
PO Box 91976
Auckland 1142

Scan this QR code with your smartphone and vote online

General Enquiries

Email
enquiries.nz@cm.mpms.mufg.com

Phone
+64 9 375 5998

Voting / Proxy Form / Admission Card for KMD Brands Limited 2026 Annual Meeting

Notice is hereby given that the Annual Meeting of KMD Brands Limited ("the Company") will be held at MUFG Pension & Market Services, Level 30, PwC Tower, 15 Customs Street West, Auckland 1010 and online through the MUFG Pension & Market Services meeting platform at www.virtualmeeting.co.nz/kmd26 at 10:00am (NZDT) / (8:00am AEDT), on Wednesday, 25 November 2026. You will require your CSN/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 will not attend the meeting but wish to be represented by proxy, please complete and return this form (in accordance with the lodgment instructions above) to KMD Brands Limited's share registry, MUFG Pension & Market Services, by **no later than 10:00am (NZDT) / 8:00am (AEDT) on Monday, 23 November 2026**. You can also appoint your proxy and vote on the resolutions on the reverse of this form online by going to vote.cm.mpms.mufg.com/KMD or by scanning the QR code above with your smartphone.

Wednesday, 25 November 2026 at 10:00am (NZDT) / 08:00am (AEDT)

MUFG Pension & Market Services, Level 30, PwC Tower, 15 Customs Street West, Auckland 1010

www.virtualmeeting.co.nz/kmd26

Postal Vote
As a shareholder entitled to vote at the Annual Meeting, you are entitled to vote by postal vote. You can cast your postal vote online or by one of the other methods listed above. If you return your postal vote without indicating how you wish to vote, or your indication on how to vote is unclear, on any resolution, you will be deemed to have abstained from voting on that resolution. Please do not appoint a proxy if you are voting by postal vote. If you complete the postal vote section and also appoint a proxy, then your postal vote will be cast and your proxy appointment will not be counted, but your proxy may still attend the Annual Meeting on your behalf. If this form is returned duly signed by a shareholder with voting instructions completed but without indicating that it is a postal vote or proxy has been appointed, it will be deemed to be a postal vote.

Appointment of proxy
If you are entitled to vote at the meeting, you may appoint a proxy to attend the meeting and vote on your behalf, unless specifically excluded. The proxy need not also be a shareholder. If you wish, you may appoint "The Chair of the Meeting" or any Director as your proxy or as alternative to your named proxy. The Chair of the Meeting and each Director intend to vote all discretionary proxies in favour of the relevant resolution. 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.

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.

Attending the meeting
If you plan to attend the meeting in person, please bring this Admission Card/Proxy Form intact as the barcode will assist in your registration.

If you plan to attend the meeting virtually, you can join via the MUFG Pension & Market Services meeting platform at www.virtualmeeting.co.nz/kmd26. You will require your CSN/Holder Number for verification purposes.

A corporation may appoint a person as its representative to attend and vote at the Meeting in the same manner as that in which it could appoint a proxy. That person need not also be a shareholder.

Signing instructions for this form

Individual

Where the holding is in one name, the shareholder must sign the Proxy Form.

Joint Holding

Where the holding is in more than one name, at least one joint shareholder should sign this form (on behalf of all joint shareholders). If different joint shareholders purport to appoint different proxies, the vote of the proxy appointed by the first named joint shareholder shall apply.

Power of Attorney

If this Proxy Form has been signed under a power of attorney, a copy of the power of attorney under which it was signed (if not previously provided to the Registrar), and a signed certificate of non-revocation of the power of attorney must accompany this Proxy Form.

Corporate Shareholder

In the case of a corporate shareholder, a duly authorised officer or director must sign this Proxy Form. Persons who sign on behalf of a corporate shareholder must be acting with that corporate shareholder's express or implied authority.

Go online to vote.cm.mpms.mufg.com/KMD to appoint your proxy

Step 1 Choose to Vote by Postal Vote **OR** Appoint a Proxy / Corporate Representative

Postal Vote

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

Appoint a Proxy

I/We being a shareholder/s of KMD Brands Limited hereby appoint:

Name | Email Address

or failing him/her:

Name | Email 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 MUFG Pension & Market Services, Level 30, PwC Tower, 15 Customs Street West, Auckland, and online at www.virtualmeeting.co.nz/kmd26 **at 10:00am (NZDT) / 8:00am AEDT) on Wednesday, 25 November 2026** and at any adjournment of that meeting.

Step 2 Items of Business – Voting Instructions

Instruct a proxy to vote or vote by postal vote by placing a tick in the relevant box. If you have appointed a proxy and want him/her to decide how to vote on the resolution, tick the box "Proxy's discretion". Please note for each resolution you must tick one box.

To consider and, if thought fit, pass the following ordinary resolutions:	FOR	AGAINST	ABSTAIN	PROXY DISCRETION
1. That John Strowger be elected as a Director of the Company.				
2. That Ian Morrice be elected as a Director of the Company.				
3. That Philip Bowman be re-elected as a Director of the Company.				
4. That Brent Scrimshaw be re-elected as a Director of the Company.				
5. That the Board be authorised to fix the remuneration of the Company's auditor for the ensuing year.				

Step 3 Shareholder Questions

Shareholders attending the Annual Meeting virtually, or in person, will have the opportunity to ask questions during the meeting. If you cannot attend the Annual Meeting but would like to ask a question, you can submit a question online by going to vote.cm.mpms.mufg.com/KMD and completing the online validation process or complete the question section below and return to MUFG Pension & Market Services in the envelope enclosed. Questions will need to be submitted by **10:00am (NZDT) / 8:00am (AEDT)** on Monday, 23 November 2026. The Board will endeavour to address and answer questions at the Annual Meeting.

Question:

Step 4 Signature of Shareholder(s) ***This section must be completed***

Shareholder 1
or duly authorised officer or attorney

Shareholder 2
or duly authorised officer or attorney

Shareholder 3
or duly authorised officer or attorney

Contact Name | Contact Daytime Telephone | Date

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

Virtual Meeting Guide

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A division of MUFG Pension & Market Services

MUFG

Check your browser

Make sure your browser will work by going to *whatismybrowser.com*

Supported browsers are:

- Chrome *Version 44 and later*
- Edge *Version 92.0 and later*
- Firefox *Version 40.0.2 and later*
- Safari *MacOS 10.9 and later*

Level 30, PwC Tower, 15 Customs Street West, Auckland 1010 | 0800 200 220 | meetings@linkgroup.com

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Get ready to vote

You will need one of the following to vote

A

Your CSN/ Holder Number if you are an investor

OR

B

Your proxy number if you are an appointed proxy

If you're an investor, you can find your CSN/Holder Number on most investor communications from us.

If you're a proxy, your proxy number will be sent to your email address one to two days before the meeting.

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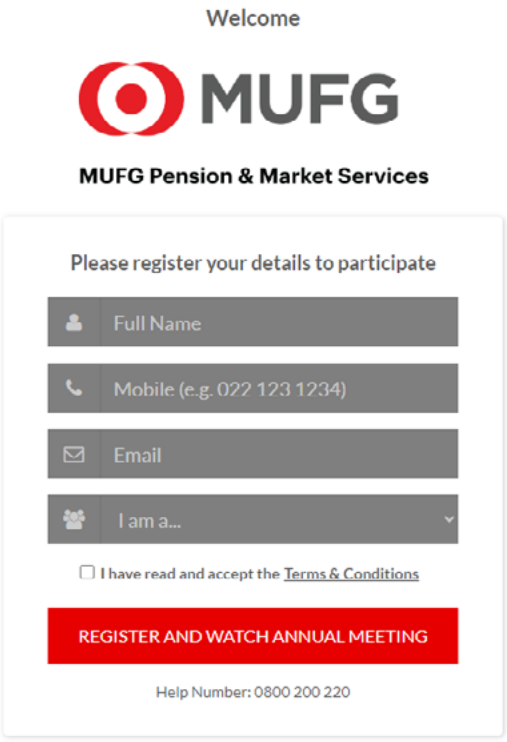
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Register for the meeting

Open your browser and go to *www.virtualmeeting.co.nz*

Choose the meeting you want to watch from the list and click the ***View Meeting*** button. Register using your full name, mobile number, email address, and participant type.

Read and accept the terms and conditions before clicking on the ***Register and Watch Meeting*** button.



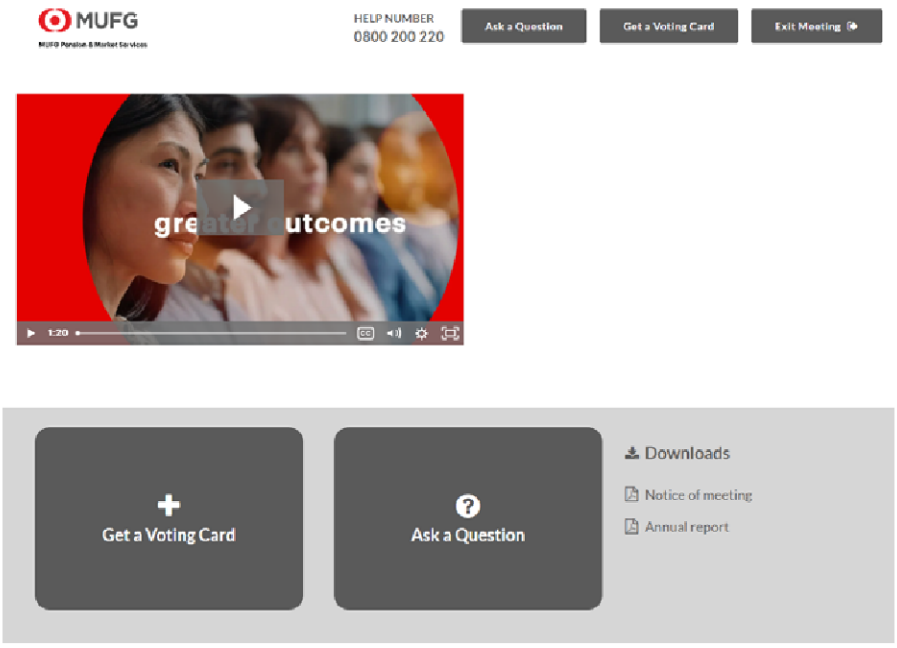
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Watch the meeting

The webcast will start by itself when the meeting begins

If the webcast doesn't start, press the play button and check the volume on your device is turned up. The meeting slides will be cycled through while the webcast plays.



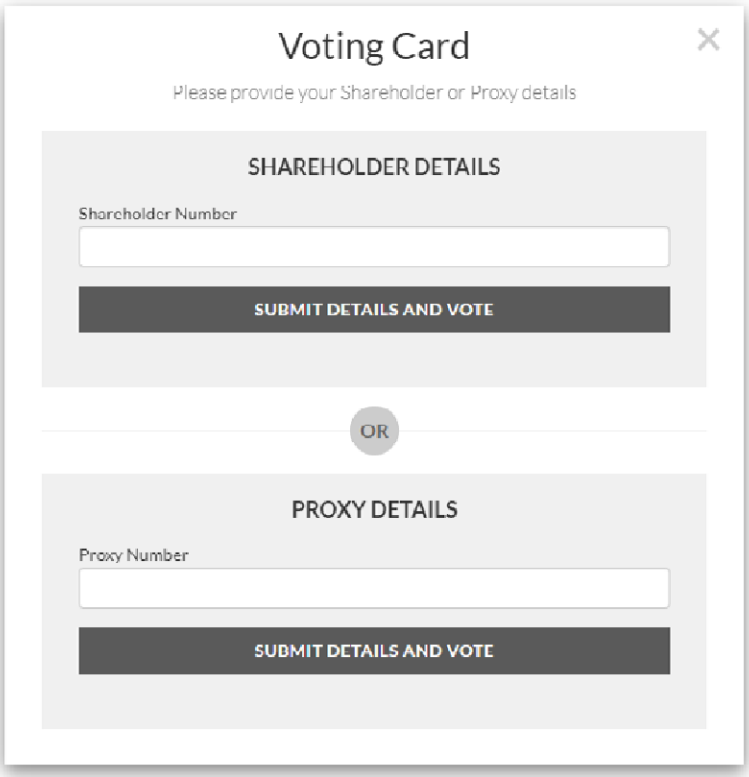
At the bottom are buttons for ***Get a Voting Card***, ***Ask a Question*** and a list of documents available for download.

Get a voting card

Register to vote by clicking on the *Get a Voting Card* button

If you're an investor, you will need to enter your CSN/Holder Number.

If you're an appointed proxy, you will need to enter the proxy number in the ***Proxy Details*** section, then click the ***Submit Details and Vote*** button.



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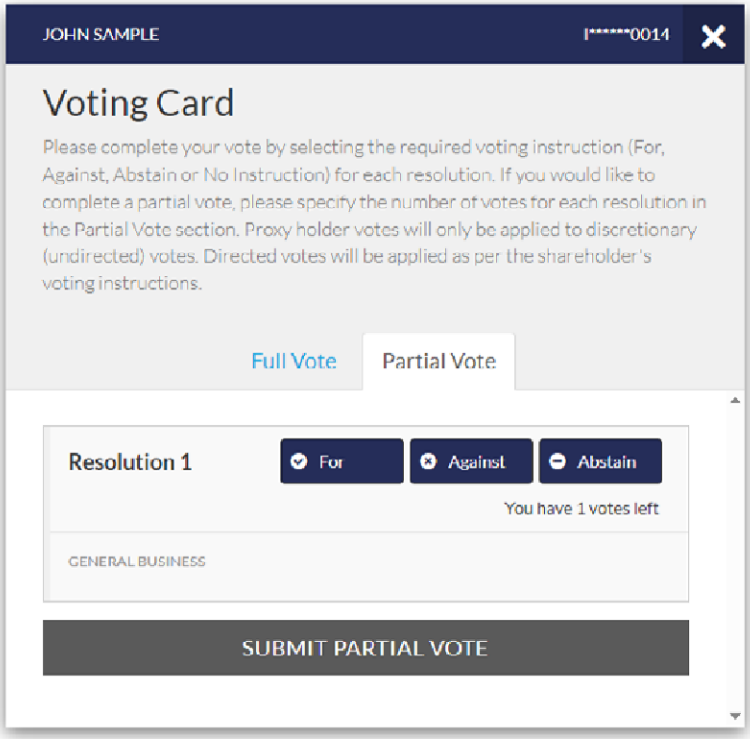
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Enter your vote

Once you have your voting card, tell us how you want to vote

You may need to use the scroll bar on the right side of the voting card to see all resolutions.

Choose either ***Full Vote*** or ***Partial Vote*** using the tabs. Click on either the ***For***, ***Against***, or ***Abstain*** voting buttons. For a ***Partial Vote***, enter a number of votes—the total number of votes you have are shown.



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Submit your vote

Make sure you submit your vote before the countdown timer ends

Once you have finished voting, scroll down to the bottom of the box and click on the ***Submit Vote*** or ***Submit Partial Vote*** button.

You can close your voting card without submitting your vote while voting is open. Any votes you have already made are saved. The voting card will be under the webcast with a ***Not yet submitted*** message below.

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

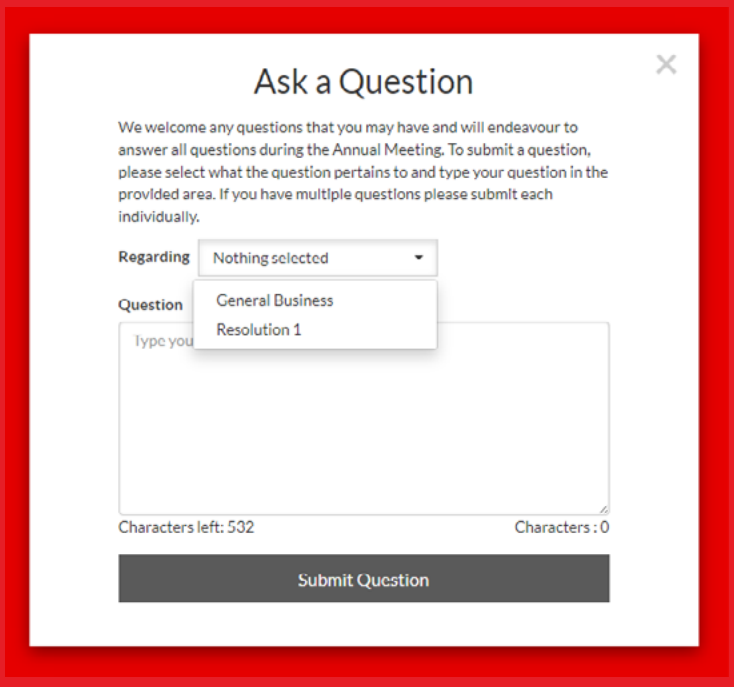
At the end of the meeting, a red bar with a five-minute countdown timer will appear at the top of the website advising the remaining time to submit your voting cards. Once voting has been closed, your vote can't be changed.

Ask a question

Only investors, proxies and corporate representatives can ask questions

If you have not registered a voting card, you will be asked to enter your CSN/Holder Number or proxy number before you can ask a question.

Click on the ***Ask a Question*** button either at the top or bottom of the page.



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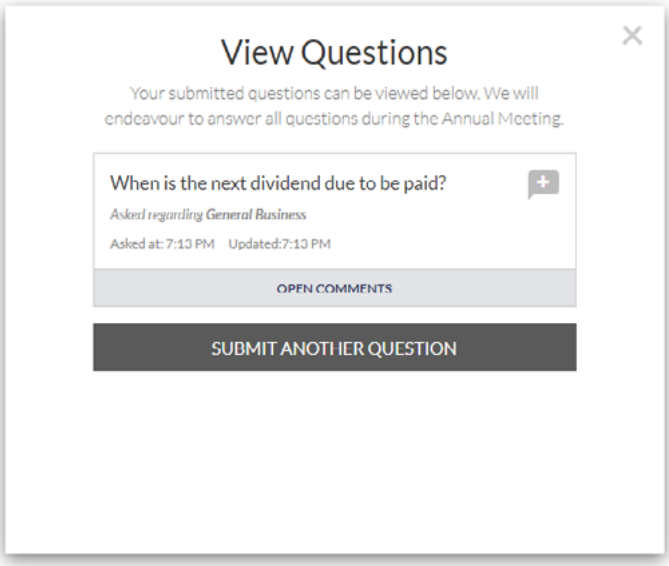
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Submit a question/reply

Select the category or resolution for your question

Type your question in the ***Question*** box, and click on the ***Submit Question*** button.

After submitting, click the ***View Questions*** button to see your questions (only visible to you).



If your question has been answered and you want to reply, submit another question.

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KMD Brands Limited

NZX / ASX

19 October 2026

KMD Brands Limited - Notice of Annual Meeting

KMD Brands Limited (ASX/NZX: KMD, "KMD Brands") advises its Annual Shareholders' Meeting will be held at MUFG Pension and Market Services, Level 30, PwC Tower, 15 Customs Street West, Auckland 1010, and online at www.virtualmeeting.co.nz/kmd26 on Wednesday, 25 November 2026 at 10:00am (NZDT) / 8:00am (AEDT).

The following documents are attached:

1. Notice of Annual Meeting
2. Proxy Form
3. MUFG Pension and Market Services Virtual Annual Meeting online guide

ENDS

For media and investor enquiries, please contact enquiries@kmdbrands.com

or

Frances Blundell, Chief Legal & ESG Officer and Company Secretary
companysecretary@kmdbrands.com