

KINA SECURITIES LIMITED
NOTICE OF ANNUAL GENERAL MEETING
AND EXPLANATORY MEMORANDUM

TO ASSIST SHAREHOLDERS IN THEIR CONSIDERATION OF RESOLUTIONS TO BE PUT AT THE
ANNUAL GENERAL MEETING OF MEMBERS
TO BE HELD BY VIRTUAL ONLINE MEETING ON TUESDAY, 10 JUNE 2025
AT 9:00AM (PORT MORESBY TIME | AEST)

THIS DOCUMENT IS IMPORTANT

This Notice of Meeting and Explanatory Memorandum should be read in their entirety. If you do not understand these documents or are in any doubt as to how to deal with them, you should consult your stockbroker, solicitor, accountant, or other professional adviser immediately.

Shareholder Enquiries:

+61 1300 554 474

30 APRIL 2025

Dear Shareholder,

Kina Securities Limited – 2025 Annual General Meeting

On behalf of the Directors of Kina Securities Limited (Company Number: 1-10989 | ARBN 606 168 594) (**Kina** or the **Company**), I am pleased to invite you to participate in Kina's 2025 Annual General Meeting (**AGM** or **Meeting**), to be held as a virtual meeting online on **Tuesday, 10 June 2025 commencing at 9:00am (Port Moresby time | AEST)**.

Accessing the Notice of Meeting and Voting Form

The formal Notice of Meeting has been released to ASX and PNGX and can also be accessed from our website at <https://investors.kinabank.com.pg/Investors/?page=agm>.

Your personalised Voting Form and a Question Form are enclosed with this letter.

Participating in the AGM

Shareholders will be able to attend and participate in the AGM via our online platform at <https://meetings.openbriefing.com/KSL25> (**Online Platform**). Shareholders will be able to view the Meeting presentations, vote in real time and ask questions live during the meeting through the Online Platform.

You may submit questions prior to the AGM by logging into the MUFG Corporate Markets (AU) Limited website at <https://au.investorcentre.mpms.mufg.com> and following the instructions or submitting the enclosed AGM Question Form by 5:00pm (Port Moresby time | AEST) on Tuesday, 3 June 2025. Shareholders may also vote before the AGM online via the MUFG Corporate Markets (AU) Limited website or by lodging the enclosed Voting Form no later than 9:00am (Port Moresby time | AEST) on Sunday, 8 June 2025.

Further details on how to participate in the AGM, including how to ask questions and vote via the Online Platform, are set out in the Notice of Meeting and Virtual Meeting Online Guide (**Online Guide**). The Online Guide has been released to ASX and PNGX and is available at <https://investors.kinabank.com.pg/Investors/?page=agm>.

I encourage you to read the Notice of Meeting (including the Explanatory Memorandum) and to vote in advance of the AGM, even if you intend to join us online on the day. Subject to the abstentions noted in the Explanatory Memorandum, the Directors unanimously recommend that Shareholders vote in favour of all resolutions.

On the day of the AGM, it is recommended that Shareholders and proxyholders log into the Online Platform at least 15 minutes prior to the scheduled start time of 9:00am (Port Moresby time | AEST). To access the Online Platform:

- Shareholders will need their Security holder Reference Number (SRN) or Holder Identification Number (HIN), which can be found on your Voting Form; and
- proxyholders will need their proxy code; which MUFG Corporate Markets (AU) Limited will provide via an email no later than 24 hours before the start of the AGM.

Thank you for your continued support of Kina and I look forward to your participation and the opportunity to engage with you at the AGM.

Yours faithfully,

Ian Clough
Chairman

Notice of Annual General Meeting

Kina Securities Limited (Company Number: 1-10989 | ARBN 606 168 594)

Notice is hereby given that the Annual General Meeting (**AGM** or **Meeting**) of Shareholders of Kina Securities Limited (**Kina** or the **Company**) will be held on:

Date: Tuesday, 10 June 2025

Time: 9:00am (Port Moresby time | AEST)

Venue: Online: at <https://meetings.openbriefing.com/KSL25>

The Explanatory Memorandum attached to this Notice of Meeting provides additional information on matters to be considered at the AGM and is hereby incorporated into and forms part of this Notice of Meeting.

GENERAL BUSINESS

Receipt of the 2024 AGM Minutes

To receive, consider, and accept the Minutes of the Annual General Meeting held on 29 May 2024, as a correct record of the Meeting.

ORDINARY BUSINESS

Receipt of the financial statement and reports

To receive the 2024 Annual Report, including the Financial Statements, Directors' Report and Auditor's Report for the Company and its subsidiaries for the year ended 31 December 2024. A copy of Kina's 2024 Annual Report can be downloaded from Kina's website at <https://investors.kinabank.com.pg/Investors/?page=Reports-and-Presentations>.

RESOLUTIONS

Resolution 1 Re-election of Director- Mr. Ian Clough

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

"That Mr. Ian Clough, who retires in accordance with Article 70.5 of the Constitution and being eligible, hereby offers himself for re-election, is re-elected as a Director of the Company."

Resolution 2 Re-election of Director- Mr. Paul Hutchinson

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

"That Mr. Paul Hutchinson, who retires in accordance with Article 70.6 of the Constitution and being eligible, hereby offers himself for re-election, is re-elected as a Director of the Company."

Resolution 3 Re-election of Director- Mr. Andrew Carriline

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

"That Mr. Andrew Carriline, who retires in accordance with Article 70.6 of the Constitution and being eligible, hereby offers himself for re-election, is re-elected as a Director of the Company."

Resolution 4 Appointment of Auditor

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

*"That, in accordance with Section 190 of the Papua New Guinea Companies Act 1997 (**Companies Act**) and for all other purposes, Deloitte Touche Tohmatsu be appointed as the Auditor of the Company commencing at the end of this Meeting until the next Annual General Meeting of the Company, and being eligible to do so, offer themselves for reappointment and that, in accordance with Section 191 of the Companies Act, the Directors be authorised to fix the remuneration and expenses of the Auditor."*

Resolution 5 Grant of performance rights to managing director and chief executive officer for FY2024

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

"That, for the purposes of ASX Listing Rule 10.14 and PNGX Listing Rules 11.7 and for all other purposes, the issue of 127,245 Performance Rights under the Kina Performance Rights Plan - FY2024 Long Term Incentive Award to the current Managing Director and Chief Executive Officer, Mr Ivan Vidovich, for the financial year ended 31 December 2024 in his role as Chief Transformation Officer, in accordance with the rules of the Kina Performance Rights Plan, is approved."

Voting Exclusion Statement

1. In accordance with *ASX Listing Rule 10.14 and PNGX Listing Rules 11.7*, the Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:
 - a) Mr Ivan Vidovich and a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 and PNGX Listing Rules 11.7 who is eligible to participate in the Kina Performance Rights Plan - Short Term Incentive Award or the Kina Performance Rights Plan - Long Term Incentive Award; or
 - b) an associate of that person (or those persons).
2. However, this does not apply to a vote cast in favour of Resolution 5 by:
 - a) a person as proxy or attorney for a person who is entitled to vote on Resolution 5 in accordance with directions given to the proxy or attorney to vote on Resolution 5 in that way; or
 - b) the Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 5 in accordance with a direction given to the Chairman of the Meeting to vote on Resolution 5 as the Chairman of the Meeting decides; or
 - c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 5; and
 - ii) the holder votes on Resolution 5 in accordance with directions given by the beneficiary to the holder to vote in that way.

ANY OTHER BUSINESS

To consider any other business of the day.

VOTING PROCEDURES AT THE AGM

All resolutions will be by poll

As the AGM is being held online only, and in accordance with Article 55.1 of the Constitution, the Chairman intends to demand a poll on each of the resolutions proposed at the AGM.

Direct voting

In accordance with Article 53.3 of the Constitution, the Directors, including the Chairman:

- a) have determined that at the AGM, a Shareholder who is entitled to attend and vote on a resolution at the AGM is entitled to a direct vote in respect of that resolution; and
- b) have approved the use of Link's online platform as the means by which Shareholders may deliver their direct vote.

Casting your direct vote in real time using MUFG's online platform

To facilitate Shareholder participation, and in accordance with his powers under Article 53.3 of the Constitution, the Chairman has determined that all Shareholders will have the opportunity to participate in the AGM through MUFG's online platform at <https://meetings.openbriefing.com/KSL25>, where all Shareholders will be able to view the AGM live, lodge a direct vote in real time and ask questions online.

Eligibility to Vote

In accordance with Section 106 of the Companies Act and Article 59 of the Constitution, the Board has determined that persons who are registered holders of Shares of the Company as at 7:00pm (Port Moresby time | AEST) on Sunday, 8 June 2025, being two days before the date of Meeting, will be entitled to participate and vote at the AGM as a Shareholder.

If more than one joint holder of Shares is present at the AGM (whether online or by proxy) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

How to Vote

Direct vote - prior to the AGM

In accordance with Clause 5 of Schedule 2 of the Companies Act, Shareholders will be able to vote on resolutions to be considered at the meeting **at any time between the date of this Notice of Meeting and 9.00am (Port Moresby time | AEST) on Tuesday, 10 June 2025**. For details about how you can submit your Voting Form, please refer to the section below titled *Submitting your Voting Form prior to the AGM*.

Direct vote - during the AGM using Link's online platform

Shareholders participating in the meeting using Link's online platform at <https://meetings.openbriefing.com/KSL25> will be able to vote directly **at any time between the commencement of the AGM at 9:00am (Port Moresby time | AEST) on Tuesday, 10 June 2025, and the closure of voting as announced by the Chairman during the AGM.**

More information regarding online participation at the AGM (including how to vote and ask questions online during the AGM) is available in the **Virtual Meeting Online Guide (Online Guide)**. The Online Guide will be filed with the ASX and PNGX and will also be available on our website at <https://investors.kinabank.com.pg/Investors/?page=agm>. To ensure your browser is compatible, please follow the instructions in the Online Guide - we recommend confirming this prior to determining whether to participate in the AGM using MUFG's online platform.

If you lodge a direct vote, you are voting directly and are not appointing a third party, such as a proxy, to act on your behalf. Kina's Direct Voting Regulations governing direct voting are available on Kina's website at <https://investors.kinabank.com.pg/Investors/?page=agm>. By submitting a direct vote, you agree to be bound by Kina's Direct Voting Regulations.

Appointment of Proxy

If you are a Shareholder entitled to participate and vote at the AGM, you may appoint an individual or a body corporate as a proxy. If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with Clause 9 of Schedule 2 of the Companies Act to exercise its powers as proxy during the AGM.

A proxy need not be a Shareholder of the Company.

A Shareholder may appoint up to two proxies and specify the proportion or number of votes each proxy may exercise. If the Shareholder does not specify the proportion or number of votes to be exercised, each proxy may exercise half of the Shareholder's votes.

If you wish to appoint a proxy, please fill out, sign, and return the Voting Form as directed by the notes on the Voting Form.

Submitting your Voting Form prior to the AGM

To be effective, the Voting Form must be received by the Company in the manner set out below.

The Chairman of the Meeting's decision on the validity of a direct vote or vote cast by a proxy, is conclusive and the Company reserves the right to declare invalid any Voting Form not received in this manner.

For your proxy or direct vote prior to the AGM to be effective, your completed Voting Form must be received by MUFG no later than **9.00am (Port Moresby time AEST) on Sunday, 8 June 2025**. After this time, you will still be able to vote during the AGM by submitting your direct vote during the Meeting using MUFG Corporate Market's online platform.

Voting Forms must be received before that time by one of the following methods:

	Australia	PNG
By post:	Kina Securities Limited C/- MUFG Corporate Markets (AU) Limited Locked Bag A14 Sydney South NSW 1235 Australia	Kina Securities Limited C/- PNG Registries Limited PO Box 1265 Port Moresby NCD Papua New Guinea
By facsimile:	+61 2 9287 0309	+675 321 6379
By delivery in person:	MUFG Corporate Markets (AU) Limited Liberty Place Level 41 161 Castlereagh Street Sydney NSW 2000	PNG Registries Limited Level 4, Cuthbertson House Cuthbertson Street Port Moresby NCD
Online / Email:	https://au.investorcentre.mpms.mufg.com	pngregistries@cm.mpms.mufg.com
All enquiries to (telephone):	+61 1300 554 474	+675 321 6377 or 321 6378

Power of Attorney

A Proxy Form and the original Power of Attorney (if any) under which the Proxy Form is signed (or a certified copy of that Power of Attorney or other authority) must be received by the Company no later than **9.00am (Port Moresby time | AEST) on Sunday, 8 June 2025** being 48 hours before the AGM.

Impact of your Proxy Appointment on your Proxy Voting Instructions

If you appoint the Chairman of the Meeting as your proxy, or the Chairman becomes your proxy by default, and you do not direct your proxy how to vote on the resolutions, then by submitting the proxy appointment you will be expressly authorising the Chairman to exercise your proxy on the relevant resolution.

The Chairman's voting intentions

The Chairman intends to vote undirected proxies on, and in favour of, each of the proposed resolutions.

Questions from Shareholders

Shareholders who are unable to attend or participate in the Meeting via the online platform, may prefer to register questions in advance, and are invited to do so. Please log onto <https://au.investorcentre.mpms.mufg.com>, select 'Voting' then click 'Ask a Question', or alternatively submit the **AGM Question Form located on our website**.

To allow time to collate questions and prepare answers, please submit any questions by 5:00pm (Port Moresby time | AEST) on **Tuesday, 3 June 2025**, (being no later than the fifth Business Day before the AGM is held).

Questions will be collated and during the AGM, the Chairman will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the AGM to address all topics raised. Please note that individual responses will not be sent to Shareholders.

By order of the Board of Directors

Johnson Kalo

Chief Financial Officer and Company Secretary

30 April 2025

Explanatory Memorandum

This Explanatory Memorandum has been prepared to assist Shareholders of the Company (**Shareholders**) in considering each of the Resolutions set out in the Company's Notice of Annual General Meeting. This Explanatory Memorandum forms part of the Company's Notice of Annual General Meeting to be held on Tuesday, 10 June 2025 at 9:00am (Port Moresby time | AEST).

The purpose of this Explanatory Memorandum is to provide Shareholders with information that is reasonably required by Shareholders to decide how to vote upon the Resolutions. The Company's Notice of Annual General Meeting and this Explanatory Memorandum should be read in their entirety and in conjunction with each other.

Subject to the abstentions noted below, the Directors unanimously recommend Shareholders vote in favour of all Resolutions. The Chairman of the Meeting intends to vote all available undirected proxies in favour of each Resolution.

Resolutions 1, 2, 3, 4 and 5 are Ordinary Resolutions, which require a simple majority of votes cast by Shareholders present and entitled to vote on the Resolution.

BACKGROUND TO THE ITEMS OF BUSINESS

GENERAL BUSINESS

Receipt of the 2024 AGM Minutes

The Chairman will table the minutes of the 2024 AGM held 29 May 2024, as a correct record of the 2024 Annual General Meeting.

Receipt of the financial statements and reports

The 2024 Annual Report, including the Financial Statements, Director's Report and the Auditor's Report included in the 2024 Annual Report (**Reports**) for the Company and its subsidiaries for the year ended 31 December 2024 can be downloaded from Kina's website at <https://investors.kinabank.com.pg/Investors/?page=Reports-and-Presentations> and has been sent to those Shareholders who requested a copy.

Neither the Companies Act nor the Company's Constitution requires Shareholders to vote on the Reports. However, Shareholders will be given a reasonable opportunity to ask questions on the Reports at the Meeting.

Following consideration of the Reports, the Chairman will give Shareholders a reasonable opportunity to ask questions about, or comment on the management and operations of, the Company more generally.

The Chairman will also give Shareholders a reasonable opportunity to ask the Auditor questions relevant to:

- a) the conduct of the audit;
- b) the preparation and content of the Independent Auditor's Report;
- c) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- d) the independence of the Auditor in relation to the conduct of the audit.

In addition to asking questions during the Meeting, Shareholders may address written questions to the Chairman of the Meeting about the Reports or the management and operations of the Company or to the Company's Auditor, Deloitte, using the AGM Question Form as outlined above.

RESOLUTIONS

Resolution 1 Re-election of Director –Mr Ian Clough

Background

In accordance with ASX Listing Rule 14.4, PNGX Listing Rule 14.4 and Article 70.5 of the Constitution, the Board may appoint a Director to fill a vacancy on the Board. A director appointed to fill the vacancy must not hold office (without re-election) past the next annual meeting of the Company at which the director will be eligible for re-election. If Shareholders do not approve the re-election of Mr. Clough, then he will cease to be a Director of the Company at the conclusion of the AGM. Mr Clough was appointed to the Board in July 2024 and has not been approved at an annual meeting of the Company.

Director Profile

Mr. Clough has been a Non-Executive Director to Kina Securities Limited Board since July 2024 and brings extensive experience in retail having worked with Wesfarmers in Australia in senior management roles within its retail portfolio including Target Australia, Coles Supermarkets, Coles Liquor, Bunnings and Kmart Australia, and is currently Executive Chairman of the Brian Bell Group and Director of its majority shareholder, the Sir Brian Bell Foundation in Papua New Guinea. He is also Vice President of the American Chamber Coral Sea (AmCham) and a Council Co-Vice Chair of St Johns' Ambulance. Mr Clough is also the Honorary Consul General for Sweden, and Norway in PNG. He also previously held various senior leadership roles with the Port Moresby Chamber of Commerce and Industry.

His expertise in leadership, commercial acumen, governance and the PNG Business environment will be instrumental in guiding Kina Securities through its next phase of growth.

Mr Clough is Chair of the Board of Directors and is a member of Disclosure Committee.

Prior to submitting himself for re-election, Mr. Clough confirmed that he would continue to have sufficient time to properly fulfil his duties and responsibilities to the Company.

Board Recommendation

The Board supports the re-election of Mr. Clough, as he will continue to contribute to the Board's significant experience in the areas of leadership, commercial and governance.

For the reasons set out above, the Directors, with Mr. Ian Clough abstaining, recommend Shareholders vote in favour of Resolution 1.

Resolution 2 Re-election of Director –Mr Paul Hutchinson

Background

In accordance with ASX Listing Rule 14.4, PNGX Listing Rule 14.4 and Article 70.6 of the Constitution, the Board may appoint a Director to fill a vacancy on the Board. A director appointed to fill the vacancy must not hold office (without re-election) past the next annual meeting of the Company at which the director will be eligible for re-election. If Shareholders do not approve the re-election of Mr. Hutchinson, then he will cease to be a Director of the Company at the conclusion of the AGM. Mr Hutchinson was appointed as a Director of Kina on 16 August 2018 and re-elected to the Board on 24 May 2022 during the Annual General Meeting.

Director Profile

Mr Hutchinson is currently employed by the University of Adelaide in the capacity of Program Director, responsible for large scale organisation restructuring and major projects. Previously, Paul was the Managing Director and Chief Executive Officer of Rural Bank (specialising in the provision of financial services to the agribusiness sector), Chief Operating Officer of New Zealand Post and held various other senior appointments with Westpac, National Australia Bank and Bank of New Zealand. Paul's extensive background in strategy, finance, sales and distribution, commercial operations and risk management in the financial services sector. He is a Fellow of the Institute of Financial Services and is a member of the Australian Institute of Company Directors, having attended both the Company Directors Course and International Company Directors Course.

Mr Hutchinson is Chair of the Board Risk Committee and a member of the Board Audit Committee and the Disclosure Committee.

Prior to submitting himself for re-election, Mr. Hutchinson confirmed that he would continue to have sufficient time to properly fulfil his duties and responsibilities to the Company.

Board Recommendation

The Board supports the re-election of Mr. Hutchinson, as he will continue to contribute to the Board's significant experience in the areas of in strategy, finance, sales and distribution, commercial operations and risk management.

For the reasons set out above, the Directors, with Mr. Paul Hutchinson abstaining, recommend Shareholders vote in favour of Resolution 2.

Resolution 3 Re-election of Director –Mr Andrew Carriline

Background

In accordance with ASX Listing Rule 14.4, PNGX Listing Rule 14.4 and Article 70.6 of the Constitution, the Board may appoint a Director to fill a vacancy on the Board. A director appointed to fill the vacancy must not hold office (without re-election) past the next annual meeting of the Company at which the director will be eligible for re-election. If Shareholders do not approve the re-election of Mr. Carriline, then he will cease to be a Director of the Company at the conclusion of the AGM. Mr Carriline was appointed as a Director of Kina on 16 August 2018 and re-elected to the Board on 24 May 2022 during the Annual General Meeting.

Director Profile

Mr Andrew Carriline was appointed as a Director of Kina on 16 August 2018 and is an experienced business executive, highly skilled at operating successfully in regulated environments. He was an executive at a major Australian bank, where until 2017 he was the Chief Risk Officer in the Institutional Bank, as well as Chairman of the bank's business in PNG. Since 2017, Andrew has accepted several non-executive roles in the 'for profit' and 'not-for-profit' sectors. Before

his focus on purely risk roles, Andrew practised corporate law in the public and private sectors and has held several senior legal and operational roles. Andrew holds bachelor's degrees in law and commerce from UNSW and is a graduate Member of the Australian Institute of Company Directors.

Mr. Carriline is a member of the Board Risk Committee, Board Remuneration & Nomination Committee and the Board Audit Committee.

Prior to submitting himself for re-election, Mr. Carriline confirmed that he would continue to have sufficient time to properly fulfil his duties and responsibilities to the Company.

Board Recommendation

The Board supports the re-election of Mr. Carriline, as he will continue to contribute to the Board's significant experience in the areas of leadership, finance, commercial operations and risk management.

For the reasons set out above, the Directors, with Mr. Andrew Carriline abstaining, recommend Shareholders vote in favour of Resolution 3.

Resolution 4 Appointment of Auditor

This resolution is to appoint the Company's Auditor, Deloitte Touche Tohmatsu, to hold office from the conclusion of this Meeting until the conclusion of the Company's next Annual General Meeting, and to authorise the Directors to fix the fees and expenses of the Auditor, and is formally put to Shareholders, in accordance with Sections 190 - 191 of the Companies Act.

The Directors recommend Shareholders vote in favour of Resolution 4.

Resolution 5 Grant of Performance Rights to Managing Director and Chief Executive Officer for FY2024

Background

Shareholders are asked to vote on whether Mr. Ivan Vidovich, the Company's current Managing Director and Chief Executive Officer (**MD&CEO**) effective 1 January 2025, should receive Performance Rights as part of his remuneration for the financial year ended 31 December 2024 in his role as the Chief Transformation Officer.

The Board believes that the MD&CEO's remuneration should be aligned to the long-term interests of Shareholders. Accordingly, the Board believes that the MD&CEO should maintain a shareholding in Kina and that part of his remuneration should be in the form of equity that vests if certain conditions or hurdles are achieved.

The proposed awards of Performance Rights will be made under the Kina Performance Rights Plan - Long Term Incentive (**LTI**) Award.

Each Performance Right represents a right to be issued an ordinary share in the Company (**Share**) at a future point in time subject to the satisfaction of any conditions relating to vesting, performance hurdles and/or exercise. Awards under the Plan are expressed as a number of Performance Rights to acquire a certain number of Shares (generally on a one-for-one basis).

Why is Shareholder approval being sought?

Shareholder approval is being sought to satisfy ASX Listing Rule 10.14 and PNGX Listing Rule 11.7, which requires Shareholder approval if a director is issued securities under an employee incentive scheme. Accordingly, before any securities may be granted to the MD & CEO, the grants must first be approved by Shareholders.

If Shareholders approve Resolution 5, the Company will be able to proceed with the issuance to Mr Vidovich of 127,215 Performance Rights in relation to his FY2024 LTI Award, on the terms and conditions as set out in this Notice.

If Shareholders do not approve Resolution 5, the proposed issuance of the above Performance Rights to Mr Vidovich will not proceed, and the Board would need to consider alternative remuneration arrangements.

Further details of Mr Vidovich's remuneration package are set out in the Remuneration Report contained in the Company's 2024 Annual Report, available on Kina's website at:

<https://investors.kinabank.com.pg/Investors/?page=Reports-and-Presentations>.

Proposed grant of Performance Rights

FY2024 - LTI

Determination of FY2024 LTI Award

Mr Vidovich is eligible for a LTI Award of up to 30% of his fixed base salary, determined based on a number of financial and non-financial KPIs for the Performance Period. The Performance Period for the FY2024 LTI Award was 1 January 2024 to 31 December 2024 inclusive.

The Board has assessed that based on the performance of the Company and Mr Vidovich for FY2024, he will be awarded a LTI equal to 35% of his base salary of \$400,000, being A\$140,000 in Performance Rights, subject to Shareholder approval.

Calculating the number of Performance Rights for the FY2024 LTI Award

The number of Performance Rights to be allocated is then determined by dividing the monetary amount of Performance Rights by the 10-day VWAP of Kina Shares up to 31 December for the Performance Period. The Performance Rights are subject to vesting conditions, as set out below.

Accordingly, Shareholder approval is sought for the issuance of 127,215 Performance Rights (being the cash value of Mr Vidovich's FY2024 LTI Performance Rights Award of A\$140,000, divided by the issue price of A\$1.1005 per share, being the 10-day VWAP of Kina Shares up to 31 December 2024).

Vesting conditions for the FY2024 LTI Award

The Performance Rights are subject to two separate performance hurdles:

Earnings per share (EPS) hurdle	Relative total shareholder return (TSR) hurdle
50% of the Performance Rights	50% of the Performance Rights
Earnings per share growth targets (EPS Hurdle) for the relevant Vesting Period (defined below) are met	Total Shareholder Return targets (TSR Hurdle) for the relevant Vesting Period are met

The EPS Hurdle and TSR Hurdle are considered appropriate measures of performance as they are intended to drive longer-term company performance.

- **EPS Hurdle**

The EPS Hurdle has been determined with reference to the macroeconomic environment, relevant benchmarks, and the Company's strategy.

No Performance Rights will vest if the compound annual growth rate is below 5% over the applicable Vesting Period.

The number of Performance Rights to vest at the end of the Vesting Period under the EPS Hurdle will be determined based on the table below:

EPS Performance	Vesting outcome
<5% compound annual growth of EPS	Nil vesting
5%	50% vesting
>5% and <10%	Pro-rata between 50% to 100%
10%	100% vesting

- **TSR Hurdle**

50% of the Performance Rights will be subject to a relative TSR Hurdle, which compares the TSR performance of the Company with each of the entities in a comparator group within the S&P/ASX200 as determined by the Board. The group of companies is selected based on their operations in a similar industry.

In order for the Performance Rights to vest under the TSR Hurdle, the TSR of the Company measured over the applicable Vesting Period is compared to the average TSR of the comparator group over that period (**Relative TSR Performance**).

No Performance Rights will vest if the Relative TSR Performance of the Company is below the 50th percentile.

The number of Performance Rights to vest at the end of the Vesting Period under the TSR Hurdle will be determined based on the table below:

Relative TSR Performance	Vesting outcome
Below 50 th percentile	Nil vesting
At 50 th percentile	50% vesting
Between 50 th and 75 th percentiles	Pro-rata between 50% to 100%
Above 75 th percentile	100% vesting

Vesting period for the FY2024 LTI Award

Performance Rights granted under the LTI Award have a vesting period of three years commencing 1 April in the year granted (**Vesting Period**). At the end of the Vesting Period, the number of Performance Rights to vest under the EPS Hurdle and TSR Hurdle, respectively, will be calculated as described above. Vesting is also conditional on the recipient remaining in employment for the three-year period.

Further information

ASX Listing Rule 10.14 and PNGX Listing Rule 11.7, provide that a listed company may only permit a director to acquire shares or rights to shares under an employee incentive scheme where that director's participation has been approved by an ordinary resolution of Shareholders.

Details of any securities issued under the Plan will be published in the Annual Report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14 and PNGX Listing Rule 11.7

In accordance with the ASX and PNGX Listing Rules, the following information is provided:

1. Mr Vidovich is a director of the Company and accordingly falls within ASX Listing Rule 10.14.1.
2. The number of Performance Rights which will be issued to Mr Vidovich, subject to Shareholder approval, is as follows:
 - a) FY2024 LTI Award – 127,215 Performance Rights.
3. The Performance Rights will be allocated at no cost to Mr Vidovich and the Board has determined that no amount is payable by Mr Vidovich on the vesting of each Performance Right or exercise of any Performance Rights granted under the Plans.
4. Upon satisfaction of the performance hurdles/vesting conditions set by the Board, the Performance Rights will vest, and shares will be allocated or issued on a one-for-one basis.
5. There are no loans to be granted to Mr Vidovich in connection with his participation in either the Kina Performance Rights Plan - STI Award or the LTI Award.
6. Mr. Vidovich is the only Director of Kina entitled to participate in the Plan. If Shareholders vote in favour of Resolution 5, no additional Director (or other person covered by ASX Listing Rule 10.14 and PNGX Listing Rule 11.7) who becomes entitled to participate in the Plan after the approval of this Resolution 5, will participate until approval for such participation is obtained under ASX Listing Rule 10.14 and PNGX Listing Rule 11.7.
7. If Shareholder approval is obtained, the issue of Performance Rights (and, upon vesting, the Shares underlying the Performance Rights) will be approved for the purposes of all applicable requirements under the ASX and PNGX Listing Rules and all other purposes.
8. In accordance with ASX Listing Rule 10.15.7, subject to Shareholder approval being received, Kina will issue the Performance Rights to be granted for FY2024 no later than three years after the date of the 2025 AGM, being 10 June 2025.
9. Approval of Resolution 5 will result in the grant of Performance Rights to Mr Vidovich falling within ASX Listing Rule 7.2, exception 14. If Shareholder approval is given for the issue of securities under ASX Listing Rule 10.14 and PNGX Listing Rule 11.7, approval is not required under ASX Listing Rule 7.1.
10. A voting exclusion applies to these Resolutions, as set out in the Notice of Meeting.
11. The current total remuneration package for FY2024 for Mr Vidovich is:

Fixed base salary	Variable STI ¹	Variable LTI ²	Total ³
A\$400,000	A\$180,000	A\$120,000	A\$700,000

(1) Up to a maximum of 45% of fixed base salary. Any STI payable to Mr Vidovich in respect of FY2024 will be paid in cash.

(2) Up to a maximum of 30% of fixed base salary.

(3) Total potential reward based on 100% achievement of STI and LTI.

12. The number of Performance Rights issued to Mr Vidovich at \$nil cost since listing of the Company on 30 July 2015 are as follows:

Awards Granted	Awards Vested	Converted to Shares	Lapsed / Forfeited	Current Balance
912,704	270,617	270,617	84,270	557,817

13. A summary of the material terms of the Kina Performance Rights Plan is included in Schedule 1.

Board Recommendation

- The Non-Executive Directors consider that it is important to be able to attract and retain experienced and capable CEOs and the grant of Performance Rights to Mr Vidovich is appropriate taking into account his level of experience and contributions to the Company.
- The ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (4th edition) note that equity-based remuneration can be an effective form of remuneration for executives when linked to hurdles that are aligned to short, medium and longer-term objectives.

For the reasons set out above, the Directors, with Mr Vidovich abstaining, recommend Shareholders vote in favour of Resolutions 5.

SCHEDULE 1

Summary of the terms of the Kina Performance Rights Plan

A summary of the material terms of the Kina Performance Rights Plan (**Plan**) rules is as follows:

Eligibility	Participants must be a permanent full-time or part-time employee or Executive Director of Kina or any of its subsidiaries and has been determined by the Board to be eligible to participate in the Plan from time to time (Eligible Participant).
Offers	Under the rules of the Plan, Performance Rights may be offered to Eligible Participants from time to time. The number of Performance Rights the subject of an offer under the Plan will be determined by the Board (acting on the advice of the Remuneration and Nomination Committee).
Terms and conditions	<p>The Board has the absolute discretion to determine the terms and conditions applicable to an offer under the Plan, including:</p> <ul style="list-style-type: none"> ▪ any conditions required to be satisfied before Performance Rights will be granted; ▪ any performance, vesting or other conditions required to be satisfied before Performance Rights vest and may be exercised (Vesting Conditions); ▪ any period during which Vesting Conditions must be satisfied before Performance Rights vest (Vesting Period); ▪ the exercise period during which Performance Rights may be exercised, subject to the terms of the Plan and the offer (Exercise Period); ▪ any applicable issue price and/or exercise price; ▪ any disposal restrictions on Shares to be issued or transferred upon the exercise of Performance Rights; and ▪ any other specific terms and conditions applicable to the offer. <p>The specific terms and conditions applicable to an offer must be set out in the offer invitation.</p>
Performance Rights	Each Performance Right confers on its holder the entitlement to receive one Share (by way of issue or transfer) at the exercise price (if any) upon the exercise of the Performance Right.
Ranking of Shares	Shares issued upon vesting and or exercise of Performance Rights under the Plan will rank equally in all respects with Existing Shares.
Forfeiture of Performance Rights	<p>Performance Rights which are subject to Vesting Conditions (Unvested Performance Rights) may be forfeited:</p> <ul style="list-style-type: none"> ▪ if the Board determines that any Vesting Condition applicable to the Performance Right has not been satisfied in accordance with its terms or is not capable of being satisfied; ▪ in certain circumstances if the participant's employment is terminated (Cessation of Employment); or ▪ in other circumstances specified in the Plan rules (e.g., where the Board determines that the participant has committed an act of fraud or gross misconduct in relation to the affairs of Kina).
Rights attaching to Performance Rights	The Performance Rights do not carry rights to dividends or voting rights prior to exercise.
Capital reconstructions	In the event of a capital reconstruction, subject to the ASX Listing Rules, the Board may determine the manner in which any or all of the Performance Rights will be dealt with.
Vesting and exercise of Performance Rights	<p>If Performance Rights are offered subject to Vesting Conditions, Kina must give the participant a vesting notice upon such conditions having been satisfied or waived by the Board.</p> <p>Subject to any Vesting Conditions having been satisfied or waived, a Performance Right may be exercised in accordance with the relevant Eligible Participant's invitation and paying the exercise price (if any).</p>
Lapse of Performance Rights	<p>Unless otherwise specified in the Vesting Conditions or otherwise determined by the Board, a Performance Right will lapse on the earliest of:</p> <ul style="list-style-type: none"> ▪ if the Board determines that any Vesting Condition applicable to the Performance Right has not been satisfied in accordance with its terms or is not capable of being satisfied; ▪ the expiry of the exercise period (if any); ▪ in certain circumstances if the participant's employment is terminated (Cessation of Employment); ▪ in other circumstances specified in the Plan rules (e.g., where the Board determines that the participant has committed an act of fraud or gross misconduct in relation to the affairs of Kina); or ▪ if the participant purports to deal in the Performance in breach of any disposal or hedging restrictions in respect of the Performance Right.

Restrictions on Performance Right	Except as permitted by the Board, Performance Rights must not be sold, transferred, encumbered, or otherwise dealt with. If restricted by applicable law, a participant may not enter into any arrangement for the purpose of hedging, or otherwise affecting their economic exposure to, any Performance Rights.
Waiver of vesting conditions	The Board has the discretion to reduce or waive a Vesting Condition attaching to an award of Performance Rights in whole or in part at any time.
New issues	A participant holding Performance Rights is not entitled to participate in any new issue of securities.
Bonus issues, pro-rata issues and capital reorganisations	The Plan provides for adjustments to be made to the number of Shares which an Eligible Participant would be entitled to receive on the exercise of Performance Rights or the exercise price (if any) of the Performance 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.
Winding up	If a resolution for a voluntary winding up of Kina is proposed, the Board may, in its absolute discretion, determine the manner in which any or all of the participant's Performance Rights will be dealt with.
Cessation of employment	The Plan contains certain provisions concerning the treatment of vested and unvested Performance Rights in the event that a participant ceases employment.
Change of control	In the event of a change of control, the Board may, in its absolute discretion, determine the manner in which any or all of the participant's Performance Rights will be dealt with.
Quotation	Performance Rights will not be quoted on the ASX or PNGX. Subject to the ASX and PNGX Listing Rules, Kina will apply to the ASX and PNGX for the official quotation of any Shares issued to participants for the purposes of the Plan.
Trustee	Kina may appoint a trustee to acquire and hold Shares or Performance Rights (including unvested Performance Rights) on behalf of participants, for transfer to future participants or otherwise for the purposes of the Plan.
Plan limit and compliance with laws	No Performance Rights may be issued to, or exercised by, a participant if to do so would contravene the Australian Corporations Act, the PNG Companies Act, the PNG Securities Act, the ASX Listing Rules, the PNGX Listing Rules or any relief or waiver granted by ASIC, the Registrar, ASX or PNGX that binds Kina in making any offer under the LTI Plan or otherwise in connection with the operation of the Plan. No Performance Rights may be offered under the Plan if to do so would breach the 5% capital limit on the issue of shares set out in ASIC Class Order 14/1000 in relation to employee share schemes.
Amendments	Subject to the ASX Listing Rules and PNGX Listing Rules, the Board may, in its absolute discretion, amend the Plan rules, or waive or modify the application of the Plan rules in relation to a participant, provided that (except in specified circumstances) if such amendment would adversely affect the rights of participants in respect of any Performance Rights then held by them, the Board must obtain the consent of all participants who hold those Performance Rights before making the amendment.