

**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 AT THE HILTON PORT MORESBY HOTEL & RESIDENCES,
PORT MORESBY, PAPUA NEW GUINEA ON WEDNESDAY, 27 MAY 2026
AT 8:00AM (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

27 APRIL 2026

Dear Shareholder,

Kina Securities Limited – 2026 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 2026 Annual General Meeting (**AGM** or **Meeting**), to be held at the Hilton Port Moresby Hotel & Residences (Tabubil, Hekari & Sisibia Rooms) on **Wednesday, 27 May 2026 commencing at 8:00am (Port Moresby time | AEST)**. Shareholders are invited to attend the AGM in person or to view the Meeting via our online platform.

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

In addition to attending in person, shareholders will be able to attend and participate in the AGM via our online platform at <https://meetings.openbriefing.com/KSL26> (**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 Wednesday, 20 May 2026. Shareholders may also vote before the AGM online via the MUFG Corporate Markets (AU) website or by lodging the enclosed Voting Form no later than 8:00am (Port Moresby time | AEST) on Monday, 25 May 2026.

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 on the day. Subject to the abstentions noted in the Explanatory Memorandum, the Directors unanimously recommend that Shareholders vote in favour of Resolutions 1, 2, 3, 5 and 6. The Board does not make a recommendation in relation to Resolution 4.

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 8:00am (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) 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: Wednesday, 27 May 2026

Time: 8:00am (Port Moresby time | AEST)

Venue: Hilton Port Moresby Hotel & Residence (Tabubil, Hekari & Sisibia Rooms), Wards Road, Hohola, Port Moresby, 121 Papua New Guinea

Online: <https://meetings.openbriefing.com/KSL26>

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 2025 AGM Minutes

To receive, consider, and accept the Minutes of the Annual General Meeting held on 10 June 2025, as a correct record of the Meeting.

ORDINARY BUSINESS

Receipt of the financial statement and reports

To receive the 2025 Annual Report, including the Financial Statements, Directors' Report and Auditor's Report for the Company and its subsidiaries for the year ended 31 December 2025. A copy of Kina's 2025 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. Nilkare

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

"That Mr. Robert K. Nilkare, OBE OL, 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. Heim

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

"That Mr. Lutz Heim, 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 3 Appointment of Auditor

To consider and, if thought fit, to 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 4 Approval of the Directors' Fee Pool

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

"That, for the purposes of clause 72 [directors' remuneration clause] of the Constitution, PNGX Listing Rules 14.24 and 14.25 and ASX Listing Rules 10.17 and 10.17A respectively, shareholders approve the maximum aggregate amount of fees payable to all non-executive directors of the company (including any subsidiary of the company) to be set at, or increased to, AUD1,780,000 per annum (the 'directors' fee pool'), effective 1 January 2027."

The directors' fee pool includes all fees payable to non-executive directors in their capacity as directors, including board and committee fees and any superannuation contributions required by law.

Voting Exclusion Statement

1. The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:
 - a) each director of the company; or
 - b) an associate of that person (or those persons).

2. However, this does not apply to a vote cast in favour of Resolution 4 by:
 - a) a person as proxy or attorney for a person who is entitled to vote on Resolution 4 in accordance with directions given to the proxy or attorney to vote on Resolution 4 in that way; or
 - b) the Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 4 in accordance with a direction given to the Chairman of the Meeting to vote on Resolution 4 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 4; and
 - ii) the holder votes on Resolution 4 in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 5 Grant of performance rights to Managing Director and Chief Executive Officer for FY2025

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 246,817 Performance Rights under the Kina Performance Rights Plan - FY2025 Short Term Incentive Award and 423,114 Performance Rights under the Kina Performance Rights Plan - FY2025 Long Term Incentive Award to the Managing Director and Chief Executive Officer, Mr Ivan Vidovich, for the financial year ended 31 December 2025, in accordance with the rules of the Kina Performance Rights Plan, is approved."

Voting Exclusion Statement

1. The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:
 - a) 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.

Resolution 6 Approval of the Kina Performance Rights Plan

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

“That for the purposes of ASX Listing Rule 7.2, exception 13, and PNGX Listing Rule 11.7 and all other purposes, the Kina Performance Rights Plan, as described in the Explanatory Memorandum accompanying and forming part of this Notice of Meeting, and the issue of securities under the Kina Performance Rights Plan, be approved.”

Voting Exclusion Statement

1. The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:
 - a) any person who is eligible to participate in the Kina Performance Rights Plan; and
 - b) an associate of that person (or those persons).
2. However, this does not apply to a vote cast in favour of Resolution 6 by:
 - a) a person as proxy or attorney for a person who is entitled to vote on Resolution 6, in accordance with the directions given to the proxy or attorney to vote on Resolution 6 in that way; or
 - b) the Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 6, in accordance with a direction given to the Chairman to vote on the Resolution 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 6; and
 - ii) the holder votes on Resolution 6 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

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 MUFG'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/KSL26>, 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 58 of the Constitution, the Board has determined that persons who are registered holders of Shares of the Company as at 8:00am (Port Moresby time | AEST) on Monday, 25 May 2026, 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 8.00am (Port Moresby time | AEST) on Monday, 25 May 2026**. 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 MUFG's online platform

Shareholders participating in the meeting using MUFG's online platform at <https://meetings.openbriefing.com/KSL26> will be able to vote directly **at any time between the commencement of the AGM at 8:00am (Port Moresby time | AEST) on Wednesday, 27 May 2026, 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 **8.00am (Port Moresby time AEST) on Monday, 25 May 2026**. 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 Parramatta Square Level 22, Tower 6 10 Darcy Street, Parramatta NSW 2150	PNG Registries Limited Level 4, Cuthbertson House Cuthbertson Street Port Moresby NCD
Online / Email:	https://au.investorcentre.mpms.mufig.com	pngregistries@cm.mpms.mufig.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 **8.00am (Port Moresby time | AEST) on Monday, 25 May 2026** 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.mufig.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 Wednesday, 20 May 2026, (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
27 April 2026

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 Wednesday, 27 May 2026 at 8:00am (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 Resolutions 1, 2, 3, 5 and 6. The Board does not make a recommendation in relation to Resolution 4. The Chairman of the Meeting intends to vote all available undirected proxies in favour of each Resolution.

Resolutions 1,2,3,4,5 and 6 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 2025 AGM Minutes

The Chairman will table the minutes of the 2025 AGM held 10 June 2025, as a correct record of the 2025 Annual General Meeting.

Receipt of the financial statements and reports

The 2025 Annual Report, including the Financial Statements, Director's Report and the Auditor's Report included in the 2025 Annual Report (**Reports**) for the Company and its subsidiaries for the year ended 31 December 2025 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. Robert K Nilkare, OBE OL

Background

In accordance with ASX Listing Rule 14.4, PNGX Listing Rule 6.9.1 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. Nilkare, then he will cease to be a Director of the Company at the conclusion of the AGM. Mr Nilkare was appointed to the Board in August 2025 and has not been approved at an annual meeting of the Company.

Director Profile

Mr. Robert K Nilkare, OBE OL, was appointed as a Non-Executive Director of Kina Securities Limited on 22 August 2025 and offers himself for re-election in accordance with the Company's Constitution. Mr. Nilkare brings extensive leadership and governance experience and a deep understanding of Papua New Guinea, including from his former role as PNG Country Manager- Government and Corporate Stakeholder Interface at New Britain Palm Oil Limited, one of Papua New Guinea's largest private-sector employers. His previous senior roles include President of the Business Council of Papua New Guinea, Executive Advisor and Project Manager at Kumul Consolidated Holdings, Acting Chief Executive Officer and Board Director of PNG Ports Corporation Limited. Mr. Nilkare holds a Bachelor of Commerce from Bond University and is a graduate of the General Manager Programs at the Australian Graduate School of Management. He is currently a Non-Executive Director of Brian Bell & Co. Limited, a Non-Executive Director of the National Petroleum Authority in PNG and Chairman of the PNG Palm Oil Producers Association. The Board considers that Mr. Nilkare's experience, skills and leadership continue to make a valuable contribution to the Board and therefore recommends his re-election as a Non-Executive Director.

Mr Nilkare is a member of the Board Remuneration & Nomination Committee.

Prior to submitting himself for re-election, Mr. Nilkare 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. Nilkare, as he will continue to contribute to the Board's significant experience in the areas of leadership, commercial business operations and governance.

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

Resolution 2 Re-election of Director – Mr. Lutz Heim

Background

In accordance with ASX Listing Rule 14.4, PNGX Listing Rule 6.9.1 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. Heim, then he will cease to be a Director of the Company at the conclusion of the AGM. Mr Heim was appointed to the Board in August 2025 and has not been approved at an annual meeting of the Company.

Director Profile

Mr. Lutz Heim has served as a Non-Executive Director of Kina Securities Limited since 22 August 2025 and offers himself for re-election in accordance with the Company's Constitution. Mr. Heim is a seasoned professional with extensive experience in Papua New Guinea's financial, governance and public enterprise sectors, having previously served as Chief Operating Officer of Kumul Consolidated Holdings and as a Tax and Corporate Finance Partner at Deloitte PNG. He holds a Bachelor of Economics and a Postgraduate Diploma in Accounting from Flinders University, South Australia. Mr. Heim currently serves on the Boards of St John Ambulance PNG and Kumul Hotels Limited and has previously been a Director of Nambawan Super Limited and First Investment Finance Limited. The Board considers that Mr. Heim's financial expertise, governance experience and deep understanding of the PNG operating environment continue to make a valuable contribution to the Board and recommends his re-election as a Non-Executive Director.

Mr Heim is a member of the Board Audit Committee and the Board Risk Committee.

Prior to submitting himself for re-election, Mr. Heim 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. Heim, as he will continue to contribute to the Board's significant experience in the areas of leadership, finance and governance.

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

Resolution 3 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 3.

Resolution 4 Directors' Fee Pool

Background

The Board periodically reviews the remuneration framework for Non-Executive Directors to ensure it remains appropriate, competitive and aligned with the Company's governance obligations and strategic requirements as a dual-listed entity. The Company's Constitution requires shareholder approval of the maximum aggregate amount payable to Non-Executive Directors and the proposed resolution seeks to increase the Director's Fee Pool by \$500,000 from an amount of AUD1,280,000M to an aggregate amount of AUD1,780,000.

The Director's Fee Pool has not increased since Kina was listed on the ASX and PNGX on 30 July 2015 and since that time, the size, complexity and risks have significantly increased. The proposed increase will allow Kina to:

- remain competitive with comparable companies in order to attract and retain high quality and suitability qualified Non-Executive Directors;
- ensure that it is able to continue to maintain a high standard of corporate governance oversight; and
- manage future appointments noting that Kina is currently undertaking a Board renewal process and this will allow for the potential of overlapping terms of Non-Executive Directors having regard to the Board skills matrix.

An independent review of the directors' fees was undertaken in 2026. The Board intends to implement the recommendations of the review by increasing the fees paid to directors with effect from 1 January 2027. The proposed increase will utilise a small portion of the \$500,000 requested increase in the Director Fee Pool. If this resolution is not approved, the Director's Fee Pool will remain at AUD1.28M and the Board will not have the flexibility described above.

Details of the fees paid to Non-Executive Directors are included in the 2025 Remuneration Report at pages 44-45 of the Annual Report. As required by ASX Listing Rule 10.17, the Company confirms that no securities have been issued to any Non-Executive Director of Kina under ASX Listing Rules 10.11 or 10.14 with Shareholder approval at any time within the last three years.

Why is Shareholder approval being sought?

Shareholder approval is required under the Company's Constitution, which provide that the aggregate amount of remuneration payable to all Non-Executive Directors must be approved by shareholders and must not be exceeded. In addition, as a company listed on PNGX and ASX, the Company is required under the *PNGX Listing Rules 14.24 and ASX Listing Rules 10.17 and 10.17A* to obtain shareholder approval to set or increase the maximum aggregate amount of Non-Executive Director fees, including fees paid by the Company and its subsidiaries.

Given the interests of the Directors in this item, the Board makes no recommendation in relation to Resolution 4.

Resolution 5 Grant of Performance Rights to Managing Director and Chief Executive Officer for FY2025

Background

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

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 (**Plan**) - Short Term Incentive (**STI**) Award and the Kina Performance Rights Plan - Long Term Incentive (**LTI**) Award.

Each Performance Right represents a right to be issued an ordinary share on a one-for-one basis 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. The STI and LTI Performance Rights are issued with a nil exercise price. No amount is payable by the MD & CEO to exercise the Performance Rights once the applicable vesting conditions have been satisfied.

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:

- a) 246,817 Performance Rights in relation to his FY2025 STI Award; and
 - b) 423,114 Performance Rights in relation to his FY2025 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 2025 Annual Report, available on Kina's website at:

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

Proposed grant of Performance Rights

FY2025 - STI

Determination of FY2025 STI Award

The Board determined Mr Vidovich's FY2025 STI Award based on the performance of the Company and Mr Vidovich for the financial year ended 31 December 2025 (**FY2025**). Mr Vidovich is eligible for a STI Award of up to 150% of his fixed base salary. It is intended that Mr Vidovich's FY2025 STI Award will be issued as 65% cash and 35% Performance Rights, subject to Shareholder approval.

Mr Vidovich's potential STI Award is determined based on a number of financial and non-financial key performance indicators (**KPIs**). These include achievement against the Board approved budget for the Performance Period, specific targets for net interest margins, income expense ratios, and growth in various parts of the business. Mr Vidovich's performance is also measured against the Group's ability to comply with legislative and regulatory requirements set by the Bank of Papua New Guinea. The Performance Period for the FY2025 STI Award was 1 January 2025 to 31 December 2025 inclusive.

The Board has assessed that based on the performance of the Company and Mr Vidovich for FY2025, he will be awarded a STI Award equal to 125% of his base salary of \$700,000, being \$875,000, which will be paid as \$568,750 in cash (65%) and \$306,250 in Performance Rights (35%), subject to Shareholder approval.

Calculating the number of Performance Rights for the FY2025 STI Award.

The number of Performance Rights to be allocated is then determined by dividing the monetary amount of Performance Rights by the 10 trading day volume weighted average price (**10-day VWAP**) of Kina Shares up to 31 December 2025 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 246,817 Performance Rights (being the cash value of Mr Vidovich's FY2025 STI Performance Rights Award of A\$306,250, divided by the issue price of A\$1.2408 per share, being the **10-day VWAP** of Kina Shares up to 31 December 2025).

Vesting period and conditions for the FY2025 STI Award

Performance Rights granted under the STI Award have a vesting period of two years from grant date. Vesting is conditional on the recipient remaining in employment for the two-year period. Therefore, provided Mr Vidovich remains employed by the Company two years after the grant date, 100% of the Performance Rights granted under the FY2025 STI Award will automatically vest on that date without any action required by MD & CEO. Note that the cash component of his STI is paid following Board approval of the STI for the relevant year (ie, there is no two-year deferral period or further conditions applicable to the cash STI payment). Performance Rights that do not vest at the end of the vesting period will automatically lapse and be forfeited, without payment of any consideration and with no entitlement to Shares or other benefits.

FY2025 - LTI

Determination of FY2025 LTI Award

Under his contract, Mr Vidovich is eligible for a LTI Award of up to 50% 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 FY2025 LTI Award was 1 January 2025 to 31 December 2025 inclusive.

The Board has assessed that based on the performance of the Company and his own personal performance for FY2025, Mr Vidovich be awarded a LTI equal to 75% of his base salary of \$700,000, being A\$525,000 in Performance Rights, subject to Shareholder approval. This one-time increase does not represent a change to his contractual arrangements but is in recognition of his strong performance and the positive impact that he has had during his first year as CEO.

Calculating the number of Performance Rights for the FY2025 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 2025 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 423,114 Performance Rights (being the cash value of Mr Vidovich's FY2025 LTI Performance Rights Award of A\$525,000, divided by the issue price of A\$1.2408 per share, being the 10-day VWAP of Kina Shares up to 31 December 2025).

Vesting conditions for the FY2025 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 of the EPS 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 FY2025 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. The Performance Rights will automatically vest, without any action required by the MD & CEO, upon the Board determining that the applicable performance and/or service vesting conditions have been satisfied (or waived, where permitted). Performance Rights that do not vest at the end of the vesting period will automatically lapse and be forfeited, without payment of any consideration and with no entitlement to Shares or other benefits.

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 in relation to both the STI and LTI:

1. The number of Performance Rights which will be issued to Mr Vidovich, subject to Shareholder approval, is as follows:
 - FY2025 STI Award – 246,817 Performance Rights; and
 - FY2024 LTI Award – 423,114 Performance Rights.
2. 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.
3. 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.
4. 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.
5. Under the Performance Rights Plan, the Board has the discretion to forfeit awards or recover value already received where a Participant has acted fraudulently or dishonestly, wilfully breached their obligations, committed gross misconduct, or breached dealing or trading restrictions.
6. Subject to applicable law, the Board has discretion in connection with change of control events and may determine that the manner in which the Performance Rights will be dealt with.
7. 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.
8. 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.
9. 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 FY2025 no later than three years after the date of the 2026 AGM, being 27 May 2029.

10. 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.

11. A voting exclusion applies to these Resolutions, as set out in the Notice of Meeting.

12. The current total remuneration package for FY2025 for Mr Vidovich as set out in his contract is:

Fixed base salary	Variable STI ¹	Variable LTI ²	Total ³
700,000	1,050,000	350,000	2,100,000

(1) Up to a maximum of 150% of fixed base salary.

(2) Up to a maximum of 50% of fixed base salary.

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

13. 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
1,039,949	357,159	357,159	170,812	511,978

14. 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.

Resolution 6 Approval of the Kina Performance Rights Plan

Background

ASX Listing Rule 7.1 and PNGX Listing Rule 11.7 provide that a listed company must not, without prior approval of its shareholders, issue or agree to issue securities if the number of securities issued or agreed to be issued, or when aggregated with the number of securities issued by the company during the 12 months immediately preceding the date of issue or agreement, exceeds 15% of the number of shares on issue at the start of that 12-month period.

ASX Listing Rule 7.2, exception 13 provides an exception to Listing Rule 7.1 such that an issue under an employee incentive scheme is not calculated as part of the 15% limitation if, within three years before the date of issue one of the following occurred:

- in the case of a scheme established before the entity was listed, a summary of the terms of the scheme and the maximum number of equity securities proposed to be issued under the scheme were set out in the Prospectus; or
- ordinary shareholders approved the issue of equity securities under the scheme as an exception to Listing Rule 7.1 in accordance with the Listing Rules.

The terms of the Kina Performance Rights Plan (Plan) were set out in the Prospectus dated 2 July 2015 in relation to the Company's Listing on ASX. A summary of the terms of the Plan is set out in Schedule 1 for ease of reference. A copy of the Plan was released to ASX on 30 July 2015, being the date that Kina was admitted to the Official List of the ASX. The Plan was last approved by Shareholders at the AGM held on 9 June 2023. Accordingly, the exception under ASX Listing Rule 7.2, exception 13(b) will cease to be available for issues of securities under the Plan, unless Shareholders approve this Resolution 6.

The exception under ASX Listing Rule 7.2, exception 13(b) is only available to the extent that:

- any issue of Performance Rights under the Plan does not exceed the maximum number of Performance Rights proposed to be issued as set out in this Notice of Meeting and Explanatory Memorandum (**Equity Cap**); and
- there is no material change to the terms of the Plan.

The Board has approved (subject to Shareholder approval) an Equity Cap for the purposes of Listing Rule 7.2, exception 13(b) for the three years following Shareholder approval (if given) of 6,800,000 Performance Rights, excluding any Performance Rights to be issued to the CEO, for which separate shareholder approval would be sought.

Given the proposed Equity Cap, Kina is now seeking Shareholder approval for the purpose of ASX Listing Rule 7.2, exception 13(b) to ensure this exception continues to apply to the Plan.

If Shareholders approve Resolution 6:

- the maximum number of Performance Rights proposed to be issued under the Plan for the three years following the approval is 6,800,000, excluding any Performance Rights to be issued to the CEO, for which separate shareholder approval would be sought. The maximum number of Performance Rights is not intended to be a prediction of the actual number of Performance Rights to be issued under the Plan but is specified for the purpose of setting a ceiling on the number of Performance Rights approved to be issued under and for the purposes of ASX Listing Rule 7.2, exception 13(b). It is not envisaged that the maximum number of Performance Rights for which approval is obtained will be issued immediately. On an annual basis, it is not anticipated that the number of Performance Rights issued under the Plan would exceed 2 million, excluding any Performance Rights to be issued to the CEO; and
- any issue of Performance Rights (up to the Equity Cap) under the Plan during the 3-year period after the AGM will not use up any of Kina's 15% capacity on issuing equity securities without Shareholder approval. However, exception 13 does not apply to Directors and their associates, who are deemed related parties of the Company, and issues to such persons will require separate approval under Listing Rule 10.14.

If Shareholders do not approve Resolution 6, then any issue of Performance Rights under the Plan will be included in calculating the Company's 15% capacity in ASX Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the issue of the securities.

An approval under Resolution 6 is only available to the extent that:

- any issue of Performance Rights under the Plan does not exceed the maximum number of Performance Rights proposed to be issued as set out in the Notice of Meeting (ie, the Equity Cap); and
- there is no material change to the terms of the Plan.

Further Information

For the purposes of ASX Listing Rule 7.2 exception 13(b) the following information is provided:

- a summary of the key terms of the Plan is set out in Schedule 1.
- The Plan was last approved by Shareholders at the AGM held on 9 June 2023. Since that date, the Company has issued 5,022,864 Performance Rights.
- Subject to Shareholder approval, the maximum number of Performance Rights proposed to be issued under the Plan (ie, the 'Equity Cap', as defined above) is 6,800,000 Performance Rights, excluding any Performance Rights to be issued to the CEO, for which separate shareholder approval would be sought.
- A voting exclusion statement is set out in the Notice of Meeting above.

Resolution 6 is an ordinary resolution, which requires a simple majority of votes cast by Shareholders present and entitled to vote on the resolution.

Purpose of the Kina Performance Rights

The purpose of the Plan is to:

- a) assist in the reward, retention and motivation of eligible participants; and
- b) align the interests of eligible participants with Shareholders of the Group.

The Directors consider that the award of securities to eligible participants under the Plan is an appropriate incentive and in the best interests of Kina and therefore recommend that Shareholders vote in favour of Resolution 6.

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.