

A nighttime photograph of a modern office building with a curved facade. The building is illuminated from within, and its name "KELLY + PARTNERS" is displayed in large, white, illuminated letters on a dark blue sign. Above the building, a large, bright full moon is visible in a dark blue sky with some clouds. In the background, another building with "CISCO" signage is visible. The foreground shows some trees and a street lamp.

**KELLY +
PARTNERS**

KPGH

OWNERS' MANUAL
V 5.0

August 2026

Welcome

Dear Quality Shareholder

Kelly Partners Group Holdings Limited was founded in June 2006 and has been listed on the Australian Stock Exchange under the ticker KPG since June 2017.

This Owner's Manual serves as a simple handbook for any investors interested in KPG. We are unashamedly looking for 'quality shareholders' and seek to treat our shareholders as partners in our business.

These slides will help you understand our principles and business.

For more detail on the progress of our business, please look to our Annual Reports published on kellypartnersgroup.com.au.

We look forward to a long and fruitful partnership.

Brett Kelly
Founder & CEO

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*‘The Most Important Thing
is to be People and a Company
That Keep Our Promises’*

Section 1

Values



MISSION



We exist to help our People,
Private Business Owners
and the Communities we work in
Be Better Off.

VALUES



We want the best for others

We do what we say

One team one best way

VISION



PEOPLE

First Choice Employer

CLIENTS

First Choice Accountant
to Private Business Owners in
Australia and any market in
which we operate

Section 2

Shareholder Partnership Principles



“Warren Buffett has tried to attract only what he calls “high quality” shareholders. These are defined as shareholders who buy large stakes and hold for long periods.”

Lawrence Cunningham “Quality Shareholders: How the Best Managers Attract and Keep Them”

Shareholders' Principles

- 1 Our attitude is partnership in everything we do.
- 2 Our Founder and Partner-Owner-Drivers® have the majority of their net worth invested in the business.
- 3 Our long-term goal is to maximise KPG's intrinsic value on a per share basis.
- 4 Our intention is to grow by continuing to acquire accounting firms (\$2m to \$10m revenue) using our proprietary Partner-Owner-Driver® model. We intend to acquire accounting firms in a programmatic manner that applies a robust M&A operating model for doing many small deals.
- 5 We will make decisions to maximise KPG's intrinsic value, even when such decisions may result in unfavourable treatments under current accounting standards.

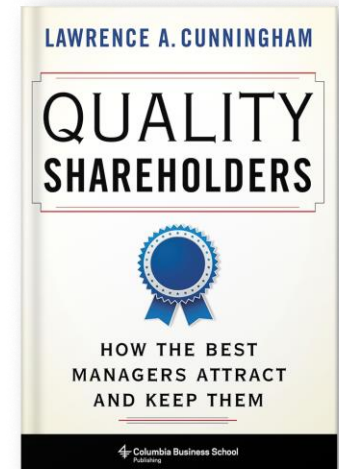
- 6 We use debt prudently and structure our loans to be aggressively repaid by isolating risk to the immediate businesses.
- 7 We measure our performance using Earnings Per Share (EPS) growth and Owner Earnings.
- 8 We intend to seldom, if ever, issue shares to acquire a business.
- 9 It is not our intention to sell a business that we have acquired, i.e. we consider ourselves Perpetual Owners.
- 10 We will be completely transparent in our reporting to our shareholders, treating them as genuine partners in our business. We will call a spade a spade rather than under emphasise difficult situations.

‘We genuinely want to attract quality shareholders who deeply understand the KPG business and we know of no way to help anyone have this insight without checklists and reading. It probably seems different, but different-iation is what drives KPG’

Brett Kelly

Quality Shareholders

		<i>Investment Conviction</i>	
		Lower	Higher
<i>Investment Horizon</i>	Shorter	Transients	Activists
	Longer	Indexers	Quality



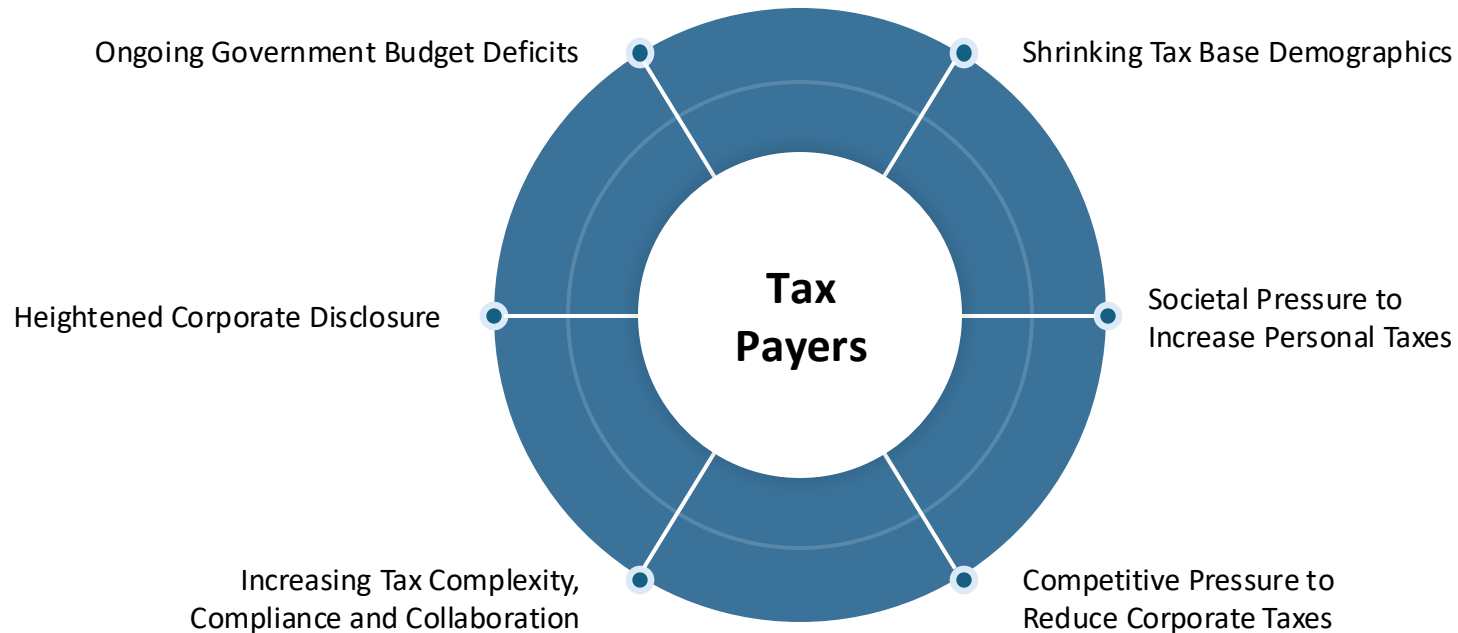
Section 3

The Business Case



Global Tax Megatrends

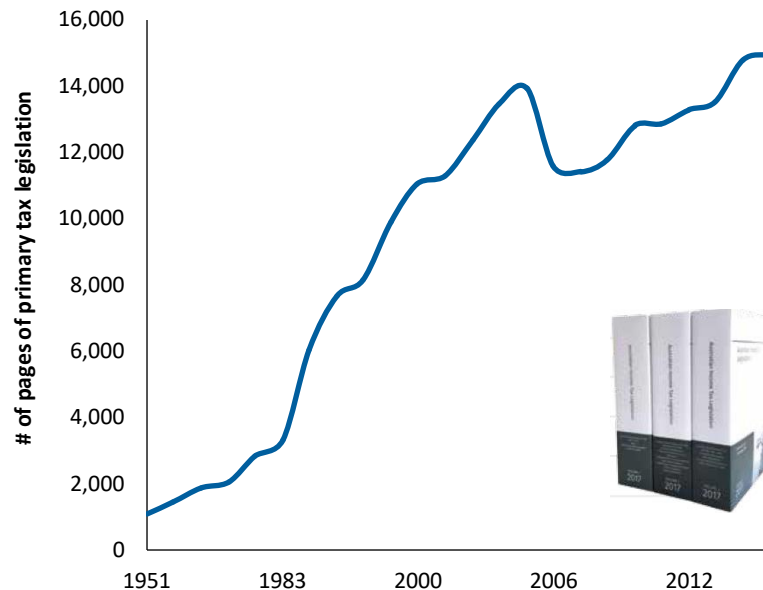
Increasing tax compliance and legislative complexity are key drivers for accounting and taxation services.



Increasing Tax Compliance

Increasing tax compliance and legislative complexity are key drivers for accounting and taxation services.

Tax law volume growth of ~14x since 1950s



Source: Australian Treasury, Re:think Presentation, June 2015

Paying taxes in Australia is considered more difficult relative to some other developed economies.

Ease of paying taxes (ranked easiest to hardest)¹

United Arab Emirates	1	Switzerland	18
Hong Kong / China	3	Netherlands	20
Ireland	5	Australia	25
Denmark	7	Norway	26
Singapore	8	Sweden	28
United Kingdom	10	United States	36
New Zealand	11	Germany	48
Finland	13	France	63
Canada	17	Japan	70

¹ Represents overall ranking including post filing index, ranked against 190 economies globally.

Source: World Bank, Doing Business Report, 2017

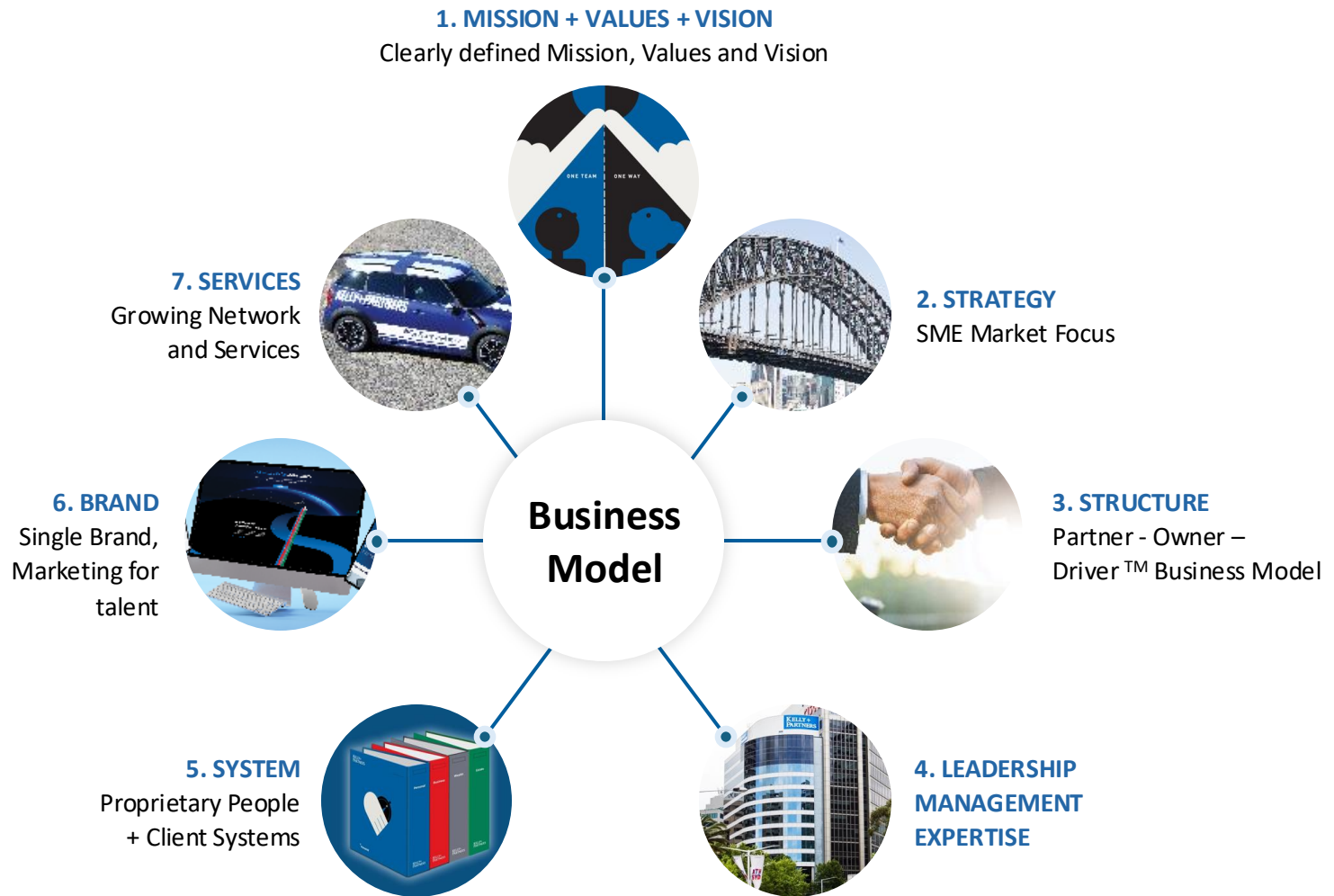
Global TAM (Total Addressable Market)

	 Australia	 United States	 United Kingdom
% of firms planning to retire:			
<5 years	57%	54%	50%
>5 years	43%	46%	50%
Accounting businesses exc. Big 4 and Mid-Tiers			
Number of businesses	~35,000	~87,000	~40,000
Number of businesses facing succession issues in the next 5 years	~20,000	~47,000	~20,000
Total no. of accounting businesses facing succession issues in next 5 years		~87,000	

Source:

- Australia - Good Bad Ugly Insight Report – Succession 2018 report; IBISWorld Accounting Services in Australia
- United States – AICPA CPA Firm Succession Planning Survey Report 2023; IBISWorld Accounting Services in the US
- United Kingdom – statistics on % of firms planning to retire has been estimated given no available information;
<https://www.nimblefins.co.uk/business-insurance/accountant-insurance/number-accountants-uk>

K+P Accountants Business Model



Strategy - Australia

Objective

To grow to be a top 10 accounting firm by size in Australia by offering trusted and convenient accounting, tax, finance, wealth and estate services to **driven, successful Private Business Owners who value proactive advice via the Kelly+Partners Financial Progress System™**, through a network of **Partner-Owner-Driver®** led offices in Australia.

Scope

Who

Driven = our clients get up early, stay up late, have their business as their main focus and want to go somewhere

Successful = we do not advise clients who don't have a growth mindset and are not achieving their goals

Private Business Owners = we do not advise public companies but rather specialise in those families and individuals that operate private businesses

Financial Progress System = our clients value proactive advice focused on helping them achieve their goals using the Kelly+Partners Financial Progress System™

What



Where

First Choice Accountant to Private Business Owners in Australia

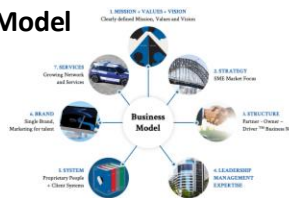


Advantage

Group



Model



Business



Team



Strategy - Global

Objective

To grow to be a top 10 accounting firm by size in each of our targeted regions by offering trusted and convenient accounting, tax, finance, wealth and estate services to **driven, successful Private Business Owners who value proactive advice via the Kelly+Partners Financial Progress System™**, through a network of **Partner-Owner-Driver®** led offices.

Scope

Who

Driven = our clients get up early, stay up late, have their business as their main focus and want to go somewhere

Successful = we do not advise clients who don't have a growth mindset and are not achieving their goals

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Financial Progress System = our clients value proactive advice focused on helping them achieve their goals using the Kelly+Partners Financial Progress System™

What



Where

#	Region	Population
1	United Kingdom	165,000
2	United States	98,969
3	New Zealand	75,696
4	Canada	21,115
5	Singapore	20,000
6	Thailand	20,000
7	United Arab Emirates	16,000
8	South Korea	15,222
9	Hong Kong	14,669
10	Germany	13,600
11	China	13,286
12	Japan	12,024
13	Malaysia	4,000
Total		489,581

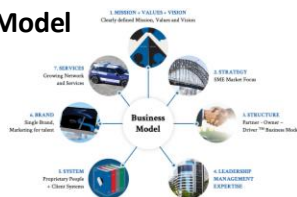
Regions with significant Australian Populations

Advantage

Group



Model



Business



Team



Structure

Partner-Owner-Driver®

- Capital
- Back Office
- IP



- Distribution: Equity Interest
- Fees: Centralised management services
- Fees: Intellectual Property

100%



51%

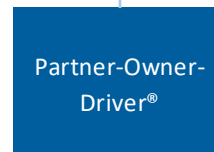
Only debt is used to acquire businesses; KPGH shares are not used



- Fixed Assets
- Employees
- Tax Agent Registration
- ASIC Registration

- Debt: Acquisition
- Debt: Working Capital
- Debt: Fit Out

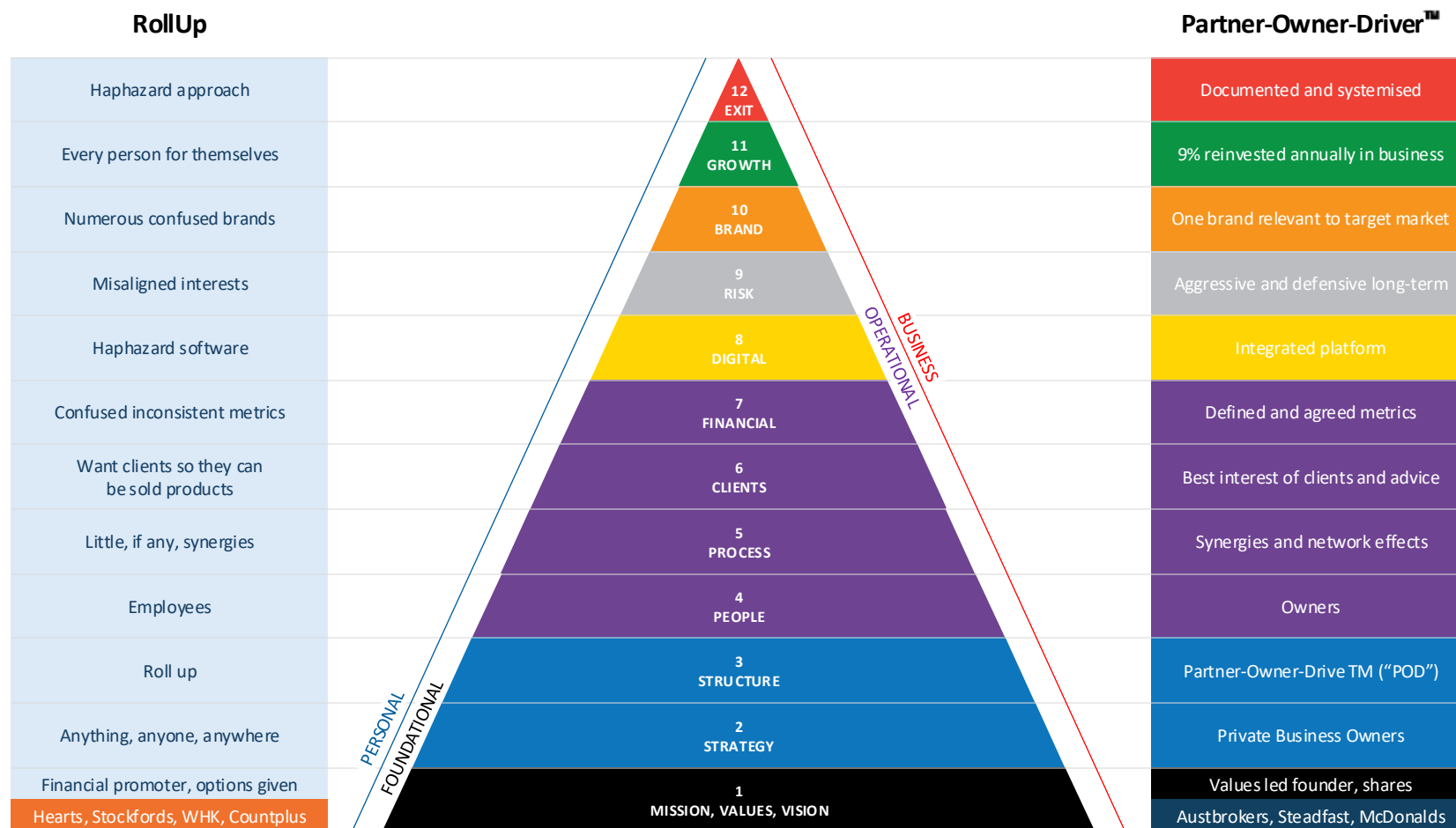
49%



- Equity
- Income

- Distribution: Base
- Distribution: Equity
- KPGH Shares
- KPIO Investment
- Properties (Local office building)

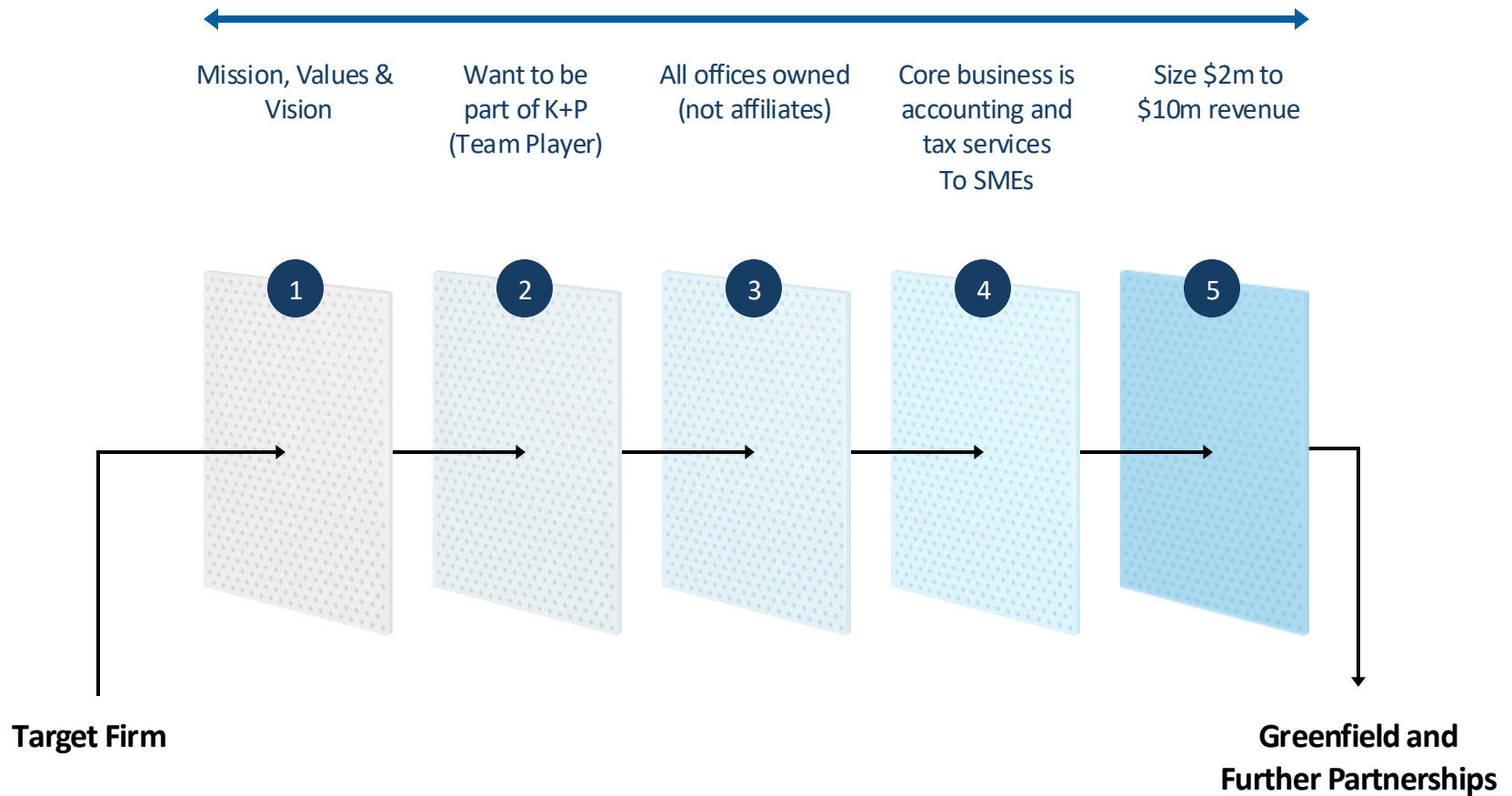
Accounting Firm Partner-Owner-Driver® Model



© Kelly Partners Group Holding Limited

Partnership Criteria

5 filters that potential partnerships are assessed on

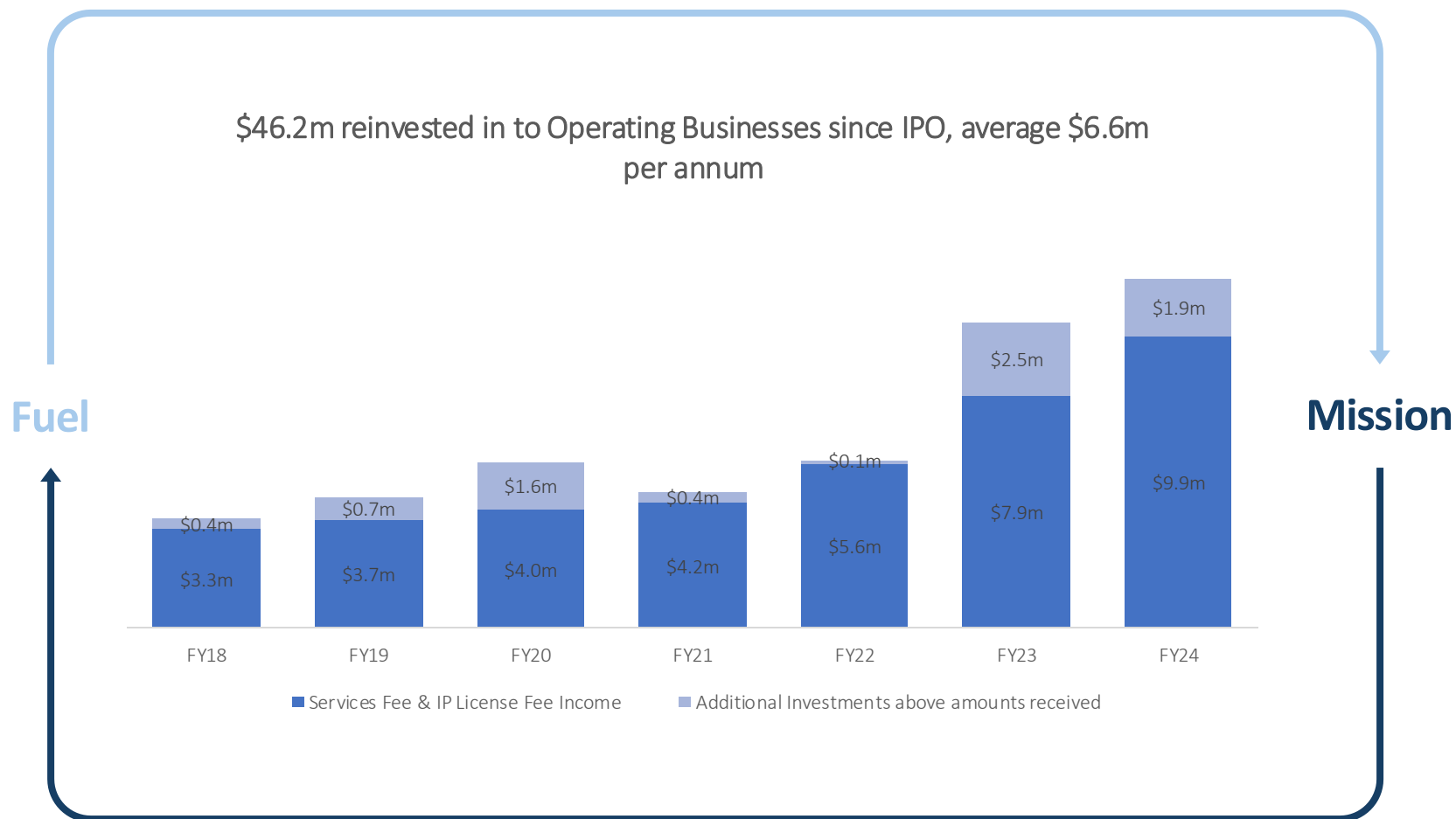


Section 4

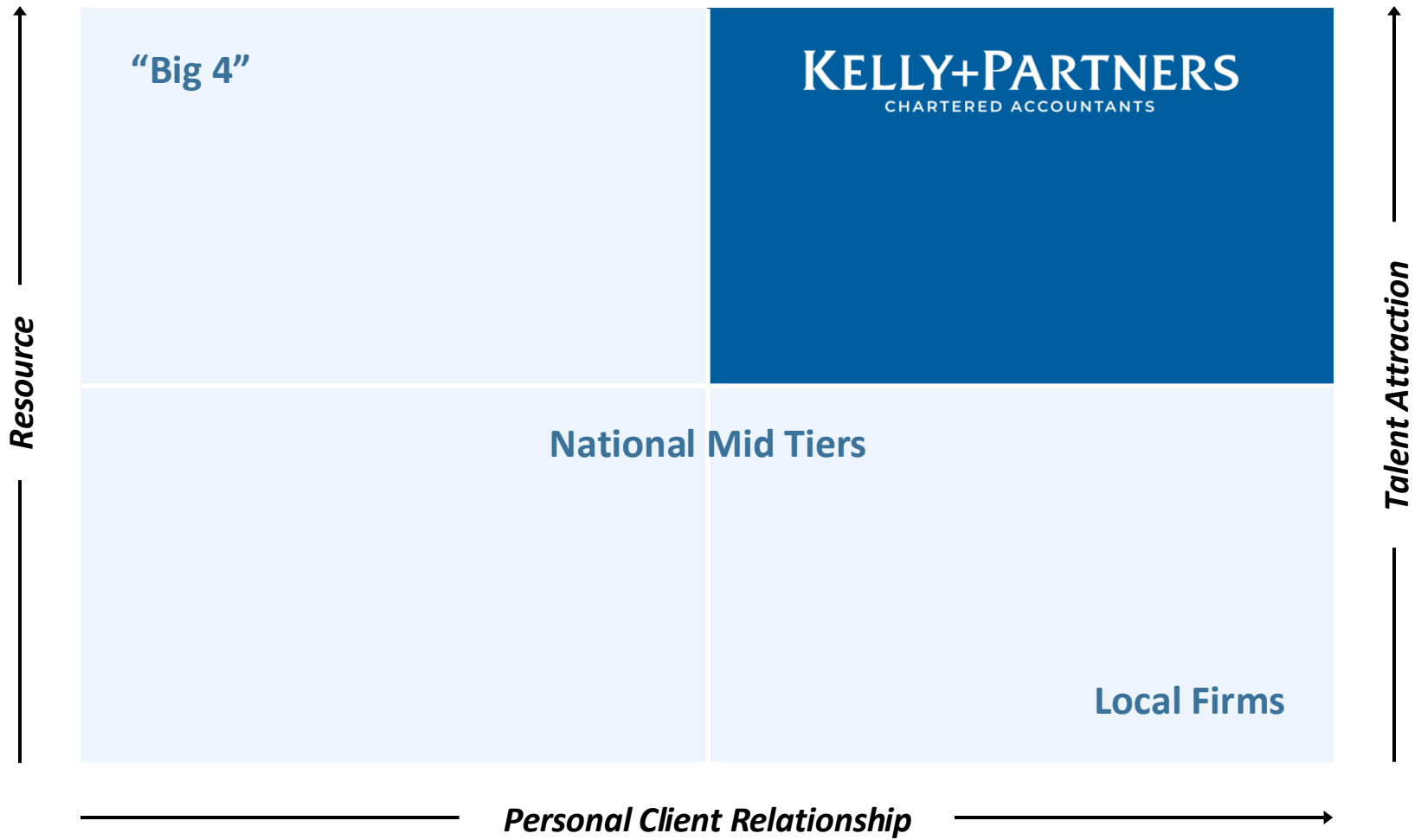
Moat Building



9% Reinvested In Flywheel



Client Value Proposition



Section 5

Founder

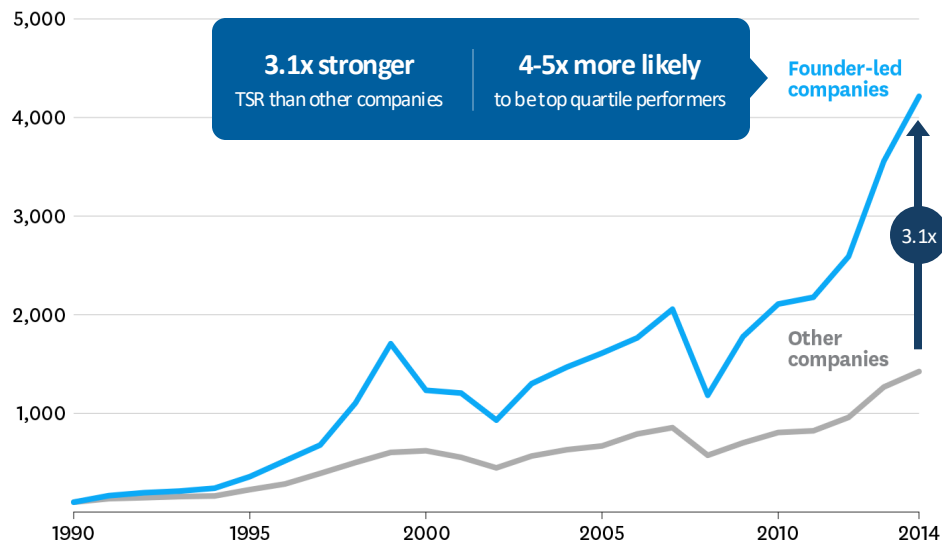


Founder Led Companies

Research shows companies in which the founder is still deeply involved perform more than three times better than non-founder led companies.

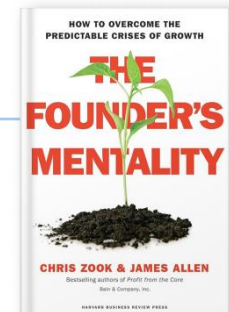
Group ROE, ROIC and Parent Owner Earnings per Share

(Indexed Total Shareholder Return for S&P 500)



The most sustainable profitable companies nurture and maintain three traits:

1. **Business insurgency** – a willingness to defy industry norms to create new opportunities / markets for customers' evolving needs
2. **Frontline obsession** – a vested interest in the finer details and performance of day-to-day operations
3. **Owner's mindset** – a willingness to accelerate speed of action by taking personal responsibility for risk and costs



Recent research also shows that family-owned companies outperformed non-family owned companies by an annual average of ~3% between 2006 and 2022.

Founder's Shareholding

1

Brett Kelly is the founder/CEO of KPG.

2

Brett's equity was earned. He built the business from its infancy and carried risks the Group itself could not. Up to the IPO in 2017 he gave dozens of personal guarantees to support the Group's borrowings, and his family trust stood as security for the Group's long-term banking partner until January 2026. That is real personal risk, taken for the benefit of all shareholders.

3

Brett has never been gifted a share and has never taken part in any incentive scheme. Every share he holds, he paid for or built.

4

Brett's economic interest has reduced as he has sold shares to fund the growth of the Group and to bring in long-term shareholders. That is not the same as reducing control. Brett has told shareholders that he intends to bring forward changes to the constitution and a dual-class share structure, modelled on Berkshire Hathaway, so that he keeps control of the Group, and of the Partner-Owner-Driver business model that underpins it, for decades. These changes have not yet been formally proposed or approved and will be put to shareholders in the proper way. The aim is simple: a stable, founder-led firm where partners, team and shareholders can plan in decades, not reporting periods.

5

Being the founder of a public company carries real costs. Brett and his family live with public scrutiny and media attention that a private business owner does not. Shareholders should expect that, in return, the family will take the benefits of a listed company when it suits them, including selling shares for liquidity, while control of the Group stays where it is. Brett does not target a fixed number of shares or a fixed percentage. He targets control, and the freedom to run the business for the long term.

Event	Movement	Shares Held ⁽¹⁾	% Interest
IPO		23,253,378	51.28%
FY 2018	-	23,253,378	51.11%
FY 2019	23,000	23,276,378	51.16%
FY 2020	123,622	23,400,000	51.54%
FY 2021	(698,039)	22,701,961	50.45%
FY 2022	(55,369)	22,646,592	50.33%
FY 2023	(234,326)	22,412,266	49.81%
FY2024	(833,720)	21,578,546	48.06%
FY2025	(491,842)	21,086,704	46.57%
FY2026	(6,908,586)	14,178,118	31.32%
Current		14,178,118	31.32% ⁽²⁾
Target	+1,668,116	15,846,234	35.00%

⁽¹⁾ Includes holdings in Brett Kelly's indirect holdings in related entities

⁽²⁾ Current as at 24th August, 2026

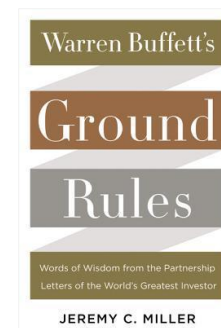
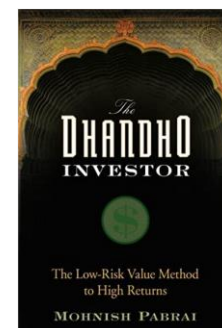
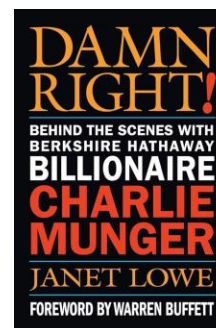
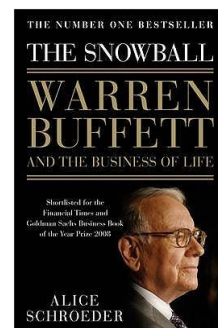
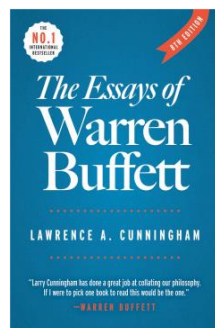
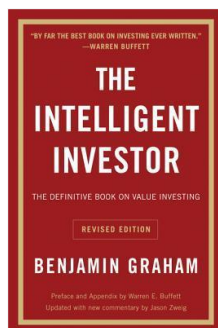
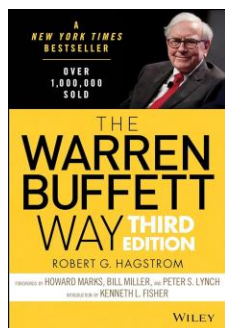
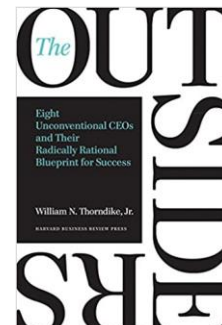
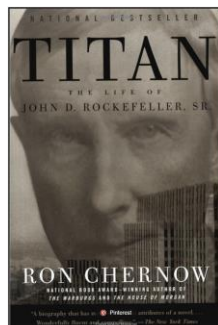
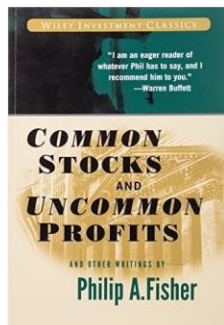
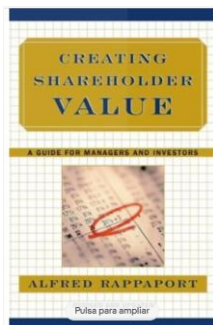
Section 6

Reading



*‘In my whole life, I have known no wise
people who didn’t read all the time.
None. Zero.”
Charlie Munger*

Shareholder Reading List

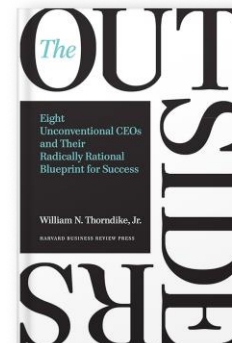
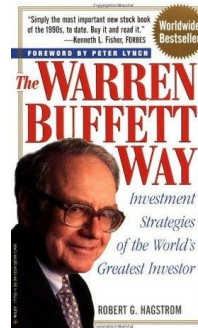
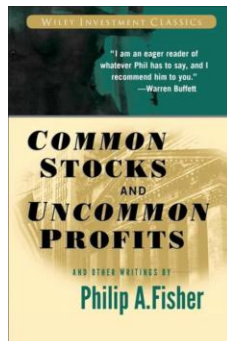
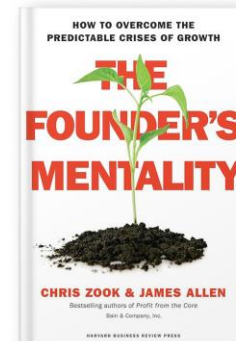
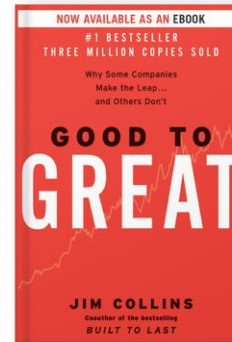
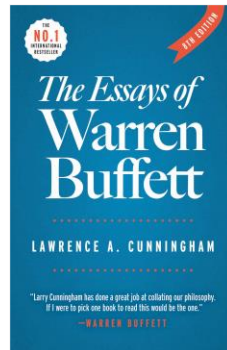
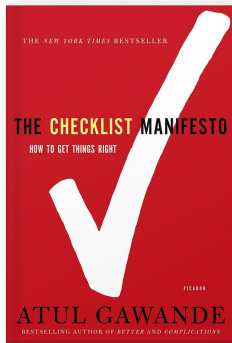


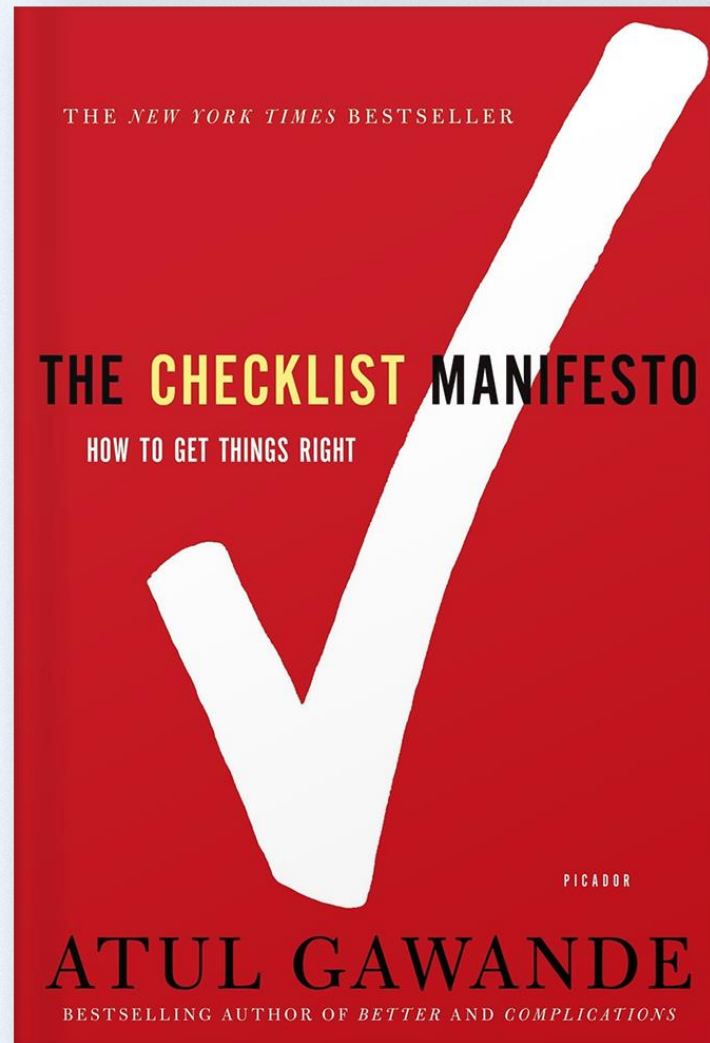
Section 7

Checklists



Checklists





KPG Owners' Principles

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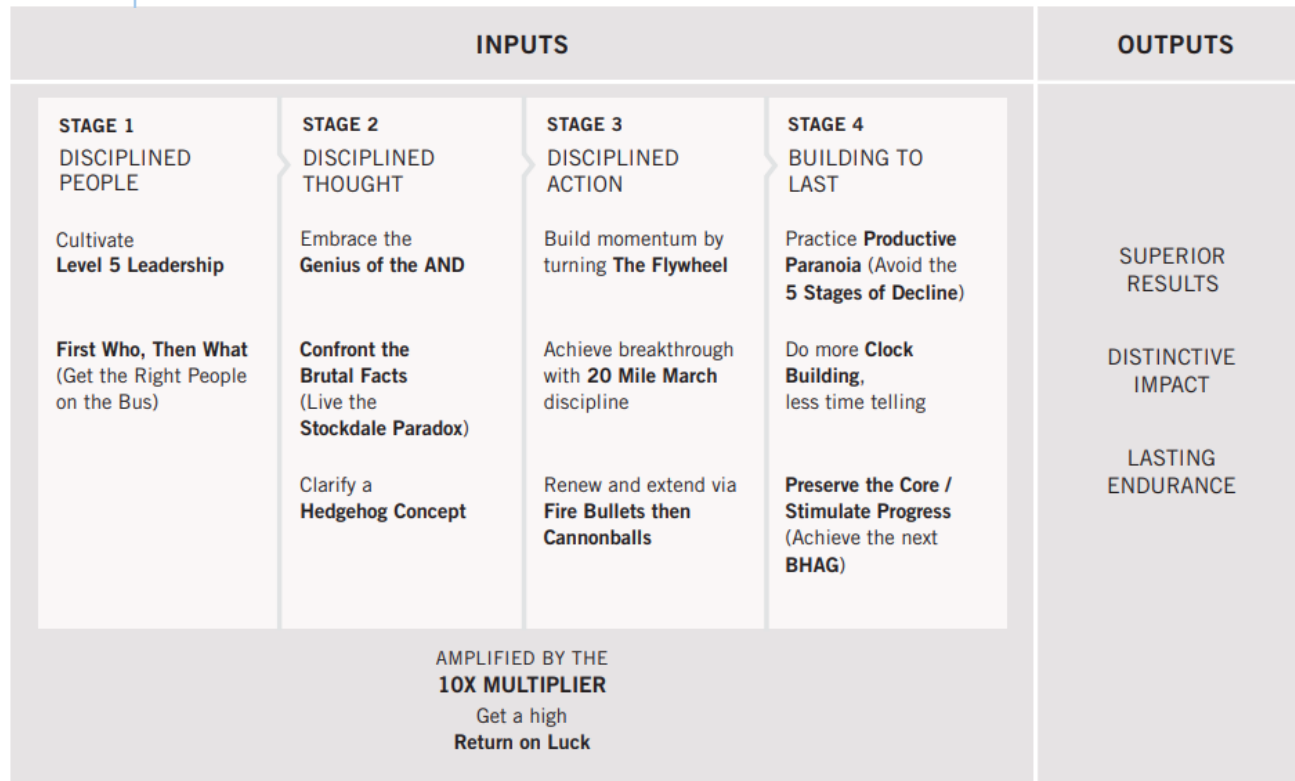
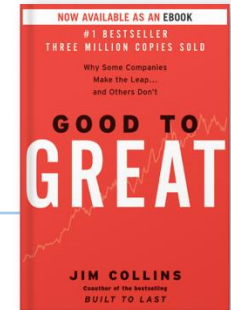
Jim Collins The Map

What Makes Great Companies Tick

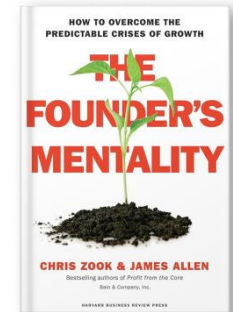
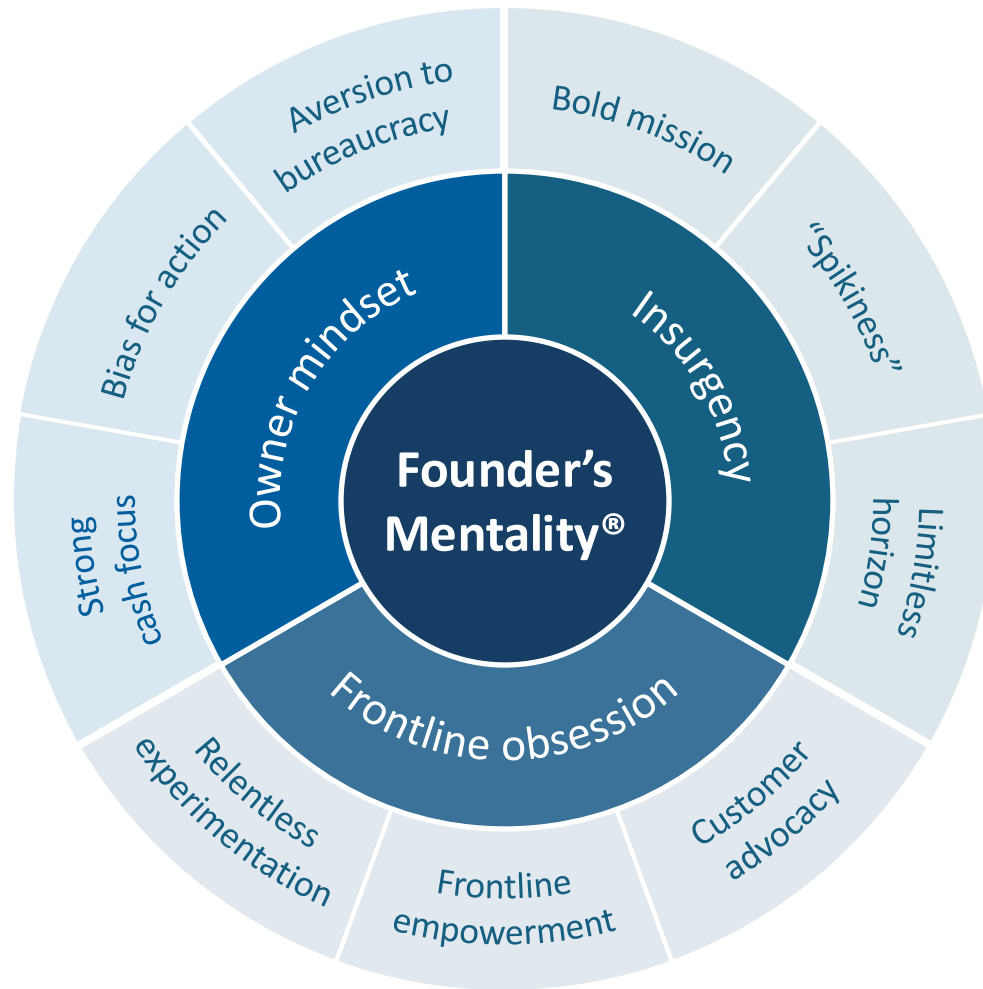
THE MAP

A Good to Great® Strategic Tool

Developed by Jim Collins

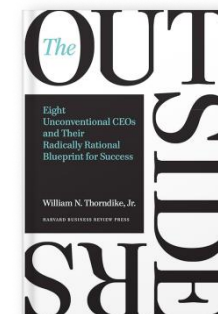


Founders Mentality



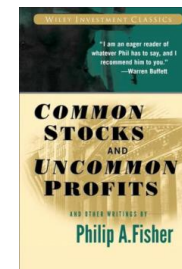
Source: Bain & Company

The Outsiders Checklist 1



	CEO	First-time CEO	Dividends	Buyback 30%+	Acquisitions 25%+ of market cap	Decentralized organisational structure	Wall Street guidance	Idiosyncratic metric	Tax focus
1	Henry Singleton	✓	No	✓	✓	✓	No	Teledyne return	High
2	Warren Buffett	✓	No	-	✓	✓	No	Float	Medium / high
3	Tom Murphy	✓	Low	✓	✓	✓	No	Cashflow margins	Medium / high
4	John Malone	✓	No	✓	✓	✓	No	EBITDA	High
5	Dick Smith	✓	Low	✓	✓	✓	No	Cash earnings	High
6	Bill Anders	✓	Low/special	✓	✓	✓	No	Cash ROI	High
7	Bill Stiritz	✓	Low	✓	✓	✓	No	IRR	High
8	Katharine Graham	✓	Low	✓	✓	✓	No	Cash IRR	Medium / high
	Brett Kelly	✓	Low/special		✓	✓	No	Owner earnings	

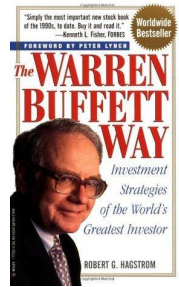
Phillip Fisher's Principles



- 1 Does the company have products or services with sufficient market potential to make possible a sizeable increase in sales for at least several years?
- 2 Does the management have a determination to continue to develop products or processes that will still further increase total sales potentials when the growth potentials of currently attractive product lines have largely been exploited?
- 3 How effective are the company's research and development efforts in relation to its size?
- 4 Does the company have an above-average sales organization?
- 5 Does the company have a worthwhile profit margin?
- 6 What is the company doing to maintain or improve profit margins?
- 7 Does the company have outstanding labor and personnel relations?

- 8 Does the company have outstanding executive relations?
- 9 Does the company have depth to its management?
- 10 How good are the company's cost analysis and accounting controls?
- 11 Are there other aspects of the business, somewhat peculiar to the industry involved, which will give the investor important clues as to how outstanding the company will be in relation to its competition?
- 12 Does the company have a short-range or long-range outlook in regard to profits?
- 13 In the foreseeable future, will the growth of the company require sufficient equity financing so that the larger number of shares then outstanding will largely cancel the existing stockholders' benefit from this anticipated growth?
- 14 Does the management talk freely to investors about its affairs when things are going well but clam up when troubles or disappointments occur?
- 15 Does the company have a management of unquestionable integrity?

The Warren Buffett Way – 12 Tenets of a Business



Business Tenets

- 1 Is the business simple and understandable?
- 2 Does the business have a consistent operating history?
- 3 Does the business have favorable long-term prospects?

Management Tenets

- 4 Is management rational?
- 5 Is management candid with its shareholders?
- 6 Does management resist the institutional imperative?

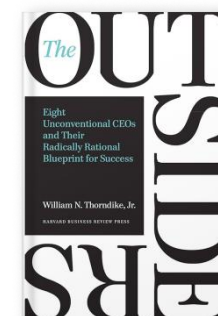
Financial Tenets

- 7 Focus on return on equity, not earnings per share.
- 8 Calculate “owner earnings.”
- 9 Look for companies with high profit margins.
- 10 For every dollar retained, make sure the company has created at least one dollar of market value.

Market Tenets

- 11 What is the value of the business?
- 12 Can the business be purchased at a significant discount to its value?

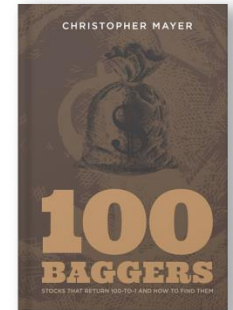
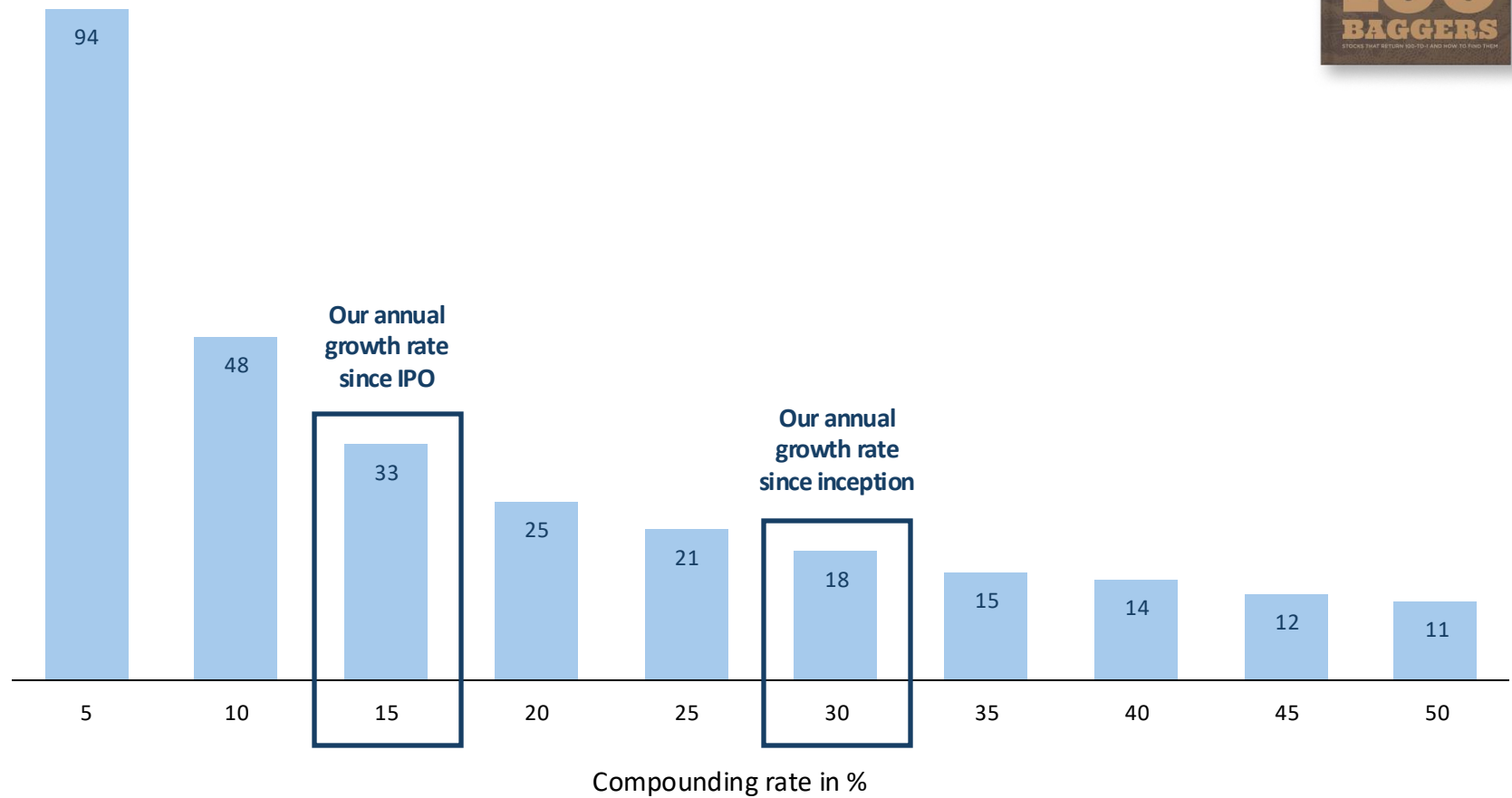
The Outsiders Checklist 2



#	The Outsiders Criteria		KPG
1	The allocation process should be CEO led, not delegated to finance or business development personnel	✓	Founder & CEO directs and makes all capital allocation decisions
2	Start by determining the hurdle rate – the minimum acceptable return for investment	✓	Our hurdle rate is based on a 4-5 year payback on invested capital, i.e. a minimum 20% return on invested capital (after tax)
3	Calculate returns for all internal and external investment alternatives, and rank them by return and risk. Use conservative assumptions.	✓	We continue to review investment alternatives but our experience over the last 15 years is accounting business generate great returns and are exceptional investments
4	Calculate the return stock repurchases. Require the acquisition returns meaningfully exceed this benchmark	✓	~1.0% shares bought back since IPO at significant discount ~65%
5	Focus on after tax returns and run all transactions by tax counsel	✓	We report and focus on after tax returns. We see opportunities in tax .
6	Determine acceptable, conservative cash and debt levels, and run the company to stay within them	✓	We see Gearing ratio <2x EBITDA to be acceptable (bank allowed 2.5x)
7	Consider a decentralised organizational model	✓	15 central services team compared to 300 total team members in group (5%)
8	Retain capital in the business only if you have confidence you can generate returns over time that are above your hurdle rate	✓	ROIC >20% p.a. since IPO, excess cash returned to shareholders via dividends.
9	If you do not have potential high return investment projects, consider paying a dividend.	✓	Monthly dividends returning cash to shareholders to demonstrate cashflows of business. Now ceased given high returns of investments.
10	When prices are extremely high, its OK to consider selling businesses or stock. Its also OK to close underperforming business units if they are no longer capable of generating acceptable returns.	✓	We continue to review our investments but our philosophy is to permanently own our businesses.

100 Baggers

Years it takes for 100x at different rates



100 Baggers Checklist



#	100 Baggers Criteria		KPG
1	Extended high growth is essential	✓	30% CAGR since inception, 15% CAGR since IPO
2	P/E ratio expansion is key	✓	P/E 10.8x at IPO
3	There is always room for more growth	✓	30% revenue growth since inception
4	Look beyond earnings	✓	Large fragmented industry
5	Buy right and hold on	✓	Long term shareholders are rewarded
6	High consistent returns on equity is key	✓	~40% ROE consistently achieved
7	Owner-operator companies	✓	Founder CEO and Partners and management owns a significant equity stake in the Company and the Operating Businesses
8	Gross Profit Margin	✓	GP margin at 60% , leading in industry
9	100 baggers don't favour a particular industry	✓	KPG operates in an unpopular and fragmented industry
10	Share buybacks accelerate returns	✓	~1.0% shares bought back since IPO at significant discount

Ethical Investment *Checklist*

<i>Australian Ethical "Ethical Charter"</i>	<i>KPG</i>	<i>What KPG has done</i>
(a) the development of workers' participation in the ownership and control of their work organisations and places	✓	ESS program awards each team member KPG shares with the view of common ownership in the business
(b) the production of high quality and properly presented products and services	✓	Kelly+Partners Financial Progress System™
(c) the development of locally-based ventures	✓	Locally owned businesses serving local communities
(d) the development of appropriate technological systems	✓	Digitisation processes aiming to reduce impact on environment
(e) the amelioration of wasteful or polluting practices	✓	Limited applicability to accounting firms
(f) activities which contribute to human happiness, dignity and education	✓	We seek to make our people, our clients and communities be better off Kelly+Partners Scholars
(g) the alleviation of poverty in all its forms	✓	Our mission is to make our people, our clients and communities be better off financially

Criteria not applicable to KPG such as "the dignity and wellbeing of non-human animals" has not been included

Thank You

Disclaimer

Summary Information

This document has been prepared by Kelly Partners Group Holdings Limited ACN 124 908 363 (Company) of Level 8, 32 Walker Street, North Sydney NSW 2060. This document contains information in a summary form and general background information about the Company's activities current as at the date of the document. It is to be read in conjunction with the Company's other disclosure announcement filed with the Australian Securities Exchange (available at www.asx.com.au). This document is not intended to be relied upon as advice to investors or potential investors and does not take into account the investment objectives, financial situation or needs of any particular investor.

Terminology

Certain non-IFRS financial information has been included with this document to assist in making appropriate comparisons with prior periods and to assess the operating performance of the business. The Company uses these measures to assess the performance of the business and believes that the information is useful to investors. Non-IFRS information including Underlying, Attributed and Pro forma NPAT, NPATA, EBITDA, and EPS have not been subject to review by the auditors.

No Reliance

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This document contains certain "forward-looking" statements. Forward-looking statements are generally identifiable by the words "anticipate", "believe", "expect", "projections", "guidance", "forecast", "estimate", "likely", "intend", "should", "could", "may", "will", "target", "plan" and other similar expressions. Indications of, and guidance on, future earnings and financial position and performance are also forward-looking statements. While due care and attention has been used in the preparation of forecast information, forward looking statements, opinion and estimates are based on assumptions and contingencies which involve known and unknown risks, uncertainties and other factors, many of which are beyond the control of the Company. Neither the Company, its directors, officers or agent gives any representation, warranty, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in this document will actually occur and actual results may differ materially from those expressed or implied in such statements. To the fullest extent permitted by law, the Company disclaims any obligation or undertaking to release any public update or revisions to the information to reflect any changes in expectations or assumptions. These statements are general guides only and should not be relied upon as an indication or guarantee of future performance. Past performance are not indicators of future performance.

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Authorisation Statement

Brett Kelly, Executive Chairman of Kelly Partner Group Holdings Limited, has approved the release of this document to the market.