

## ASX ANNOUNCEMENT - KPG

Friday, 9<sup>th</sup> May 2025

### Amended Change of Director's Interest Notice

Kelly Partners Group Holdings Limited ("Company", ASX:KPG) attaches an Amended Change of Director's Interest Notice for Mr Brett Kelly (**Amended App 3Y**), originally announced to the ASX on 2 May 2025.

The Company is providing further details in the Amended App 3Y, including a detailed breakdown and reconciliation of the security movements between the opening and closing position of securities.

The number of 'securities held before and after' in the Amended App 3Y remains unchanged from the original release on 2 May 2025.

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

**Kelly Partners Group Holdings Limited ABN 25 124 908 363**

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# Amended Appendix 3Y (originally lodged 2 May 2025)

## Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

<b>Name of entity</b>	<b>Kelly Partners Group Holdings Limited</b>
<b>ABN</b>	<b>25 124 908 363</b>

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	Brett Kelly
<b>Date of last notice</b>	24 April 2025

### Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (j) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	<b>Direct &amp; Indirect</b>
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	<ol style="list-style-type: none"><li>1. Kelly Investment 1 Pty Ltd &lt;Kelly Family A/C 1&gt; Officeholder and beneficial interest</li><li>2. Brett Kelly &amp; Rebecca Kelly ATF Brett &amp; Rebecca Kelly Superannuation Fund * Trustee and beneficial interest  *Registered under HUB24 Custodial Services Limited</li><li>3. Brett Kelly</li><li>4. HSBC Custody Nominees (Australia) Ltd (as nominee and custodian for shares beneficially owned by Kelly Investment 1 Pty Ltd ATF Kelly Family A/C 1).</li></ol>
<b>Date of change</b>	28 April 2025 to 2 May 2025

+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

<b>No. of securities held prior to change</b>	<ol style="list-style-type: none"> <li>1. 19,381,224 Ordinary Shares</li> <li>2. 125,022 Ordinary Shares</li> <li>3. 300 Ordinary Shares</li> <li>4. 2,000,000 Ordinary Shares</li> </ol>
<b>Class</b>	Ordinary Share
<b>Number acquired</b>	<ol style="list-style-type: none"> <li>1. N/A</li> <li>2. N/A</li> <li>3. 350,000 Ordinary Share</li> <li>4. 1,000,000 Ordinary Shares</li> </ol>
<b>Number disposed</b>	<ol style="list-style-type: none"> <li>1. <ol style="list-style-type: none"> <li>a) 50,000 Ordinary Shares</li> <li>b) 170,877 Ordinary Shares</li> <li>c) 350,000 Ordinary Shares</li> <li>d) 1,000,000 Ordinary Shares</li> </ol> </li> <li>2. N/A</li> <li>3. N/A</li> <li>4. N/A</li> </ol>
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	<ol style="list-style-type: none"> <li>1. <ol style="list-style-type: none"> <li>a) \$568,991.51</li> <li>b) \$1,827,949.20</li> <li>c) \$3,850,000.00</li> <li>d) Nil – Internal transfer only</li> </ol> </li> <li>2. N/A</li> <li>3. \$3,850,000.00</li> <li>4. Nil – Internal transfer only</li> </ol>
<b>No. of securities held after change</b>	<ol style="list-style-type: none"> <li>1. 17,810,347 Ordinary Shares</li> <li>2. 125,022 Ordinary Shares</li> <li>3. 350,300 Ordinary Shares</li> <li>4. 3,000,000 Ordinary Shares</li> </ol>
<b>Nature of change</b> <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	<ol style="list-style-type: none"> <li>1. <ol style="list-style-type: none"> <li>a) On-Market Sale</li> <li>b) Off-Market Transfers - External</li> <li>c) Off-Market Transfer – Internal (see 3 below)</li> <li>d) Transfer to custodian (see 4 below)</li> </ol> </li> <li>2. N/A</li> <li>3. Off Market Transfer from shares held indirectly by Kelly Investment 1 Pty Ltd ATF Kelly Family A/C 1 to being directly held</li> <li>4. Transfer of 1,000,000 ordinary shares to a custodian for a lender for its security purposes pursuant to a Master Loan Agreement and Deed of Security (refer Part 2 below).</li> </ol>

**Part 2 – Change of director's interests in contracts**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	Master Loan Agreement and Deed of Security
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<b>Nature of interest</b>	Kelly Investment 1 Pty Ltd ATF Kelly Family A/C 1 has entered into a Master Loan Agreement and Deed of Security in respect of a portion of its shareholding in Kelly Partners Group Holdings Limited. The loan facility provides Kelly Investment Pty Ltd ATF Kelly Family A/C 1 with an ability to borrow against the value of the Kelly Partners Group Holdings Limited shares held as collateral pursuant to the Deed of Security. Kelly Investment 1 Pty Ltd ATF Kelly Family A/C 1 has a right at the end of the loan period to recover its ordinary shares from the lender.
<b>Name of registered holder (if issued securities)</b>	HSBC Custody Nominees (Australia) Ltd
<b>Date of change</b>	29 April 2025
<b>No. and class of securities to which interest related prior to change</b> <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	N/A
<b>Interest acquired</b>	Facility relates to up to 1,000,000 ordinary shares
<b>Interest disposed</b>	1,000,000 ordinary shares (see above)
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	N/A
<b>Interest after change</b>	Facility relates to up to 3,000,000 ordinary shares

**Part 3 – +Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	N/A
<b>If prior written clearance was provided, on what date was this provided?</b>	N/A

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## About Kelly+Partners Group Holdings Ltd (ASX:KPG)

Kelly+Partners is a specialist chartered accounting network established in 2006 to provide a better service to private clients, private businesses & their owners, and families.

Growing from two greenfield offices in North Sydney and the Central Coast, Kelly+Partners now consists of 37 operating businesses across 35 locations in Australia, Hong Kong and the United States. In total, the team consists of more than 600 people, including 100 partners, who service over 23,000 SME clients.

The holding company, Kelly Partners Group Holdings Limited, was listed on ASX on 21 June 2017. Over the past 18 years, Kelly+Partners has undertaken 80 individual transactions in order to build the current accounting network. This includes the transformation of 50+ external firms, and the launch of 30+ greenfield businesses.

KPG's Hold Co ownership structure and unique operating model (**Partner-Owner-Driver**<sup>®</sup>) is transforming the Australian accounting market and provides a strong platform for long-term sustainable growth. The combination of a proven business model and specialist operational expertise enables KPG to help solve many of the issues currently facing both the accounting sector and the SME clients of our firms.

### Kelly+Partners – Current Locations



For more information, please contact:

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