

KOGAN.COM LIMITED

BOARD SKILLS

MATRIX

1 Introduction

This board skills matrix (“**Matrix**”) provides a guide as to the skills, knowledge, experience, personal attributes and other criteria appropriate that Kogan.com Limited (“**Company**”) has or is looking to achieve in its Board membership. The template is designed to capture the skills of the current Board, assist in the recruitment of future directors if necessary and provide guidance for the Board in its succession planning.

The Board is a skills-based board comprising directors who collectively have the skills, knowledge and experience to effectively govern and direct the Company. The skills and attributes required of Company directors can be broadly categorised as follows:

- governance skills (that is, skills directly relevant to performing the Board’s key functions)
- industry skills (that is, skills relevant to the industry or sector in which the Company predominantly operates)
- personal attributes or qualities that are generally considered desirable to be an effective director.

In addition, the Board as a whole should also encompass desirable diversity in aspects such as gender, age, or different perspectives relative to the skills and attributes noted above.

2 Use of Matrix

Prior to initiating a search for a new board member, these areas of capability are reviewed in light of the Company’s strategy and the prevailing and expected market conditions. The collective capability of the current board is assessed against requirements and the search then focuses on finding a board member who will best complement the current mix of capability on the board.

This Matrix is also used to select induction, development and education activities for the Board and to articulate the on-going relevance of a Board member’s expertise prior to recommending re-election of that Board member.

The skill areas in this Matrix will be reviewed at least annually to ensure that they remain aligned with the Company’s stage of development and strategic direction.

3 Governance skills

Skill area	Description	Importance of Skill (essential, desirable, able to rely on external advice)	Key director strengths			
			Director Ruslan Kogan	Director David Shafer	Director Greg Ridder	Director Harry Debney
Strategy	Ability to think strategically and identify and critically assess strategic opportunities and threats and develop effective strategies for the Company.	Essential	✓	✓	✓	✓
Financial Performance	Qualifications and experience in accounting and/or finance and the ability to: <ul style="list-style-type: none"> analyse key financial statements critically assess financial viability and performance contribute to strategic financial planning oversee budgets and the efficient use of resources oversee funding arrangements and accountability 	Essential	✓	✓	✓	✓
Risk and compliance oversight	Ability to identify key risks in a wide range of areas including on-line and retail industry developments, legal and regulatory compliance, and monitor risk and compliance management frameworks and systems.	Essential	✓	✓	✓	✓
Information technology strategy and governance	Knowledge and experience in the strategic use and governance of information management and information technology, including personal information privacy and security risk management.	Desirable	✓	✓	x	x

Executive management	<p>Experience at an executive level including the ability to:</p> <ul style="list-style-type: none"> • appoint and evaluate the performance of the CEO and senior executive managers; • oversee strategic human resource management including workforce planning. 	Essential	✓	✓	✓	✓
Board experience	<p>Experience as a director of a company, preferably of a listed company, and an understanding of:</p> <ul style="list-style-type: none"> • ASX Listing Rule requirements • listed company compliance requirements, including reporting and shareholder meeting requirements 	Essential	✓	✓	✓	✓
Commercial experience	A broad range of commercial/business experience.	Essential	✓	✓	✓	✓
Qualifications	Qualifications and experience in other fields and industries.	Desirable	✓	✓	✓	✓
Mergers acquisitions experience &	Experience in mergers and acquisitions transactions.	Desirable	✓	✓	✓	✓

4 Industry skills

Skill area	Importance of Skill (essential, desirable, able to rely on external advice)	Key director strengths			
		Director Ruslan Kogan	Director David Shafer	Director Greg Ridder	Director Harry Debney
Expertise in the areas of the Company's businesses	Essential	✓	✓	✓	✓
Depth of experience with the Company	Essential	✓	✓	✓	✓
Experience building large scale in an organisation	Essential	✓	✓	✓	✓

5 Personal attributes

Attribute	Description
Integrity (ethics)	A commitment to: <ul style="list-style-type: none"> • understanding and fulfilling the duties and responsibilities of a director, and maintaining knowledge in this regard through professional development • putting the Company's interests before any personal interests • being transparent and declaring any activities or conduct that might be a potential conflict • maintaining Board confidentiality
Influencer and negotiator	The ability to negotiate outcomes and influence others to agree with those outcomes, including an ability to gain broad stakeholder support for the Board's decisions
Critical and innovative thinker	The ability to critically analyse complex and detailed information, readily understand key issues, and develop innovative approaches and solutions to problems
Leader	Leadership skills including the ability to: <ul style="list-style-type: none"> • appropriately represent the organisation • set appropriate Board and Company culture • make and take responsibility for decisions and actions

NB: The Chair should also have the personal attributes to effectively undertake usual Chair functions such as: chairing Board meetings; developing a constructive relationship with the CEO; successfully managing Board succession planning and Board performance; and representing/being a spokesperson for the Company.

Criteria	Description	Assessment of Board
Gender	Gender representation should be sought for the Board to reflect the Company's gender diversity policy.	Kogan's Board comprises four male directors. There is no gender diversity at Board level
Geographic and cultural diversity	Where possible, diversity on the Board should be reflective of the Company's geographic and cultural footprint.	All directors are Australian. Ruslan Kogan was born in Belarus. As Kogan's business is primarily Australian focused, this is an appropriate reflection of the company's geographic and cultural footprint.
Age	Some age diversity should be sought among directors to bring different generational perspectives to the Board's deliberations.	Ruslan Kogan and David Shafer are both in their thirties, Greg Ridder is in his fifties and Harry Debney is in his sixties. There is a good mix of generational diversity at Board level.
Previous board experience	The Board should collectively comprise directors who demonstrate competence and experience at board level and/or who have completed formal training in directorship/governance.	<p>In addition to their roles as directors of Kogan.com Ltd since its ASX listing, Greg Ridder has extensive board experience with Tibaldi Smallgoods, B Lab Australia & New Zealand, Phoenix Australia and Oxfam Australia, and is a member of the Australian Institute of Company Directors.</p> <p>Harry Debney has board experience as an executive director of Costa Group Holdings Ltd.</p> <p>Ruslan Kogan and David Shafer have experience as directors of Kogan.com Holdings Pty Ltd for 10 and 6 years respectively.</p> <p>The Board has good board experience.</p>