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INVESTOR PRESENTATION

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- a placement of new fully paid ordinary shares in Kogan.com (**New Shares**) to institutional investors under section 708A of the *Corporations Act 2001* (Cth) (**Corporations Act**) (**Placement**); and
- an offer of New Shares to eligible Kogan.com shareholders in Australia and New Zealand under a share purchase plan in accordance with ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (**SPP**), (together, the Placement and the SPP are the **Offer**).

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EXECUTIVE SUMMARY

GROWTH OPPORTUNITY

- Kogan.com is well positioned to pursue value accretive opportunities in the near term:
 - Ability to extract synergies through leading systems, diversified supply chain and low CODB¹
 - Increased momentum from the shift to online retailing
 - Significant pressure on many retailers given prevailing market conditions

EQUITY RAISING

- Kogan.com is undertaking a \$100m fully underwritten Institutional Placement comprising the issue of 8.7 million shares at an issue price of \$11.45 per share in conjunction with a Share Purchase Plan to raise up to an additional \$15m
- Proceeds of the Institutional Placement will provide the financial flexibility to act quickly on future value accretive opportunities

FINANCIAL UPDATE

- Gross Sales² up 103.6% YoY across April and May 2020
- Adjusted EBITDA³ up 219.3% YoY across April and May 2020
- Average monthly Adjusted EBITDA³ of \$7.0 million across April and May 2020
- Pro-forma cash position post equity raising of approx. \$158.6m

STRONG TRACK RECORD

- Between IPO in July 2016 and June 2020 Kogan.com has delivered a TSR⁴ of 654.5%
- Cash generative business that has not raised money since listing and has paid out regular dividends
- Track record of acquiring and integrating iconic brands such as Dick Smith and Matt Blatt

Notes:

1. Cost of Doing Business (**CODB**) defined as total operating expenses as a proportion of Gross Sales.

2. The Company believes Gross Sales is a key metric of the Business, given that transaction values of Kogan Marketplace, Kogan Mobile, and other New Verticals are not reflected in Revenue.

3. Adjusted EBITDA is a measure of the underlying performance of the Business, it

removes non-cash items including the unrealised FX gain/(loss) and equity-based compensation.

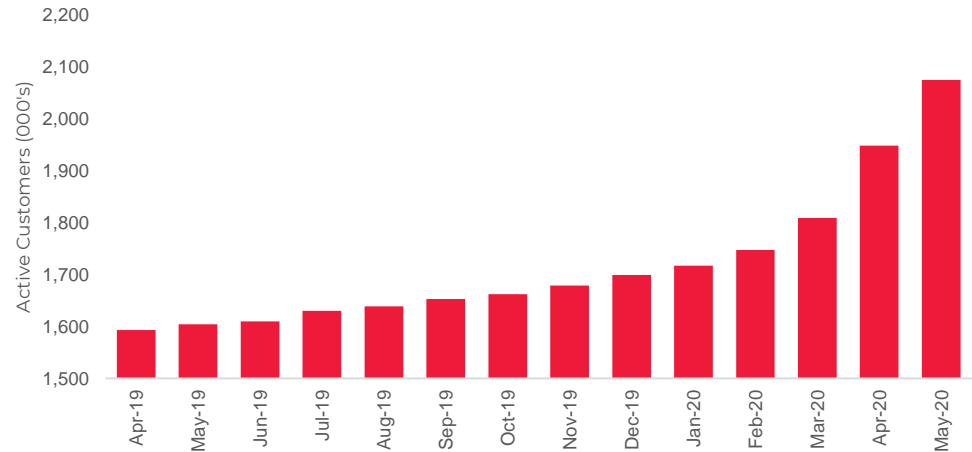
4. Total Shareholder Return including dividends and share price appreciation of 654.5% as at 9 June 2020 assumes investment at IPO price of \$1.80 per share on 7 July 2016. Prior performance is not a reliable indicator of future performance. Source: Bloomberg.

WHO IS KOGAN.COM

Kogan.com is a growing portfolio of online retail and services businesses. The growth of this portfolio provides diversification of income, creating multiple growth opportunities. The Company is agile, bold and innovative, and is focused on making in-demand products and services more affordable and accessible.

kogan.com

654.5% | **2,074,000**
TSR¹ | **Active Customers**



Notes:

1. Total Shareholder Return including dividends and share price appreciation of 654.5% as at 9 June 2020 assumes investment at IPO price of \$1.80 per share on 7 July 2016. Prior performance is not a reliable indicator of future performance. Source: Bloomberg.

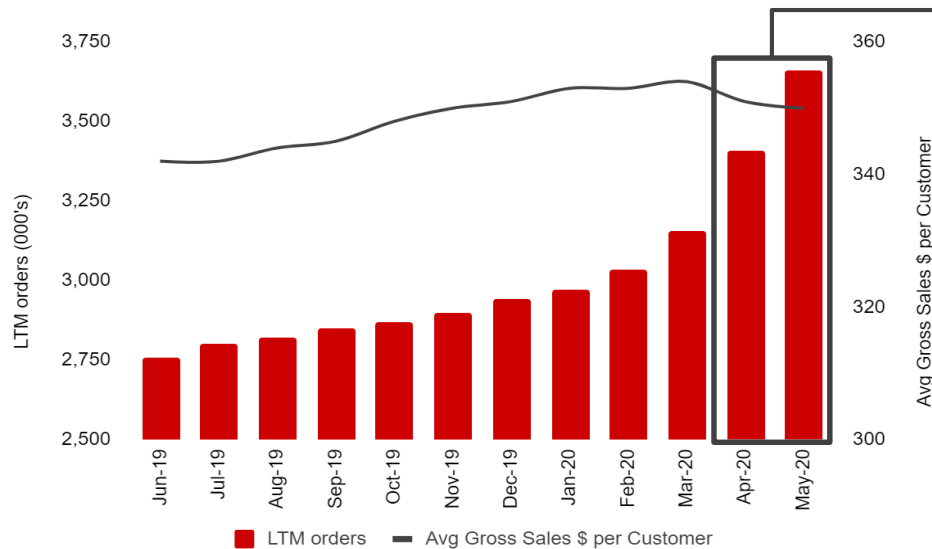
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OPERATIONAL UPDATE

The Business has experienced a step-change increase in sales

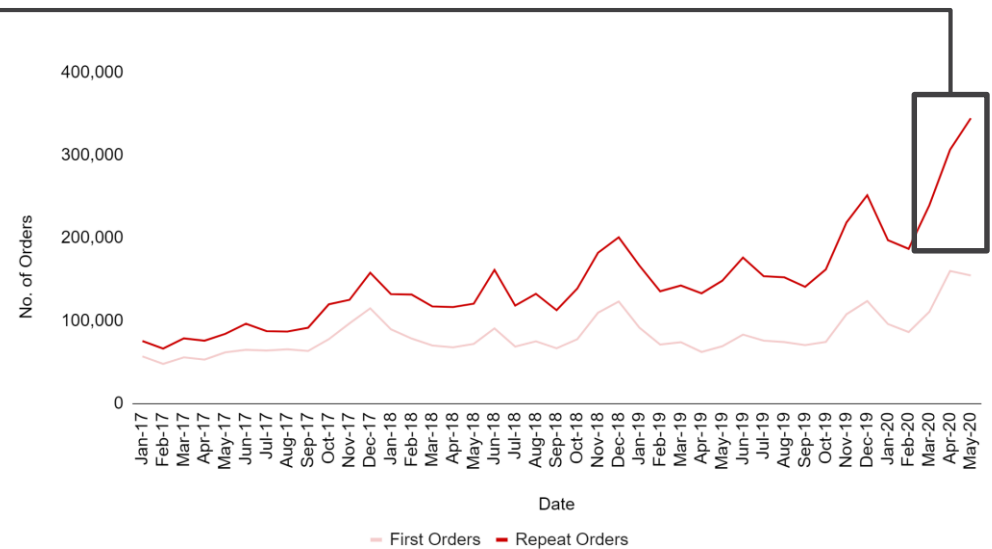
✓ Customer orders and repeat purchase activity are at record levels

LTM CUSTOMER ORDERS & AVERAGE GROSS SALES PER CUSTOMER¹



REPEAT BUSINESS - DEMONSTRATING BRAND LOYALTY²

103.6% increase in April and May 2020 YoY combined (4QTFY20) Gross Sales³



Notes:

1. Gross Sales \$ per customer is Gross Sales within the prior 365 days/no. of Active Customers within the prior 365 days.
2. First Orders means orders placed during the period by customers who had not previously transacted with the Business. Repeat Orders means orders placed during the period by customers who had previously transacted with the Business at the time of their order.
3. The Company believes Gross Sales is a key metric of the Business, given that transaction values of Kogan Marketplace, Kogan Mobile, and other New Verticals are not reflected in Revenue.

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OPERATIONAL UPDATE (CONT.)

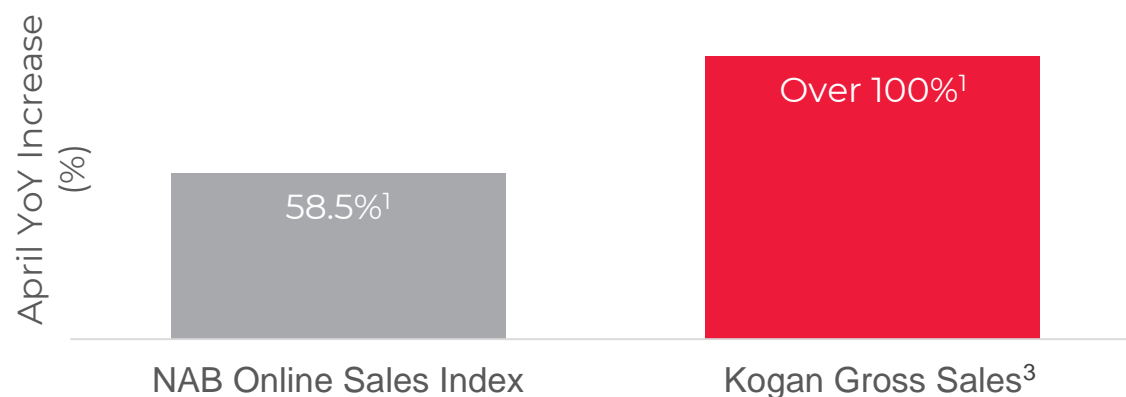
The Business has experienced a step-change increase in sales

- ✓ Growth in the online retail market is accelerating and Kogan.com's market share is increasing¹

Current trading conditions favour Kogan.com

- ✓ Record number of Active Customers
- ✓ Record sales in April and May 2020 combined (**4QTDFY20**), resulting in:
 - ✓ 132.9% YoY increase in Gross Profit²
 - ✓ 219.3% YoY increase in Adjusted EBITDA²
- ✓ Largest ever product range, which continues to grow as more Marketplace sellers join the platform
- ✓ Logistics network that has scaled to handle additional volume
- ✓ **Ability to quickly adapt and monetise new consumer trends at scale**

Increased market share as Kogan.com growth has outstripped Australian online sales growth¹



Notes:

1. NAB Online Index up 58.5% YoY in April vs. 100+% YoY increase in Kogan.com April 2020 Gross Sales. See page 40 for further information on April and May 2020 financial performance.
2. 4QTDFY20 increase YoY compared to 2019, see page 40 for further information.
3. The Company believes Gross Sales is a key metric of the Business, given that transaction values of Kogan Marketplace, Kogan Mobile, and other New Verticals are not reflected in Revenue.

GROWTH DRIVERS

Kogan.com is strongly positioned to take advantage of current market opportunities.

Pole Position

- Changes in consumer spending habits are driving more spending online
- Kogan.com has been successful in gaining eCommerce market share
- Ability to extract synergies through leading systems, diversified supply chain and low CODB¹

Leading Platform and Recognised Brand

- 2m+ Active Customers with strong repeat purchasing behaviour
- Strong and recognisable brand that drives free website traffic (direct, organic, SEO, etc)
- Kogan Marketplace, Exclusive Brands strategy and Kogan First loyalty regime

Diversified Supply Chain

- Diversified supply chain designed to achieve market competitiveness, stability, continuity and selection
- Scalable and extensive logistics network with 15 distribution centres ensuring fast and cost effective delivery

Proprietary Technology

- Industry leading proprietary platforms across both customer facing and back end operational systems
- Technology driven marketing, fulfilment and logistics capabilities

Opportunistic M&A

- Track record of executing value accretive acquisitions
- Proven ability to leverage existing infrastructure to generate operating leverage

Notes:

1. Cost of Doing Business defined as total operating expenses as a proportion of Gross Sales.

STRATEGIC ACQUISITION MODEL

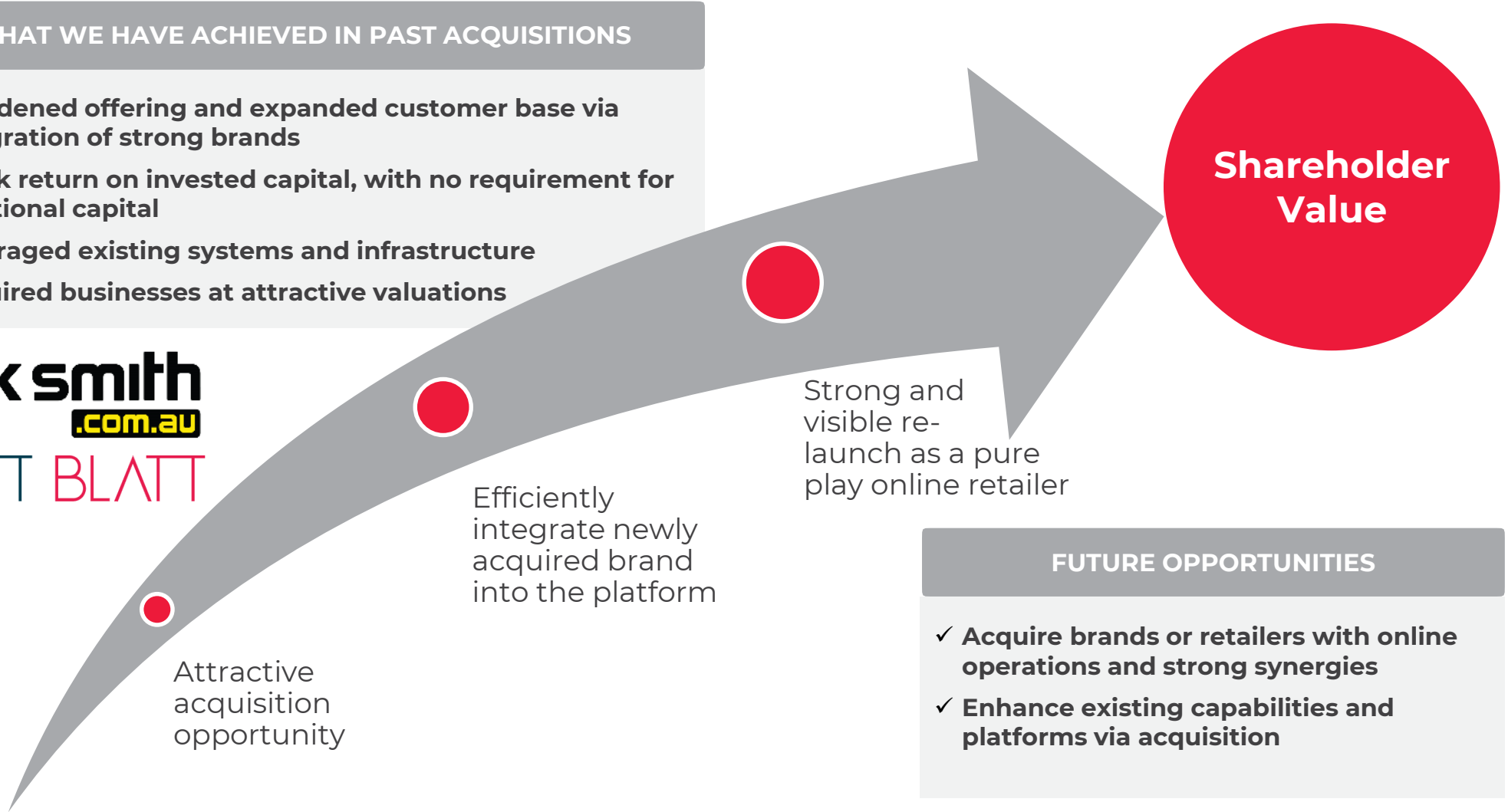
Management has a strong track record of acquiring and integrating iconic Australian retailers such as Dick Smith and Matt Blatt.

WHAT WE HAVE ACHIEVED IN PAST ACQUISITIONS

- ✓ Broadened offering and expanded customer base via integration of strong brands
- ✓ Quick return on invested capital, with no requirement for additional capital
- ✓ Leveraged existing systems and infrastructure
- ✓ Acquired businesses at attractive valuations

dick smith
.com.au

MATT BLATT



OUR ACCELERATED ACQUISITION MODEL BENEFITS FROM UPFRONT ACCESS TO CAPITAL

kogan.com

FINANCIAL UPDATE – FY20 YTD¹ (TO 31 MAY)

Adjusted EBITDA² grew to \$41.8 million, representing a 54.0% YoY increase.

\$m	FY19 YTD	FY20 YTD	FY19 YTD vs FY20 YTD Variance
Gross Sales³	499.0	674.0	35.1%
Revenue ⁴	402.3	437.5	8.8%
Gross Profit	81.5	109.3	34.1%
<i>Gross Margin</i>	<i>20.3%</i>	<i>25.0%</i>	<i>4.7pp/23.3%</i>
Variable Costs	(16.4)	(18.1)	10.2%
Marketing Costs	(16.9)	(23.8)	40.7%
People Costs	(15.0)	(17.4)	15.4%
Other Costs	(7.0)	(9.2)	30.2%
Total Operating Costs	(55.4)	(68.4)	23.5%
EBITDA	26.7	39.9	49.7%
Adjusted EBITDA²	27.1	41.8	54.0%

Notes:

- Based on unaudited management accounts.
- Adjusted EBITDA is a measure of the underlying performance of the Business, it removes non-cash items including the unrealised FX gain/(loss) and equity-based compensation.
- The Company believes Gross Sales is a key metric of the Business, given that transaction values of Kogan Marketplace, Kogan Mobile, and other New Verticals are not reflected in Revenue.
- The differential between Revenue and Gross Sales is reflective of Kogan Marketplace and New Verticals recognising only commission-based Revenue while the gross transaction values are recognised within Gross Sales.

EQUITY RAISING SUMMARY

Fully underwritten Institutional Placement to raise \$100m and Share Purchase Plan to raise up to an additional \$15m.

Placement offer structure	<ul style="list-style-type: none"> Fully underwritten Institutional Placement to raise \$100m via the issue of approximately 8.7 million new ordinary shares (New Shares) The New Shares represent approximately 9.2% of existing shares on issue
Placement Offer Price	<ul style="list-style-type: none"> Institutional Placement price will be \$11.45 per New Share (Offer Price), representing a: <ul style="list-style-type: none"> 7.5% discount to last close price at Tuesday, 9 June 2020 of \$12.38 7.9% discount to 2 day Volume Weighted Average Price (VWAP) at Tuesday, 9 June 2020 of \$12.43
Placement underwriting	<ul style="list-style-type: none"> The Institutional Placement is underwritten by Canaccord Genuity (Australia) Limited and the Royal Bank of Canada (trading as RBC Capital Markets). A summary of the material terms of the Placement Agreement is set out on pages 33 to 35 of this Presentation
Ranking	<ul style="list-style-type: none"> New Shares issued via the Institutional Placement and SPP will rank pari passu with existing shares on issue
Share Purchase Plan (SPP)	<ul style="list-style-type: none"> SPP to eligible shareholders with a registered address in Australia and New Zealand to invest up to \$30,000 in new shares per shareholder, subject to maximum SPP size of \$15m Price of \$11.45 per share, equal to the price of shares issued under the Institutional Placement The record date for the SPP is 7.00pm, Tuesday, 9 June 2020, with further details to be provided in a separate SPP booklet

USE OF PROCEEDS

Funding to provide the financial flexibility to act quickly on future value accretive opportunities that broaden our offering, expand our customer base or enhance our operating model¹.

Sources²	\$m	Uses	\$m
Proceeds of the Institutional Placement	\$100m	Flexibility to pursue value accretive opportunities	\$100m
Total	\$100m	Total	\$100m

Notes:

1. Funds will also be used to pay transaction costs attributable to the Institutional Placement.
2. The use of proceeds presented above excludes any proceeds raised under the SPP. Proceeds from the SPP will be used for the same purposes on an “as needs” basis.

EQUITY RAISING TIMETABLE

Key Event	Date
Record Date for SPP	7.00pm, Tuesday, 9 June 2020
Trading halt and announcement of the Offer	Wednesday, 10 June 2020
Placement bookbuild	Wednesday, 10 June 2020
Results of the Placement announced to ASX	Thursday, 11 June 2020
Trading Halt lifted - Shares recommence trading on ASX	Thursday, 11 June 2020
Settlement of Placement	Tuesday, 16 June 2020
Allotment and normal trading of New Shares under the Placement	Wednesday, 17 June 2020
Despatch of SPP Booklet, and opening date of SPP	Thursday, 18 June 2020
Closing date of SPP	Friday, 3 July 2020
Announcement of results of SPP	Wednesday, 8 July 2020
Settlement of SPP	Thursday, 9 July 2020
SPP allotment and issue date, despatch of holding statements and normal trading of New Shares issued under the SPP	Friday, 10 July 2020

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KEY BUSINESS RISKS

KEY BUSINESS RISKS

- This section sets out some of the key risks associated with any investment in Kogan.com, together with risks relating to participating in the Placement and SPP which may affect the value of securities in Kogan.com
- The risks are not set out in order of importance and do not constitute an exhaustive list of all risks involved with an investment in Kogan.com
- Before investing in Kogan.com, you should carefully consider the risk factors and your personal circumstances. Potential investors should consider publicly available information on Kogan.com (such as that available on the ASX website) and consult their stockbroker, solicitor or accountant before making an investment decision
- In light of COVID-19 (pandemic) (**COVID-19**), extra caution should be taken when assessing the risks of an investment given the significant market volatility
- Nothing in this Presentation constitutes financial product advice and this document has been prepared without taking into account your investment objectives or personal circumstances

<p>COVID-19</p>	<ul style="list-style-type: none"> • Events related to the Coronavirus pandemic (COVID-19) have resulted in significant market volatility. There is continued uncertainty as to ongoing and future response of governments and authorities globally as well as a likelihood of an Australian economic recession of unknown duration or severity. As such, the full impact of COVID-19 to consumer behaviour, suppliers, employees and the Company are not fully known. Given this, the impact of COVID-19 could potentially be materially adverse to the Company's financial and operational performance. Further, any government or industry measures may adversely affect Kogan.com operations and are likely beyond the control of Kogan.com. In compliance with its continuous disclosure obligations, Kogan.com will continue to update the market in regard to any material impact of COVID-19 on Kogan.com business.
<p>Market conditions</p>	<ul style="list-style-type: none"> • The price at which Kogan.com shares are quoted on ASX may increase or decrease due to a number of factors outside of Kogan.com's control. The events relating to COVID-19 have recently resulted in a decline in general economic conditions together with significant volatility to the market including the prices of shares trading on the ASX. These factors may cause the shares to trade at prices above or below the price at which the shares were initially acquired. There is no assurance that the price of the shares will increase when they are quoted on the ASX.
<p>COVID-19 supply chain impact</p>	<ul style="list-style-type: none"> • There remains a risk that the spread of COVID-19 has an adverse impact on Kogan.com's supply chain. This could occur if the ability to transport products between countries is disrupted, Kogan.com's key suppliers are negatively affected or Kogan.com is otherwise unable to efficiently distribute products to customers. In the event that the supply chain of Kogan.com is disrupted, this may have a material adverse effect on Kogan.com's operating performance and earnings.
<p>Australian retail environment</p>	<ul style="list-style-type: none"> • Many of Kogan.com's products are discretionary goods and, as a result, sales levels are sensitive to consumer sentiment. Kogan.com's offering of products, and its financial and operational performance, may be affected by changes in consumers' disposable incomes, or their preferences as to the utilisation of their disposable incomes. Any reduction in the disposable incomes of Kogan.com's customers as a result of changes to factors such as economic outlook, interest rates, unemployment levels (which has been heightened by COVID-19) and taxation may decrease consumer confidence and consumer demand, which may subsequently result in lower levels of revenue and profitability.

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KEY BUSINESS RISKS

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Customer preferences or trading patterns

- There is a risk that Kogan.com fails to anticipate and adapt to changing consumer preferences in a timely manner. Kogan.com's financial performance depends on its ability to identify and respond to retail product trends, as well as to anticipate, gauge and react to changing consumer preferences in a timely manner. The change to customer preference and trading patterns is further heightened as a result of COVID-19 as Kogan.com cannot predict changes to customer spending. While Kogan.com undertakes rigorous demand analysis in relation to product launches and ordering, the products available on Kogan.com's websites must appeal to a broad range of consumers whose preferences cannot be predicted with certainty and are subject to change. A large number of products sold by Kogan.com are manufactured internationally, which means that any significant delay between ordering and delivery further exposes Kogan.com to the risk that customer preferences may change between the time products are ordered and the time they are available for purchase. Kogan.com continues to explore different sales categories and there can be no guarantee that such categories will be accepted by Kogan.com's existing and prospective customers or address their preferences. If Kogan.com misjudges customer preferences or fails to convert market trends into appealing product offerings on a timely basis, these may result in lower revenue and margins and could adversely impact Kogan.com's financial and operational performance. In addition, any change in customer preferences may lead to increased obsolete inventory risk.
- Additionally, Kogan.com tailors a portion of its marketing towards trading patterns. Its offering is reflective of predicted customer preferences and trading periods. As a result, a portion of Kogan.com's financial and operational systems are strategically geared towards accurately reflecting customers' needs in the forthcoming trading period. Any misjudgement in predicting customers' needs, or any significant decreases in customer demand patterns during peak trading periods, could have a material adverse effect on Kogan.com's financial and operational performance. An unexpected decrease in sales over Kogan.com's traditionally high-volume trading periods could result in surplus inventory, which Kogan.com could seek to sell before it becomes too old or obsolete. This clearance activity is typically effected through heavy and broad-based discounting. If Kogan.com were to sell a significant volume of its products at deep discounts, this would reduce its business revenue and Gross Profit, and would adversely affect Kogan.com's financial performance.

Australian Online Retail Market

- Investors in Kogan.com should be aware that there is no guarantee that the Australian Online Retail Market will continue to grow into the future, or as currently forecast. Growth in the Australian Online Retail Market is expected to be driven partly by the migration of customers from traditional retail formats to Online Retail platforms. This factor is in part outside the control of Online Retailers, including Kogan.com, and there is no guarantee that the migration of customers observed in recent years will continue in the future. If online penetration of the Australian Retail Market does not increase in line with Kogan.com's expectations, Kogan.com may not be able to acquire new customers or engage existing customers, and its business, financial condition and operating results may suffer.

KEY BUSINESS RISKS

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<p>Key supplier, service provider and counterparty factors</p>	<ul style="list-style-type: none"> • Kogan.com's ability to offer a wide variety of brands, services, categories and product types, including both exclusive brand and third-party branded products and the suite of services offered by Kogan.com, is a key contributor to the appeal of its business to customers. Kogan.com has a large number of domestic and international suppliers and service providers, from which it sources a broad range of products and services. There is a risk that Kogan.com may be unable to continue to source products or services from existing suppliers or service providers, and in the future, to source products from new suppliers or services from new service providers, at favourable prices, on favourable terms, in a timely manner or in sufficient volume or quality. This risk has been further heightened as a result of COVID-19. All current supply and service arrangements are based on commercial terms, and the interruption or termination of these agreements may have a material adverse impact on Kogan.com's financial and operational performance in the future. Many of Kogan.com's agreements are informal, short-term and/or terminable at will. Kogan.com cannot guarantee that its existing arrangements with key suppliers or service providers will be renewed, or renewed on terms similar to their current terms. The loss or deterioration of Kogan.com's relationships with these suppliers or service providers, an inability to renew informal or contractual arrangements with such parties, or an inability to negotiate agreements with new parties on terms which are not materially less favourable than existing arrangements, may have a material adverse effect on Kogan.com's financial and operational performance.
<p>Political, economic or social instability</p>	<ul style="list-style-type: none"> • Kogan.com's suppliers and service providers are also subject to various risks which could limit their ability to provide Kogan.com with sufficient, or any, products or services. Some of these risks include raw material costs, inflation, labour disputes, union activities, boycotts, financial liquidity, product merchantability, safety issues, natural disasters, disruption in exports, trade restrictions, currency fluctuations and general economic and political conditions. • In addition, as a consequence of the fact that Kogan.com sources a large proportion of its products and services from foreign providers, Kogan.com is exposed to risks including political instability (including as a result of pandemics such as COVID-19), increased security requirements for foreign goods, costs and delays in international shipping arrangements, imposition of taxes and other charges as well as restrictions on imports, exchange rate and hedging risks. Kogan.com is also exposed to risks related to labour practices, environmental matters, disruptions to production and ability to supply, and other issues in the foreign jurisdictions where suppliers and service providers operate. Any of these risks, individually or collectively, could materially adversely affect Kogan.com's financial and operational performance. • In addition, there is also a risk that parties with whom Kogan.com has dealings (including, but not limited to, its suppliers and service providers) may experience financial or other difficulties (including adverse impacts as a result of COVID-19) which may in turn affect their ability to perform their obligations to Kogan.com.
<p>Manufacturing and product quality</p>	<ul style="list-style-type: none"> • Kogan.com currently uses a wide range of third-party suppliers to produce its exclusive brand. While Kogan.com employs dedicated engineers to assess product samples and uses third party inspection agencies for quality control and inspections, there is no guarantee that every supplier will meet Kogan.com's cost, quality and volume requirements. As the number of third party suppliers increases, there is a risk that Kogan.com will be unable to maintain its quality control processes in respect of the increased number of suppliers. Kogan.com's exclusive brand must also meet certain regulatory and compliance requirements. Failure by Kogan.com or its suppliers to continuously comply with applicable regulatory requirements may result in enforcement action being taken against Kogan.com.

KEY BUSINESS RISKS

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Kogan.com's websites, databases and operating systems

- Kogan.com's websites, Apps, databases, IT and management systems, including its SAP and security systems, are critically important to its success. The satisfactory performance, reliability and availability of Kogan.com's websites, Apps, databases, IT and management systems are integral to the operation of the Business. There is a risk that if Kogan.com's IT and management systems do not function properly, there could be system disruptions, corruption in databases or other electronic information, delays in sales events, delays in transaction processing, website slowdown or unavailability, loss of data or the inability to accept and fulfil customer orders which, if sustained or regular, could materially adversely affect Kogan.com's financial and operational performance. Kogan.com's financial and operational performance could be adversely affected by a system failure that causes prolonged disruption to its websites or Apps, or to third party suppliers of its products or services. This could directly damage the reputation and brand of the relevant platform and could reduce visitors to the affected websites or Apps, directly influencing sales to customers.
- Kogan.com's websites, Apps, databases and management systems are all hosted on servers owned by third party providers. Kogan.com is subject to the disaster planning contingencies of those third party providers to deal with events that are beyond the control of those parties such as earthquakes, floods, fires, power grid issues, telecommunication and network failures, terrorist attacks, computer viruses and other similar events. A catastrophic failure in the systems of a third party provider is likely to have a material impact on the systems and operations of Kogan.com.

Reputational and Exclusive Brand product factors

- The Kogan.com portfolio of Exclusive Brand brand names and related intellectual property are key assets of the Business. In addition, Kogan.com sells a range of Third-Party Branded Products, where the intellectual property is owned by third parties. The reputation and value associated with these brands (including Third-Party Branded Products) and related intellectual property could be adversely impacted by a number of factors, including failure to provide customers with the quality of products and services they expect, fraud by suppliers of Third-Party Branded Products, disputes or litigation with third parties such as employees, suppliers and customers, failure to adequately protect Kogan.com's intellectual property or adverse media (including social media) coverage. Significant erosion of the reputation of, or value associated with, the Kogan.com brand could have an adverse effect on website traffic, customer loyalty, relationships with key suppliers, employee retention rates and demand for Kogan.com's Exclusive Brand Products and Third-Party Branded Products, all of which could adversely affect Kogan.com's future financial performance.
- In addition, customer complaints or negative publicity about any of Kogan.com's businesses, websites, products, product delivery times, customer data handling and security practices or customer support, especially on blogs, social media websites and Kogan.com's own websites, could rapidly and severely diminish website traffic and consumer and supplier confidence in Kogan.com, could result in harm to Kogan.com's reputation and could adversely affect Kogan.com's financial performance.

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Marketing strategy	<ul style="list-style-type: none">• Kogan.com may experience marketing strategy fatigue with a growing customer base. The frequency of Kogan.com’s marketing may be underestimated or overestimated and have the result of reducing conversion rates. If Kogan.com does not make efficient use of data analytics, update its segment listings and decide accurately when to deploy re-engagement campaigns to improve performance metrics, this could have a material adverse effect on Kogan.com’s financial and operational performance.
Organic search results ranking	<ul style="list-style-type: none">• Organic search results are not dependent on payments or marketing costs, but are the result of a search engine’s “organic” listing. Customers sourced through organic listings generate higher net margins for Kogan.com, as there are less marketing costs associated with the transactions. Search engines will typically modify their algorithms to prevent manipulation of the rankings. Historically, search engines have not accepted payments to manipulate these rankings. These algorithms may be confidential or proprietary information and Kogan.com may not have access to the methods used. If Kogan.com is unable to adapt quickly to algorithm changes, Kogan.com may suffer financially from a significant decrease in customer traffic or Conversion Rates. This could significantly affect Kogan.com margins which could have a material adverse effect on Kogan.com’s financial and operational performance in the future.
Increase in the cost of, or reliance on, search engine marketing	<ul style="list-style-type: none">• A minority component of Kogan.com’s revenues are attributable to customers who accessed Kogan.com’s websites by clicking on links that Kogan.com paid to list on search engine’s results pages. From time to time, Kogan.com places bids on key words at a certain cost per click, the cost of which are subsequently paid to the search engine in order to place these listings with a search engine. Under the bidding system, the order in which websites appear in a search engine’s paid search results is determined by a combination of the price bid by the websites and the historical and expected rate at which consumers click through to the website among other factors. Bids on general search terms are typically higher cost, whereas bids on branded search terms (such as “Kogan”) are typically lower cost. The click-through rate is, in turn, influenced by the strength of the websites’ brand and the popularity of the website.• The cost of search engine marketing generally increases as the importance of online advertising increases and competition to be ranked higher in paid listings increases. Furthermore, businesses might have to submit higher bids in order to purchase certain key words to offset a reduction in their click-through rate. This may occur if Kogan.com were to suffer negative publicity or if its market share were to decline, or if any other factor impacted on its brand or reputation. In addition, if Kogan.com’s websites were to experience a reduction in natural search visibility in search engines, it could increase Kogan.com’s reliance on search engine marketing. Kogan.com’s business, financial performance and operations may be materially adversely affected by any increase in the cost of, or in reliance on, search engine marketing, or any decrease in the effectiveness of its search engine marketing.

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Data loss, theft or corruption	<ul style="list-style-type: none">• Kogan.com's databases of customers, suppliers and data analytics are valuable assets for its continued success. However, such databases are subject to various risks including computer viruses, electronic theft, physical terminal theft, physical damage resulting in a loss or corruption of data, operating system failures, third party provider failures and similar disruptions. This could render the websites unavailable for a period of time while data is restored. Kogan.com's efforts to combat such risks (including firewalls, encryption of client data, a privacy policy and policies to restrict unauthorised access), might not be successful and there is a risk that a data breach may occur, or a third party may gain access to the confidential information of Kogan.com's customers or its internal systems and databases. The failure of Kogan.com to maintain the confidentiality of this information (in particular, its customer database) could result in a breach of law by Kogan.com and cause significant operational, reputational, legal and cost ramifications for Kogan.com, any of which could adversely affect Kogan.com's future financial performance.
Changes in technology and inventory obsolescence	<ul style="list-style-type: none">• Technology changes could drive a change in the level of demand for certain products and, in particular, Consumer Electronics products. The rate of technology changes, such as a lower rate of new product development, could adversely impact Kogan.com's financial and operational performance in the future. Rapid changes in technology are a key driver of demand for new products in certain segments in which Kogan.com operates. While many of these technological changes provide growth opportunities, there is a risk that competitors will introduce technologies that provide them with a competitive advantage relative to Kogan.com. Further, technology changes may lead to increased obsolete inventory risk, if change results in a shift in customer preferences for certain products, and may impact the prices that Kogan.com's customers are willing to pay for products.• Further, the Australian Online Retail Market is influenced by changing technologies. Kogan.com may be impacted by its ability to maintain and update its technology platforms. Maintaining and updating its technology could involve a significant cost and no assurance can be given that Kogan.com will have the capital required to develop or acquire new technologies in the future, required to maintain competitive advantage or market share.
Key Management Personnel	<ul style="list-style-type: none">• Kogan.com relies on the expertise, experience and strategic direction provided by its Executive Directors and other Key Management Personnel. Kogan.com's success depends to a significant extent on its Key Management Personnel, in particular Ruslan Kogan and David Shafer, and the rest of Kogan.com's management team. These individuals have extensive experience in, and knowledge of, Kogan.com's business and the Australian Online Retail Market. Additionally, successful operation of Kogan.com's business depends on its ability to attract and retain quality employees. Competition within the Australian Online Retail Market could increase the demand for, and cost of hiring, quality employees. Kogan.com's ability to meet its labour needs while controlling costs associated with hiring and training employees is subject to external factors such as unemployment rates, prevailing wage legislation and changing demographics. Kogan.com's financial and operational performance could be materially adversely affected if it cannot attract and/or retain employees or Key Management Personnel.

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Services provided by third party payment and logistics providers

- Kogan.com relies on the services provided by third party banking and payment providers such as credit card companies. It also relies on the services of third party logistic providers to deliver ordered products to customers. Kogan.com has limited influence over these third parties. Any system or service failure that causes an interruption to Kogan.com's ability to effect payment transactions or receive payments could adversely affect its business. A system or service failure that affects the delivery of ordered products to customers could adversely affect the customer experience and reduce the attractiveness of Kogan.com's websites to customers and limit future sales. Any of these system or service failures could have an adverse impact on the reputation and brand of the business which could materially adversely affect Kogan.com's business, financial performance and operations.
- Kogan.com is exposed to risks in relation to the methods of payment that it currently accepts, including but not limited to, credit card, PayPal and vouchers, or that it may accept in the future. Several of these payment methods have associated rules and regulations. If Kogan.com fails to comply with the applicable rules and regulations (which may change and become more onerous over time), Kogan.com may become subject to higher transaction fees or fines and may lose or face restrictions upon its ability to accept digital payments from customers or to facilitate other types of online payments. If any of these events were to occur, this may have a material adverse effect on Kogan.com's financial and operational performance. Kogan.com may incur losses from fraud, erroneous transactions and customers which have closed bank accounts or have insufficient funds in them to satisfy payments. In addition to any direct losses from any such fraudulent activity, failure to adequately control fraudulent transactions could damage Kogan.com's reputation and brand, or result in litigation or regulatory action, causing an increase in legal expenses and fees and materially adversely affecting Kogan.com's financial and operational performance.

Exposure to litigation

- Kogan.com may be subject to litigation, claims, disputes and regulatory investigations, including by customers, suppliers, government agencies, regulators or other third parties. These disputes may be related to warranties, product descriptions, personal injury, health, environmental, safety or operational concerns, nuisance, negligence or failure to comply with applicable laws and regulations.
- There can be no assurance that legal claims will not be made against Kogan.com, or that Kogan.com's insurance will be adequate to cover liabilities resulting from any such claim. While the extent of any litigation, claims, disputes or regulatory investigations cannot be ascertained at this time, any such claims may be costly, have an adverse effect on Kogan.com's reputation, divert its financial and management resources from company operations, or have a material adverse effect on Kogan.com's financial and operational performance in the future. In particular, Kogan.com is exposed to litigation risk in the jurisdictions in which it operates, for instance under the applicable consumer protection regimes. There is the potential for one or more claims that are material in cumulative quantum to occur, with the result that costs are increased or its brand is damaged.

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Foreign currency exposure	<ul style="list-style-type: none"> The majority of products sourced by Kogan.com are purchased directly in foreign currency and, accordingly, Kogan.com is exposed to the foreign exchange rate movements, in particular movements in the AUD/USD exchange rate. Kogan.com also has retail operations outside Australia. Kogan.com passes on to its customers the movement in the cost of goods attributed to foreign exchange. There is a risk that where there is a decrease in the exchange rate of the AUD relative to the USD, consumer demand for Kogan's products may decrease. A decrease in Third-Party Branded Product sales may, in turn, reduce the amount of negative Working Capital generated which can be reinvested in Exclusive Brand inventory.
Domain names	<ul style="list-style-type: none"> Kogan.com is the registrant of the internet domain names for the websites www.kogan.com, www.kogan.com.au, www.kogan.co.nz, www.dicksmith.com.au, www.dicksmith.co.nz and www.mattblatt.com.au as well as various related domain names. Domain name registrants may change the requirements for continued registration or renewal. If Kogan.com fails to re-register these names when required to do so, or loses control of any domain name, it would lose all website traffic directed to that domain. This could lead to a significant reduction in Kogan.com's revenue, even if were ultimately able to re-direct users to other domain names.
Unauthorised use of intellectual property or independent development of technology	<ul style="list-style-type: none"> Substantial parts of Kogan.com's online platforms, distribution software, applications, data analytics and customer databases are seen as proprietary information. Unauthorised parties may obtain or copy, or seek to imitate, all or portions of this intellectual property or independently develop technology that is similar and may be in breach of proprietary rights. In this instance, Kogan.com may seek legal actions to remedy the breach of proprietary information. This may incur legal or other fees and if unsuccessful may have a material adverse effect on Kogan.com's financial and operational performance in the future. Actions taken by Kogan.com to protect its intellectual property may not be adequate, complete or enforceable and may not prevent the misappropriation of its intellectual property and proprietary information or deter independent development of similar technologies by others.
Intellectual property infringement claims against Kogan.com	<ul style="list-style-type: none"> Other parties may develop and patent substantially similar or substitutable products, processes, or technologies as those used by Kogan.com. In addition, other parties may allege that Kogan.com's Exclusive Brand Products incorporate intellectual property derived from third parties without their permission. Kogan.com has from time to time received notices from third parties alleging a breach of their intellectual property. Claims of this kind may be received in future, and if successful, injunctions may be granted against Kogan.com which could affect its operations and the sale of its Exclusive Brand Products. Kogan.com seeks to mitigate this risk in a number of ways, including by endeavouring to obtain warranties from its manufacturers and suppliers that Exclusive Brand Products do not infringe on third parties' intellectual property and undertaking intellectual property searches. There is a risk that Kogan.com may not be able to enforce its warranties for intellectual property infringement or faulty products against its manufacturers and suppliers, particularly where a manufacturer or supplier operates, or is based, in a foreign jurisdiction. No individual Exclusive Brand product is material to Kogan.com.

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<p>Inadvertent sale of infringing Third-Party Branded Products</p>	<ul style="list-style-type: none"> Kogan.com can offer no assurances that Third-Party Branded Products will not attempt to infringe rights associated with other products sold by other third parties. There is a risk that Third-Party Branded Products offered and supplied for sale through Kogan.com's online platforms may infringe the intellectual property rights of third parties or other products. The inadvertent sale of such products could result in damage to Kogan.com's reputation or brands and may have a material adverse effect on Kogan.com's financial and operational performance.
<p>Insurance factors</p>	<ul style="list-style-type: none"> Kogan.com maintains insurance coverage in relation to many different aspects of its business. However, no assurance can be given that such insurance will be available in the future on a commercially reasonable basis or that Kogan.com will have adequate insurance cover against claims made. If Kogan.com incurs uninsured losses or liabilities, its assets, profits and prospects may be materially adversely affected. In particular, there is a risk that Kogan.com may be subject to claims in respect of both historical and future incidents. If such claims arise, there is a risk that Kogan.com's insurance cover may not adequately protect Kogan.com against those claims, which may have a material adverse effect on Kogan.com. Further, Kogan.com may not be able to recover under its insurance if the company or companies providing the insurance (or any reinsurance) are under financial distress or fail. Additionally, various factors may influence insurance premiums, which may have a detrimental impact on Kogan.com's profitability. Finally, if Kogan.com does not maintain an appropriate level of insurance coverage, it may be exposed to a wide range of liabilities.
<p>Expansion into new jurisdictions, products and markets, and its strategies, may not be successful</p>	<ul style="list-style-type: none"> Kogan.com has a history of expanding its product categories and entering new verticals. Kogan.com will continue to seek to expand its business by expanding the breadth of products offered and/or by offering new services, markets or sales categories to its customers. Kogan.com may be unable to expand its business in these ways in a cost-effective or timely manner. Furthermore, any such expansion of Kogan.com's business that is not favourably received by consumers could damage Kogan.com's reputation and brands. Any such expansion of Kogan.com's business or strategies could require additional investment, together with operations and resources, which could strain Kogan.com's management, financial and operational resources. The lack of market acceptance of such efforts or Kogan.com's inability to generate satisfactory revenue from expanded products or services to offset their costs could have a material adverse effect on Kogan.com's business, financial condition and results of operations. In addition, Kogan.com will likely have to compete in new jurisdictions, markets and sales categories with companies already operating in the relevant market, which may understand the market better than Kogan.com. Unsuccessful attempts at expansion into new jurisdictions, markets and sales categories could damage Kogan.com's reputation, incur significant unanticipated costs and as a result could have a material adverse effect on Kogan.com's financial and operational performance.

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<p>Integration of acquisitions</p>	<ul style="list-style-type: none"> • Kogan.com may consider acquisitions where it believes they are supportive of Kogan.com’s growth strategy. There are a number of difficulties associated with acquisitions, including but not limited to the integration of financial, operational and managerial resources. If the assets or businesses are not successfully integrated, this may have a material adverse effect on Kogan.com’s financial and operational performance. • In addition, while Kogan.com will conduct due diligence on proposed acquisitions, there is no assurance that an acquisition will perform as forecast once fully integrated, or successfully achieve the desired objectives, including, where applicable, any synergies.
<p>Laws and regulations may change</p>	<ul style="list-style-type: none"> • Kogan.com is subject to, and must comply with, a variety of laws and regulations in the ordinary course of its business. These laws and regulations include those that relate to fair trading and consumer protection, product safety, employment, property, taxation (including goods and services taxes and stamp duty) and customs and tariffs. Changes to laws and regulations may adversely affect Kogan.com, including by increasing its costs either directly or indirectly (including by increasing the cost to the Business of complying with legal requirements). Any such adverse effect may impact Kogan.com’s future financial performance. In particular, there is a risk that laws or regulations may be introduced that restrict Kogan.com’s use of its customer database and customers’ personal information and/or otherwise restricts its interactions with consumers, sales tactics and marketing campaign efforts. Such changes could impact the normal operations of Kogan.com and reduce Kogan.com’s ability to generate revenue which may have an adverse effect on Kogan.com’s financial and operational performance in the future. • Changes to government or regulatory policies could also have an impact on economic and retail market conditions and Kogan.com’s operations. Depending on the nature of any such changes, it may adversely impact the operations or future financial performance of Kogan.com.
<p>Insolvency</p>	<ul style="list-style-type: none"> • In the event of any liquidation or winding up of Kogan.com, the claims of Kogan.com’s secured and unsecured creditors will rank ahead of those of its Shareholders. Under such circumstances, Kogan.com will first repay or discharge all claims of its creditors. Any surplus assets will then be distributed to Shareholders. All Shareholders will rank equally in their claim and will be entitled to an equal share per Share. If there is a shortfall of funds on a winding up of Kogan.com, Shareholders will lose all or some of their investment.
<p>Changes in GST and other equivalent taxes</p>	<ul style="list-style-type: none"> • Changes in local indirect tax, such as the GST, and duty treatment of any of the markets in which Kogan.com operates, could have an impact on the sales of imported brands. Given that many of the products sold by Kogan.com are discretionary goods, and that the customers for such products tend to be price sensitive, the imposition of GST (or equivalent taxes) on the sale of imported goods at lower than current value thresholds in any of the jurisdictions in which Kogan.com operates could reduce the attractiveness of Kogan.com’s products and have a material adverse effect on Kogan.com’s financial condition and financial results.

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Competition may increase and change	<ul style="list-style-type: none">• Kogan.com could be adversely affected by increased competition in the various market segments in which it operates. The Australian online retail market is highly competitive and is subject to changing customer preferences. Kogan.com competes for customers with a wide variety of other businesses including Australian bricks and mortar retailers, catalogue retailers, television-based home shopping channels and Australian and international online retailers. Competition may also come from third party suppliers establishing their own online presence, as opposed to utilising Kogan.com's customer network. Competition is based on a variety of factors including merchandise selection, price, parallel importing, international price harmonisation, marketing and customer service. Kogan.com's competitors may strengthen through industry consolidation, or through financial or operational advantages which allow them to compete aggressively on pricing. Kogan.com's competitive position may deteriorate as a result of factors including actions by existing competitors (such as increasing their focus on growing online sales), the entry of new competitors or a failure by Kogan.com to successfully respond to changes in the industry. Any deterioration in Kogan.com's competitive position may have a material adverse effect on its financial and operational performance in the future.
Inventory management	<ul style="list-style-type: none">• In order to operate its business successfully, Kogan.com must maintain sufficient inventory and also avoid the accumulation of excess inventory. Kogan.com holds inventory for its business, particularly in relation to its exclusive brand and third-party branded products. Kogan.com relies on its data analytics and inventory management system to manage its stock levels relative to forecast stock purchases. If Kogan.com's inventory management system or data analytics fail, or provide inaccurate information, Kogan.com may experience a disruption in supply of specific products, including "out of stock" issues. This may result in lost sales, increased holding costs, and reputational damage, and may have a material adverse effect on Kogan.com's financial and operational performance.
Exposure to product recall and warranty obligations	<ul style="list-style-type: none">• Kogan.com provides Exclusive Brand sourced from a range of suppliers, and imports certain Third Party Brands products. Associated with these products are various recall and warranty obligations. Any significant product recall or warranty obligation may result in a warranty cost that is borne by Kogan.com, net of insurance and other recoverable costs and, as such, Kogan.com's potential exposure could be material.

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Financial indebtedness and interest rate exposure	<ul style="list-style-type: none"> Kogan.com may be required in the future to raise capital through public or private financing or other arrangements. Such financing may not be available on acceptable terms, or at all, and a failure to raise capital when needed could harm Kogan.com's business. Kogan.com's ability to raise funds from either debt or equity markets in the future on acceptable terms depends on a number of factors, including the state of debt and equity markets at the time, the general economic and political climate, the performance, reputation and financial strength of Kogan.com and the value of Kogan.com's business. If Kogan.com cannot raise funds on acceptable terms, Kogan.com may not be able to grow its business or respond to competitive pressures. Further, adverse movements in market interest rates could cause Kogan.com to incur losses which may reduce its profitability and ability to service any debt it may take on in the future.
Dividends	<ul style="list-style-type: none"> Kogan.com cannot guarantee the payment of dividends, as payment is at the discretion of the Board and will depend on Kogan.com financial circumstances at the relevant time.
Accounting standards	<ul style="list-style-type: none"> Australian Accounting Standards are issued by the Australian Accounting Standards Board and are not within the control of Kogan.com or its Directors. Any changes to the accounting standards or to the interpretation of those standards may have an adverse effect on the financial performance of Kogan.com.
Dilution	<ul style="list-style-type: none"> Kogan.com may decide to issue new shares or engage in capital raisings to fund the capital requirements or acquisitions that Kogan.com may decide to make. Kogan.com acknowledges that it is subject to the ASX Listing Rules regarding the percentage of capital it may issue within a 12 month period, however, shareholders may be diluted as a result of issuing shares and capital raisings.
Underwriting risk	<ul style="list-style-type: none"> Kogan.com has entered into a placement agreement with the Joint Lead Managers in respect of the Placement, pursuant to which the Joint Lead Managers are acting as joint lead managers and underwriters to the Placement (Placement Agreement). The Joint Lead Managers' obligation to manage and fully underwrite the Placement is conditional on certain customary matters. Further, if certain events occur, some of which are beyond the control of Kogan.com, either Joint Lead Manager may terminate the Placement Agreement. Termination of the Placement Agreement is likely to have an adverse impact on the amount of proceeds raised under the Placement, and could materially adversely affect Kogan.com's business, cash flow, financial performance, financial conditions and unit price. A summary of the key terms of the Placement Agreement, including termination events, can be found on slides 34 and 35.

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Singapore	<ul style="list-style-type: none">• This document and any other materials relating to the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of New Shares, may not be issued, circulated or distributed, nor may the New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part XIII of the Securities and Futures Act, Chapter 289 of Singapore (the SFA), or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA.• This document has been given to you on the basis that you are (i) an existing holder of the Company's shares, (ii) an "institutional investor" (as defined in the SFA) or (iii) an "accredited investor" (as defined in the SFA). In the event that you are not an investor falling within any of the categories set out above, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.• Any offer is not made to you with a view to the New Shares being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.
United Arab Emirates	<ul style="list-style-type: none">• This document does not constitute a public offer of securities in the United Arab Emirates and the New Shares may not be offered or sold, directly or indirectly, to the public in the UAE. Neither this document nor the New Shares have been approved by the Securities and Commodities Authority (SCA) or any other authority in the UAE.• This document may be distributed in the UAE only to "qualified investors" (as defined in the SCA Board of Directors' Chairman Decision No. 37 RM of 2019, as amended) and may not be provided to any person other than the original recipient. No marketing of the New Shares has been, or will be, made from within the UAE other than in compliance with the laws of the UAE and no subscription for any securities may be consummated within the UAE.• No offer or invitation to subscribe for New Shares is valid, or permitted from any person, in the Abu Dhabi Global Market or the Dubai International Financial Centre.

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United Kingdom

- Neither this document nor any other document relating to the offer has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended (**FSMA**)) has been published or is intended to be published in respect of the New Shares.
- The New Shares may not be offered or sold in the United Kingdom by means of this document or any other document, except in circumstances that do not require the publication of a prospectus under section 86(1) of the FSMA. This document is issued on a confidential basis in the United Kingdom to "qualified investors" (within the meaning of Article 2(e) of the Prospectus Regulation (2017/1129/EU), replacing section 86(7) of the FSMA). This document may not be distributed or reproduced, in whole or in part, nor may its contents be disclosed by recipients, to any other person in the United Kingdom.
- Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale of the New Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to the Company.
- In the United Kingdom, this document is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 (**FPO**), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (together "relevant persons"). The investment to which this document relates is available only to relevant persons. Any person who is not a relevant person should not act or rely on this document.

United States

- This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The New Shares have not been, and will not be, registered under the US Securities Act of 1933 or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Shares may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.
- The New Shares will only be offered and sold in the United States to:
 - "qualified institutional buyers" (as defined in Rule 144A under the US Securities Act); and
 - dealers or other professional fiduciaries organized or incorporated in the United States that are acting for a discretionary or similar account (other than an estate or trust) held for the benefit or account of persons that are not US persons and for which they exercise investment discretion, within the meaning of Rule 902(k)(2)(i) of Regulation S under the US Securities Act.

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PLACEMENT AGREEMENT SUMMARY

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Kogan.com has entered into a placement agreement (**Placement Agreement**) with the Joint Lead Managers of the Offer who have agreed to fully underwrite the Placement, subject to the terms and conditions of that Placement Agreement.

Kogan.com has given certain representations, warranties, undertakings and indemnities in favour of the Joint Lead Managers.

The Joint Lead Managers may terminate their obligations under the Placement Agreement upon the occurrence of certain events before 4pm on the Settlement Date of the Placement, including where:

- the conditions precedent in the Placement Agreement are not satisfied or waived by their respective deadlines;
- ASX announces that Kogan.com will be removed from the official list of ASX or that its shares will be delisted or suspended from quotation by ASX;
- the S&P/ASX 200 Index is at any time prior to the Settlement Date of the Placement at a level that is 90% or more below its level at the close of business on the last trading day immediately prior to the Placement Agreement;
- a Placement document or publication, such as this Investor Presentation, an ASX announcement or Cleansing Notice, includes content that is misleading or deceptive or likely to mislead or deceive (including by omission) or a statement of opinion or belief in such a document is not truly and honestly held or there are no reasonable grounds for making any such statement;
- any of the following occurs: (i) there is an application to a governmental authority for an order, declaration or other remedy, or a governmental authority commences any investigation or hearing or announces its intention to do so, in each case in connection with the Placement or any agreement entered into in respect of the Placement which, in a Joint Lead Manager's reasonable opinion, has reasonable prospects of success and is likely to have a material adverse effect on Kogan.com or the Placement or on the market price of the Shares; or (ii) proceedings are commenced or there is a public announcement of an intention to commence proceedings before a court or tribunal of competent jurisdiction in Australia seeking an injunction or other order in relation to the Placement, which in a Joint Lead Managers' reasonable opinion, has reasonable prospects of success and are likely to have a material adverse effect on Kogan.com or the Placement;
- ASIC issues or threatens to issue proceedings in relation to the Placement or commences any formal inquiry or investigation into the Placement and any such issue (or threat) becomes public or is not withdrawn within 2 business days after it is made;
- there is a delay of more than one business day for any event listed in the Placement Agreement timetable without the Joint Lead Managers prior consent;
- ASX does not, or states that it will not, grant official quotation of all the New Shares on an unconditional basis (or on a conditional basis provided such condition would not, in the opinion of a Joint Lead Manager, have a material adverse effect on the Placement) by the date of settlement of the New Shares under the Placement;
- any of the following occurs: (a) a director or senior manager of Kogan.com is charged with an indictable offence; (b) any regulatory body commences any public action against the director or announces that it intends to take such action; or (c) a director of Kogan.com is disqualified from managing a corporation under the Corporations Act;
- any event specified in the timetable for the Placement is delayed by Kogan.com for more than 1 business day without the prior written consent of the Joint Lead Managers;
- the offer documents include any forecast, expression of opinion, belief, intention or expectation which is not based on reasonable grounds or any other announced forecast or expectation comes incapable of being met;
- any of the following occurs: (i) Kogan.com breaches, or defaults under, any provision, undertaking, covenant or ratio of a material debt or financing arrangement or any related documentation to which that entity is a party which has an adverse effect on the group; or (ii) an event of default or event which gives a lender or financier the right to accelerate or require repayment of the debt or financing, or other similar material event occurs under or in respect to any such debt or financing arrangement or related documentation which has an adverse effect on the group;
- there is an event occurrence which makes it illegal for the Joint Lead Managers to satisfy an obligation under the Placement Agreement, or to market, promote or settle the Placement;
- Kogan.com or any of its directors or officers engage in fraudulent conduct or activity whether or not in connection with the Placement;
- any certificate which is required to be provided by Kogan.com under the Placement Agreement is not provided when required;
- Kogan.com withdraws the Placement; or
- an insolvency (or similar) event occurs in relation to Kogan.com or any of its subsidiaries.

PLACEMENT AGREEMENT SUMMARY

In addition, the following termination events will depend on whether the matter or circumstance has or is likely to have a material adverse effect on the financial position of the Kogan.com and its subsidiaries or the outcome or success of the Placement, or the market price of, or the ability to settle the Placement of the New Shares issued under the Placement or leads to a contravention by the Joint Lead Managers (or one of their Affiliates) under the Corporations Act or any other applicable law:

- Kogan.com breaches any terms of the Placement Agreement or any representation or warranty becomes untrue or incorrect, untrue or misleading;
- there is an omission or misstatement in relation to the due diligence questionnaire provided by Kogan.com or certain other information provided by Kogan.com to the Joint Lead Managers;
- there is a change in law or policy in Australia (other than a law or policy which has been announced prior to the date of the Placement Agreement);
- Kogan.com contravenes the Corporations Act, its constitution, any of the ASX Listing Rules or any other applicable laws;
- any aspect of the Placement does not comply with the Corporations Act or the ASX Listing Rules;
- a change to the Chief Executive Officer or Chief Financial Officer or the Board of Kogan.com occurs;
- any certificate required under the Placement Agreement is untrue or incorrect;
- an adverse change occurs in the financial position, results, condition, operation or prospects of Kogan.com from the position disclosed in the information publicly available prior to the date of the Placement Agreement;
- there is: (a) a suspension or material limitation in trading securities generally on ASX, NYSE or LSE; (b) any adverse change to the financial, political and economic conditions or a general moratorium on commercial banking activities in Australia, the People's Republic of China, Hong Kong, Singapore, the United States or the United Kingdom occurs; or (c) any event occurs which has the effect of making it impractical or inadvisable to satisfy the obligations under the Placement Agreement;
- hostilities not presently existing commence or a major escalation in existing hostilities occurs or a major terrorist act is perpetrated involving any one or more of Australia, the United States of America, Japan, Hong Kong, United Kingdom or the People's Republic of China or a national emergency is declared by any of those countries, or a significant terrorist act is perpetrated anywhere in the world;
- any information supplied by Kogan.com is misleading or deceptive or likely to mislead or deceive; or
- a scheme of arrangement or reconstruction is announced by Kogan.com which, if implemented, may result in a person acquiring a beneficial interest, or voting power of, 50% or more of the interests in Kogan.com.

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GLOSSARY

GLOSSARY

1HFYxx: the six months ended 31 December 20xx.

2HFYxx: the six months ended 30 June 20xx.

1QFYxx: the three months ended 30 September 20xx.

2QFYxx: the three months ended 31 December 20xx.

3QFYxx: the three months ended 31 March 20xx.

4QFYxx: the three months ended 30 June 20xx.

4QTD FYxx: the two months ended 31 May 20xx.

Active Customers: unique customers who have purchased in the last twelve months, rounded to the nearest thousand.

Adjusted EBITDA: earnings before interest, tax, depreciation, amortisation, unrealised FX gain/(loss) and equity-based compensation.

Advisers: refers to Kogan.com's advisers, including the Joint Lead Managers and their respective affiliates, directors, employees, officers, partners, agents.

ASX: Australian Securities Exchange.

The Business: refers to Kogan.com Ltd and its controlled entities.

Core Website Channels: Kogan.com, Kogan Apps (iPhone and Android), Dick Smith and Matt Blatt.

Corporations Act: Corporations Act 2001 (Cth).

EBITDA: earnings before interest, tax, depreciation and amortisation.

Exclusive Brands: products sold under brands owned by Kogan.com.

First Orders: refer to orders placed during the period by Active Customers who had not previously transacted with the Business.

FYxx: Financial year ended 30 June 20xx.

FYxx YTD: Financial year result to 31 May 20xx.

Gross Margin: Gross Profit divided by Revenue.

Gross Profit: Revenue less cost of sales.

Gross Sales: is the gross transaction value, on a cash basis, of products and services sold, of Kogan Retail, Kogan Marketplace and the New Verticals.

IPO: refers to Kogan.com's Initial Public Offering.

JLM Group: each Joint Lead Manager, its affiliates and related entities, and its and their respective affiliates, directors, employees, officers, partners, agents and advisers.

Joint Lead Managers (JLM): Canaccord Genuity (Australia) Limited (ABN 19 075 071 466) and Royal Bank of Canada (trading as RBC Capital Markets) (ABN 86 076 940 880).

Kogan.com: Kogan.com Ltd ACN 612 447 293.

Kogan Cars: New Vertical launched in 4QFY19 offering competitive prices on new-car purchases.

Kogan Energy: New Vertical launched in 1HFY20 offering low cost power and gas whilst allowing customers to easily track their energy usage on-demand, in partnership with Powershop (part of Meridian Energy).

Kogan First: Our loyalty program offering members free/upgraded express shipping along with special offers across thousands of our products.

Kogan Health: Vertical launched in 3QFY18 offering health insurance online.

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Kogan Insurance: Vertical launched in 1QFY19 offering insurance online.

Kogan Internet: Vertical launched in 4QFY18 offering NBN plans via Vodafone's fixed line NBN network.

Kogan Life: Vertical launched in 4QFY18 offering life insurance online.

Kogan Marketplace: A platform launched in 3QFY19 for sellers and buyers to complete transactions on Kogan.com, with seller fees being earned by Kogan.com.

Kogan Mobile Australia: Launched in 2QFY16, vertical offering pre-paid mobile phone plans available online using Vodafone's mobile network in Australia.

Kogan Mobile New Zealand: New Vertical launched in 1HFY20 offering pre-paid mobile phone plans available online using Vodafone's mobile network in New Zealand.

Kogan Money Credit Cards: New Vertical launched in 1HFY20 offering a competitively priced credit card with compelling loyalty incentives for consumers to shop on Kogan.com and elsewhere, in partnership with Citi.

Kogan Money Home Loans: New Vertical launched in 2QFY19 offering competitive home loan products, in partnership with Adelaide Bank and Pepper Group.

Kogan Money Super: New Vertical launched in 1HFY20 offering a new no frills, ultra low fee Australian super fund, in partnership with Mercer.

Kogan Pet: Vertical launched in 4QFY18 offering pet insurance online.

Kogan Retail: Exclusive Brands and Third-Party Brands sales through the Core Website Channels and eBay, Amazon.com.au, TradeMe and other platforms.

Kogan Travel: Vertical offering online holiday packages and hotel and cruise bookings.

LTM: last twelve months.

New Shares: ordinary shares issued under the Institutional Placement and SPP that rank pari passu with existing shares on issue.

New Verticals: Kogan Cars, Kogan Credit Cards, Kogan Energy, Kogan Health, Kogan Insurance, Kogan Internet, Kogan Life, Kogan Mobile Australia, Kogan Mobile New Zealand, Kogan Money, Kogan Pet, Kogan Super and Kogan Travel.

Partners: refers to the companies Kogan.com has launched Verticals with.

Placement: refers to the placement of new fully paid ordinary shares in Kogan.com to institutional investors under section 708A of the Corporations Act 2001 (Cth).

Product Division: means Exclusive Brands and Third-Party Brands.

Repeat Orders: refers to orders placed during the period by Active Customers who had previously transacted with the Business at the time of their order.

Share Purchase Plan (SPP): refers to a plan for the offer of Kogan.com Shares to eligible Shareholders with registered addresses in Australia or New Zealand.

The Company: refers to Kogan.com Ltd and its controlled entities.

The Offer: refers to the Placement and SPP collectively.

The Presentation: refers to this document, titled "Kogan.com Investor Presentation".

Third-Party Brands: products sold under brands owned by third parties, which are sourced domestically in Australia and internationally.

TSR: Total Shareholder Return is a measure of the performance of a Company's Shares over a defined time period.

US Securities Act: US Securities Act of 1933.

VWAP: Volume Weighted Average Price.

YoY: Year-on-year.

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APPENDIX: 4Q TDFY20 UPDATE

FINANCIAL UPDATE – APRIL AND MAY 2020¹

Combined April and May 2020 (**4QTDFY20**) Adjusted EBITDA² grew by 219.3% YoY, driven by Gross Profit growth of 132.9% YoY.

\$m	4QTDFY19	4QTDFY20	4QTDFY19 vs 4QTDFY20 Variance
Gross Sales³	82.8	168.6	103.6%
Revenue ⁴	62.7	104.1	65.9%
Gross Profit	13.3	30.9	132.9%
<i>Gross Margin</i>	<i>21.1%</i>	<i>29.7%</i>	<i>8.5pp/40.4%</i>
Variable Costs	(3.1)	(4.1)	31.8%
Marketing Costs	(1.8)	(7.3)	309.8%
People Costs	(2.8)	(3.5)	23.9%
Other Costs	(1.3)	(2.1)	58.7%
Total Operating Costs	(9.1)	(17.0)	87.9%
EBITDA	4.2	13.9	230.0%
Adjusted EBITDA²	4.4	14.0	219.3%

Notes:

1. Based on unaudited management accounts.
2. Adjusted EBITDA is a measure of the underlying performance of the Business, it removes non-cash items including the unrealised FX gain/(loss) and equity-based compensation.
3. The Company believes Gross Sales is a key metric of the Business, given that transaction values of Kogan Marketplace, Kogan Mobile, and other New Verticals are not reflected in Revenue.
4. The differential between Revenue and Gross Sales is reflective of Kogan Marketplace and New Verticals recognising only commission-based Revenue while the gross transaction values are recognised within Gross Sales.

NET ASSETS SUMMARY¹

Strong Balance Sheet at 31 May 2020 with \$58.6 million of cash (debt facility drawn to \$26.0m).

\$m	May20
CURRENT ASSETS	
Cash	58.6
Trade and other receivables	6.8
Inventories	103.5
Total current assets	169.0
NON-CURRENT ASSETS	
Property, plant and equipment	0.2
Right of use asset	2.5
Intangible assets	8.4
Deferred tax assets	1.6
Total non-current assets	12.8
Total assets	181.7
CURRENT LIABILITIES	
Trade and other payables	66.3
Lease liability	2.0
Loans and borrowings	26.0
Provisions	2.3
Deferred income	16.6
Financial liabilities	0.5
Total current liabilities	113.8
NON-CURRENT LIABILITIES	
Lease liability	0.6
Deferred income and provisions	0.0
Total non-current liabilities	0.7
Total liabilities	114.4
NET ASSETS	67.3

Notes:

1. Balance Sheet is displayed on a pre capital raising basis and is based on unaudited management accounts.