

24 September 2018

The Manager  
Company Announcements Office  
Australian Securities Exchange  
20 Bridge Street  
Sydney NSW 2000

Dear Sir/Madam,

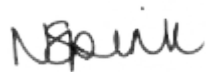
**MotorCycle Holdings Limited (ASX: MTO) - Notice of 2018 Annual General Meeting**

The 2018 Annual General Meeting for MotorCycle Holdings Limited will be held on Tuesday, 30 October 2018 at 10am (Brisbane time) at the offices of Morgans, Level 29, Riverside Centre, 123 Eagle Street, Brisbane, Queensland, 4000.

The attached Notice of Meeting, Explanatory Notes and Proxy Form have been mailed to shareholders today. These documents, together with the 2018 Annual Report (lodged with ASX on 29 August 2018) are also available on the Company's website: [www.mcholdings.com.au](http://www.mcholdings.com.au).

Yours faithfully,

**MotorCycle Holdings Limited**



Nicole Spink CPA  
Company Secretary



# **MotorCycle Holdings Limited**

ACN 150 386 995

## **Notice of 2018 Annual General Meeting and Explanatory Notes**

**Time of Meeting:** 10.00 am (Brisbane Time)

**Date of Meeting:** Tuesday, 30 October 2018

**Place of Meeting:** Morgans  
Level 29, Riverside Centre  
123 Eagle Street  
Brisbane Queensland 4000



## Notice of Annual General Meeting

Notice is given that the Annual General Meeting of Shareholders of MotorCycle Holdings Limited, ACN 150 386 995, (the **Company**) will be held at 10.00am (Brisbane Time) on Tuesday, 30 October at Morgans, Level 29 Riverside Centre, 123 Eagle Street, Brisbane, Queensland, 4000.

If you are unable to attend the meeting, we encourage you to complete and return the enclosed Proxy Form by no later than 10.00 am (Brisbane time) on Sunday, 28 October 2018. Information to assist Shareholders to complete the Proxy Form and details of where to send the completed Proxy Form can be found on page 4 of the Notice under the heading "How to Appoint a Proxy".

The accompanying Explanatory Notes provide information about the Resolutions, voting, a summary of important information and Defined Terms (page 12) and form part of this Notice and should be read in conjunction with it.

The Directors recommend that Shareholders read the Notice of Meeting and the Explanatory Notes in full before making any decision in relation to the Resolutions.

## PART A: Ordinary Business

### Annual Financial Report and Directors' and Auditor's Report

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To receive and consider the Company's 2018 Annual Report comprising the Directors' Report and Auditor's Report, Directors' Declaration, Consolidated Statement of Profit and Loss and Other Comprehensive Income, Consolidated Statement of Financial Position, Consolidated Statement of Changes in Equity, Consolidated Statement of Cash Flows and notes to the financial statements for the Company and its controlled entities for the financial year ended 30 June 2018.

### Resolution 1: Remuneration Report

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To consider and, if thought fit, pass the following as a resolution in accordance with Section 250R (2) Corporations Act:

*"That the Remuneration Report for the year ended 30 June 2018 (as set out in the Directors' Report), be adopted."*

### Resolution 2: Re-election of Warren Bee as a Director

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

*"That **Warren Bee**, who retires in accordance with Rule 10.3 of the Constitution, and being eligible, be re-elected as a Director of the Company".*

### Resolution 3: Re-election of David Foster as a Director

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

*"That **David Foster**, who retires in accordance with Rule 10.3 of the Constitution, and being eligible, be re-elected as a Director of the Company".*

## PART B: Long Term Incentive Plan

### Resolution 4: Approval of Participation of David Ahmet in Long Term Incentive Plan

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

*"That for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to grant 96,618 Performance Rights to Mr David Ahmet (or his nominee/s), and to issue or transfer ordinary shares in the Company to Mr Ahmet (or his nominee/s) on the terms and conditions set out in the Company's Long Term Incentive Plan and the Explanatory Notes attached to this Notice of Annual General Meeting".*

## PART C: General Business

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company.

### Voting exclusion statement

In accordance with the Listing Rules and the Corporations Act, the Company will disregard any votes cast on each resolution (as applicable) by certain persons identified as being excluded from voting on that resolution.

Terms used below are defined in the "Interpretation" section of the accompanying Explanatory Notes.

The Company will disregard any votes cast in favour on:

- **Resolution 1: Adoption of Remuneration Report** by:
  - any member of the Key Management Personnel whose remuneration details are included in the Remuneration Report and any Closely Related Party of such a member; or
  - proxy by any member of Key Management Personnel and any Closely Related Party of such a member;
- **Resolution 4: Approval of Participation of David Ahmet in Long Term Incentive Plan** by:
  - David Ahmet (being the only Director eligible to participate in the LTI Plan) or any of his Associates; or
  - proxy by any member of the Key Management Personnel or any Closely Related Party of such a member.

However, the Company need not disregard a vote cast if it is cast:

- By a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- By the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the direction in the proxy form to vote as the proxy decides, even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

## Important Information

### How to vote

You may vote at the Meeting by attending the Meeting, by person or by proxy.

To vote in person you must attend the Meeting to be held at **Morgans, Level 29 Riverside Centre, 123 Eagle Street, Brisbane, Queensland, 4000, at 10.00am (Brisbane time) on Tuesday, 30 October 2018.**

- If you wish to vote by proxy, your proxy form must be received by the Company no later than 10.00am **(Brisbane time) on Sunday, 28 October 2018.** Any proxy form received after that time will not be valid for the scheduled Meeting. Proxy forms can be lodged by:
  - Posting it to GPO Box 242, Melbourne VIC 3001 Australia.
  - Lodging it online at Computershare's website **[www.investorvote.com.au](http://www.investorvote.com.au)** and logging in using the control number found on the front of your accompanying proxy form, or scanning the QR code on the front of the accompanying Proxy Form with your mobile device and inserting your postcode: **Note: You will be taken to have signed your proxy form if you lodge it in accordance with the instructions on the website.**
  - Faxing it to 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).
  - Intermediary Online subscribers (Institutions/Custodians) may lodge their proxy instruction online by visiting **[www.intermediaryonline.com](http://www.intermediaryonline.com)**

### Entitlement to vote

In accordance with Regulation 7.11.37 of the Corporations Regulations 2001, the Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the register of Shareholders as at **7.00pm (Brisbane time) on Sunday, 28 October 2018.** Accordingly, transactions registered after that time will be disregarded in determining a Shareholder's entitlement to attend and vote at the Meeting.

### How to Appoint a Proxy

The **enclosed** proxy form provides further details on appointing proxies and lodging proxy forms:

- (a) a Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a Shareholder of the Company;
- (c) a Shareholder may appoint a body corporate or an individual as its proxy;
- (d) a body corporate appointed as a Shareholder's proxy may appoint an individual as its representative to exercise any of the powers that the body may exercise as the Shareholder's proxy; and
- (e) Shareholders entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, a certificate of the appointment of corporate representative should be completed and lodged in the manner specified below.

If proxy holders vote on a poll, they must vote all directed proxies as directed. Any directed proxies which are not voted on a poll will automatically default to the person chairing the Meeting, who must vote the proxies as directed

Proxy forms must be lodged by **10.00am (Brisbane time) on Sunday, 28 October 2018.** The Chair intends to vote all undirected proxies in favour of the resolutions.

#### **Important Information on appointing a Proxy for Resolutions 1 & 4**

The Corporations Act places certain restrictions on the ability of KMP (including the person chairing the Meeting) and their CRP to vote on Resolutions 1 & 4 including where they are voting as proxy for another Shareholder.

To ensure that your votes are counted, you are encouraged to direct your proxy as to how to vote on Resolutions 1 & 4 by indicating your preference by completing any of the 'For', 'Against' or 'Abstain' boxes on the proxy form.

The Chair of the Meeting intends to vote all undirected proxies in favour of Resolutions 1 & 4.

If you appoint the Chair of the Meeting as your proxy but you do not direct the Chair how to vote in respect of Resolutions 1 & 4 you will be directing the Chair to vote in favour of the resolutions and the Chair will vote in this way, even though the resolution is in connection with the remuneration of a member of KMP.

### **Corporate representatives**

Any:

- a) corporate Shareholder; or
- b) corporate proxy appointed by a Shareholder,

that has appointed an individual to act as its corporate representative at the Annual General Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative.

The authority may be sent to the Company or its share registry, Computershare, in advance of the Annual General Meeting or handed in at the Annual General Meeting when registering as a corporate representative.

An Appointment of Corporate Representative form is available by contacting the Company's share registry:

#### **Computershare Investor Services Pty Limited**

Phone: 1800 850 505 (within Australia),

Phone: +61 3 9415 4000 (outside Australia).

### **Questions on how to cast your votes**

If you have any queries on how to cast your votes, please call the Company's share registry:

#### **Computershare Investor Services Pty Limited**

Phone: 1800 850 505 (within Australia),

Phone: +61 3 9415 4000 (outside Australia).

### **Questions about MotorCycle Holdings Limited**

Shareholders may direct questions during the meeting to the Chairman about the operations and management of MotorCycle Holdings Limited.

In addition, a question form has been included with this Notice of Meeting to make it easier for Shareholders to submit written questions. Please submit written questions by no later than **5.00pm (Brisbane time) on Friday, 19 October 2018** to the Company Secretary by post or email at the address below:

#### **Written Questions to the Company**

##### **To be submitted by:**

Time: 5.00pm (Brisbane Time)

Date: Friday, 19 October 2018

##### **By Post:**

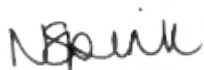
Ms Nicole Spink (Company Secretary)  
MotorCycle Holdings Limited  
68 Moss Street, Springwood  
Queensland 4127

**By Email:** [nicole@mcholdings.com.au](mailto:nicole@mcholdings.com.au)

### **After the Meeting**

After the meeting, all Shareholders are invited to join the Directors and Management for light refreshments.

### **By order of the Board**



**Nicole Spink**

Company Secretary

24 September 2018

## Explanatory Notes

These Explanatory Notes are provided to Shareholders of the Company to explain the Resolutions to be put to Shareholders at the Annual General Meeting of MotorCycle Holdings Limited to be held at **Morgans, Level 29 Riverside Centre, 123 Eagle Street, Brisbane, Queensland, 4000 at 10.00am (Brisbane time) on Tuesday, 30 October 2018.**

The Directors recommend that Shareholders read the accompanying Notice of Meeting and these Explanatory Notes in full before making any decision in relation to the resolutions.

Terms used in these Explanatory Notes are defined on page 12 of this document.

### Information pertaining to the Items of Business

#### PART A: ORDINARY BUSINESS

##### ANNUAL FINANCIAL REPORT AND DIRECTORS' AND AUDITOR'S REPORT

The Company's Annual Report comprising the Directors' Report and Auditor's Report, Directors' Declaration, Consolidated Statement of Profit and Loss and Other Comprehensive Income, Consolidated Statement of Financial Position, Consolidated Statement of Changes in Equity, Consolidated Statement of Cash Flows and notes to the financial report for the Company and its controlled entities for the financial year ended 30 June 2018 were released to ASX Limited on 29 August 2018.

The Company's Annual Report is placed before the Shareholders for discussion.

No voting is required for this resolution.

#### If you have a question for the Company's Auditor Before the Annual General Meeting

As a Shareholder, you may submit a written question to the Auditor prior to the Meeting provided that the question relates to:

- the content of the Auditor's Report; or
- the conduct of the audit in relation to the Financial Report.

All questions must be sent to the Assistant Company Secretary and may not be sent to the Auditor. The Company will then forward all questions to the Auditor.

##### **Written Questions to the Auditor**

##### **To be submitted by:**

Time: 5.00pm Brisbane time  
Date: Friday, 19 October 2018  
Ms Nicole Spink (Company Secretary)  
MotorCycle Holdings Limited  
68 Moss Street, Springwood  
Queensland 4127

**By Email:** [nicole@mcholdings.com.au](mailto:nicole@mcholdings.com.au)

#### If you have a question for the Company's Auditor at the Meeting

The Auditor will be attending the Annual General Meeting and will answer written questions submitted prior to the Meeting.

The Auditor will also be available to answer questions from Shareholders relevant to:

- the conduct of the audit;
- the preparation and content of the Auditor's Report;
- the accounting policies adopted by the Company in relation to the preparation of the Financial Statements; and
- the independence of the Auditor in relation to the conduct of the audit.

##### RESOLUTION 1: REMUNERATION REPORT

The Board has submitted its Remuneration Report to Shareholders for consideration and adoption by way of a non-binding advisory resolution.

The Remuneration Report is in the Directors' Report and set out on pages 16 to 26 of the Annual Financial Report for the period ended 30 June 2018.



The 2018 Annual Report is available on the Company's website [www.mcholdings.com.au](http://www.mcholdings.com.au)

The Remuneration Report:

- Explains the Board's policy for determining the nature and amount of remuneration of executives of the Company including the Managing Director; and
- Sets out remuneration details for each Director and the other Key Management Personnel of the Company.

Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, and make comments on, the Remuneration Report and the Company's remuneration arrangements.

The Board believes that the Company's remuneration arrangements, as set out in the Remuneration Report, are fair, reasonable and appropriate and support achievement of the strategic objectives of the Company.

**Directors' recommendation:**

The Board unanimously recommends that Shareholders vote in favour of adopting the Remuneration Report.

*Note to Shareholders: A vote on this resolution is advisory only and does not bind the Directors.*

## RESOLUTION 2: RE-ELECTION OF WARREN BEE AS A DIRECTOR

Mr Warren Bee was appointed as a Director by the Board on 30 June 2011. In accordance with Rule 10.3 of the Company's Constitution, Mr Bee retires at the end of the Annual General Meeting and being eligible, presents himself for re-election by Shareholders.

### Warren Bee



*Appointed 30 June 2011*

*Chairman Nomination and Remuneration Committee  
Member Audit and Risk Committee*

Warren has been a director of MotorCycle Holdings since June 2011 and from 2007 to 2011 chaired the Company's advisory board. Warren also currently serves on the board of LEP Colour Printers. Warren has also held chief executive officer and line management roles across a range of industries. Warren is a Fellow of the Institute of Chartered Accountants Australia and a member of the Australia Institute of Company Directors.


Current directorships of other listed entities	Nil
Directorships of listed entities over last 3 years	Nil
Bankruptcy and Criminal History Search	Nil to report

**Directors' recommendation:**

The Directors, with Warren Bee abstaining, recommend that you vote in favour of this ordinary resolution to elect Warren Bee as a Director.

## RESOLUTION 3: RE-ELECTION OF DAVID FOSTER AS A DIRECTOR

Mr David Foster was appointed as a Director by the Board on 8 March 2016. In accordance with Rule 10.3 of the Company's Constitution, Mr Foster retires at the end of the Annual General Meeting and being eligible, presents himself for re-election by Shareholders.

<p><b>David Foster</b></p>  <p><i>Appointed 8 March 2016</i></p> <p><i>Chairman</i></p>	<p>David has over 25 years' experience in the financial services industry, with experience spanning across management, distribution, technology and marketing in retail banking.</p> <p>David is currently a non-executive director of Genworth Financial Limited, Thorn Group Limited and G8 Education and was previously CEO of Suncorp Bank. David has a Masters of Business Administration, a Bachelor of Applied Science, is a Senior Fellow with Financial Services Institute of Australasia and a Graduate of the Australian Institute of Company Directors.</p>
<p>Current directorships of other listed entities</p>	<p>G8 Education Limited (Appointed January 2016) Genworth Mortgage Insurance Australia Limited (Appointed May 2016) Thorn Group Limited (Appointed November 2014)</p>
<p>Directorships of listed entities over last 3 years</p>	<p>Kina Securities Limited</p>
<p>Bankruptcy and Criminal History Search</p>	<p>Nil to Report</p>
<p><b>Directors' recommendation:</b></p> <p>The Directors, with David Foster abstaining, recommend that you vote in favour of this ordinary resolution to elect David Foster as a Director.</p>	

## PART B: LONG TERM INCENTIVE PLAN

### RESOLUTION 4 - APPROVAL OF PARTICIPATION OF DAVID AHMET IN LONG TERM INCENTIVE PLAN

#### 1. Background

ASX Listing Rule 10.14 states that a listed company must not permit a Director to acquire securities under an employee incentive scheme without the prior approval of shareholders by an ordinary resolution.

As the Company's Managing Director, the purpose of this Resolution 4 is for Shareholders to approve the proposed grant of Performance Rights under the Company's LTI Plan to Mr Ahmet.

The Board believes that part of the rewards for Mr Ahmet's services to the Company should be performance-based and at risk and should involve equity interests in the Company. This approach is consistent with best practice in executive remuneration and corporate governance. In structuring the terms of the long term incentives to Mr Ahmet, the Board has considered market practice among comparable companies listed on the ASX.

The Board has considered the application of Chapter 2E of the Corporations Act to the issue of Performance Rights to Mr Ahmet and considers that the financial benefit given by such grant of Performance Rights constitutes reasonable remuneration to Mr Ahmet given (i) the circumstances of the Company and (ii) Mr Ahmet's role and responsibilities at the Company, for the purposes of the exception contained in section 211(1) of the Corporation Act. Therefore the Company is not seeking shareholder approval pursuant to section 208 of the Corporations Act in addition to the approval being sought under the Listing Rules.

## 2. Requirements of Listing Rules 10.14 and 10.15

The following information is provided to shareholders for the purposes of ASX Listing Rule 10.15:

- **Number of securities:** The number of Performance Rights that may be granted to Mr Ahmet is 96,618 calculated by dividing \$328,500 (50% of Mr Ahmet's fixed remuneration) by the volume weighted average price (**VWAP**) of the shares of the Company over the 30 calendar days up to and including the 30 June before the commencement of the relevant Performance Period. Subject to shareholder approval, it is proposed that the grant to Mr Ahmet be made as soon as practicable after the Annual General Meeting for the Performance Period 1 July 2018 to 30 June 2021. The VWAP at 30 June 2018 was \$3.40.

Each Performance Right entitles Mr Ahmet to receive, upon vesting and exercise, one fully paid ordinary share in the Company or a cash equivalent. Details of the relevant vesting conditions for Mr Ahmet are summarised below.

- **Price of securities:** The Performance Rights will be granted for no consideration. Furthermore, no fee is payable upon exercise of the Performance Rights.
- **Securities granted under the LTI Plan since the last approval:** The Company sought Shareholder approval under ASX Listing Rule 10.14 for the grant of Performance Rights at the 2017 Annual General Meeting. Following that approval, 118,392 performance rights were granted to three employees, one of which was Mr David Ahmet who currently holds 86,905 performance rights.
- **Eligible participants:** Mr Ahmet is the only Director who is entitled to participate in the Company's LTI Plan. No other Director or associate of a Director is entitled to participate
- **No loans given to acquire securities:** No loan will be provided by the Company in connection with the grant of the Performance Rights to Mr Ahmet.
- **Voting exclusion statement:** A voting exclusion statement in relation to this resolution is set out above in the Notice of Annual General Meeting.
- **Issue of Performance Rights:** Following approval, the Company will issue the Performance Rights to Mr Ahmet as soon as practicable and in any event within 12 months after the date of this Annual General Meeting.

Mr Ahmet's Performance Rights will be divided into two tranches. Each tranche will be subject to separate vesting conditions, as set out below.

**Relative TSR Vesting Condition:** 50% of Mr Ahmet's Performance Rights will be subject to a vesting condition relating to the Company's total shareholder return (**TSR**) in respect of the period from 1 July 2018 to 30 June 2021 (**Performance Period**), when ranked against all the following companies\* (**Peer Group**):

Company Name	3 month average Market Capitalisation as at 31-Dec- 2017 (AUD '000)	Primary Industry	Industry Sector
AP Eagers Limited	1,484.23	Automotive Retail	Consumer Discretionary
Bapcor Limited	1,559.53	Distributors	Consumer Discretionary
Super Retail Group Limited	1,595.79	Automotive Retail	Consumer Discretionary
Thorn Group Limited	130.24	Computer and Electronics Retail	Consumer Discretionary
ARB Corporation Limited	1,470.75	Auto Parts and Equipment	Consumer Discretionary
AMA Group Limited	482.12	Automotive Retail	Consumer Discretionary
Autosports Group Limited	432.89	Automotive Retail	Consumer Discretionary
Apollo Tourism & Leisure Ltd.	288.65	Automobile Manufacturers	Consumer Discretionary
Fleetwood Corporation Limited	167.89	Homebuilding	Consumer Discretionary
PWR Holdings Limited	248.29	Auto Parts and Equipment	Consumer Discretionary
Schaffer Corporation Limited	134.26	Auto Parts and Equipment	Consumer Discretionary

Company Name	3 month average Market Capitalisation as at 31-Dec- 2017 (AUD '000)	Primary Industry	Industry Sector
Sprintex Limited	16.5	Auto Components	Consumer Discretionary

*\*If any of these companies de-list from the ASX, de-merge, merge with, or are taken over by, another Company during or before the end of the Performance Period, they will be excluded from the TSR calculation.*

TSR will be determined by reference to:

- the changes in volume weighted average share price (**VWAP**) of the Shares on the ASX in the 5 trading days up to and including the first trading day of the Performance Period to the VWAP of the Shares on the ASX in the 5 trading days up to and including the last trading day of the Performance Period; and
- the value (on a basis determined by the Board from time to time) of any shareholder benefits (including dividends or any other benefits that the Board determines from time to time are to be taken into account) paid or otherwise made available generally to shareholders in the Company during the Performance Period.

The Board will determine at the end of the Performance Period what proportion (if any) of the Performance Rights that are subject to the Relative TSR Vesting Condition will vest (subject to the service vesting condition as detailed below) as follows:

The Company's relative TSR percentile ranking across the TSR Performance Period against the Peer Group	Proportion of the relevant Performance Rights that satisfy the Relative TSR Vesting Condition
Less than 50th percentile	0%
At the 50th percentile	50%
Between the 50th percentile and the 75th percentile	Between 50% and 100%, as determined on a straight line basis
At or above 75th percentile	100%

In addition to satisfying the Relative TSR Vesting Condition above, this tranche of Mr Ahmet's Performance Rights will also be subject to him being continuously engaged by a member of the Group (and not have resigned or his engagement arrangement has not been terminated) up to and including the end of the Performance Period.

**EPS Vesting Condition:** The remaining 50% of Mr Ahmet's Performance Rights will be subject to a vesting condition relating to the growth in the Company's earnings per share (**EPS**) over the Performance Period, compounded annually.

EPS will be determined by reference to the underlying net profit attributable to the Company for the Performance Period, divided by the weighted average number of Shares on issue across the Performance Period. Unless otherwise determined by the Board, business acquisitions by the Group are to be included in the EPS calculation (and not excluded), and the Board may otherwise from time to time adjust the EPS to exclude the effects of other certain one-off costs.

The starting EPS for the EPS calculation will be 30 June 2018 which is the EPS calculated in accordance with the above principles for FY2018 having regard to the audited consolidated accounts for FY2018.

The Board will determine at the end of the Performance Period the proportion of the Performance Rights that are subject to this EPS Vesting Condition that will vest as follows:

The Company's EPS compound annual growth rate (CAGR) over the Performance Period	Proportion of the relevant Performance Rights that satisfy the EPS Vesting Condition
EPS CAGR is less than or equal to 10%	0%
EPS CAGR is greater than 10% and less than or equal to 12%	50%
EPS CAGR is equal to or greater than 12%	100%

In addition to satisfying the EPS Vesting Condition above, this tranche of Mr Ahmet's Performance Rights will also be subject to him being continuously engaged by a member of the Group (and not have resigned or his employment arrangement has not been terminated) up to and including the end of the Performance Period.

If approval is given for the abovementioned issue of the Performance Rights to Mr Ahmet under ASX Listing Rule 10.14, further approval is not required (and will not be sought) under ASX Listing Rule 7.1 for this issue of the Performance Rights or the underlying Shares.

***Directors' recommendation***

Each of the Directors (other than Mr Ahmet who is a potential participant under the Company's LTI Plan) recommends that shareholders vote in favour of this resolution. Mr Ahmet makes no recommendation in relation to this resolution.

The Chairman intends to vote all available proxies in favour of this Resolution 4.

Defined Terms	Meaning
<b>Auditor</b>	KPMG.
<b>Associate</b>	an associate as defined in sections 10-17 of the Corporations Act or, in relation to the Listing Rules, the meaning given in the Listing Rules.
<b>Annual General Meeting</b>	the annual meeting of Shareholders of MotorCycle Holdings Limited convened by this Notice of Meeting.
<b>ASX</b>	ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires).
<b>Board</b>	the board of Directors of the Company.
<b>Chair</b>	the person appointed to Chair the Meeting.
<b>Closely Related Party or CRP</b>	(as defined in the Corporations Act) of a member of the Key Management Personnel for an entity means: <ul style="list-style-type: none"> <li>a) a spouse or child of the member; or</li> <li>b) a child of the member's spouse; or</li> <li>c) a dependant of the member or the member's spouse; or</li> <li>d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or</li> <li>e) a company the member controls; or</li> <li>f) a person prescribed by the regulations for the purposes of this paragraph.</li> </ul>
<b>Corporations Act</b>	the <i>Corporations Act 2001</i> (Cth).
<b>Company</b>	MotorCycle Holdings Limited, ACN 150 386 995.
<b>Constitution</b>	the constitution of the Company, as amended from time to time, a copy of which is available on the Company's website <a href="http://www.mcholdings.com.au">www.mcholdings.com.au</a> .
<b>Directors</b>	the directors of the Company.
<b>Earnings Per Share or EPS</b>	a performance measure which compares the Company's year on year growth in earnings per share during the Performance Period compared to the EPS at 30 June of the year immediately prior to the start of the Performance Period.
<b>Explanatory Notes</b>	the explanatory statement accompanying the Notice of Meeting.
<b>FY2018</b>	the financial year ending on 30 June 2018.
<b>Group</b>	MotorCycle Holdings limited and its wholly owned subsidiaries.
<b>Key Management Personnel or KMP</b>	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Defined Terms	Meaning
<b>Listing Rules</b>	the Listing Rules of the ASX.
<b>LTI Plan</b>	the Company's Long Term Incentive Plan.
<b>Managing Director</b>	the managing director of the Company.
<b>Meeting</b>	this meeting.
<b>Notice of Meeting or Notice</b>	the notice of meeting which accompanies the Explanatory Notes.
<b>Performance Right</b>	a conditional right which, upon satisfaction or waiver of the relevant vesting conditions and exercise conditions and the exercise of that right, entitles the holder to receive one ordinary Share in the Company.
<b>Remuneration Report</b>	the section of the Directors' Report contained in the annual Financial Report of the Company for the year ended 30 June 2018 entitled 'Remuneration Report'.
<b>Shares</b>	fully paid ordinary shares in the issued capital of the Company.
<b>Shareholder</b>	a holder of Shares.
<b>Total Shareholder Return or TSR</b>	the percentage movement in Shareholder value from an investment in the Company's Shares over the Performance Period calculated by reference to the change in the Share price and dividends assuming that dividends are immediately reinvested into the Company's Shares.
<b>Volume Weighted Average Price or VWAP</b>	the ratio of the value of Shares traded to total volume of Shares traded.







# MotorCycle Holdings

ABN 29 150 386 995

MTO

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Lodge your vote:



Online:

[www.investorvote.com.au](http://www.investorvote.com.au)



By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

## For all enquiries call:

(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

## Proxy Form

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### Vote and view the annual report online

- Go to [www.investorvote.com.au](http://www.investorvote.com.au) or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

### Your access information that you will need to vote:

Control Number: 9999999

SRN/HIN: I9999999999

PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



 For your vote to be effective it must be received by 10.00am (Brisbane time) Sunday 28th October 2018.

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

## Signing Instructions for Postal Forms

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

## Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,  
or turn over to complete the form** ➔

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

☐

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

## Proxy Form

Please mark ☒ to indicate your directions

### STEP 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Motorcycle Holdings Limited hereby appoint

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the Chairman  
of the Meeting OR



**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of MotorCycle Holdings Limited to be held at **Morgans, Level 29 Riverside Centre, 123 Eagle Street, Brisbane, Queensland, 4000, at 10.00am (Brisbane time) on Tuesday, 30 October 2018** and at any adjournment or postponement of that Meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on **Items 1 & 4** (except where I/we have indicated a different voting intention below) even though **Items 1 & 4** are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on **Items 1 & 4** by marking the appropriate box in step 2 below.

### STEP 2 Items of Business



**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Warren Bee as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of David Foster as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of Participation of David Ahmet in Long Term Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Before completing your vote and returning by post, please consider using the preferred electronic voting option outlined on the front page of this form.**

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

### SIGN

**Signature of Securityholder(s)** *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact  
Name

\_\_\_\_\_

Contact  
Daytime  
Telephone

\_\_\_\_\_

Date / /

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Computershare +

