ASX Announcement (ASX: MTO)



27 March 2020

Internal restructure of shareholdings of David Ahmet

MotorCycle Holdings Limited (ASX: MTO) has been advised by its Managing Director, Mr David Ahmet, that he has undertaken a restructure of the shares in the Company that he holds a relevant interest and voting power in.

Mr Ahmet currently holds a relevant interest and voting power in 18.29% of the Company and will, after the restructure, continue to hold the same relevant interest and voting power.

Mr Ahmet has transferred 6,300,000 shares (10.21% of the Company) currently held by Kenlake Pty Limited ATF the Ahmet Family Trust to Greenslide Pty Ltd, a company controlled by Mr Ahmet.

The Appendix 3Y and Substantial Shareholder notices relating to this restructure are attached.

This announcement was authorised for release by MotorCycle Holdings' Board of Directors.

-ENDS-

For further information please contact:

Mr David Ahmet Managing Director MotorCycle Holdings Limited Phone: 0403 333 048

Rule 3.19A.2

Appendix 3Y

Change of Director's Interest Notice

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

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

Name of Entity	MotorCycle Holdings Limited
ABN	29 150 386 995

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

Name of Director	David Hedley Ahmet
Date of last notice	25 March 2020

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

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

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

Direct or indirect interest	Indirect	
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Greenslide Pty Ltd [David Ahmet is a Director and Shareholder]	
Date of change	25 March 2020	
No. of securities held prior to change	Direct, fully paid ordinary shares: Indirect, fully paid ordinary shares: Kenlake Pty Limited ATF Ahmet Family Trust [David Ahmet is a Director of Kenlake Pty Limited and a beneficiary of the Ahmet Family Trust] Indirect, fully paid ordinary shares: Netwealth Investments Limited (Wrap Services Account) as trustee for Kenlake Pty Limited ATF Ahmet Family Trust [David Ahmet is a Director of Kenlake Pty Limited and a beneficiary of the Ahmet Family Trust]	581,596 10,629,394 72,917
	TOTAL FULL PAID ORDINARY SHARES:	11,283,907
	Direct, performance rights	183,523
	TOTAL PERFORMANCE RIGHTS:	183,523

⁺ See chapter 19 for defined terms.

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Class	Fully paid ordinary shares		
Number acquired	6,300,000		
Number disposed	6,300,000		
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Off-market transfer of shares held by Kenlake Pty Ltd ATF the Ahmet Family Trust to Greenslide Pty Ltd with a value of \$7,591,500.		
	Direct, fully paid ordinary shares: Indirect, fully paid ordinary shares: Kenlake Pty Limited ATF Ahmet Family Trust [David Ahmet is a Director of Kenlake Pty Limited and a beneficiary of the Ahmet Family Trust]	581,596 4,329,394	
No. of securities held after change	Greenslide Pty Ltd [David Ahmet is a Director and Shareholder] Indirect, fully paid ordinary shares: Netwealth Investments Limited (Wrap Services Account) as trustee for Kenlake Pty Limited ATF Ahmet Family Trust [David Ahmet is a Director of Kenlake Pty Limited and a beneficiary of the Ahmet Family Trust]	6,300,000 72,917	
	Direct, performance rights TOTAL PERFORMANCE RIGHTS:	11,283,907 183,523 183,523	
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Off-market trade		

Part 2 – Change of director's interests in contracts

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

Detail of contract	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A

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⁺ See chapter 19 for defined terms.

No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	N/A
Interest after change	N/A

Part 3 – ⁺Closed period

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

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⁺ See chapter 19 for defined terms.

Form 603

Corporations Act 2001 Section 671B

Notice of initial substantial holder

To Company Name/Scheme MotorCycle Holdings Limited

ACN/ARSN ACN 150 386 995

1. Details of substantial holder (1)

Name Greenslide Pty Ltd and its Associates

ACN/ARSN (if applicable) 072 269 562

The holder became a substantial holder on 25 March 2020

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Fully paid ordinary shares	11,283,907	11,283,907	18.29%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Greenslide Pty Ltd ACN 072 269 562	Relevant interest under s608(1)(a) of the Corporations Act 2001 (Cth)	6,300,000 fully paid ordinary shares
David Hedley Ahmet	Relevant interests under s608(1)(a) of the Corporations Act 2001 (Cth)	581,596 fully paid ordinary shares
Kenlake Pty Ltd ACN 075 880 867 as trustee for the Ahmet Family Trust	Relevant interest under s608(1)(a) of the Corporations Act 2001 (Cth)	4,329,394 fully paid ordinary shares
Netwealth Investments Limited (Wrap Services Account) as trustee for Kenlake Pty Limited ATF Ahmet Family Trust	Relevant interest under s608(1)(a) of the Corporations Act 2001 (Cth)	72,917 fully paid ordinary shares
Ahmet Family Trust	Relevant interest under s608(1) of the Corporations Act 2001 (Cth)	4,402,311 fully paid ordinary shares

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of Securities	Person entitled to be registered as holder (8)	Class and number of securities
Greenslide Pty Ltd ACN 072 269 562	Greenslide Pty Ltd ACN 072 269 562	Greenslide Pty Ltd ACN 072 269 562	6,300,000 fully paid ordinary shares
David Hedley Ahmet	David Hedley Ahmet	David Hedley Ahmet	581,596 fully paid ordinary shares
Kenlake Pty Ltd ACN 075 880 867 as trustee for the Ahmet Family Trust	Kenlake Pty Ltd ACN 075 880 867	Kenlake Pty Ltd ACN 075 880 867 as trustee for the Ahmet Family Trust	4,329,394 fully paid ordinary shares
Netwealth Investments Limited (Wrap Services Account) as trustee for Kenlake Pty Limited ATF Ahmet Family Trust	Netwealth Investments Limited	Netwealth Investments Limited	72,917 fully paid ordinary shares

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)	Class and number of securities
Greenslide Pty Ltd	25/03/2020	187 597 500	6,300,000 fully paid ordinary shares
Kenlake Pty Ltd ACN 075 880 867 as trustee for the Ahmet Family Trust	23/03/2020		2,843 fully paid ordinary shares
Kenlake Pty Ltd ACN 075 880 867 as trustee for the Ahmet Family Trust	20/03/2020		47,157 fully paid ordinary shares

Kenlake Pty Ltd ACN 075 880 867 as trustee for the Ahmet Family Trust	11/03/2020	\$19,001.89	13,488 fully paid ordinary shares
Kenlake Pty Ltd ACN 075 880			
867 as trustee for the Ahmet	10/03/2020	\$20,554.45	13,833 fully paid
	10/03/2020	\$20,334.43	ordinary shares
Family Trust			-
Kenlake Pty Ltd ACN 075 880			2,679 fully paid
867 as trustee for the Ahmet	09/03/2020	\$4,018.50	ordinary shares
Family Trust			ordinary snares
Kenlake Pty Ltd ACN 075 880			0.000 fully poid
867 as trustee for the Ahmet	06/03/2020	\$11,956.00	8,000 fully paid
Family Trust		,	ordinary shares
Kenlake Pty Ltd ACN 075 880			C 000 fully maid
867 as trustee for the Ahmet	05/03/2020	\$9,000.00	6,000 fully paid
Family Trust		,	ordinary shares
Kenlake Pty Ltd ACN 075 880			0.000 fulls = -1-1
867 as trustee for the Ahmet	04/03/2020	\$8,700.00	6,000 fully paid
Family Trust			ordinary shares

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6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
David Hedley Ahmet	David Ahmet is a director and shareholder of Greenslide Pty Ltd.
Kenlake Pty Ltd ACN 075 880 867 as trustee for the Ahmet Family Trust	David Ahmet is a director and shareholder of Kenlake Pty Ltd. Mr Ahmet is a beneficiary of the Ahmet Family Trust.
Netwealth Investments Limited (Wrap Services Account) as trustee for Kenlake Pty Limited ATF Ahmet Family Trust	Netwealth Investments Limited is a nominee for Kenlake Pty Ltd ATF the Ahmet Family Trust.
Ahmet Family Trust	David Ahmet is a director and shareholder of Kenlake Pty Ltd. Mr Ahmet is a beneficiary of the Ahmet Family Trust.

7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Greenslide Pty Ltd ACN 072 269 562	'KPMG' LEVEL 16, 71 EAGLE STREET BRISBANE QLD 4000
David Hedley Ahmet	107 VILLIERS STREET NEW FARM QLD 4005
Kenlake Pty Ltd ACN 075 880 867 as trustee for the Ahmet Family Trust	'KPMG' LEVEL 16, 71 EAGLE STREET BRISBANE QLD 4000
Netwealth Investments Limited (Wrap Services Account) as trustee for Kenlake Pty Limited ATF Ahmet Family Trust	'KPMG' LEVEL 16, 71 EAGLE STREET BRISBANE QLD 4000
Ahmet Family Trust	'KPMG' LEVEL 16, 71 EAGLE STREET BRISBANE QLD 4000

Sig	natu	re
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print name	David Hedley Ahmet	capacity	Director
sign here	Withme	date	27/03/2020

DIRECTIONS

(1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.

- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown."
- (9) Details of the consideration must include any and all benefits, moneys and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

Form 604

Corporations Act 2001 Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme MotorCycle Holdings Limited

ACN/ARSN 150 386 995

1. Details of substantial holder (1)

Name David Ahmet and his Associates

ACN/ARSN (if applicable)

There was a change in the interests of the

substantial holder on 25/03/2020

The previous notice was given to the company on 29/04/2016

The previous notice was dated 29/04/2016

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully paid ordinary shares (FPO)	8,356,635	22.02%	11,283,907	18.29%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	OT SECURITIES	Person's votes affected
See Annexure A	See Annexure A	See Annexure A	See Annexure A	See Annexure A	See Annexure A

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
David Hedley Ahmet	David Hedley Ahmet	David Hedley Ahmet	Relevant interests under s608(1)(a) of the Corporations Act 2001 (Cth)	581,596 FPO	581,596
Kenlake Pty Ltd ACN 075 880 867 as trustee for the Ahmet Family Trust	Kenlake Pty Ltd ACN 075 880 867	Kenlake Pty Ltd ACN 075 880 867	Relevant interest under s608(1)(a) of the Corporations Act 2001 (Cth)	4,329,394 FPO	4,329,394
Netwealth Investments Limited (Wrap Services Account) as trustee for Kenlake Pty Limited ATF Ahmet Family Trust	Netwealth Investments Limited	Netwealth Investments Limited	Relevant interest under s608(1)(a) of the Corporations Act 2001 (Cth)	72,917 FPO	72,917
Ahmet Family Trust	Kenlake Pty Ltd ACN 075 880 867 and Netwealth Investments Limited	Kenlake Pty Ltd ACN 075 880 867 and Netwealth Investments Limited	Relevant interest under s608(1)(a) of the Corporations Act 2001 (Cth)	4,402,311 FPO	4,402,311
Greenslide Pty Ltd ACN 072 269 562	Greenslide Pty Ltd ACN 072 269 562	Greenslide Pty Ltd ACN 072 269 562	Relevant interest under s608(1)(a) of the Corporations Act 2001 (Cth)	6,300,000 FPO	6,300,000

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
	Nominee for Kenlake Pty Limited as trustee for the Ahmet Family Trust. David Ahmet is a director and shareholder of Kenlake Pty Ltd. Mr Ahmet is a beneficiary of the Ahmet Family Trust.
Greenslide Pty Ltd ACN 072 269 562	David Ahmet is a director and shareholder of Greenslide Pty Ltd.

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
David Hedley Ahmet	107 VILLIERS STREET NEW FARM QLD 4005
Kenlake Pty Ltd ACN 075 880 867 as trustee for the Ahmet Family Trust	'KPMG' LEVEL 16, 71 EAGLE STREET BRISBANE QLD 4000
Netwealth Investments Limited (Wrap Services Account) as trustee for Kenlake Pty Limited ATF Ahmet Family Trust	'KPMG' LEVEL 16, 71 EAGLE STREET BRISBANE QLD 4000
Ahmet Family Trust	'KPMG' LEVEL 16, 71 EAGLE STREET BRISBANE QLD 4000
Greenslide Pty Ltd ACN 072 269 562	'KPMG' LEVEL 16, 71 EAGLE STREET BRISBANE QLD 4000

Signature

print name	David Hedley Ahmet	capacity	
sign here	After	date	27/03/2020

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included on any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Annexure A

This is the Annexure A	A referred to in the Form 604 ((Notice of change of interests of substantial ho	older).

Name: Date:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
27/02/2017	Netwealth Investments Limited (Wrap Services Account) as trustee for Kenlake Pty Limited ATF Ahmet Family Trust	On-market acquisition of fully paid ordinary shares	\$212,500	50,000 FPO	50,000
27/10/2017	Netwealth Investments Limited (Wrap Services Account) as trustee for Kenlake Pty Limited ATF Ahmet Family Trust	Issue of fully paid ordinary shares under the October 2017 Entitlement Offer	\$88,230.45	22,917 FPO	22,917
27/10/2017	Kenlake Pty Ltd ACN 075 880 867 as trustee for the Ahmet Family Trust	Issue of fully paid ordinary shares under the October 2017 Entitlement Offer	\$10,411,766.80	2,704,355 FPO	2,704,355
04/03/2019	Kenlake Pty Ltd ACN 075 880 867 as trustee for the Ahmet Family Trust	On-market acquisition of fully paid ordinary shares	\$75,000.00	50,000 FPO	50,000
04/03/2020	Kenlake Pty Ltd ACN 075 880 867 as trustee for the Ahmet Family Trust	On-market acquisition of fully paid ordinary shares	\$8,700.00	6,000 FPO	6,000
05/03/2020	Kenlake Pty Ltd ACN 075 880 867 as trustee for the Ahmet Family Trust	On-market acquisition of fully paid ordinary shares	\$9,000.00	6,000 FPO	6,000
06/03/2020	Kenlake Pty Ltd ACN 075 880 867 as trustee for the Ahmet Family Trust	On-market acquisition of fully paid ordinary shares	\$11,956.00	8,000 FPO	8,000
09/03/2020	Kenlake Pty Ltd ACN 075 880 867 as trustee for the Ahmet Family Trust	On-market acquisition of fully paid ordinary shares	\$4,018.50	2,679 FPO	2,679
10/03/2020	Kenlake Pty Ltd ACN 075 880 867 as trustee for the Ahmet Family Trust	On-market acquisition of fully paid ordinary shares	\$20,554.45	13,833 FPO	13,833
11/03/2020	Kenlake Pty Ltd ACN 075 880 867 as trustee for the Ahmet Family Trust	On-market acquisition of fully paid ordinary shares	\$19,001.89	13,488 FPO	13,488
20/03/2020	Kenlake Pty Ltd ACN 075 880 867 as trustee for the Ahmet Family Trust	On-market acquisition of fully paid ordinary shares	\$66,312.17	47,157 FPO	47,157
23/03/2020	Kenlake Pty Ltd ACN 075 880 867 as trustee for the Ahmet Family Trust	On-market acquisition of fully paid ordinary shares	\$2,987.99	2,843 FPO	2,843
25/03/2020	Kenlake Pty Ltd ACN 075 880 867 as trustee for the Ahmet Family Trust	Off-market disposal of fully paid ordinary shares to Greenslide Pty Ltd ACN 072 269 562	\$7,591,500	6,300,000 FPO	6,300,000
25/03/2020	Greenslide Pty Ltd ACN 072 269 562	Off-market acquisition of fully paid ordinary shares from Kenlake Pty Ltd ACN 075 880 867 as trustee for the Ahmet Family Trust	\$7,591,500	6,300,000 FPO	6,300,000