

REGISTERED OFFICE

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Slacks Creek Q 4127
PO Box 654
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27 October 2023

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

Dear Sir/Madam,

MotorCycle Holdings Limited (ASX:MTO) – Notice of 2023 Annual General Meeting

The 2023 Annual General Meeting for MotorCycle Holdings Limited will be held on Wednesday, 29 November 2023 at 11am AEST (Brisbane time) at Morgans Financial, Level 29 Riverside Centre, 123 Eagle Street, Brisbane, Queensland.

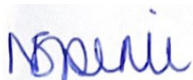
The **attached** Notice and Access Letter has been mailed to shareholders today.

The following documents, which are also **attached**, have been made available to shareholders electronically:

- Notice of 2023 Annual General Meeting and Explanatory Notes; and
- Proxy Form.

These documents, together with the 2023 Annual Report (lodged with ASX on 29 August 2023) are also available online by visiting [this link](#).

Yours faithfully,
MotorCycle Holdings Limited



Nicole Spink
Company Secretary

MotorCycle Holdings

ABN 29 150 386 995

Need assistance?



Phone:

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



Online:

www.investorcentre.com/contact



MotorCycle Holdings Limited Annual General Meeting

The MotorCycle Holdings Limited Annual General Meeting will be held on Wednesday, 29 November 2023 at 11am AEST (Brisbane Time). You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

For your proxy appointment to be effective it must be received by 11am AEST (Brisbane Time) on Monday, 27 November 2023.



ATTENDING THE MEETING IN PERSON

The meeting will be held at:
Morgans Financial, Level 29, Riverside Centre, 123 Eagle Street, Brisbane QLD 4000

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.



MotorCycle Holdings Limited
ACN 150 386 995

Notice of 2023 Annual General Meeting and Explanatory Notes

Date of Meeting:	Wednesday, 29 November 2023
Time of Meeting:	11am AEST (Brisbane Time)
Place of Meeting:	Morgans Financial Level 29, Riverside Centre 123 Eagle Street Brisbane QLD 4000

Notice of Annual General Meeting

Notice is given that the Annual General Meeting (**AGM**) of Shareholders of MotorCycle Holdings Limited, ACN 150 386 995, (the **Company**) will be held at 11 am AEST (Brisbane time) on Wednesday, 29 November 2023 at Morgans Financial, Level 29, Riverside Centre, 123 Eagle Street, Brisbane QLD 4000.

If you are unable to attend the meeting, we encourage you to complete and return the Proxy Form by no later than 11am AEST (Brisbane time) on Monday, 27 November 2023. Information to assist Shareholders to complete the Proxy Form and details of where to send the completed Proxy Form can be found on page 3 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 (pages 21 and 22) 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

To receive and consider the Company's 2023 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 2023.

Resolution 1: Remuneration Report

To consider and, if thought fit, pass the following Resolution as an ordinary Resolution in accordance with s 250R (2) Corporations Act:

"That the Remuneration Report for the year ended 30 June 2023 (as set out in the Directors' Report), be adopted."

This resolution is advisory only and does not bind the Directors or the Company.

A voting exclusion statement applies to Resolution 1. Further details of this exclusion are set out in the Explanatory Notes for the Resolution.

Resolution 2: Re-election of Peter Henley as a Director

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

"That Peter Henley, who retires at the conclusion of the meeting in accordance with Rule 10.4 of the Constitution, and being eligible, be re-elected as a Director of the Company."

Resolution 3: Re-election of Rob Cassen as a Director

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

"That Rob Cassen, who retires at the conclusion of the meeting in accordance with Rule 10.4 of the Constitution, and being eligible, be re-elected as a Director of the Company."

Resolution 4: Election of Katie McNamara as a Director

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

"That Katie McNamara, having been appointed by the Board to fill a casual vacancy and who retires in accordance with Rule 10.7 of the Constitution, and being eligible, be elected as a Director of the Company."

Resolution 5: Election of Martin Ward as a Director

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

"That Martin Ward, having been appointed by the Board to fill a casual vacancy and who retires in accordance with Rule 10.7 of the Constitution, and being eligible, be elected as a Director of the Company."

Resolution 6: Election of Michael Poynton as a Director

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

"That Michael Poynton, having been appointed by the Board to fill a casual vacancy and who retires in accordance with Rule 10.7 of the Constitution, and being eligible, be elected as a Director of the Company."

PART B: Long Term Incentive Plan

Resolution 7: Approval of Long-Term Incentive Plan

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

“That the Company’s Long-Term Incentive Plan (the terms of which are summarised in the Explanatory Notes accompanying this Notice of Annual General Meeting), the grant of Performance Rights under the Long-Term Incentive Plan and the resulting issue of shares under the Long-Term Incentive Plan, be approved for the purposes of ASX Listing Rule 7.2 (exception 13) and for all other purposes”.

A voting exclusion statement applies to Resolution 7. Further details of this exclusion are set out in the Explanatory Notes for the Resolution.

Resolution 8: Approval of Potential Termination Benefits Under Long-Term Incentive Plan

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

“That approval be given for all purposes (including Part 2D.2 of the Corporations Act and ASX Listing Rule 10.19) for the giving of benefits under the LTIP to any current or future person being an officer of, or holding a managerial or executive office in the Company or a related body corporate, in connection with that person ceasing to be an officer or hold that managerial or executive office”.

A voting exclusion statement applies to Resolution 8. Further details of this exclusion are set out in the Explanatory Notes for the Resolution.

Resolution 9: Approval of Participation of David Ahmet in Long-Term Incentive Plan

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 220,384 Performance Rights to Mr. David Ahmet, and to issue or transfer ordinary shares in the Company to Mr. Ahmet 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.”

A voting exclusion statement applies to Resolution 9. Further details of this exclusion are set out in the Explanatory Notes for the Resolution.

Resolution 10: Approval of Participation of Michael Poynton in Long-Term Incentive Plan

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 36,732 Performance Rights to Mr. Michael Poynton, and to issue or transfer ordinary shares in the Company to Mr. Poynton 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.”

A voting exclusion statement applies to Resolution 10. Further details of this exclusion are set out in the Explanatory Notes for the Resolution.

PART C: General Business

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

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 Financial, Level 29, Riverside Centre, 123 Eagle Street, Brisbane QLD 4000 at 11 am AEST (Brisbane time) on Wednesday, 29 November 2023.

If you wish to vote by proxy your Proxy Form must be received by the Company no later than 11 am AEST (Brisbane time) on Monday, 27 November 2023. Any Proxy Form received after that time will not be valid for the scheduled Meeting. You may lodge your Proxy Form by:

- Posting it to GPO Box 242, Melbourne VIC 3001 Australia.
- Lodging a proxy online at Computershare's website 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 intermediaryonline.com.

Entitlement to Vote

In accordance with Regulation 7.11.37 of the Corporations Regulations, 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 7pm (Sydney Time) on Monday, 27 November 2023. 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 Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- a proxy need not be a Shareholder of the Company;
- a Shareholder may appoint a body corporate or an individual as its proxy;
- 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
- 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 11 am AEST (Brisbane time) on Monday, 27 November 2023.

The Chair intends to vote all undirected proxies in favour of the Resolutions.

Important Information on appointing a Proxy for Resolutions 1, 7, 8, 9, and 10

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, 7, 8, 9 and 10 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, 7, 8, 9 and 10 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, 7, 8, 9 and 10.

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, 7, 8, 9, and 10 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 corporate Shareholder or 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 or a copy of a resolution, certified by the secretary or a director of the body corporate, appointing the 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 the Company

Shareholders may direct questions during the meeting to the Chair about the operations and management of the Company.

Please submit written questions by no later than 5pm AEST (Brisbane time) on Wednesday, 22 November 2023 to the Company Secretary by post or email at the address below:

The Company Secretary

MotorCycle Holdings Limited

PO Box 654

Springwood QLD 4127

Email: cosec@mcholdings.com.au

By order of the Board



Nicole Spink

Company Secretary

27 October 2023

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 11am AEST (Brisbane time) on Wednesday, 29 November 2023.

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 pages 21 and 22.

Information relating 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 2023 were released to ASX Limited on 29 August 2023.

The Company's Annual Report is placed before 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 Company Secretary and may not be sent to the Auditor. The Company will forward all questions to the Auditor. Please submit written questions by no later than 5pm AEST (Brisbane time) on Wednesday, 22 November 2023 to the Company Secretary by post or email at the address below:

Ms. Nicole Spink, Company Secretary

MotorCycle Holdings Limited

PO Box 654

Springwood QLD 4127

Email: cosec@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; or
- the independence of the Auditor in relation to the conduct of the audit.

Shareholders may direct questions to the Chair about the operations and management of the Company.

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 23 to 31 of the Annual Report for the period ended 30 June 2023. The 2023 Annual Report is available on the Company's website 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.

Voting Exclusion for Resolution 1

The Company will disregard any votes cast on this Resolution:

- by or on behalf of a member of the Key Management Personnel named in the Remuneration Report, or that Key Management Personnel's CRP, regardless of the capacity in which the vote is cast; or
- as a proxy by a member of the Key Management Personnel, or that Key Management Personnel's CRP, unless the vote is cast as a proxy for a person who is entitled to vote on this Resolution:
 - in accordance with their directions on how to vote as set out in the Proxy Form; or
 - by the person Chairing the meeting pursuant to an express authorisation on 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.

Resolution 2: Re-election of Peter Henley as a Director

Mr. Peter Henley was appointed as a Director by the Board on 1 March 2017 and was last elected by Shareholders at the 2020 Annual General Meeting. In accordance with rule 10.4 of the Company's Constitution, Mr. Henley retires at the conclusion of the Annual General Meeting and being eligible, presents himself for re-election by Shareholders.



Peter Henley

Independent Non-Executive Director appointed 1 March 2017

Peter has a long and distinguished career in financial services and in particular consumer and commercial finance. Peter previously held senior management positions at AGC Limited and was the CEO of Nissan Finance Corp Ltd and of GE Money in Australia and in Southeast Asia.

Since retiring from executive roles in October 2006, Peter has been an Independent Non-Executive Director of Adtrans Group, MTA Insurance Ltd, Thorn Group Limited, and more recently Eagers Automotive Limited.

Committee memberships:

- Chair of MotorCycle Finance Joint Venture Committee
- Member of the Audit and Risk Committee
- Chair of the Nomination and Remuneration Committee

Directorships:

No current Directorships of other publicly listed companies.

No former Directorships of other publicly listed companies within the last three years.

Directors' Recommendation:

The Directors, with Peter Henley abstaining, recommend that you vote in favour of this ordinary Resolution to re-elect Peter Henley as a Director.

Resolution 3: Re-election of Rob Cassen as a Director

Mr. Rob Cassen was appointed as a Director by the Board on 31 October 2017 and was last elected by Shareholders at the 2020 Annual General Meeting. In accordance with rule 10.4 of the Company's Constitution, Mr. Cassen retires at the conclusion of the Annual General Meeting and being eligible, presents himself for re-election by Shareholders.



Rob Cassen

Non-Independent Non-Executive Director appointed 21 December 2018

Executive Director appointed 31 October 2017 until 20 December 2018

Rob has over 35 years' experience in the motorcycle and bicycle industry.

He joined the Board as part of the Company's acquisition of the Cassons Group, one of Australia's largest motorcycle and bicycle clothing and accessory distribution companies.

Rob has developed strong supplier relationships with major international and world leading brands and manufacturers and has created one of the market leading private label brands in Australia.

Committee memberships:

- Member of the Audit and Risk Committee

Directorships:

No current Directorships of other publicly listed companies.

No former Directorships of other publicly listed companies within the last three years.

Directors' Recommendation:

The Directors, with Rob Cassen abstaining, recommend that you vote in favour of this ordinary Resolution to re-elect Rob Cassen as a Director.

Resolution 4: Election of Katie McNamara as a Director

Katie McNamara was appointed as a Director by the Board on 1 November 2022. In accordance with Rule 10.7 of the Constitution, Ms. McNamara retires at the conclusion of the AGM, and being eligible, presents herself for election by Shareholders.



Katie McNamara

Independent Non-Executive Director appointed 1 November 2022

Katie joined the board after four years at Super Retail Group (SRG), where she was the Chief Customer and Strategy Officer, responsible for corporate strategy development and execution, analytics, marketing, and customer strategy. Pre-SRG, Katie was Vice President Asia-Pacific for IBM, and prior to this was the Chief Strategy Officer for Foster's Group / Treasury Wine estates and previously at McKinsey & Company.

Katie holds a Bachelor of Pharmacy degree with honours, and a Master of Business Administration from Melbourne Business School. She has completed executive programs in Digital Marketing at INSEAD and both Digital Transformation and Marketing at Harvard Business School.

Katie has over 25 years of consulting and Senior Executive experience, focused on developing and implementing Strategy, Growth, Innovation and large-scale change.

Committee memberships:

- Member of the Audit and Risk Committee

Directorships:

- Mighty Craft Ltd (appointed April 2023).
- No former Directorships of other publicly listed companies within the last three years.

Directors' Recommendation:

The Directors, with Katie McNamara abstaining, recommend that you vote in favour of this ordinary Resolution to elect Katie McNamara as a Director.

Resolution 5: Election of Martin Ward as a Director

Martin Ward was appointed as a Director by the Board on 1 November 2022. In accordance with Rule 10.7 of the Constitution, Mr. Ward retires at the conclusion of the AGM, and being eligible, presents himself for election by Shareholders.



Martin Ward

Independent Non-Executive Director appointed 1 November 2022

Martin holds a BSc. (Hons) Mathematics degree from the University of Surrey, England and completed a Harvard Business School Advanced Management Program in mid-2000.

Martin's career includes 10 years with Inchcape PLC, initially with their liquor division in the Middle East and Asia Pacific as Managing Director. In 1996, he became MD of Inchcape Motors (Australia) and in 1998 was additionally appointed Regional CEO and Director Asia Pacific/Australasia.

From 2001 to 2005 Martin was the CEO of Ford Motor Company's Sydney Retail Joint Venture. Martin joined Eagers Automotive in July 2005, and was CEO from 2006 to 2021. Martin remains as an Advisor to the Board and CEO. Martin is also a Director of Australian Automotive Dealer Association Limited.

Committee memberships:

- Member of the Audit and Risk Committee
- Member of the Nomination and Remuneration Committee

Directorships:

- No current Directorships of other publicly listed companies.
- Former Director of Eagers Automotive Limited (January 2006 – February 2021)

Directors' Recommendation:

The Directors, with Martin Ward abstaining, recommend that you vote in favour of this ordinary Resolution to elect Martin Ward as a Director.

Resolution 6: Election of Michael Poynton as a Director

Michael Poynton was appointed as a Director by the Board on 17 November 2022. In accordance with Rule 10.7 of the Constitution, Mr. Poynton retires at the conclusion of the AGM, and being eligible, presents himself for election by Shareholders.

**Michael Poynton**

Non-Independent Executive Director *appointed 17 November 2022*

Bringing with him 20 years' experience in the motorcycle industry, Michael Poynton co-founder and former-CEO of Mojo Motorcycles, joined the board as Executive Director following the acquisition of Mojo Motorcycles in late 2022.

Michael has developed strong supplier relationships over the years with major global motorcycle brands. This has contributed to him being a key driver in making Mojo Motorcycles one of Australia's largest wholesale distributors, with an impressive annual growth rate recorded since its 2003 inception.

Directorships:

No current Directorships of other publicly listed companies.

No former Directorships of other publicly listed companies within the last three years.

Directors' Recommendation:

The Directors, with Michael Poynton abstaining, recommend that you vote in favour of this ordinary Resolution to elect Michael Poynton as a Director.

PART B: Long Term Incentive Plan

Resolution 7: Approval of Long-Term Incentive Plan

Background

This Resolution seeks shareholder approval for the Long-Term Incentive Plan (**LTIP**) for the Company. The LTIP was previously approved by Shareholders at the Company's 2020 Annual General Meeting. The Board recognises the need to adequately incentivise and remunerate staff and believes that an appropriately designed LTIP aligns employees' interests with that of shareholders.

The LTIP is designed to:

- align employee incentives with Shareholders' interests;
- encourage broad based share ownership by employees; and
- assist employee attraction and retention.

On 1 October 2022, a new employee share scheme regime under Division 1A of Part 7.12 of the Corporations Act (**New ESS Provisions**) took effect to replace and expand the previous relief provided by ASIC CO 14/1000 (Class Order). The purpose of the New ESS Provisions is to make it easier for companies to access 'regulatory relief' from the Corporations Act requirements in respect of licensing, advertising and hawking, and the design and distribution obligations with a streamlined set of disclosure requirements applying to the ESS.

As a result of those changes, the Company has made some amendments to the LTIP for consistency with the New ESS Provisions and to make some other minor changes. The changes include:

- changes to the persons associated with the Employee ('related persons') who may, if permitted by the Board, accept an offer of Performance Rights, for consistency with the New ESS Provisions;
- changes to the group entities by which an eligible Employee may be employed, for consistency with the New ESS Provisions; and
- changes to the limit on Performance Rights which may be issued for no monetary consideration under the LTIP, for consistency with the New ESS Provisions.

Given these changes, the Board is seeking to refresh approval of the LTIP, including the issue of securities under the LTIP, for the purposes of ASX Listing Rule 7.2 (Exception 13) and for all other purposes.

ASX Listing Rule 7.1 restricts (in certain circumstances) the issue of securities in any 12-month period to 15% of issued shares without shareholder approval. By obtaining approval of the LTIP and the issue of securities under that plan for the purposes of ASX Listing Rule 7.2 (Exception 13), any securities issued under the LTIP will be excluded from the 15% limit in ASX Listing Rule 7.1. The benefit of this approval under ASX Listing Rule 7.2 (Exception 13) survives for 3 years from the date that the resolution is passed.

If the Resolution 7 is not passed, the Company will be able to proceed with the issue of securities under the LTIP without the proposed amendments, however any shares issued under the LTIP will be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of securities that the Company can issue or agree to issue without obtaining prior shareholder approval.

Summary of the key terms of the Company's LTIP

The key terms of the Company's LTIP are set out below:

Eligibility

The Board may from time to time, invite eligible employees, Directors, or contractors of the Company (or its subsidiaries) and their related persons to participate in the LTIP (**Eligible Participants**).

Instruments

The Company may issue performance rights and/or options (each an **Award**) to one or more Eligible Participants under the LTIP. A performance right is a conditional right which, upon the satisfaction or waiver of the relevant vesting conditions and exercise conditions and, if required by the Company, the exercise of that right, entitles its holder to receive one ordinary share in the Company. An option is a right which, upon the satisfaction or waiver of the relevant vesting conditions and exercise conditions and the exercise of that option, entitles its holder to receive one ordinary share in the Company.

Offers

The Board may, from time to time, at its absolute discretion, determine the number and value of any Awards to be granted under the LTIP. Without limiting its discretion, the Board may also determine the vesting conditions, exercise conditions and any other terms applicable to a particular grant of Awards (for example, for an option, the exercise price (if any), the exercise conditions and the exercise period) in an invitation to an Eligible Participant.

Vesting Conditions

The Awards will be subject to the vesting conditions as determined by the Board at the time of the offer. The Board may in its discretion determine that any unvested Awards will become vested and may be exercised in any period, whether or not any or all of the applicable vesting conditions (and exercise conditions if any) have been satisfied, including if an Eligible Participant becomes a leaver in certain circumstances (for example, ceases to be an Eligible Participant due to death or incapacity) or there is a change of control of the Company.

Exercise Conditions

The Awards may be subject to exercise conditions as determined by the Board at the time of offer. The Board may in its discretion waive any or all of the applicable exercise conditions notwithstanding that those exercise conditions may not have been (or are not capable of being) satisfied.

Fulfilment of Vested Awards

The Company will fulfil vested Awards by issuing, allocating or causing to be transferred to the Eligible Participant the number of ordinary shares in the Company to which they are entitled. The Board retains a discretion to fulfil vested Awards by paying an Eligible Participant a cash amount equal to the then value of the shares that the Eligible Participant is otherwise entitled to. Where considered appropriate by the Board, the Company may offer to the holders of Awards a cashless exercise mechanism.

Disposal Restrictions

An Award cannot be transferred, disposed of, or dealt with by an Eligible Participant, without the prior approval of the Board, or where the relevant dealing is effected by force of law on death or legal incapacity of the Eligible Participant. In addition, shares delivered under the LTIP may be subject to disposal restrictions determined by the Board. For the avoidance of doubt, the Eligible Participants must comply with the Company's securities trading policy at all times.

Forfeiture

Unless otherwise determined by the Board, a participant's Awards will be forfeited in the circumstances set out in the rules of the LTIP, including where:

- in relation to unvested Awards:
 - a participant is a 'Good Leaver' (i.e., a participant has died, or may no longer be able to perform their duties under their engagement arrangement due to poor health, injury or disability) the number of unvested Awards forfeited will be determined having regard to the proportion of the performance period remaining at the time the participant became a Good Leaver; and
 - a participant is a 'Bad Leaver' (i.e., where the participant has ceased to be an Eligible Participant, but is not otherwise considered to be a Good Leaver);
- the relevant vesting condition(s) and/or exercise condition(s) are not satisfied or cannot be satisfied by the relevant expiry date of the Awards;
- a participant acts fraudulently or dishonestly or in breach of his or her obligations to the Company (or its subsidiaries); or
- a participant becomes insolvent.

Trust

The Board may elect to use, on such terms and conditions as determined by the Board, an employee share trust for the purpose of holding shares before or after the vesting of an Eligible Participant's Award or delivering any shares to that Eligible Participant upon vesting of an Award.

For the avoidance of doubt, the Board may do all things necessary for the establishment, administration, operation, and funding of an employee share trust.

Change of Control

If a change of control event occurs, which is defined in the rules of the LTIP and includes a takeover of the Company, the Board may in its absolute discretion determine (having regard to, amongst other factors, the performance of the Company at that time against targets set out in the vesting conditions, the period of time that has elapsed between the date of grant of the relevant Awards and the date of the change of control event, and the circumstances of the change of control event) the manner in which all or a specified number of outstanding Awards will be dealt with (including without limitation in a manner that allows the Eligible Participant to benefit from the change of control event on any terms the Board deems fit including determining that some or all of an Eligible Participant's unvested Awards are deemed to have vested).

Amendment

The Board has the ability to amend the rules of the LTIP at any time including with retrospective effect, except if the amendment materially adversely affects the rights of a participant as they existed before the date of the amendment, other than:

- an amendment which is primarily necessitated to ensure compliance with the Company's constitution or laws;
- to correct manifest errors;
- to take into consideration possible adverse tax implications in respect of the LTIP; or
- to allow the implementation of an employee share trust.

To implement an amendment that materially adversely affects the rights of a participant as they existed before the date of the amendment, at least 75% of the participants affected by that amendment must first agree to that amendment in writing.

If the ASX or the ASX Listing Rules require that Shareholder approval be obtained to amend the rules of the LTIP, Shareholder approval will be sought at the relevant time.

A copy of the Company's LTIP may be obtained by Shareholders by writing to:

The Company Secretary

MotorCycle Holdings Limited

PO Box 654

Springwood QLD 4127

Email: cosec@mcholdings.com.au

In addition to the above and for the purpose of ASX Listing Rule 7.2 (Exception 13):

- 826,278 Awards have been issued under the LTIP, and 129,185 shares issued upon exercise of those Awards, since the date of the last approval at the 2020 Annual General Meeting;
- the maximum number of Awards that are proposed to be issued under the LTIP following this approval is 2,000,000; and
- a voting exclusion statement in relation to this resolution is set out below.

Directors' Recommendation:

The Directors, other than Mr. Ahmet and Mr. Poynton who are potential participants under the Company's LTIP, recommend that shareholders vote in favour of this resolution. Mr Ahmet and Mr. Poynton make no recommendation in relation to this resolution.

The Chair intends to vote all available proxies in favour of this Resolution 7.

Voting Exclusion for Resolution 7

The Company will disregard any votes cast:

- in favour of Resolution 7 by or on behalf of David Ahmet or Michael Poynton (being the only Directors eligible to participate in the LTIP), or any of their Associates, regardless of the capacity in which the vote is cast;
- on Resolution 7 as a proxy by a member of the Key Management Personnel, or that Key Management Personnel's CRP.

However, the exclusion will not apply if the vote is cast on the Resolution:

- as proxy or attorney for a person entitled to vote on the Resolution in accordance with their directions of how to vote as set out in the proxy appointment;
- as proxy for a person entitled to vote on the Resolution by the person chairing the meeting pursuant to an express authorisation to exercise the proxy to vote as the proxy thinks fit; or
- by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 8: Approval of Potential Termination Benefits under Long-Term Incentive Plan**Background**

Part 2D.2 of the Corporations Act restricts the benefits that can be given to persons who hold a 'managerial or executive office' (as defined in the Corporations Act) on leaving their employment with the Company or any of its related bodies corporate unless an exception applies.

Under section 200B of the Corporations Act, a company may only give a person a benefit in connection with them ceasing to hold a managerial or executive office if the benefit is approved by shareholders or an exemption applies. Provided Shareholder approval is given, the value of the termination benefits may be disregarded when applying section 200F(2)(b) or section 200G(1)(c) of the Corporations Act (i.e., the approved benefit will not count towards the statutory cap under the legislation).

ASX Listing Rule 10.19 provides that, without the approval of ordinary shareholders, an entity must ensure that no officer of the entity or any of its child entities will be, or may be, entitled to termination benefits if the value of those benefits and the termination benefits that are or may become payable to all officers together exceed 5% of the equity interests of the entity as set out in the latest accounts given to ASX under the ASX Listing Rules.

The value of the termination benefits in total, the value of any benefits that may be granted under the LTIP in connection with issued Performance Rights and/or Options vesting in circumstances of a termination and the equity interests of the Company at the time such benefits may crystallise will not be known until the date of termination. It is uncertain if benefits provided in connection with the LTIP in these circumstances together with any other termination benefits (if any) would exceed the amount which would require approval under the Corporations Act or the ASX Listing Rules. Accordingly, Shareholder approval is being sought for any benefit provided under the LTIP to a person in connection with that person ceasing to hold a managerial or executive office with the Company.

Shareholder approval is sought for all purposes including Part 2D.2 of the Corporations Act and ASX Listing Rule 10.19 to approve the giving of benefits under the LTIP to a person by the Company in connection with that person ceasing to be an officer of, or ceasing to hold a managerial or executive office in, the Company (or subsidiary of the Company) on the terms and conditions in this Explanatory Notes.

If shareholder approval is not obtained under Resolution 8, the Company will not be able to provide termination benefits under the LTIP unless shareholder approval is obtained each and every time such termination benefit is proposed, in accordance with section 200E of the Corporations Act. This may impact on the Company's ability to retract and retain its senior executives.

Requirements of Part 2D.2 of the Corporations Act and ASX Listing Rule 10.19

Under the terms of the LTIP, the Board possesses the discretion to determine, in the event that a participant ceases employment, office, or engagement with the Company (or a subsidiary) before the vesting of their Awards, that some or all of their Awards will not lapse.

The Board's current intention is to only exercise this discretion in favour of a 'Good Leaver' under the LTIP and only to the extent necessary to vest the relevant participant's unvested awards on a pro-rata time basis having regard to the proportion of the performance period elapsed when the relevant participant becomes a 'Good Leaver'.

Exercising discretion in this manner may constitute a "benefit" for the purposes of section 200B of the Corporations Act and ASX Listing Rule 10.19. The Company is therefore seeking Shareholder approval for the exercise of the Board's discretion in respect of any current or future participant in the LTIP who holds:

- a managerial or executive office in, or is an officer of, the Company (or subsidiary of the Company) at the time of their leaving or at any time in the three years prior to their leaving; and
- Awards under the LTIP at the time of their leaving.

The value of the termination benefits that the Directors may give under the LTIP cannot be determined in advance. This is because various matters will or are likely to affect that value. In particular, the value of a particular benefit will depend on factors such as the Company's share price at the time of vesting and the number of Awards that will vest. The following additional factors may also affect the benefit's value:

- the circumstances in which the Participant ceases employment or office;
- the Participant's length of service and the status of the vesting conditions attaching to the relevant Awards at the time;
- the participant's employment, office or contractual arrangement ceases;
- the Participant's base salary at the time the relevant Awards or underlying Shares were granted to the Participant and the time they cease employment or office;
- the number of unvested Awards that the Participant holds at the time they cease employment, office or contractual arrangement; and
- any other factors that the Board considers relevant when exercising its discretion.

If approval is obtained, it will be effective for three years from the date that the resolution is passed.

Directors' Recommendation:

The Directors, other than Mr. Ahmet and Mr. Poynton who are potential participants under the Company's LTIP, recommend that shareholders vote in favour of this Resolution 8. Mr. Ahmet and Mr. Poynton make no recommendation in relation to this Resolution 8.

The Chair intends to vote all available proxies in favour of this Resolution 8.

Voting Exclusion for Resolution 8

The Company will disregard any votes cast:

- in favour of Resolution 8 by or on behalf of any officers or employees of the Company or any subsidiaries of the Company (except those who are ineligible to participate in the LTIP), or any of their Associates, regardless of the capacity in which the vote is cast;
- on Resolution 8 as a proxy by a member of the Key Management Personnel, or that Key Management Personnel's CRP.

However, the exclusion will not apply if the vote is cast on the Resolution:

- as proxy or attorney for a person entitled to vote on the Resolution in accordance with their directions of how to vote as set out in the proxy appointment;
- as proxy for a person entitled to vote on the Resolution by the person chairing the meeting pursuant to an express authorisation to exercise the proxy to vote as the proxy thinks fit; or
- by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 9: Approval of Participation of David Ahmet in Long Term Incentive Plan

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.

Mr. Ahmet is the Company's Managing Director (and so is within the category of persons in Listing Rule 10.14.1), and the purpose of this Resolution 9 is for Shareholders to approve the proposed grant of Performance Rights under the Company's LTIP 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.

If shareholder approval is not obtained under Resolution 9, the Company will not be able to proceed with the issue of the Performance Rights, and the Company will have to consider alternative commercial means to appropriately incentivise Mr Ahmet.

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 for the Performance Period 1 July 2023 to 30 June 2026 is 220,384, calculated by dividing \$333,000 (50% of Mr. Ahmet's total fixed remuneration) by the volume weighted average price (VWAP) of the shares of the Company over the 30 calendar days up to and including 30 June 2023 (being the 30 June before the commencement of the relevant Performance Period). The VWAP at 30 June 2023 was \$1.511.

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.

Details of Mr. Ahmet's current total remuneration package

Mr. Ahmet's total remuneration package consists of fixed remuneration and performance-linked remuneration based on the Company's performance and Mr. Ahmet's individual performance. Details of Mr. Ahmet's total remuneration package is as follows:

Total fixed remuneration, inclusive of superannuation (TFR)	\$ 666,000
Short-term cash bonus, inclusive of superannuation (50% of TFR)	\$ 333,000
<u>LTI (performance rights, 50% of TFR)</u>	<u>\$ 333,000</u>
Total potential remuneration package	\$1,332,000

Number of Performance Rights that have previously been issued to Mr. Ahmet

Mr. Ahmet has previously been granted 916,310 Performance Rights under the LTIP. The Performance Rights were granted for no consideration. Furthermore, no fee is payable upon exercise of those Performance Rights.

Why Performance Rights are being used

The Company considers the Performance Rights to be an effective incentive as they will only vest and become exercisable where relevant performance hurdles and employment service conditions have been met.

The value that the Company attributes to the Performance Rights and its basis

The Performance Rights will be independently valued on a fair value basis at the grant date. Tranche 1 Performance rights (TSR) (see below) will be valued using the Monte Carlo simulation to reflect the impact of the market conditions. Tranche 2 Performance Rights (EPS) (see below) will be valued using the Black Scholes Model, as the performance hurdle is a non-market hurdle. Service and non-market performance conditions attached to the arrangements will not be taken into account in measuring fair value. The fair value for accounting purposes in accordance with AASB 2 *Share-based Payments* is expected to be between \$200,000 and \$250,000.

The date on which the Company will grant the Performance Rights

Subject to obtaining Shareholder approval, it is proposed that the grant to Mr. Ahmet be made as soon as practicable after the Annual General Meeting, but in any event no later than 30 June 2024.

Price of securities

The Performance Rights will be granted for no consideration. Furthermore, no fee is payable upon exercise of the Performance Rights.

Eligible participants

Mr. Ahmet and Mr. Poynton are the only Directors who are entitled to participate in the Company's LTIP. 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.

Other information

Details of any Performance Rights granted under the LTIP will be published in the Annual Report of the Company relating to the period in which they have been granted, together with a statement that approval of the grant was obtained under Listing Rule 10.14. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the LTIP after this Resolution is approved and who were not named in this Notice of Meeting and Explanatory Notes will not participate until approval is obtained under that Listing Rule.

Voting exclusion statement

A voting exclusion statement in relation to this Resolution is set out below.

The key terms of the LTIP and the Performance Rights to be granted

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 2023 to 30 June 2026 (Performance Period), when ranked against all the following companies (Peer Group):

Company Name	Ticker Code	Market Cap \$m ¹	Sector	Industry
AMA Group Limited	AMA	157.3	Industrials	Commercial Services & Supplies
Eagers Automotive Limited	APE	3,414.3	Consumer Discretionary	Consumer Discretionary & Retail
ARB Corporation Limited	ARB	2,482.8	Consumer Discretionary	Automobile Components
Autosports Group Limited	ASG	436.7	Consumer Discretionary	Consumer Discretionary & Retail
Bapcor Limited	BAP	2,143.8	Consumer Discretionary	Consumer Discretionary & Retail
GUD Holdings Limited	GUD	1,279.8	Consumer Discretionary	Automobile Components
National Tyre & Wheel Limited	NTD	71.2	Consumer Discretionary	Consumer Discretionary & Retail
Peter Warren Automotive Holdings Limited	PWR	439.0	Consumer Discretionary	Consumer Discretionary & Retail
RPM Automotive Group Limited	RPM	17.8	Consumer Discretionary	Automobile Components
Super Retail Group Limited	SUL	2,762.8	Consumer Discretionary	Consumer Discretionary & Retail
Turners Automotive Group Limited	TRA	286.4	Consumer Discretionary	Consumer Discretionary & Retail
Vmoto Limited	VMT	83.5	Consumer Discretionary	Automobiles

¹ Market capitalisations are the 3-month average to 30 June 2023.

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 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%
Above the 50th percentile and below the 75th percentile	Between 50% and 100% 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 2023 which is the EPS calculated in accordance with the above principles for FY23 having regard to the audited consolidated accounts for FY23.

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 7.5%	0%
EPS CAGR is equal to 7.5% and less than 10%	Between 50% and 100% on a straight-line basis
EPS CAGR is equal to or greater than 10%	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 and Mr. Poynton who are potential participants under the Company's LTIP) recommends that Shareholders vote in favour of this Resolution. Mr. Ahmet and Mr. Poynton make no recommendation in relation to this Resolution.

The Chair intends to vote all available proxies in favour of this Resolution 9.

Voting Exclusion for Resolution 9

The Company will disregard any votes cast:

- in favour of Resolution 9 by or on behalf of David Ahmet, or any of his Associates, regardless of the capacity in which the vote is cast;
- on Resolution 9 as a proxy by a member of the Key Management Personnel, or that Key Management Personnel's CRP.

However, the exclusion will not apply if the vote is cast on the Resolution:

- as proxy or attorney for a person entitled to vote on the Resolution in accordance with their directions of how to vote as set out in the proxy appointment;
- as proxy for a person entitled to vote on the Resolution by the person Chairing the meeting pursuant to an express authorisation to exercise the proxy to vote as the proxy thinks fit; or
- by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 10: Approval of Participation of Michael Poynton in Long Term Incentive Plan

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.

Mr. Poynton is an Executive Director (and so is within the category of persons in Listing Rule 10.14.1), and the purpose of this Resolution 10 is for Shareholders to approve the proposed grant of Performance Rights under the Company's LTIP to Mr. Poynton.

The Board believes that part of the rewards for Mr. Poynton'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. Poynton, 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. Poynton and considers that the financial benefit given by such grant of Performance Rights constitutes reasonable remuneration to Mr. Poynton given (i) the circumstances of the Company and (ii) Mr. Poynton'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.

If shareholder approval is not obtained under Resolution 10, the Company will not be able to proceed with the issue of the Performance Rights, and the Company will have to consider alternative commercial means to appropriately incentivise Mr Poynton

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. Poynton for the Performance Period 1 July 2023 to 30 June 2026 is 36,732, calculated by dividing \$277,500 (50% of Mr. Poynton's total fixed remuneration) by the volume weighted average price (VWAP) of the shares of the Company over the 30 calendar days up to and including 30 June 2023 (being the 30 June before the commencement of the relevant Performance Period). The VWAP at 30 June 2023 was \$1.511.

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

Details of Mr. Poynton's current total remuneration package

Mr. Poynton's total remuneration package consists of fixed remuneration and performance-linked remuneration based on the Company's performance and Mr. Poynton's individual performance. Details of Mr. Poynton's total remuneration package is as follows:

Total fixed remuneration, inclusive of superannuation (TFR)	\$ 277,500
LTIP (performance rights, 20% of TFR)	\$ 55,500
Total potential remuneration package	\$ 333,000

Number of Performance Rights that have previously been issued to Mr. Poynton

Mr. Poynton has not previously been granted Performance Rights under the LTIP.

Why Performance Rights are being used

The Company considers the Performance Rights to be an effective incentive as they will only vest and become exercisable where relevant performance hurdles and employment service conditions have been met.

The value that the Company attributes to the Performance Rights and its basis

The Performance Rights will be independently valued on a fair value basis at the grant date. Tranche 1 Performance rights (TSR) (see below) will be valued using the Monte Carlo simulation to reflect the impact of the market conditions. Tranche 2 Performance Rights (EPS) (see below) will be valued using the Black Scholes Model, as the performance hurdle is a non-market hurdle. Service and non-market performance conditions attached to the arrangements will not be taken into account in measuring fair value. The fair value for accounting purposes in accordance with AASB 2 *Share-based Payments* is expected to be between \$33,000 and \$41,000.

The date on which the Company will grant the Performance Rights

Subject to obtaining Shareholder approval, it is proposed that the grant to Mr. Poynton be made as soon as practicable after the Annual General Meeting, but in any event no later than 30 June 2024.

Price of securities

The Performance Rights will be granted for no consideration. Furthermore, no fee is payable upon exercise of the Performance Rights.

Eligible participants

Mr. Ahmet and Mr. Poynton are the only Director who are entitled to participate in the Company's LTIP. 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. Poynton.

Other information

Details of any Performance Rights granted under the LTIP will be published in the Annual Report of the Company relating to the period in which they have been granted, together with a statement that approval of the grant was obtained under Listing Rule 10.14. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the LTIP after this Resolution is approved and who were not named in this Notice of Meeting and Explanatory Notes will not participate until approval is obtained under that Listing Rule.

Voting exclusion statement

A voting exclusion statement in relation to this Resolution is set out below.

The key terms of the LTIP and the Performance Rights to be granted

Mr. Poynton'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. Poynton'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 2023 to 30 June 2026 (Performance Period), when ranked against all the following companies (Peer Group):

Company Name	Ticker Code	Market Cap. \$m ¹	Sector	Industry
AMA Group Limited	AMA	157.3	Industrials	Commercial Services & Supplies
Eagers Automotive Limited	APE	3,414.3	Consumer Discretionary	Consumer Discretionary & Retail
ARB Corporation Limited	ARB	2,482.8	Consumer Discretionary	Automobile Components
Autosports Group Limited	ASG	436.7	Consumer Discretionary	Consumer Discretionary & Retail
Bapcor Limited	BAP	2,143.8	Consumer Discretionary	Consumer Discretionary & Retail
GUD Holdings Limited	GUD	1,279.8	Consumer Discretionary	Automobile Components
National Tyre & Wheel Limited	NTD	71.2	Consumer Discretionary	Consumer Discretionary & Retail
Peter Warren Automotive Holdings Limited	PWR	439.0	Consumer Discretionary	Consumer Discretionary & Retail
RPM Automotive Group Limited	RPM	17.8	Consumer Discretionary	Automobile Components
Super Retail Group Limited	SUL	2,762.8	Consumer Discretionary	Consumer Discretionary & Retail
Turners Automotive Group Limited	TRA	286.4	Consumer Discretionary	Consumer Discretionary & Retail
Vmoto Limited	VMT	83.5	Consumer Discretionary	Automobiles

¹ Market capitalisations are the 3-month average to 30 June 2023.

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 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%
Above the 50th percentile and below the 75th percentile	Between 50% and 100% 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. Poynton'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. Poynton'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 2023 which is the EPS calculated in accordance with the above principles for FY23 having regard to the audited consolidated accounts for FY23.

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 7.5%	0%
EPS CAGR is equal to 7.5% and less than 10%	Between 50% and 100% on a straight-line basis
EPS CAGR is equal to or greater than 10%	100%

In addition to satisfying the EPS Vesting Condition above, this tranche of Mr. Poynton'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. Poynton 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 and Mr. Poynton who are potential participants under the Company's LTIP) recommends that Shareholders vote in favour of this Resolution. Mr. Ahmet and Mr. Poynton make no recommendation in relation to this Resolution.

The Chair intends to vote all available proxies in favour of this Resolution 10.

Voting Exclusion for Resolution 10

The Company will disregard any votes cast:

- in favour of Resolution 10 by or on behalf of Michael Poynton, or any of his Associates, regardless of the capacity in which the vote is cast;
- on Resolution 10 as a proxy by a member of the Key Management Personnel, or that Key Management Personnel's CRP.


However, the exclusion will not apply if the vote is cast on the Resolution:


- as proxy or attorney for a person entitled to vote on the Resolution in accordance with their directions of how to vote as set out in the proxy appointment;
- as proxy for a person entitled to vote on the Resolution by the person Chairing the meeting pursuant to an express authorisation to exercise the proxy to vote as the proxy thinks fit; or
- by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Defined Terms	Meaning
Auditor	KPMG.
Associate	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.
Annual General Meeting or AGM	the annual meeting of Shareholders of MotorCycle Holdings Limited convened by this Notice of Meeting.
ASX	ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires).
Board	the board of Directors of the Company.
Chair	the person appointed to Chair the Meeting.
Closely Related Party or CRP	(as defined in the Corporations Act) of a member of the Key Management Personnel for an entity means: <ul style="list-style-type: none"> (a) a spouse or child of the member; or (b) a child of the member's spouse; or (c) a dependant of the member or the member's spouse; or (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 (e) a company the member controls; or (f) a person prescribed by the regulations for the purposes of this paragraph.
Corporations Act	the <i>Corporations Act 2001</i> (Cth).
Corporations Regulations	the <i>Corporations Regulations 2001</i> (Cth).
Company	MotorCycle Holdings Limited, ACN 150 386 995.
Constitution	the constitution of the Company, as amended from time to time, a copy of which is available on the Company's website mcholdings.com.au .
Directors	the directors of the Company.
Earnings Per Share or EPS	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.
Explanatory Notes	the explanatory statement accompanying the Notice of Meeting.
FY23	the financial year ending on 30 June 2023.
Group	MotorCycle Holdings limited and its wholly owned subsidiaries.
Key Management Personnel or KMP	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
Listing Rules	the Listing Rules of the ASX.
LTIP	the Company's Long-Term Incentive Plan.
Managing Director	the managing director of the Company.
Meeting	this meeting.
Notice of Meeting or Notice	the notice of meeting which accompanies the Explanatory Notes.
Performance Right	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.
Related Party	the meaning in the Listing Rules.
Remuneration Report	the section of the Directors' Report contained in the annual Financial Report of the Company for the year ended 30 June 2023 entitled 'Remuneration Report'.
Shares	fully paid ordinary shares in the issued capital of the Company.
Shareholder	a holder of Shares.
Total Shareholder Return or TSR	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.
Volume Weighted Average Price or VWAP	the ratio of the value of Shares traded to total volume of Shares traded.

Need assistance?

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

 **Online:**
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11am AEST (Brisbane Time) on Monday, 27 November 2023.**

Proxy Form

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.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

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

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



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

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

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

XX

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

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 Financial, Level 29, Riverside Centre, 123 Eagle Street, Brisbane QLD 4000 on Wednesday, 29 November 2023 at 11am AEST (Brisbane Time) 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 Resolutions 1, 7, 8, 9 and 10 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 7, 8, 9 and 10 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 Resolutions 1, 7, 8, 9 and 10 by marking the appropriate box in step 2.

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.

PART A: Ordinary Business	For	Against	Abstain		For	Against	Abstain
Resolution 1: Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 9: Approval of Participation of David Ahmet in Long-Term Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2: Re-election of Peter Henley as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 10: Approval of Participation of Michael Poynton in Long-Term Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3: Re-election of Rob Cassen as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
Resolution 4: Election of Katie McNamara as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
Resolution 5: Election of Martin Ward as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
Resolution 6: Election of Michael Poynton as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
PART B: Long Term Incentive Plan							
Resolution 7: Approval of Long-Term Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
Resolution 8: Approval of Potential Termination Benefits Under Long-Term Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

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.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
 Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

Mobile Number Email Address
 By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

