

4 October 2017

Motorcycle Holdings Limited (ASX: MTO) - Notice under section 708AA(2)(f) of the Corporations Act 2001 (Cth)

This notice is given by Motorcycle Holdings Limited ACN 150 386 995 (**Company**) under section 708AA(2)(f) of the *Corporations Act 2001 (Cth)* (**Corporations Act**).

On 4 October 2017, the Company announced a pro-rata renounceable offer of approximately 17,393,750 fully paid ordinary shares, each at an issue price of \$3.85 per share on the basis of 11 for 24 shares which are held as at 7.00 pm (AEDT) on the record date of 9 October 2017 by shareholders whose registered addresses are situated in Australia and New Zealand (**Offer**).

The Offer is underwritten by Morgans Corporate Limited (**Underwriter**).

The Company gives notice that:

- 1 the Company will offer the shares under the Offer without disclosure to investors under Part 6D.2 of the Corporations Act;
- 2 as at the date of this notice, the Company has complied with:
 - (a) Chapter 2M of the Corporations Act insofar as they apply to the Company; and
 - (b) section 674 of the Corporations Act;
- 3 as at the date of this notice, there is no excluded information (as defined in section 708AA(8) of the Corporations Act) which is required to be disclosed by the Company;
- 4 the potential effect that the issue of the shares under the Offer will have on the control of the Company is as follows:
 - (a) if all members take up their entitlements under the Offer, each member's percentage interest in the total issued share capital of the Company will remain the same and will not be diluted, with the Offer having no effect on the control of the Company;
 - (b) in the event that some members do not take up their full entitlements under the Offer, then the effect of the Offer is that those members' percentage holdings in the Company will be diluted by those other members who take up some or all of their entitlement;
 - (c) if none of the members take up their entitlements under the Offer, then the Offer will have the effect that the Underwriter will either place the shortfall to the sub-underwriters or take up the shortfall itself. Having regard to the number of shares to be issued under the Offer, even if a substantial shortfall eventuated, the Underwriter or sub-underwriters would not be in a position to exercise any substantive control in the Company.

Motorcycle Holdings Limited

A handwritten signature in blue ink, appearing to read "Lisa Dalton".

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Lisa Dalton
Company Secretary