

NOTICE OF EXTRAORDINARY GENERAL MEETING AND PROXY FORM

22 March 2024

BikeExchange Limited (ASX:BEX) (**BikeExchange** or the **Company**) advises that an Extraordinary General Meeting of Shareholders will be held at 2:00pm (AEST) on Wednesday, 24 April 2024 as a virtual meeting (**EGM** or **Meeting**).

In accordance with Listing Rule 3.17, attached are the following documents:

- Letter to Shareholders;
- Notice of Extraordinary General Meeting; and
- Proxy Form.

Authorised for release by the board of directors.

Mr Dominic O’Hanlon

Non-Executive Chair

Email : dominic@bikeexchange.com.au

Mr Ryan McMillan

Chief Executive Officer

Email: ryan@bikeexchange.de

About BikeExchange

BikeExchange is a publicly listed (ASX:BEX) Australian company and leading operator of global online cycling focused marketplaces that enable a dedicated global audience of consumers to connect and transact with thousands of retailers and brands. Its focus is on e-commerce transactions along with seamless bicycle logistics solutions.





22 March 2024

Extraordinary General Meeting – Letter to Shareholders

BikeExchange Limited (ASX:BEX) (“**BEX**” or the “**Company**”) advises that an Extraordinary General Meeting of Shareholders will be held at 2:00pm (AEST) on Wednesday, 24 April 2024 as a virtual meeting (**Meeting**).

In accordance with Part 1.2AA of the *Corporations Act 2001*, the Company will only be dispatching physical copies of the Notice of Meeting (**Notice**) to Shareholders who have elected to receive the Notice in physical form. For further information on your right to elect to receive documents from the Company electronically or physically, please see **Annexure A** to this letter.

The Notice is being made available to Shareholders electronically and can be viewed and downloaded online at the following link: <https://bikeexchange.com.au/investors/asx-announcements/>.

Alternatively, the Notice will also be available on the Company’s ASX market announcements page (ASX: BEX).

This Notice is given based on circumstances as at the date of this letter. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company’s website at <https://bikeexchange.com.au/investors/asx-announcements/>.

Shareholders are urged to monitor the ASX announcements platform and the Company’s website.

Virtual Meeting

If you are a shareholder and you wish to virtually attend the Meeting (which will be broadcast as a live webinar), please pre-register in advance for the virtual meeting here:

https://us02web.zoom.us/webinar/register/WN_D0IMs-6MQoCm3ZlzFSnDag

After registering, you will receive a confirmation containing information on how to attend the virtual meeting on the day of the Meeting. Shareholders will be able to vote (see the “Voting virtually at the Meeting” section of the Notice) and ask questions at the virtual meeting.

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company.

Questions must be submitted in writing to the Company Secretary Ms Pia Rasal at meetings@automicgroup.com.au at least 48 hours before the Meeting.

Your vote is important

All resolutions will be decided on a poll. The poll will be conducted based on votes submitted by proxy and at the Meeting. Shareholders attending the meeting virtually and wishing to vote on the day of the Meeting can find further instructions on how to do so in the Notice. Alternatively, shareholders are strongly encouraged to complete and submit their vote by proxy by using one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Log into the Automic website using the holding details as shown on the Proxy Form. Click on ‘View Meetings’ – ‘Vote’. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.
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By post	Completing the enclosed Proxy Form and posting it to: Automic, GPO Box 5193, Sydney NSW 2001
By hand	Completing the enclosed Proxy Form and delivering it by hand to: Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

The Chair intends to vote all open proxies in favour of all resolutions, where permitted.

Yours Faithfully,

Pia Rasal

Company Secretary

Annexure A

Your right to elect to receive documents electronically or physically

The *Corporations Amendment (Meetings and Documents) Act 2022* includes a requirement for public companies and listed companies to give shareholders notice of their right to elect to be sent documents electronically or physically by the company in section 110K of the Corporations Act (2001) (Cth) (Act).

Recent legislative changes to the Corporations Act 2001 (Cth) mean there are new options for how BikeExchange Limited (“BEX” or the “Company”) shareholders receive communications. The Company will no longer send physical meeting documents unless a shareholder requests a copy to be mailed.

Providing your email address to receive shareholder communications electronically

The Company encourages all shareholders to provide an email address so we can provide investor communications electronically when they become available online, which includes items such as meeting documents and annual reports.

By providing your email address, you will:

- Support the company by reducing the cost of mailing/postage
- Receive your investor communications faster and in a more secure way
- Help the environment through the need for less paper

How do I update my communications preferences?

Shareholders can still elect to receive some or all of their communications in physical or electronic form or elect not to receive certain documents such as annual reports. To review your communications preferences, or sign up to receive your shareholder communications via email, please update your communication preferences at <https://investor.automic.com.au/>

If you are a shareholder and would like a physical copy of a communication, need further information about the options available to you or have questions about your holding, visit <https://investor.automic.com.au/> or contact our share registry:

Telephone (within Australia): 1300 288 664

Telephone (outside Australia): +61 2 9698 5414

Email: hello@automicgroup.com.au

Website: <https://investor.automic.com.au/>

BikeExchange Limited

Level 5
126 Philip Street
SYDNEY NSW 2000
ACN: 625 305 240

info@bikeexchange.com.au
www.bikeexchange.com.au



BikeExchange Limited

Notice of Extraordinary General Meeting

Explanatory Statement | Proxy Form

Wednesday, 24 April 2024

2:00PM AEST

Address

To be held as a **virtual meeting**

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

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Important Information for Shareholders about the Company's EGM

This Notice is given based on circumstances as at 22 March 2024. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at www.bikeexchange.com.au. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

Venue and Voting Information

The Extraordinary General Meeting (EGM) of the Shareholders to which this Notice of Meeting relates will be held at 2:00pm (AEST) on Wednesday, 24 April 2024 as a **virtual meeting**.

If you wish to virtually attend the EGM (which will be broadcast as a live webinar), please **pre-register** in advance for the virtual meeting here:

https://us02web.zoom.us/webinar/register/WN_D0IMs-6MQoCm3ZlzFSnDag

After registering, you will receive a confirmation containing information on how to attend the virtual meeting on the day of the EGM.

Shareholders will be able to vote (see the "Voting virtually at the Meeting" section of this Notice of Meeting below) and ask questions at the virtual meeting.

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company.

Questions must be submitted in writing to the Company Secretary, Ms Pia Rasal at meetings@automicgroup.com.au least 48 hours before the EGM.

The Company will also provide Shareholders with the opportunity to ask questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business.

Your vote is important

The business of the General Meeting affects your shareholding and your vote is important.

Voting virtually at the Meeting

Shareholders who wish to vote virtually on the day of the EGM will need to login to the online meeting platform powered by Automic.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account **as soon as possible and well in advance of the Meeting** to avoid any delays on the day of the Meeting. An account can be created via the following link investor.automic.com.au and then clicking on "**register**" and following the prompts. Shareholders will require their holder

number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

To access the virtual meeting on the day:

1. Open your internet browser and go to investor.automic.com.au
2. Login with your username and password or click “**register**” if you haven’t already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting.**
3. After logging in, a banner will display at the bottom of your screen to indicate that the meeting is open for registration, click on “**Register**” when this appears. Alternatively, click on “**Meetings**” on the left-hand menu bar to access registration.
4. Click on “**Register**” and follow the steps.
5. Once the Chair of the Meeting has declared the poll open for voting click on "Refresh" to be taken to the voting screen.
6. Select your voting direction and click "confirm" to submit your vote. Note that you cannot amend your vote after it has been submitted.

For further information on the live voting process please see the **Registration and Voting Guide** at <https://www.automicgroup.com.au/virtual-agms/>

Voting by proxy

To vote by proxy, please use one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. For further information on the online proxy lodgement process please see the Online Proxy Lodgement Guide at https://www.automicgroup.com.au/virtual-agms/
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

The Chair intends to exercise all available proxies in favour of the Resolution, unless the Shareholder has expressly indicated a different voting intention.

Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

Notice of General Meeting

Notice is hereby given that an Extraordinary General Meeting of Shareholders of BikeExchange Limited ACN 625 305 240 will be held at 2:00pm (AEST) on Wednesday, 24 April 2024 as a **virtual meeting (Meeting)**.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Extraordinary General Meeting. The Explanatory Statement and the Proxy Form forms part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Extraordinary General Meeting are those who are registered Shareholders 7:00pm (AEST) on Monday, 22 April 2024 (AEST).

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

Agenda

Resolutions

Delisting from the Official List of ASX

1. **Resolution 1** – Delisting from the Official List of ASX

To consider and, if thought fit, to pass the following as a **special** resolution:

“That for the purposes of Listing Rule 17.11 and for all other purposes, the Company be removed from the official list of the ASX on a date to be determined by ASX (being a date no earlier than one month after the date this resolution is passed) and that the Directors be authorised to do all things reasonably necessary for the removal of the Company from the official list of the ASX.”

Approval of issue of Shortfall Shares to Andrew Ryan and related entities

2. Resolution 2 – Approval of issue of Shortfall Shares to Andrew Ryan and related entities

To consider and, if thought fit, to pass with or without amendment, as an **ordinary** resolution the following:

“That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 1,106,184 Shortfall Shares to Andrew Ryan and related entities (or their respective nominees), on the terms and conditions in the Explanatory Statement.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of:

- (a) by or on behalf of Andrew Ryan and related entities (or their nominees), and any other person who is to be expected to receive the securities as a result of the proposed issue;
- (b) a person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 2 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) 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 vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

BY ORDER OF THE BOARD

Pia Rasal
Company Secretary

Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the General Meeting to be held at 2:00pm (AEST) on Wednesday, 24 April 2024 as a **virtual meeting**.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the General Meeting are set out below.

Agenda

Resolutions

Delisting from the Official List of ASX

1. Resolution 1 – Delisting from the Official List of ASX

Background

The Company has applied to ASX to be removed from the Official List under Listing Rule 17.11 (the **Delisting**).

As is its usual practice, ASX has imposed a requirement under Listing Rule 17.11 and Guidance Note 33 (Removal of Entities from the ASX Official List) that the Company obtain Shareholder approval by way of special resolution to its Delisting.

Resolution 1 seeks the required Shareholder approval for the Delisting under and for the purposes of the Listing Rules.

This Section 1 sets out the information required to be given by the Company to Shareholders under Section 2.11 of ASX Guidance Note 33.

1.1 Reasons and potential advantages for seeking removal from the Official List (compared to remaining listed on the ASX)

(a) Large disparity between project valuation and capitalisation

It is the Board's view that the price at which the Company's Shares have traded on ASX over an extended period of time does not fairly value its underlying business.

The Board is of the view that the low trading volumes have had an adverse impact on the Share price. The Board is confident that the Company's valuation has a greater prospect of growing towards the Board's assessment of fair value as an unlisted company. In addition, the removal of daily "mark to market" pricing of the Shares would assist those shareholders for whom daily pricing is not relevant or causes unnecessary fluctuations in their portfolio valuations.

The Company listed on 9 February 2021 with the expectation there would be considerable growth and interest from ASX investors. The Board believes that the

lack of liquidity in the trading of its Shares is a key factor in determining the disparity between the Company's market capitalisation and what the Board considers to be the true value of its business.

The Board expects that the large disparity between the Company's market capitalisation and the true value of its assets is likely to continue if it were to remain as a listed company.

(b) Capital raising

The Company is currently making a loss and requires funding to meet its ongoing operational and working capital requirements and to fund business development and other ongoing activities. As a listed Company, the Board has less control over the price at which capital raises are undertaken. If the Company remains listed and the share price remains low, then there is a risk that any further capital raising that is undertaken to support growth will be highly dilutive and further reduce the share price.

(c) Liquidity

An advantage of being a listed company is that the ASX platform provides a market for the sale and purchase of the Company's Shares. However, this advantage is diminished in circumstances where there is little or no liquidity in the trading of shares.

Notwithstanding the Company's ASX listing, trading in the Company's Shares has been relatively illiquid which has contributed to a low share price. The Board believes that the current spread of shareholders does not sufficiently maintain an orderly and liquid market for trading in Shares.

The volume and dollar value of Shares traded on the ASX for the last four is set out in the table below:

Month	Actual Days Traded	Monthly Volume	% Issued Capital	Average Daily Volume	Average Daily Value
November 2023	22	211,342	1.41%	9,606	\$5,975
December 2023	19	18,919	0.13%	10,234	\$6,256
January 2024	21	10,535	0.07%	502	\$307
February 2024	21	12,881	0.09%	613	\$374

As the table indicates, Shares are thinly traded on the ASX and the limited liquidity means that trading can have a disproportionate impact on the share price. In addition, the percentage of the Company's issued capital held by the top 20 largest shareholders is 73%, with the current top four holding 52%. This represents a large concentration of shareholdings in only a few Shareholders.

(d) Listing costs

The Board believes that the ongoing administrative, compliance and direct costs

associated with the Company's ASX listing are disproportionate to the benefits of remaining listed. In addition, as the business is still loss making, the Company has been having to raise capital to fund these costs which is further contributing to the dilutionary impact on Shareholders.

The expected annual savings from delisting are as follows:

Expense	Amount
Listing fees	\$40,000
Accounting and design fees	\$72,000
Other costs	\$252,000
Total Costs	\$364,000

(e) Efficient utilisation of senior management time

A significant portion of the Company's management time is currently being dedicated to time intensive matters relating to the Company's ASX listing. A Delisting would allow management to spend more time on other value-add matters for the benefit of the Company and its shareholders. The Board has determined that it can implement a more streamlined management and employee structure as an unlisted company.

Conversely, if the Company remains listed on the ASX, the time of certain management personnel and employees will continue to be partially consumed by listing related matters.

1.2 Potential disadvantages of the Delisting (compared to remaining listed on the ASX)

The Board has identified potential disadvantages of Delisting, including the following:

(a) No guarantee of enhanced access to capital

While the Board believes the Company will have better access to potential capital and on more favourable terms than would otherwise be available if the Company was to remain listed on the ASX, there is no certainty that the Company will in fact obtain better access to capital and/or on more favourable terms post-Delisting.

(b) Shareholders will no longer have the ability to sell their Shares and realise their investment in the Company via trading on ASX

Following Delisting, the Company's Shares will only be capable of sale via off-market private transactions. The Company intends to engage a third party private share trading platform service to facilitate periodic off-market sale and purchase of Shares by matching buyers and sellers who register their interest on the platform. However, there is no assurance that there will be sufficient liquidity on any such private share trading platform to allow Shareholders to sell their Shares. As a result, it may become more difficult for Shareholders to sell their Shares after the Delisting.

(c) **Reduced disclosure obligations**

The ASX Listing Rules will no longer apply to the Company if it proceeds with the Delisting. As such, the reduction of obligations associated with compliance with the Listing Rules will include:

- (i) a reduction in some reporting and disclosure requirements to regularly and periodically disclose certain information (although these will still be governed by the Corporations Act);
- (ii) removal of certain restrictions on the issue of Shares (such as the inability of the Company to issue in excess of 15% of its capital in any 12-month period without Shareholder approval);
- (iii) certain restrictions on transactions with related parties (although these will still be governed by the Corporations Act); and
- (iv) requirements concerning significant changes to the Company's activities.

The absence or reduction of continued restrictions in these areas may be perceived to be a disadvantage by some Shareholders. Acknowledging the differences in regulatory protections, the Directors believe the Delisting will not result in any substantial diminution of the protection for minority Shareholders afforded by the Corporations Act as Shareholders will still have broad protections provided by the Corporations Act such as in relation to related party transactions, takeover restrictions, financial reporting obligations and holding annual general meetings and an ability to bring an action under Chapter 2F.1 of the Corporations Act. The Directors will remain subject to directors' duties under the Corporations Act, including to act in good faith in the best interests of the Company and for a proper purpose.

(d) **Limited price discovery**

Price discovery refers to the process by which the market determines the fair value of a security. Price discovery may become limited in an unlisted environment as the Company's Shares are no longer actively traded on a public market. This can lead to difficulties for Shareholders in assessing the true value of their investment at any given time. Without the market forces of supply and demand influencing the share price, Shareholders may have to rely on alternative methods, such as valuations based on financial statements, to assess their shareholding's value.

1.3 **The effect of the Delisting**

If Resolution 1 is passed, the Company will be able to proceed with the Delisting and will be removed from the Official List.

The Company's Shares will remain listed on ASX for at least one month after the date of the Meeting, providing Shareholders with that period to sell their Shares on the ASX should they wish to do so (assuming there remains an active market for those Shares). If Shareholders wish to sell their securities on ASX, they will need to do so before the Company is removed from the Official List.

The Company is undertaking a less than marketable share buy-back (as announced on 28 February 2024) (**Buy-Back**), providing Shareholders who hold less than a marketable parcel of Shares with an opportunity to have their Shares bought back by the Company prior to the Delisting. Relevant shareholders were notified of the Buy-Back on 5 March 2024. Under ASX Listing Rules, any shareholding valued at less than \$500 is considered to

be a "less than marketable parcel" of shares (**Unmarketable Parcel**). Holders of an Unmarketable Parcel who wish to retain their shares should refer to the instructions contained in the Company's announcement of 28 February 2024.

Following the Delisting, the Company's Shares will no longer be quoted and traded on ASX and Shareholders will have their CHESS holdings converted to the certificated sub-register on the Company's register. No action will be required by Shareholders to affect this conversion. The Company intends to engage a third party private share trading platform service to facilitate periodic off-market sale and purchase of Shares by matching buyers and sellers who register their interest on the platform.

The Company currently incurs various administrative and management costs to comply with the Listing Rules, fees for ASX clearance, and settlement and costs for maintaining staff and other services. As a result of the Delisting, it will not be necessary for the Company to continue to pay these costs.

The Directors consider that the Delisting will not have an adverse effect on the Company's capacity to meet its existing and any anticipated obligations and will continue to be able to pay its debts as and when they fall due.

The Board recommends that Shareholders seek their own legal, financial and tax advice about the potential impact of the Delisting, including as to the potential advantages and disadvantages of holding shares in a company that is not listed on ASX.

Refer to Section 1.7 for a summary of the Company's continuous disclosure obligations post-Delisting.

1.4 What happens if Resolution 1 is not approved

If Resolution 1 is not passed, unless a subsequent proposed Delisting is approved by Shareholders or ASX determines that the Company's Securities should no longer be listed, the Shares will remain listed on ASX.

1.5 Conditions and voting exclusions imposed by ASX

The Company has made a formal request to be removed from the Official List of ASX pursuant to ASX Listing Rule 17.11. ASX has provided confirmation that, based solely on the information provided, it will remove the Company from the Official List of ASX pursuant to Listing Rule 17.11, on a date to be determined by ASX in consultation with the Company, subject to compliance with the following conditions:

- (a)** Shareholders approve the Delisting by passing a special resolution (being Resolution 1);
- (b)** the notice of meeting seeking Shareholder approval for the Delisting must include:
 - (i) a timetable of key dates, including the time and date at which the Company will be removed from the Official List if Shareholders approve the Delisting (refer to the timetable in Section 1.6);
 - (ii) a statement to the effect that if Shareholders wish to sell their Securities on ASX, they will need to do so before the Company is removed from the Official List of ASX, and if they do not, details of the processes that will exist after the Company is removed from the Official List to allow holders to dispose of their holdings and how they can access those processes; and

- (iii) to ASX's satisfaction, all other information prescribed by section 2.11 of ASX Guidance Note 33;
- (c) the removal of the Company from the Official List must not take place any earlier than one month after Shareholder approval has been obtained;
- (d) the Company must apply for its Securities to be suspended from quotation at least two Business Days before its proposed removal date from the Official List; and
- (e) the Company releases the full terms of ASX's decision to the market upon making a formal application to ASX to remove the Company from the official list of the ASX.

ASX has not imposed any voting exclusions preventing any Shareholders from voting on Resolution 1.

1.6 Timing for Delisting

The proposed timetable for key dates relating to the Delisting are set out in the table below.

Event	Date
General Meeting of Shareholders	24 April 2024
Voluntary suspension of the Company's Shares from Official Quotation	At the commencement of trade on Friday, 24 May 2024
Expected Date of removal of the Company from the Official List	At the close of trade on Wednesday, 29 May 2024

1.7 Ongoing compliance obligations

If the Company is Delisted, various requirements of the Listing Rules will no longer apply to the Company. However, the Company will still be required to comply with its obligations under the Corporations Act and as set out in the Company's Constitution, including that while the Company has 100 or more Shareholders (that is, while it is an "unlisted disclosing entity" for the purposes of the Corporations Act), it will be required to comply with continuous disclosure obligations under section 675 of the Corporations Act, which require an entity to lodge certain material information with ASIC. As noted in section 4 of ASX Guidance Note 33, these obligations are substantively the same as those imposed under Listing Rule 3.1. While the Company has 50 or more Shareholders, the acquisition and control of its Shares will remain subject to the takeover provisions set out in Chapter 6 of the Corporations Act.

Following the Delisting and subject to certain restrictions under the Corporations Act, any Shareholder wishing to sell their Shares can transfer their Shares off-market to a willing third-party purchaser in accordance with the Company's Constitution; however, such market may not be liquid and Shareholders will be personally responsible for sourcing any potential purchaser for their Shares.

1.8 What remedies may Shareholders pursue under the Corporations Act?

If a Shareholder considers the Delisting to be contrary to the interests of the Shareholders as a whole or oppressive to, unfairly prejudicial to, or unfairly discriminatory against a

Shareholder or Shareholders, it may apply to the court for an order under Part 2F.1 of the Corporations Act. Under section 233 of the Corporations Act, the court can make any order that it considers appropriate in relation to the Company, including an order that the Company be wound up or an order regulating the conduct of the Company's affairs in the future.

If a Shareholder considers that the Delisting involves unacceptable circumstances, it may apply to the Takeovers Panel for a declaration of unacceptable circumstances and other orders under Part 6.10 Division 2 Subdivision B of the Corporations Act (refer also to Guidance Note 1: *Unacceptable Circumstances issued by the Takeovers Panel*). Under section 657D of the Corporations Act, if the Takeovers Panel has declared circumstances to be unacceptable, it may make any order that it thinks appropriate to protect the rights or interests of any person or group of persons, where the Takeovers Panel is satisfied that those rights or interests are being affected, or will be or are likely to be affected, by the circumstances.

1.9 Additional information

This Notice of Meeting and Explanatory Statement contains all information known to the Company which has not been previously disclosed to Shareholders that is material to the decision on whether or not to vote in favour of Resolution 1.

Resolution 1 is a **special** resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

Directors' Recommendation

For the reasons set out in this Notice of Meeting and Explanatory Statement, the Board recommends that Shareholders vote in favour of Resolution 1.

Approval of issue of Shortfall Shares to Andrew Ryan and related entities

2. Resolution 2 – Approval of issue of Shortfall Shares to Andrew Ryan and related entities

2.1 Background

On 28 February 2024, the Company announced an accelerated non-renounceable entitlement offer (**Entitlement Offer**) and a placement to professional and sophisticated investors (**Placement**) to raise a total of up to \$3.17 million (before costs) (together, the **Offers**).

The Entitlement Offer comprises both an institutional component and a retail component, providing eligible shareholders the opportunity to subscribe for 1 new Share for every 3 existing Shares held on the record date. The institutional component of the Entitlement Offer (**Institutional Entitlement Offer**) was successfully completed and trading in the Company's shares recommenced on 6 March 2024. The Institutional Entitlement Offer raised approximately \$1.15 million (before costs) through the issue of 2,299,823 Shares at \$0.50 per Share to eligible institutional shareholders.

Certain institutional investors committed to take up an aggregate 1,241,701 in additional Shares (in addition to taking up their respective entitlements in full) to the extent of any shortfall under the Entitlement Offer. Of this amount, Non-Executive Director Andrew Ryan and his related entities committed to subscribe (in addition to taking up his full entitlement) for 1,106,184 Shares (\$553,092) in the event that there is a shortfall under the Retail Entitlement Offer (**Shortfall Shares**).

The retail component of the Entitlement Offer sought to raise up to approximately \$1.35 million (before costs) (**Retail Entitlement Offer**). The Retail Entitlement Offer closed on 15 March 2024, raising \$207,401 (before costs), resulting in a shortfall of 2,279,940 Shares valued at approximately \$1.14 million.

The Company intends to apply the funds raised from the Offers in accordance with the table below:

Use of funds	Allocation of funds (A\$m)	Percentage use of funds (%)
Working capital	2.48	93.6
Unmarketable parcel buy-back	0.08	3.0
Delisting costs	0.09	3.4
TOTAL	2.65	100.0

Resolution 2 seeks Shareholder approval pursuant to Listing Rule 10.11 for the issue of up to 1,106,184 Shares in respect of the shortfall commitment from Andrew Ryan and related entities (or their respective nominees).

2.2 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to any of the following

persons without the approval of its Shareholders:

- (a) a related party (Listing Rule 10.11.1);
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (30%+) in the company (Listing Rule 10.11.2);
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (10%+) in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so (Listing Rule 10.11.3);
- (d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or
- (e) a person whose relation with the company or a person referred to in Listing Rule 10.11.1 or 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders (Listing Rule 10.11.5).

Andrew Ryan is a related party of the Company by virtue of Mr Ryan being a Director. Shareholder approval pursuant to Listing Rule 10.11 is therefore required unless an exception applies. It is the view of the Board that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

Approval pursuant to Listing Rule 7.1 is not required for the issue of the Shortfall Shares as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of the Shares to Andrew Ryan and related entities (or their respective nominees) will not be included in the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

The effect of Shareholders passing Resolution 2 will be to allow the Company to issue the Shortfall Shares to Andrew Ryan and related entities (or their respective nominees), raising \$553,092 (before costs).

If Resolution 2 is not passed, the Company will not be able to proceed with the issue of the Shortfall Shares to the Andrew Ryan and related entities (or their respective nominees) and will not receive the additional \$553,092 (before costs) committed by Mr Ryan and related entities.

2.3 Specific information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed issue of the Shortfall Shares:

- (a) The Shortfall Shares will be issued to Andrew Ryan and his related entities (or their respective nominees).
- (b) Andrew Ryan and his related entities fall into the category stipulated by Listing Rule 10.11.1 by virtue of Andrew Ryan being a Director of the Company.
- (c) A maximum of 1,106,184 Shortfall Shares will be issued to Andrew Ryan and his related entities (or their respective nominees).
- (d) The Shortfall Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (e) The Shortfall Shares will be issued no later than one month after the date of the Meeting.

- (f) The Shortfall Shares will be issued at \$0.50 per Share.
- (g) A summary of the intended use of funds raised from the Offers is in Section 2.1 above.
- (h) The proposed issue of the Shortfall Shares is not intended to remunerate or incentivise Andrew Ryan (and related entities).
- (i) There are no other material terms to the proposed issue of the Shortfall Shares.
- (j) A voting exclusion statement is included in the Notice.

2.4 Chapter 2E of the Corporations Act

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

- (a) obtain Shareholder approval in the manner set out in section 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The Board considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Shortfall Shares because the Shortfall Shares will be issued on the same terms as those Shares issued to non-related party participants in the Entitlement Offer and as such the giving of the financial benefit is on arm's length terms.

Directors' Recommendation

The Board (other than Andrew Ryan and his related entities who have a personal interest in the outcome of this Resolution) recommend that Shareholders vote in favour of Resolution 2.

Enquiries

Shareholders are asked to contact the Company Secretary at meetings@automicgroup.com.au if they have any queries in respect of the matters set out in these documents.

Glossary

AEST means Australian Eastern Standard Time as observed in Sydney, New South Wales.

ASIC means Australian Securities and Investment Commission.

Associate has the meaning given to it by the ASX Listing Rules.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

ASX Listing Rules or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

Board means the current board of Directors of the Company.

Business Day means a day on which trading takes place on the stock market of ASX.

Chair means the person chairing the Meeting.

Company means BikeExchange Limited ACN 625 305 240.

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

Delist or Delisting means the removal of the Company from the Official List.

Director means a current director of the Company.

Entitlement Offer means an accelerated non-renounceable entitlement offer to raise approximately \$3.17 million (before costs), comprising the Institutional Entitlement Offer and the Retail Entitlement Offer.

Dollar or "\$" means Australian dollars.

Explanatory Statement means the explanatory statement accompanying this Notice of Meeting.

Extraordinary General Meeting or **EGM** or **Meeting** means an Extraordinary General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

Institutional Entitlement Offer has the meaning given in Section 2.1.

Listing Rules means the listing rules of ASX.

Notice of Meeting or **Notice of Extraordinary General Meeting** means this notice of extraordinary general meeting dated 22 March 2024 including the Explanatory Statement.

Offers means the Entitlement Offer and the Placement.

Official List means the official list of the ASX.

Ordinary Resolution means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Placement has the meaning given in Section 2.1.

Proxy Form means the proxy form attached to this Notice of Meeting.

Resolutions means the resolutions set out in this Notice of Meeting, or any one of them, as the context requires.

Retail Entitlement Offer has the meaning given in Section 2.1.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

Share Registry means Automatic Registry Services.

Shortfall Shares has the meaning given in Section 2.1.

Unmarketable Parcel has the meaning given in Section 1.3.

Your proxy voting instruction must be received by **02.00pm (AEST) on Monday, 22 April 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

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

Joint holding: Where the holding is in more than one name, all Shareholders 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 Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

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IN PERSON:

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BY FACSIMILE:

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