

ASX ANNOUNCEMENT
(ASX: MTO)



25 October 2024

NOTICE OF 2024 ANNUAL GENERAL MEETING

Dear Shareholders,

MotorCycle Holdings Limited (ASX:MTO) – Notice of 2024 Annual General Meeting

The 2024 Annual General Meeting for MotorCycle Holdings Limited will be held on Wednesday, 27 November 2024 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 2024 Annual General Meeting and Explanatory Notes; and
- Proxy Form.

These documents, together with the 2024 Annual Report (lodged with ASX on 30 August 2024) are also available online by visiting [this link](#).

Yours faithfully,

MotorCycle Holdings Limited

-ENDS-

This announcement was authorised for release by the Company Secretary.

For further information, please contact:

Nicole Spink

Chief Financial Officer

MotorCycle Holdings Limited

Phone: 0419 174 648

nicole.spink@mcholdings.com.au

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Need assistance?



Phone:

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



Online:

www.investorcentre.com/contact

MTO



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MotorCycle Holdings Limited Annual General Meeting

The MotorCycle Holdings Limited Annual General Meeting will be held on Wednesday, 27 November 2024 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, 25 November 2024.



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.



**NOTICE OF
2024 ANNUAL GENERAL MEETING
WEDNESDAY, 27 NOVEMBER 2024**

MOTORCYCLE HOLDINGS LIMITED

68 Moss Street
Slacks Creek QLD 4127

☎ +61 7 3380 2290

www.mcholdings.com.au

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 11am AEST (Brisbane time) on Wednesday, 27 November 2024 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, 25 November 2024. Information to assist Shareholders to complete the Proxy Form and details of where to send the completed Proxy Form can be found on page 4 of the Notice under the heading 'How to Appoint a Proxy'.

The accompanying Explanatory Notes provide information about the Resolutions, voting, a summary of important information, and Defined Terms (pages 16 and 17) 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.

ORDINARY BUSINESS

ANNUAL FINANCIAL REPORT AND DIRECTORS' AND AUDITOR'S REPORT

To receive and consider the Company's 2024 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 2024.

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 2024 (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 RICK DENNIS AS A DIRECTOR

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

"That Rick Dennis, 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: INCREASE IN NON-EXECUTIVE DIRECTOR REMUNERATION POOL

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 10.17 and clause 10.8 of the Company's Constitution, the aggregate amount of remuneration that may be paid in any financial year to the Company's non-executive Directors be increased by \$100,000 from \$600,000 to \$700,000."

A voting exclusion statement applies to Resolution 3. Further details of this exclusion are set out in the Explanatory Notes for the Resolution.

RESOLUTION 4: 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 321,636 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 4. Further details of this exclusion are set out in the Explanatory Notes for the Resolution.

RESOLUTION 5 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 109,760 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 5. Further details of this exclusion are set out in the Explanatory Notes for the Resolution.

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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 11am AEST (Brisbane time) on Wednesday, 27 November 2024.

If you wish to vote by proxy your Proxy Form must be received by the Company no later than 11am AEST (Brisbane time) on Monday, 25 November 2024. 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, 25 November 2024. 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 11am AEST (Brisbane time) on Monday, 25 November 2024.

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

IMPORTANT INFORMATION ON APPOINTING A PROXY FOR RESOLUTIONS 1, 3, 4 AND 5

The Corporations Act places certain restrictions on the ability of Key Management Personnel (including the person Chairing the Meeting) and their CRP to vote on Resolutions 1, 3, 4 and 5 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, 3, 4 and 5 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, 3, 4 and 5.

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, 3, 4 and 5 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 Key Management Personnel.

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: 1300 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: 1300 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, 20 November 2024 to the Company Secretary by email at cosec@mcholdings.com.au.

By order of the Board



Stephanie So
Company Secretary
25 October 2024

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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, 27 November 2024.

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 16 and 17.

INFORMATION RELATING TO THE ITEMS OF 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 2024 were released to ASX Limited on 30 August 2024.

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, 20 November 2024 to the Company Secretary by email at 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.

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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 32 of the Annual Report for the period ended 30 June 2024. The 2024 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 RICK DENNIS AS A DIRECTOR

Mr. Rick Dennis was appointed as a Director by the Board on 1 September 2016 and Chair of the Board on 23 December 2022 and was last elected by Shareholders at the 2022 Annual General Meeting. In accordance with rule 10.4 of the Company's Constitution, Mr. Dennis retires at the conclusion of the Annual General Meeting and being eligible, presents himself for re-election by Shareholders.



Rick Dennis

Independent Non-Executive Director appointed 1 September 2016

Rick joined the Company after a 34-year career with Ernst and Young in Australia and Asia-Pacific. He was Queensland Managing Partner from 2001 to 2007 and again for 2014. Rick established and led EY Australia's China Business Group in 2005 and was CFO and Deputy COO in the Asia-Pacific from 2010 to 2013. Rick sat on the firm's inaugural Asia-Pacific executive committee and a number of EY global Boards and committees.

Rick has expertise in corporate finance, mergers and acquisitions, and capital raising, and is dual qualified in law and commerce.

Rick is currently the Chair of the Audit and Risk Committee and a member of the Nomination and Remuneration Committee.

Rick is currently the Non-executive Chair of ASX listed Energy Resources of Australia Limited, AF Legal Group Ltd, and Non-Executive Director of ASX listed Apiam Animal Health Limited, Cettire Limited and Step One Clothing Limited.

Directors' Recommendation:

The Directors, with Rick Dennis abstaining, recommend that Shareholders vote in favour of this ordinary Resolution to re-elect Rick Dennis as a Director.

RESOLUTION 3: INCREASE IN NON-EXECUTIVE DIRECTOR REMUNERATION POOL

Background

ASX Listing Rule 10.17 provides that a listed entity must not increase the total aggregate amount of directors' fees payable to all of its Non-executive Directors without shareholder approval. Clause 10.8 of the Company's Constitution also provides that the amount of remuneration of the Directors is an annual sum to be determined by the Company in general meeting.

Following a recent review of the remuneration of the Company's Non-executive Directors, it is proposed to increase the maximum total annual remuneration pool of the Non-Executive Directors by \$100,000, from \$600,000 to \$700,000 per annum. Shareholder approval is sought under clause 10.8 of the Company's Constitution and under ASX Listing Rule 10.17.

The Board currently consists of four Non-executive Directors and two Executive Directors. The maximum total annual remuneration pool of \$600,000 was approved by Shareholders prior to the Company's listing on the ASX in 2016. The Company has not sought Shareholder approval to increase the maximum total remuneration pool since listing. Since 2016, the Company has grown organically and also through the acquisition of Mojo Motorcycles in 2022.

The Board is seeking Shareholder approval to increase the current remuneration pool cap for the following reasons:

1. an increase in the remuneration pool will give the Company flexibility with regards to the transition of Mr David Ahmet, current CEO and Managing Director, from his executive role to a Non-executive Director from December 2024, as announced to ASX on 27 September 2024;
2. to ensure the remuneration pool can accommodate payment of fees to any additional Non-executive Directors who may be appointed;
3. to enable the Company to maintain remuneration arrangements that are market-competitive, so it can attract and retain high calibre individuals as Non-executive Directors; and
4. to provide for Non-executive Directors' fees to grow in the future to reflect market trends in the longer term.

The fees payable to Non-executive Directors are reviewed annually by the Nomination and Remuneration Committee. Details of the remuneration of each Non-executive Director are set out in the Remuneration Report. The Company does not pay retirement benefits to Non-executive Directors other than superannuation.

Although an increase in the remuneration pool is being sought, it does not imply that the full amount will be used. The remuneration pool is a maximum annual limit and does not indicate that fees will necessarily be increased up to that limit.

No securities have been issued to Non-executive Directors under ASX Listing Rules 10.11 and 10.14 in the last 3 years.

If Resolution 3 is approved by shareholders, the remuneration pool will increase to \$700,000. If Resolution 3 is not approved, the remuneration pool will remain at \$600,000 and the Board will not have the flexibility described above and future Non-executive Director appointments and fees will need to be assessed within the current remuneration pool.

Directors' recommendation

The Directors recommend that Shareholders vote in favour of this ordinary Resolution to increase the Non-executive Director Remuneration Pool.

The Chair intends to vote all available proxies in favour of this Resolution 3.

Voting Exclusion for Resolution 3

The Company will disregard any votes cast:

- in favour of Resolution 3 by or on behalf of a Director of the Company or any of their Associates, regardless of the capacity in which the vote is cast;
- on Resolution 3 as a proxy by a member of the Key Management Personnel, or that Key Management Personnel's CRP.

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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 4: 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 4 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 4, 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 2024 to 30 June 2027 is 321,636, calculated by dividing \$334,500 (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 2024 (being the 30 June before the commencement of the relevant Performance Period). The VWAP at 30 June 2024 was \$1.04.

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)	\$ 669,000
Short-term cash bonus, inclusive of superannuation (50% of TFR)	\$ 334,500
LTI (performance rights, 50% of TFR)	\$ 334,500
Total potential remuneration package	\$1,338,000

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

Mr. Ahmet has previously been granted 1,136,694 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 \$425,000 and \$525,000.

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 2025.

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 2024 to 30 June 2027 (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	77.6	Industrials	Commercial Services & Supplies
Eagers Automotive Limited	APE	2,653.0	Consumer Discretionary	Consumer Discretionary & Retail

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ARB Corporation Limited	ARB	3,098.1	Consumer Discretionary	Automobile Components
Autosports Group Limited	ASG	436.1	Consumer Discretionary	Consumer Discretionary & Retail
Bapcor Limited	BAP	1,724.2	Consumer Discretionary	Consumer Discretionary & Retail
GUD Holdings Limited	GUD	1,479.3	Consumer Discretionary	Automobile Components
NTAW Holdings Limited	NTD	56.3	Consumer Discretionary	Consumer Discretionary & Retail
Peter Warren Automotive Holdings Limited	PWR	291.1	Consumer Discretionary	Consumer Discretionary & Retail
RPM Automotive Group Limited	RPM	17.9	Consumer Discretionary	Automobile Components
Super Retail Group Limited	SUL	3,064.4	Consumer Discretionary	Consumer Discretionary & Retail
Turners Automotive Group Limited	TRA	392.2	Consumer Discretionary	Consumer Discretionary & Retail
Vmoto Limited	VMT	58.9	Consumer Discretionary	Automobiles

¹ Market capitalisations are the 3-month average to 30 June 2024.

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 five 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 five 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 2024 which is the EPS calculated in accordance with the above principles for FY24 having regard to the audited consolidated accounts for FY24.

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 4.

Voting Exclusion for Resolution 4

The Company will disregard any votes cast:

- in favour of Resolution 4 by or on behalf of David Ahmet and Michael Poynton (being the only Directors of the Company eligible for participation in the employee incentive scheme in respect of which Shareholder approval is sought) and any of their Associates, regardless of the capacity in which the vote is cast;
- on Resolution 4 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 5: 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

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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 2024 to 30 June 2027 is 109,760, calculated by dividing \$395,547 (based on a pro-rata calculation of 20% of Mr. Poynton's total fixed remuneration from 1 July 2024 to 27 August 2024, and 30% of Mr. Poynton's total fixed remuneration from 28 August 2024 to 30 June 2025) by the volume weighted average price (VWAP) of the shares of the Company over the 30 calendar days up to and including 30 June 2024 (being the 30 June before the commencement of the relevant Performance Period). The VWAP at 30 June 2024 was \$1.04.

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) ¹	\$ 395,611
Short-term cash bonuses, inclusive of superannuation ²	\$ 184,297
<u>LTIP (performance rights)³</u>	<u>\$ 114,180</u>
Total potential remuneration package	\$ 752,624

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

Mr. Poynton has previously been granted 36,732 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 \$145,000 and \$180,000.

¹ Based on a pro-rata calculation of Mr. Poynton's TFR of \$278,750 until 27 August 2024 and then \$418,125 from 28 August 2024

² Based on a pro-rata calculation of 20% of Mr. Poynton's TFR until 27 August 2024 and then 50% of Mr. Poynton's TFR from 28 August 2024

³ Based on a pro-rata calculation of 20% of Mr. Poynton's TFR until 27 August 2024 and then 30% of Mr. Poynton's TFR from 28 August 2024

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 2025.

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. 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 2024 to 30 June 2027 (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	77.6	Industrials	Commercial Services & Supplies
Eagers Automotive Limited	APE	2,653.0	Consumer Discretionary	Consumer Discretionary & Retail
ARB Corporation Limited	ARB	3,098.1	Consumer Discretionary	Automobile Components
Autosports Group Limited	ASG	436.1	Consumer Discretionary	Consumer Discretionary & Retail
Bapcor Limited	BAP	1,724.2	Consumer Discretionary	Consumer Discretionary & Retail
GUD Holdings Limited	GUD	1,479.3	Consumer Discretionary	Automobile Components
NTAW Holdings Limited	NTD	56.3	Consumer Discretionary	Consumer Discretionary & Retail
Peter Warren Automotive Holdings Limited	PWR	291.1	Consumer Discretionary	Consumer Discretionary & Retail
RPM Automotive Group Limited	RPM	17.9	Consumer Discretionary	Automobile Components
Super Retail Group Limited	SUL	3,064.4	Consumer Discretionary	Consumer Discretionary & Retail
Turners Automotive Group Limited	TRA	392.2	Consumer Discretionary	Consumer Discretionary & Retail
Vmoto Limited	VMT	58.9	Consumer Discretionary	Automobiles

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¹ Market capitalisations are the 3-month average to 30 June 2024.

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 2024 which is the EPS calculated in accordance with the above principles for FY24 having regard to the audited consolidated accounts for FY24.

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 5.

Voting Exclusion for Resolution 5

The Company will disregard any votes cast:

- in favour of Resolution 5 by or on behalf of David Ahmet and Michael Poynton (being the only Directors of the Company eligible for participation in the employee incentive scheme in respect of which Shareholder approval is sought) and any of their Associates, regardless of the capacity in which the vote is cast;
- on Resolution 5 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.

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GLOSSARY

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: (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.
FY24	the financial year ending on 30 June 2024.
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.
Listing Rules	the Listing Rules of the ASX.
LTIP	the Company's Long-Term Incentive Plan.
Managing Director	the managing director of the Company.

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DEFINED TERMS	MEANING
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 2024 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.

MotorCycle Holdings

ABN 29 150 386 995

MTO

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, 25 November 2024.**

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 Chair of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chair 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 Chair 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, 27 November 2024 at 11am AEST (Brisbane Time) and at any adjournment or postponement of that meeting.

Chair authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 3, 4 and 5 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 3, 4 and 5 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chair.

Important Note: If the Chair of the Meeting is (or becomes) your proxy you can direct the Chair to vote for or against or abstain from voting on Resolutions 1, 3, 4 and 5 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.

	For	Against	Abstain
Resolution 1: Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2: Re-election of Rick Dennis as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3: Increase in Non-executive Director remuneration pool	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4: Approval of participation of David Ahmet in Long Term Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5: Approval of participation of Michael Poynton in Long Term Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chair 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

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