



Lovisa Holdings Limited  
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Hawthorn East VIC 3123

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**LOVISA HOLDINGS LIMITED  
NOTICE OF 2016 ANNUAL GENERAL MEETING**

The Annual General Meeting of Lovisa Holdings Limited (**the Company**) will be held at the offices of KPMG at Level 2, 147 Collins Street, Melbourne on Tuesday 25 October 2016 at 2pm (Melbourne time) to consider the following items of business:

**Item 1. Financial and other report**

To receive and consider the Financial Report of the Company and the Directors' Report and the Auditor's Report for the year ended 3 July 2016.

**Item 2. Adoption of Remuneration Report (non-binding resolution)**

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

"That the Remuneration Report for the year ended 3 July 2016, being part of the Directors' Report, be adopted."

**Item 3. Election of Directors**

**3(a) Michael Kay as a Director**

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

"That Michael Kay be elected as a Director of the Company."

**3(b) James King as a Director**

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

"That James King be elected as a Director of the Company."

#### **Item 4. Approval of grant of securities to the Managing Director**

##### **4(a) Initial public offering options grant**

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

“That approval be given for all purposes, including ASX Listing Rule 10.14, for the grant of options under the Equity Incentive Plan to the Managing Director, Shane Fallscheer, as his initial public offering long term incentive, on the terms described in the Explanatory Statement accompanying this Notice of Meeting.”

##### **4(b) FY2017 options grant**

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

“That approval be given for all purposes, including ASX Listing Rule 10.14, for the grant of options under the Equity Incentive Plan to the Managing Director, Shane Fallscheer, as his long term incentive for the year ended 2 July 2017, on the terms described in the Explanatory Statement accompanying this Notice of Meeting.”

By order of the Board



Graeme Fallet  
Company Secretary  
21 September 2016

## NOTES

These Notes and the Explanatory Statement should be read together with, and form part of, the Notice of Meeting.

### Entitlement to attend and vote

In accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Company has determined that persons who are registered holders of shares in the Company as at 2pm (Melbourne time) on Sunday 23 October will be entitled to attend and vote at the Annual General Meeting as a Shareholder. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

### Proxies

If you do not plan to attend the Annual General Meeting, you may appoint a proxy by completing and returning a proxy form. If you are a Shareholder entitled to cast two or more votes, you may appoint up to two proxies. Where two proxies are appointed, you may specify the number or proportion of votes that each may exercise, failing which each may exercise half of your votes. If you want to appoint one proxy, you can use the form provided. If you want to appoint a second proxy, an additional proxy form may be obtained by telephoning the Company's share registry or you may copy the attached proxy form.

A proxy need not be a Shareholder and may either be an individual or a body corporate.

If you appoint a body corporate as a proxy, that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at the meeting, in accordance with section 250D of the *Corporations Act 2001* (Cth) (**Corporations Act**); and
- provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the meeting.

The Company's constitution provides that on a show of hands, every person present and entitled to vote has one vote. If you appoint two proxies, neither proxy may vote on a show of hands.

If you appoint a proxy who is also a Shareholder or is also a proxy for another Shareholder, your directions may not be effective on a show of hands. Your directions will be effective if a poll is taken on the relevant resolution.

If you sign and return a proxy form and do not nominate a person to act as your proxy, the Chair will be appointed as your proxy by default.

### Appointment of the Chair or other Key Management Personnel as your proxy

Unless the Chair of the meeting is your proxy, members of the Company's Key Management Personnel (which includes each of the Directors) will not be able to vote as proxy on items 2, 4(a) or 4(b) unless you direct them how to vote by marking either "For", "Against" or "Abstain" on the proxy form for items 2, 4(a) and 4(b). If you intend to appoint a member of the Company's Key Management Personnel (such as one of the Directors) as your proxy, you should ensure that you direct that person how to vote on items 2, 4(b) and 4(b).

### The Chair intends to vote all available proxies in favour of each item

If you appoint the Chair as your proxy, or the Chair is appointed your proxy by default, and you do not provide any voting directions on your proxy form, by signing and returning the proxy form, you will be expressly authorising the Chair to vote as he sees fit, even though items 2, 4(a) and 4(b) are connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

## Where to lodge a proxy

You may lodge a proxy by following the instructions set out on the proxy form accompanying this Notice of Meeting.

To be effective, the proxy (and the power of attorney or other authority under which it is signed, if any) must be received by the share registry in accordance with the instructions on the proxy form not later than 48 hours before the commencement of the meeting time, being 2pm (Melbourne time) on Sunday 23 October 2016.

Proxy forms may be delivered as follows:

- Online :** [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)
- By mail:** Lovisa Holdings Limited  
c/o Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia
- By fax:** +61 2 9287 0309
- By hand:** Link Market Services Limited  
1A Homebush Bay Drive, Rhodes, NSW 2138; or  
Level 12, 680 George Street, Sydney NSW 2000

## Corporate representatives

A body corporate that is a Shareholder, or which has been appointed as a proxy, may appoint an individual to act as its representative at the Annual General Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the meeting evidence of his or her appointment, including any authority under which it has been signed, unless it has previously been given to the Company.

## Voting by attorney

You may appoint an attorney to act on your behalf at the Annual General Meeting. An attorney may but need not be a member of the Company.

An attorney may not vote at the meeting unless the instrument appointing the attorney, and the authority under which the instrument is signed or a certified copy of the authority, are received by the Company by 2pm (Melbourne time) on Sunday 23 October 2016.

## Questions for the Auditor

Shareholders may submit written questions to the Company's Auditor, KPMG, if the question is relevant to the content of KPMG's Audit Report for the year ended 3 July 2016 or the conduct of its audit of the Company's Financial Report for the year ended 3 July 2016.

Relevant written questions for the Auditor must be received by the Company by no later than 5:00 pm (Melbourne time), on Tuesday 18 October 2016. Please send any written questions to:

Attn : Maurice Bisetto  
KPMG  
147 Collins Street  
Melbourne, VIC 3000

A list of written questions will be made available to Shareholders attending the meeting. If written answers are tabled at the meeting, they will be made available to Shareholders as soon as practicable after the meeting.

## Admission to meeting

If you will be attending the Annual General Meeting and you will not appoint a proxy, please bring your proxy form (if you still have one) to the meeting to help speed admission. If you do not bring your proxy form with you, you will still be able to attend and vote at the Annual General Meeting, but representatives from the share registry will need to verify your identity. You will be able to register from 1:30pm on the day of the meeting.

## **EXPLANATORY STATEMENT**

### **ITEM 1. FINANCIAL AND OTHER REPORTS**

The Company's Annual Report for 2016 (which includes the Financial Report, the Directors' Report and the Auditor's Report, together called the "Reports") will be presented to the meeting. Shareholders can access a copy of the Annual Report on the Company's website at [www.lovisa.com.au](http://www.lovisa.com.au). A printed copy of the Annual Report has been sent only to those Shareholders who have elected to receive a printed copy.

Shareholders will be given a reasonable opportunity to ask questions about, and make comments on the Reports, the audit and the management of the Company. Similarly, you will also have reasonable opportunity at the meeting to ask KPMG, the Company's auditor, questions about the content of the Audit Report or the conduct of the audit.

Alternatively you can submit written questions to the auditor about its Audit Report in advance of the meeting as outlined in the notes.

There is no formal resolution to be voted on in relation to this item of business.

### **ITEM 2. ADOPTION OF REMUNERATION REPORT**

The Remuneration Report (which forms part of the Directors' Report) is set out on pages 26 - 31 of the Company's 2016 Annual Report.

The Remuneration Report includes:

- details of the remuneration provided to the Company's Key Management Personnel for the year ended 3 July 2016;
- discussion of the Board's policy in relation to the nature and level of remuneration of the Company's Key Management Personnel; and
- discussion of the relationship between the Board's remuneration policy and the Company's financial performance.

There will be a reasonable opportunity for Shareholders to comment on, and ask questions about, the Remuneration Report at the meeting.

The vote on item 2 is advisory only and will not bind the Directors or the Company. However, the Board will take the outcome of the vote and discussion at the meeting into consideration when reviewing the Company's remuneration practices and policies.

#### **Voting exclusion**

The Company will disregard any votes cast on item 2:

- by or on behalf of a member of the Company's Key Management Personnel named in the Company's Remuneration Report for the year ended 3 July 2016 or their closely related parties, regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the Company's Key Management Personnel at the date of the meeting or their closely related parties.

However, votes will not be disregarded if they are cast as proxy for a person entitled to vote on item 2:

- in accordance with a direction in the proxy form; or
- by the person chairing the meeting, in accordance with an express authorisation to exercise the proxy even though item 2 is connected with the remuneration of Key Management Personnel.

The term 'closely related party' is defined in the Corporations Act and includes the Key Management Personnel's spouse, dependants and certain other close family members, as well as any companies controlled by the Key Management Personnel, or the Key Management Personnel's spouse, dependants and certain other close family members.

### **Recommendation**

The Board unanimously recommends that Shareholders vote in favour of item 2.

### **ITEM 3. ELECTION OF DIRECTORS**

Under the Company's constitution, a Director appointed by the Board, who is not a Managing Director, holds office only until the conclusion of the next Annual General Meeting following his or her appointment. Accordingly, Michael Kay and James King retire as Directors and, being eligible, offer themselves for election by Shareholders at the Annual General Meeting.

#### **3(a) Election of Michael Kay**

Michael was appointed as a Non-Executive Director of the Company on 13 April 2016 and is the Chairman of the Board. The Board considers Michael to be an independent Director.

Michael is chair of the Remuneration and Nomination Committee and is a member of the Audit, Business Risk and Compliance Committee.

A qualified lawyer, Michael brings a wealth of commercial experience to Lovisa. Michael was CEO and Managing Director of listed salary packaging business McMillan Shakespeare, a position he held for six years. Previously, Michael was CEO of national insurer AAMI after serving in a variety of senior roles with that firm. Prior to joining AAMI, he spent 12 years in private legal practice.

Michael became Chairman of ASX listed litigation funder, IMF Bentham Ltd (ASX : IMF) in July 2015 and is Chairman of Apply Direct Ltd (ASX : AD1). Michael has also been a non-executive Director of TFS Corporation (ASX : TFC) since February 2015 and is a non-executive Director of Royal Automotive Insurance Pty Limited.

Michael holds a Bachelor of Laws from Sydney University.

### **Recommendation**

The Board (with Michael abstaining) unanimously recommends that Shareholders vote in favour of item 3(a).

#### **3(b) Election of James King**

James was appointed as a Non-Executive Director of the Company on 17 May 2016 and is considered by the Board to be an independent Director.

James is chair of the Audit, Business Risk and Compliance Committee and is a member of the Remuneration and Nomination Committee.

James has over 30 years' experience as a Director and an Executive in major multinational corporations in Australia and internationally. He was previously with Foster's Group Limited as Managing Director Carlton & United Breweries and Managing Director Foster's Asia. Prior to joining Foster's, he spent six years in Hong Kong as President of Kraft Foods (Asia Pacific).

James is currently a non-executive Director of Navitas Ltd and a member of Global Coaching Partnership. Previously James was a Director of Pacific Brands Ltd, JB Hi-Fi Limited, Trust Company Ltd, a member of the Council of Xavier College and Chairman of Juvenile Diabetes Research Foundation (Victoria).

James holds a Bachelor of Commerce from University of NSW and is a Fellow of the Australian Institute of Company Directors.

### **Recommendation**

The Board (with James abstaining) unanimously recommends that Shareholders vote in favour of item 3(b).

### **ITEM 4. APPROVAL OF GRANT OF SECURITIES TO THE MANAGING DIRECTOR**

Pursuant to ASX Listing Rule 10.14, the Company is seeking shareholder approval for two separate grants of options to Shane Fallscheer, Managing Director.

The first grant of options is in connection with the Company's initial listing and quotation of the Company's fully paid ordinary shares on the ASX (the **IPO**) and represents Mr Fallscheer's long term incentive (**LTI**) at the time of the Company's initial listing on the ASX on 18 December 2014 for the year ended 28 June 2015 (**IPO Option Grant**). The second grant of options represents Mr Fallscheer's LTI for the period ended 2 July 2017 (**FY2017 LTI Grant**). Details of both grants are set out below.

Subject to shareholder approval, the options granted under items 4(a) and 4(b) will be issued under Lovisa's Equity Incentive Plan (the **Plan**) within 12 months of the meeting.

#### **Item 4(a) IPO Option Grant**

In conjunction with the Company's IPO in December 2014, Mr Fallscheer was entitled to receive a grant of 550,000 options with a face value of \$210,000 (**IPO Options**). The IPO Options constitute the long term incentive component of Mr Fallscheer's remuneration at the time of the IPO for the year ended 28 June 2015.

The Company's prospectus dated 21 November 2014 (as modified by the supplementary prospectus dated 1 December 2014) contained the terms of the IPO Options to be granted to the Managing Director and Lovisa received an ASX waiver from ASX Listing Rule 10.14 to permit the Company to grant the IPO Options without shareholder approval. The waiver required the IPO Options to be issued to Mr Fallscheer no later than 12 months from the date of the Company's admission to the official list of the ASX.

Due to an administrative oversight by the Board, IPO Options were not issued to Mr Fallscheer within the period of the ASX waiver. As the ASX waiver has now lapsed, the Company is seeking shareholder approval for the issue of the IPO Options to the Company's Managing Director.

The IPO Options form part of Mr Fallscheer's remuneration and will be issued at no cost. The exercise price per IPO Option payable by Mr Fallscheer if the IPO Options vest and become exercisable is \$2.30.

Each IPO Option entitles Mr Fallscheer to an option to acquire a fully paid ordinary share in the Company (subject to payment of the exercise price), that will only vest and become exercisable if vesting conditions are satisfied. The Board retains a discretion to make a cash equivalent payment in lieu of an allocation of shares. Prior to exercise, IPO Options do not entitle Mr Fallscheer to any dividends or voting rights.

### *Performance period*

The performance period commenced on the date of the initial listing of the Company on the ASX (18 December 2014) and ends on 2 July 2017.

### *Vesting conditions*

The IPO Options will vest and become exercisable subject to the satisfaction of the vesting conditions described below. The vesting conditions are based on the Company's EPS over the performance period.

One third of the IPO Options are subject to the Company's EPS reaching the prospectus proforma forecast for the financial year ended 28 June 2015 of 15.62 cents.

The remaining two thirds of the IPO Options are subject to the performance of the Company's aggregate EPS over FY2016 and FY2017 and the following vesting schedule:

Company's EPS over FY2016 and FY2017	% of IPO Options that vest and become exercisable
Below 37.33 cents	Nil
37.33 cents – 41.23	50-100%, on a straight line sliding scale
41.23 cents and above	100%

### *Testing of the vesting conditions*

Testing of the vesting conditions will occur shortly after the end of the performance period and release of the Company's full year results for FY2017, and the number of IPO Options that vest and become exercisable (if any) will be determined. Any IPO Options that remain unvested will lapse immediately.

Mr Fallscheer will be able to exercise the vested IPO Options at any time from the date the IPO Options vest until the expiry date, which is the date five years after the date the IPO Options are granted to Mr Fallscheer. After 5 years from the date of grant, any unexercised IPO Options will lapse.

### *Cessation of employment*

If Mr Fallscheer ceases employment for death, total and permanent disability or serious illness, the IPO Options will remain on foot and subject to the original vesting conditions, and will vest and become exercisable, or lapse in due course, as though Mr Fallscheer had not ceased employment. If Mr Fallscheer holds vested but unexercised IPO Options at the date of cessation, they will remain on foot for the original exercise period, unless otherwise determined by the Board.

If Mr Fallscheer's employment with the Company is terminated for any other reason, all IPO Options will automatically lapse.

### *Change of control*

In the event of a change in control of the Company, the Board has a discretion to determine that some or all of Mr Fallscheer's IPO Options will vest.

If a change of control occurs before the Board exercises its discretion, a pro-rata portion of the IPO Options (equal to the portion of the performance period that has elapsed up to the change of control) will vest. The Board retains a discretion to determine whether the remaining IPO Options will vest.

#### *Claw back*

The Board has broad 'claw back' powers to determine that IPO Options lapse or any Shares are forfeited or that amounts are to be repaid in certain circumstances (for example, in the case of serious misconduct).

#### *Restrictions on dealing*

Mr Fallscheer must not sell, transfer, encumber, hedge or otherwise deal with the IPO Options. Mr Fallscheer will be free to deal with the Shares allocated on exercise of the IPO Options, subject to the requirements of the Company's Policy for Dealing in Securities.

#### **Item 4(b) FY2017 LTI Options Grant**

Under the FY2017 LTI Grant, Mr Fallscheer will be granted 1,687,764 options with a total face value of \$400,000 subject to shareholder approval (**LTI Options**). The number of LTI Options to be granted to Mr Fallscheer has been determined by dividing Mr Fallscheer's LTI opportunity (i.e. 50% of Mr Fallscheer's total fixed remuneration, being \$800,000) by the volume weighted average share price (**VWAP**) of Lovisa shares traded on the ASX over 30 days up to the effective grant date of 18 May 2016.

The LTI Options will form part of Mr Fallscheer's remuneration and will be granted at no cost. On vesting, an exercise price of \$2.10 will be payable by Mr Fallscheer, which represents the 30 day VWAP up to the effective grant date of 18 May 2016.

Each LTI Option entitles Mr Fallscheer to an option to acquire a fully paid ordinary share in the Company (subject to payment of the exercise price), that will only vest and become exercisable if vesting conditions are satisfied. The Board retains a discretion to make a cash equivalent payment in lieu of an allocation of shares. Prior to exercise, LTI Options do not entitle Mr Fallscheer to any dividends or voting rights.

#### *Performance period*

The LTI Options will be tested based on performance over a period of approximately 3 years, commencing on 4 July 2016 and ending on 30 June 2019.

#### *Vesting conditions*

The LTI Options issued to Mr Fallscheer will vest and become exercisable subject to the satisfaction of the vesting conditions described below. The vesting conditions are based on the compound annual growth rates of the Company's EPS over the 3 year performance period.

The percentage of LTI Options that vest and become exercisable, if any, will be determined over the 3 year performance period by reference to the following vesting schedule:

Company's EPS over the performance period	% of LTI Options that vest and become exercisable
Less than 10% compound growth	Nil
10% compound growth	20% awarded
12.5% compound growth	40% awarded
15% compound growth	60% awarded
17.5% compound growth	80% awarded
20% compound growth	100% awarded

#### *Testing of the vesting conditions*

Testing of the EPS vesting conditions will occur shortly after the end of the performance period and release of the Company's full year results for FY2019, and the number of LTI Options that vest and become exercisable (if any) will be determined. Any LTI Options that remain unvested will lapse immediately.

Mr Fallscheer will then be able to exercise the vested LTI Options at any time from the date the LTI Options vest until the date which is 12 months after the date on which the LTI Options vest. After this 12 month period any unexercised LTI Options will lapse.

#### *Cessation of employment*

If Mr Fallscheer ceases employment for death, total and permanent disability or serious illness, the LTI Options will remain on foot and subject to the original vesting conditions, and will vest and become exercisable, or lapse in due course, as though Mr Fallscheer had not ceased employment. If Mr Fallscheer holds vested but unexercised LTI Options at the date of cessation, they will remain on foot for the original exercise period, unless otherwise determined by the Board.

If Mr Fallscheer's employment with the Company is terminated for any other reason, all LTI Options will automatically lapse.

#### *Change of control*

In the event of a change in control of the Company, the Board has a discretion to determine that some or all of Mr Fallscheer's LTI Options will vest.

#### *Claw back*

The Board has broad 'claw back' powers to determine that LTI Options lapse or any Shares are forfeited or that amounts are to be repaid in certain circumstances (for example, in the case of serious misconduct).

### *Restrictions on dealing*

Mr Fallscheer must not sell, transfer, encumber, hedge or otherwise deal with LTI Options. Mr Fallscheer will be free to deal with the shares allocated on exercise of the LTI Options, subject to the requirements of the Company's Policy for Dealing in Securities.

### **Additional information for items 4(a) and 4(b) provided in accordance with the ASX Listing Rule 10.15**

- Mr Fallscheer is the only director entitled to receive options under the Plan.
- No loan will be made by the Company in relation to the acquisition of options.
- This is the first time the Company is seeking approval under Listing Rule 10.14. These are the first grants to be made to a director under the Plan.
- Under ASX Listing Rule 7.1, every listed entity has the ability to issue 15% of its issued capital without security holder approval in a 12 month period. When an entity issues or agrees to issue securities under ASX Listing Rule 7.1 without security holder approval, that issue or agreement to issue uses up part of the 15% available under that rule. However, if approval is given under ASX Listing Rule 10.14, approval will not be required under ASX Listing Rule 7.1. This means that the options issued to Mr Fallscheer and any shares issued pursuant to this approval will not use up part of the 15% available under ASX Listing Rule 7.1.

### **Voting exclusion statement**

The Company will disregard any votes cast on items 4(a) and 4(b):

- by or on behalf of Mr Fallscheer and any of his associates, regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the Company's Key Management Personnel at the date of the meeting or their closely related parties.

However, votes will not be disregarded if they are cast as proxy for a person entitled to vote:

- in accordance with a direction in the Proxy Form; or
- by the person chairing the meeting, in accordance with an express authorisation in the Proxy Form to exercise the proxy even though items 4(a) and 4(b) are connected with the remuneration of the Key Management Personnel.

### **Recommendation**

The Board (with Mr Fallscheer abstaining) recommends that shareholders vote in favour of items 4(a) and 4(b).



**Lovisa Holdings Limited**  
ACN 602 304 503

## LODGE YOUR VOTE

 **ONLINE**  
[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

 **BY MAIL**  
Lovisa Holdings Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia

 **BY FAX**  
+61 2 9287 0309

 **BY HAND**  
Link Market Services Limited  
1A Homebush Bay Drive, Rhodes NSW 2138; or  
Level 12, 680 George Street, Sydney NSW 2000

 **ALL ENQUIRIES TO**  
Telephone: +61 1300 554 474

## PROXY FORM

I/We being a member(s) of Lovisa Holdings Limited and entitled to attend and vote hereby appoint:

### APPOINT A PROXY

**the Chairman of the Meeting (mark box)**

**OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **2:00pm on Tuesday, 25 October 2016 at the offices of KPMG at Level 2, 147 Collins Street, Melbourne** (the Meeting) and at any postponement or adjournment of the Meeting.

**Important for Resolutions 2, 4(a) and 4(b):** If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 2, 4(a) and 4(b), even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

**The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.**

### VOTING DIRECTIONS

**Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.**

**Please read the voting instructions overleaf before marking any boxes with an .**

#### Resolutions

	For	Against	Abstain*		For	Against	Abstain*
<b>2</b> Adoption of Remuneration Report (non-binding resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>4(b)</b> Approval of grant of securities to the Managing Director (FY2017 options grant)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>3(a)</b> Election of Michael Kay as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
<b>3(b)</b> Election of James King as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
<b>4(a)</b> Approval of grant of securities to the Managing Director (Initial public offering options grant)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				



\* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

LOV PRX1601C



For personal use only

STEP 1

STEP 2

STEP 3

## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

### DEFAULT TO CHAIRMAN OF THE MEETING

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

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in 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 A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **2:00pm on Sunday, 23 October 2016**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



#### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



#### BY MAIL

Lovisa Holdings Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
1A Homebush Bay Drive  
Rhodes NSW 2138  
or  
Level 12  
680 George Street  
Sydney NSW 2000

\* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**