



Lovisa Holdings Limited
ACN 602 304 503
Level 1, 818 Glenferrie Road
Hawthorn VIC 3122

t +61 3 9831 1800
f +61 3 9804 0060
e info@lovisa.com

lovisa.com

LOVISA HOLDINGS LIMITED NOTICE OF 2019 ANNUAL GENERAL MEETING

The Annual General Meeting of Lovisa Holdings Limited (the **Company**) will be held at the offices of KPMG, Level 36, Tower 2, 727 Collins Street, Melbourne, Room 12 & 13 on Tuesday 29 October 2019 at 3pm (Melbourne time) to consider the following items of business:

Item 1. Financial and other reports

To receive and consider the Financial Report of the Company and the Directors' Report and the Auditor's Report for the year ended 30 June 2019.

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 30 June 2019 being part of the Directors' Report, be adopted."

Item 3. Election of Directors

3(a) Brett Blundy as a Director

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

- "That Brett Blundy be elected as a Director of the Company."

3(b) Sei Jin Alt as a Director

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

- "That Sei Jin Alt be elected as a Director of the Company."

3(c) James King as a Director

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

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

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

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 956,328 options under the Equity Incentive Plan to the Managing Director, Shane Fallscheer, as his long term incentive for the year ended 28 June 2020, on the terms described in the Explanatory Statement accompanying this Notice of Meeting.”

By order of the Board



Chris Lauder
Company Secretary

26th September 2019

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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 3pm (Melbourne time) on Sunday 27 October 2019 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 Annual General Meeting.

Proxies

If you do not plan to attend the 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 contacting the Company's share registry or you may copy the attached proxy form.

A proxy may, but 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 Annual General 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 Annual General 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 either:

- you do not nominate a person to act as your proxy; or
- your appointed proxy is either not recorded as attending the meeting or does not vote on a poll in accordance with your directions,

then the Chair of the meeting will be appointed as your proxy by default (and must act in accordance with your directions, if any have been given).

Voting exclusions will restrict the ability of the Company's Key Management Personnel to vote as your proxy on Items 2 and 4. Please see the voting exclusions described in the Explanatory Notes for further information.

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 and 4 are connected directly or indirectly with the remuneration of a member of the Company's 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 Annual General Meeting, being 3pm (Melbourne time) on Sunday 27 October 2019.

Proxy forms may be delivered as follows:

- Online :** 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 meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Annual General 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 meeting. An attorney may but need not be a member of the Company.

An attorney may not vote at the Annual General 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 3pm (Melbourne time) on Sunday 27 October 2019.

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 30 June 2019 or the conduct of its audit of the Company's Financial Report for the year ended 30 June 2019.

Relevant written questions for the Auditor must be received by the Company by no later than 5:00 pm (Melbourne time), on Tuesday 22 October 2019. Please send any written questions to:

Attn: Rachel Milum
KPMG
Tower Two, Collins Square
727 Collins Street
Docklands, VIC 3008

A list of written questions will be made available to Shareholders attending the Annual General Meeting. The Auditor is not obliged to provide written answers and individual responses will not be sent to shareholders, however if written answers are tabled at the meeting they will be made available to Shareholders as soon as practicable after the meeting.

Admission to the Annual General Meeting

If you will be attending the 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 meeting, but representatives from the share registry will need to verify your identity. You will be able to register from 2.30pm on the day of the Annual General Meeting.

EXPLANATORY STATEMENT

ITEM 1. FINANCIAL AND OTHER REPORTS

Shareholders can access a copy of the Company's Annual Report for 2019 (which includes the Financial Report, the Directors' Report and the Auditor's Report, together called the "Reports") on the Company's website at www.lovisa.com.

Shareholders will be given a reasonable opportunity to ask questions about, and make comments on the Reports and the management of the Company. Similarly, you will also have reasonable opportunity at the Annual General 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 24 to 28 of the Company's 2019 Annual Report.

The Remuneration Report includes:

- details of the remuneration provided to the Company's Key Management Personnel for the year ended 30 June 2019;
- 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 Annual General 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 Annual General 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 30 June 2019 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 Annual General 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 Annual General Meeting, in accordance with an express authorisation to exercise the proxy as they decide even though item 2 is connected with the remuneration of the Company's 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.

Recommendation

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

ITEM 3. ELECTION OF DIRECTORS

Under the Company's Constitution and ASX Listing Rules, a Director who is not a Managing Director, must stand for election at the first annual general meeting following their appointment. Accordingly, Brett Blundy and Sei Jin Alt both retire as Directors at the conclusion of the meeting and, being eligible, offer themselves for re-election by Shareholders at the Annual General Meeting. In addition, a Director who is not a Managing Director, may not hold office without re-election beyond the third annual general meeting at which the Director was last elected or re-elected. Accordingly, James King retires as a Director at the conclusion of the meeting and, being eligible, offers himself for re-election by Shareholders at the Annual General Meeting.

3(a) Election of Brett Blundy

Brett Blundy was appointed as a Non-Executive Director of the Company on 1 November 2018 and is also the Chairman of the Company. Co-founder and substantial shareholder of the Company, Mr Blundy is one of Australia's most successful retailers and entrepreneurs, and brings a wealth of retail and leadership experience to the Board. He is the Chairman and Founder of BBRC, a private investment group with diverse global interests across retail, capital management, retail property, beef, and other innovative ventures. BBRC's retail presence extends to over 800 stores across more than 15 countries, and its Capital Management business has offices in Sydney & New York. Brett is currently a non-executive director of Accent Group Limited (ASX:AX1) and Aventus Retail Property Fund (ASX: AVN).

Recommendation

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

3(b) Election of Sei Jin Alt

Sei Jin Alt was appointed as a Non-Executive Director of the Company on 19 February 2019, and is an independent Director. Ms Alt brings to the Board broad merchandising, managerial, financial, and operational experience in multiple fashion categories as well as business leadership expertise gained over 20 years in the industry. She also brings experience and expertise from a number of large US retailers such as JCPenney, Nordstrom and Macy's and from 2010-2015 as Chief Merchandise Officer and Executive Vice President of Nasdaq listed fashion retailer Francesca's, with over 700 stores across the US.

Recommendation

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

3(c) Election of James King

James King was appointed as a Non-Executive Director of the Company on 17 May 2016 and is an independent Director.

Mr King is Chairman of the People, Leadership, Remuneration and Nomination Committee and is a member of the Audit, Business, Risk and Compliance Committee.

Mr King has over 31 years' experience as a Director and a Senior 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). He has served as Chairman and Director of ASX listed company JB Hi-Fi Ltd, and a Director of Trust Company Ltd, Navitas Ltd, Pacific Brands Ltd and Tattersalls Ltd. He is currently a member of the Global Coaching Partnership and has also served as a member of the Council of Xavier College, Chairman of Juvenile Diabetes Research Foundation (Victoria), and Captain of Royal Melbourne Golf Club. Mr King holds a Bachelor of Commerce from University of New South Wales and is a Fellow of the Australian Institute of Company Directors.

Recommendation

The Board (with Mr King abstaining) unanimously recommends that Shareholders vote in favour of item 3(c).

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 a grant of 956,328 options to Shane Fallscheer, Managing Director.

The grant of options represents Mr Fallscheer's LTI grant for the period ended 28 June 2020 (**FY2020 LTI Grant**). Details of the grant are set out below.

Subject to Shareholder approval, the options under item 4 will be granted under Lovisa's Equity Incentive Plan (the **Plan**) within 12 months of the Annual General Meeting.

FY2020 LTI Grant

Under the FY2020 LTI Grant, Mr Fallscheer will be granted 956,328 options with a total face value of \$3,000,000 subject to Shareholder approval (**LTI Options**). The number of LTI Options to be granted to Mr Fallscheer has been determined by dividing the proposed grant value of \$3,000,000 by \$3.46, being the fair value of options calculated at the effective grant date of 1 July 2019 based on a Black Scholes formula, rounded to the nearest whole option. The LTI Options will form part of Mr Fallscheer's remuneration and will be granted at no cost.

An exercise price of \$10.60 will be payable by Mr Fallscheer for each option, which represents the volume weighted average share price (**VWAP**) of the Company's shares traded on the ASX over the 3-month period up to the effective grant date of 1 July 2019.

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 the vesting condition is satisfied. The Board retains 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 1 July 2019 and ending on 3 July 2022.

Vesting conditions

The LTI Options issued to Mr Fallscheer will vest and become exercisable subject to the satisfaction of the vesting condition described below. The vesting condition is based on the Company's diluted earnings per share (**EPS**) over the 3 year performance period.

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

Company's EPS over the performance period	% of LTI Options that vest and become exercisable
Less than 15% compound growth	Nil
15% compound growth	20% awarded
17.5% compound growth	35% awarded
20% compound growth	50% awarded
22.5% compound growth	75% awarded
25% compound growth	100% awarded

Testing of the vesting condition

Testing of the EPS vesting condition will occur shortly after the end of the performance period and release of the Company's full year results for FY2022, 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's employment with the Company is terminated for cause, all LTI Options (vested and unvested) will automatically lapse, unless the Board determines otherwise. In all other circumstances (including due to death, total and permanent disability, serious illness or resignation):

- any unvested LTI Options will remain on foot and subject to the original vesting condition, as if Mr Fallscheer had not ceased employment; and
- any vested but unexercised LTI Options will remain on foot, and be exercisable during the original exercise period.

However, the Board retains discretion to vest or lapse some or all LTI Options in all circumstances, including on resignation.

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 allocated on exercise 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 item 4 provided in accordance with the ASX Listing Rule 10.15

- Mr Fallscheer is the only Director entitled to receive LTI Options under the Plan.
- No loan will be made by the Company in relation to the acquisition of LTI Options.
- Following Shareholder approval at the 2018 Annual General Meeting, 2,564,103 options were granted to Mr Fallscheer (at no cost) under the Plan as his FY19 LTI grant.
- If approval is given under ASX Listing Rule 10.14, approval will not be required under ASX Listing Rule 7.1.

Voting exclusion statement

The Company will disregard any votes on item 4:

- Cast in favour of item 4 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 on item 4:

- 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 as they decide even though item 4 is connected with the remuneration of the Company's Key Management Personnel.

Recommendation

The Board (with Mr Fallscheer abstaining) unanimously recommends that Shareholders vote in favour of item 4.



Lovisa Holdings Limited
ACN 602 304 503

LODGE YOUR VOTE

ONLINE
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 **3:00pm (Melbourne time) on Tuesday, 29 October 2019 at the offices of KPMG, Level 36, Tower 2, 727 Collins Street, Melbourne, Room 12 & 13 (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Resolutions 2 and 4: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below by signing and returning this proxy form, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 2 and 4, 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*
2 Adoption of Remuneration Report (non-binding resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	4 Approval of Grant of Securities to the Managing Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3a Election of Mr Brett Blundy as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3b Election of Ms Sei Jin Alt as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3c Election of Mr James King as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		<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).

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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 as the Chairman of the Meeting sees fit.

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, subject to any voting restrictions that apply to the proxy. 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" must 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.

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 **3:00pm (Melbourne time) on Sunday, 27 October 2019**, 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

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.**