



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

t +61 3 3 7042 6440  
e info@lovisa.com.au

lovisa.com.au

## LOVISA HOLDINGS LIMITED NOTICE OF 2023 ANNUAL GENERAL MEETING

The Annual General Meeting (**AGM**) of Lovisa Holdings Limited (the **Company**) will be held at the offices of KPMG, Level 36, Tower 2, 727 Collins Street, Melbourne, Room 14 & 15 on Wednesday 22<sup>nd</sup> November 2023 at 9.30am (Melbourne time) to consider the following items of business:

### AGENDA

#### 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 2 July 2023.

##### 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 2 July 2023, being part of the Directors' Report, be adopted."

##### Item 3. Re-election of Directors

###### 3(a) John Charlton as a Director

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

"That John Charlton be re-elected as a Director of the Company."

###### 3(b) Tracey Blundy as a Director

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

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

##### Item 4. Re-insertion of proportional takeover approval provisions

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

"That, for the purposes of section 648G and 136(2) of the Corporations Act and for all other purposes, the Company modify its Constitution by re-inserting the proportional takeover provisions as described in the Explanatory Statement, with effect from the date of the Annual General Meeting for a period of 3 years."

## Item 5. Approval of increase in Non-Executive Directors' Fee Pool

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

“That, for the purposes of ASX Listing Rule 10.17, Rule 8.3(a) of the Company's Constitution and for all other purposes, the maximum aggregate amount of remuneration that the Company's Non-Executive Directors are entitled to be paid in any year is increased by \$200,000, from \$600,000 to \$800,000, effective immediately.”

The proposed items of business should be read in conjunction with the notes and explanatory notes on page 6 to 11.

By order of the Board



Chris Lauder  
Chief Financial Officer and Company Secretary  
6<sup>th</sup> September 2023

## 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 7.00pm (Melbourne time) on Monday 20<sup>th</sup> November 2023 will be entitled to attend and vote at the AGM as a Shareholder. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the AGM.

If more than one joint holder of shares is present at the AGM (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

### How to vote

A Shareholder who is entitled to attend and vote at the AGM may do so:

- by attorney;
- by proxy; or
- by corporate representative (if the Shareholder is a corporation).

### Proxies

If you do not plan to attend the meeting, you may appoint a proxy to attend and vote on your behalf by completing and returning a proxy form in accordance with the instructions set out in the proxy form accompanying this Notice of Meeting. 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 AGM, 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 AGM.

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 5. Please see the voting exclusions described in the Explanatory Notes for further information.

**The Chair intends to vote all available and undirected proxies in favour of Items 1 – 5.**

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 5 are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel.

If you appoint any other member of the Company's Key Management Personnel (which includes each of the Directors) or their closely related party, they will not be able to vote your proxy on Items 2 and 5 unless you direct them how to vote. If you intend to appoint any of those persons as your proxy, you should ensure that you direct that person how to vote on Items 2 and 5.

**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 AGM, being 9.30am (Melbourne time) on Monday 20<sup>th</sup> November 2023.

Proxy forms may be delivered as follows:

- Online :**            [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)  
(Refer to the instructions set out in the proxy form accompanying this Notice of Meeting)
  
- 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\*  
                      Parramatta Square  
                      Level 22, Tower 6  
                      10 Darcy Street  
                      Parramatta NSW 2150  
                      \*during business hours Monday to Friday (9:00am - 5:00pm) (Sydney time)

**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 AGM 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 Shareholder of the Company.

An attorney may not vote at the AGM 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 9.30am (Melbourne time) on Monday 20<sup>th</sup> November 2023.

## **Questions for the Company**

Shareholders may submit written questions to the Company before the AGM. Any questions must be received by no later than 5:00pm (Melbourne time), on Wednesday 15<sup>th</sup> November 2023. Please submit your written questions online, by mail, by fax or in person (as set out on the top of the Shareholder Question Form enclosed).

The Chair will endeavour to address as many of the more frequently raised relevant questions as possible. However, there may not be sufficient time available at the AGM to address all of the questions raised. Please note that individual responses will not be sent to any Shareholder.

## **Questions for the Auditor**

Shareholders may submit written questions to the Company's Auditor, KPMG, before the AGM if the question is relevant to the content of KPMG's Audit Report for the year ended 2 July 2023 or the conduct of its audit of the Company's Financial Report for the year ended 2 July 2023.

Relevant written questions for the Auditor must be received by the Company by no later than 5:00pm (Melbourne time), on Wednesday 15<sup>th</sup> November 2023. Please send any written questions to:

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

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 AGM 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 9.00am on the day of the AGM.

## EXPLANATORY STATEMENT

### ITEM 1. FINANCIAL AND OTHER REPORTS

The Corporations Act requires the Annual Financial Report of the Company for the year ended 2 July 2023 (which includes the financial statements, notes to the financial statements and Directors' declaration), and Directors' Report and the Auditor's Report to be laid before the AGM.

Shareholders can access a copy of the Company's Annual Report for 2023 (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.au](http://www.lovisa.com.au).

Neither the Corporations Act nor the Company's Constitution requires a vote of Shareholders on the Reports. However, Shareholders will be given a reasonable opportunity to ask questions about and make comments on the Reports and the management of the Company. Similarly, Shareholders will also have reasonable opportunity at the AGM to ask KPMG, the Company's Auditor, questions about the conduct of the audit, the preparation and content of the Audit Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

Alternatively, you can submit written questions to the Auditor 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 21 to 29 of the Company's 2023 Annual Report.

The Remuneration Report includes:

- details of the remuneration provided to the Company's Key Management Personnel for the year ended 2 July 2023;
- 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.

At the Company's 2021 AGM, more than 25% of the votes cast on the resolution to adopt the 2021 Remuneration Report were against the resolution and accordingly, the Company received a 'first strike' on its Remuneration Report. At the Company's 2022 AGM, more than 25% of the votes cast on the resolution to adopt the 2022 Remuneration Report were against the resolution, which constituted the Company's 'second strike' on its Remuneration Report. Having received two strikes, a Board spill resolution was put to Shareholders to vote at the 2022 AGM. The spill resolution was not passed by Shareholders and therefore a spill meeting was not convened within 90 days of the 2022 AGM. If the 2023 Remuneration Report receives a strike at this AGM, it will constitute a 'first strike' for the purposes of section 250U of the Corporations Act and there will be no requirement to put a spill resolution to Shareholders.

The Board acknowledges the concerns of some Shareholders that led to this outcome and has outlined its response in this year's Remuneration Report.

The Board is of the view that the structure and quantum of remuneration in place for the leadership of the Group is appropriate for the situation of the business. Lovisa is a global business competing for talent in the global market with significant global growth potential, which requires compensation packages competitive in this context to attract and retain the appropriate calibre of executives to deliver this for Shareholders. We are delighted that our remuneration structures have been able to attract exceptional global executive talent, evidenced by the appointment of Victor Herrero as CEO in 2021 and the continuing outstanding performance of the business.

We have prepared the Remuneration Report in line with our objective of transparency in explaining our remuneration framework and practices and the link between the Company and individual incentive remuneration outcomes.

The vote on Item 2 is advisory only and will not bind the Directors or the Company. There will be a reasonable opportunity for discussion of the Remuneration Report at the AGM, and the Board will continue to take the outcome of the vote and discussion at the AGM into consideration when reviewing the Company's remuneration practices and policies.

#### **Voting exclusion statement**

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 2 July 2023 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 AGM 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 Chair of the AGM, in accordance with an express authorisation to exercise the proxy as the Chair decides, 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 and voting intentions**

The Board unanimously recommends that Shareholders **VOTE IN FAVOUR of Item 2**. The Chair of the AGM intends to vote all available and undirected proxies in favour of Item 2.

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

Under the Company's Constitution and ASX Listing Rules, a Director who is not a Managing Director, must not hold office without re-election beyond the third AGM at which the Director was last elected or re-elected. A Director who retires by rotation under Rule 8.1(d) of the Company's Constitution is eligible for re-election.

In accordance with the Company's Constitution and ASX Listing Rules, Mr Charlton and Ms Blundy both retire as Directors, and, being eligible, offer themselves for re-election by Shareholders at the AGM. In accordance with Rule 8.1(i) of the Company's Constitution, any retirement from office and re-election of a Director takes effect at the conclusion of the AGM.

### 3(a) Re-election of John Charlton

John Charlton was appointed as a Non-Executive Director of the Company on 26 August 2020 and was last re-elected at the Company's 2020 AGM.

John is a member of the People, Remuneration and Nomination Committee and the Audit, Business Risk and Compliance Committee.

John is a career retailer and brings over 38 years' experience in retailing operations in Australia. He was previously the founder and owner of Spendless Shoes Pty Ltd, a company he grew to 248 stores as well as a successful online site before selling to The Shoe Group in July 2019. He has served as a member of the Council of Wilderness School for 12 years (7 years as Chair) and the Council of Governors of Saint Peter's College for 5 years. John is currently a member of the Finance and Infrastructure Committee of the University of Adelaide and is a Non-Executive Director of the Detmold Group Advisory Board. John is considered an independent Director of the Company.

#### Recommendation and voting intentions

The Board (with Mr Charlton abstaining) unanimously recommends that Shareholders **VOTE IN FAVOUR** of Item 3(a). The Chair of the AGM intends to vote all available and undirected proxies in favour of Item 3(a).

### 3(b) Re-election of Tracey Blundy

Tracey Blundy was appointed as a Non-Executive Director of the Company on 6 November 2014 and was last re-elected at the Company's 2020 AGM.

Tracey is Chair of the People, Remuneration and Nomination Committee and is a member of the Audit, Business Risk and Compliance Committee.

Tracey joined BB Retail Capital Pty Ltd (**BB Retail Capital**) in 1981 and is a nominated representative of BB Retail Capital on the Board of Lovisa. Tracey has held a number of senior executive positions across BB Retail Capital's brands, including Chief Executive Officer of Sanity Entertainment and Bras n Things. She is a Board-level advisor across the BB Retail Capital portfolio bringing in-depth knowledge and expertise on retail operations and roll-out strategy.

Tracey was a founding shareholder of Lovisa in 2010, and has since been a senior advisor to the Company's management team. Tracey is currently a Director of BB Retail Capital and BB Retail Property Pty Limited. Tracey is not considered to be independent as she is associated with BB Retail Capital, a substantial shareholder of the Company.

The Board believes that Tracey brings significant retail and leadership experience, with her association with the business since its inception enhancing the value she brings to the Board and her role as Chair of the People, Remuneration and Nomination Committee.

#### Recommendation and voting intentions

The Board (with Ms Blundy abstaining) unanimously recommends that Shareholders **VOTE IN FAVOUR** of Item 3(b). The Chair of the AGM intends to vote all available and undirected proxies in favour of Item 3(b).



#### **ITEM 4. RE-INSERTION OF PROPORTIONAL TAKEOVER APPROVAL PROVISIONS**

Rule 6 of the Company's Constitution deals with proportional takeover bids for Lovisa shares in accordance with the Corporations Act (**Takeover Provisions**), which enables the Company to refuse to register shares acquired under a proportional takeover bid unless Shareholders approve the bid via an ordinary resolution. The provisions are designed to assist Shareholders to receive proper value for their shares if a proportional takeover bid is made for the Company.

Under section 648G(1) of the Corporations Act, the Takeover Provisions must be renewed every three years or they will cease to have effect. Rule 6.4 of the Company's Constitution also provides that the Takeover Provisions contained in the Constitution cease to have effect at the end of three years beginning on the date the provisions were adopted or last renewed in accordance with the Corporations Act.

The Takeover provisions were last renewed at the Company's AGM held on 20 October 2020. Accordingly, the provisions will cease to apply on 20 October 2023 (three years after their renewal) and, as such, must be re-inserted in the Company's Constitution at this AGM in order to apply to any future proportional takeover offers.

Pursuant to section 136(2) of the Corporations Act, a modification to the Company's Constitution (which includes insertion of proportional takeover approval provisions) can only be effected by way of a special resolution passed by the Shareholders. Therefore, Item 4 is a special resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote are in favour of Item 4.

If these provisions are re-inserted in the Company's Constitution by Shareholders at the AGM, they will be in exactly the same terms as Rule 6 of the Company's Constitution and will operate for three years from the date of the AGM. A copy of the Company's current Constitution is available on the Company's website [www.lovisa.com.au](http://www.lovisa.com.au).

#### **Statement under the Corporations Act**

Section 648G of the Corporations Act requires that the following information be provided to Shareholders when they are considering the inclusion of proportional takeover provisions in a constitution.

#### **Effect of the Takeover Provisions**

A proportional takeover offer is where an offer is made to each Shareholder for a proportion of that shareholder's shares, and not for the shareholder's entire shareholding.

The provisions of the Company's Constitution stated that, if a proportional takeover bid is made, the Directors must ensure that Shareholders vote on a resolution to approve the bid more than 14 days before the last day of the bid period (or such later date as is approved by the Australian Securities and Investments Commission). The Corporations Act also sets out requirements relating to this resolution.

The vote is decided on a simple majority. Each person who, as at the end of the day on which the first offer under the bid was made, held bid class securities is entitled to vote, excluding votes of the bidder and its associates.

If the resolution is not passed, transfers which would have resulted from the acceptance of a bid will not be registered and the bid will be taken to have been withdrawn. If the resolution is not voted on within the required timeframe, the resolution is taken to have been approved. If the bid is approved (or taken to have been approved), the transfers must be registered if they comply with the Corporations Act and the Company's Constitution.

The Directors will breach the Corporations Act if they fail to ensure the approving resolution is voted on. However, if the resolution is not voted on, the bid will be taken to have been approved.

The Takeover Provisions do not apply to full takeover bids and only apply for 3 years after approval. The provisions may be inserted or renewed, but only by a special resolution.

### Reasons for re-inserting the Takeover Provisions

If the Takeover Provisions are not in the Company's Constitution, a proportional takeover bid may enable control of the Company to pass without Shareholders having the opportunity to sell all of their shares to the bidder.

Shareholders may therefore be exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium for all shares. The proposed Takeover Provisions decrease this risk because they allow Shareholders to decide whether a proportional takeover bid is acceptable and should be permitted to proceed.

### Review of Takeover Provisions during current period

While the Takeover Provisions have previously been in force under the Company's Constitution, there have been no full or proportional takeover bids for the Company. Therefore, there is no example against which to review the advantages or disadvantages of the provisions for the Directors and the Shareholders. The Directors are not aware of any potential takeover that has been discouraged by Rule 6 of the Company's Constitution.

### Potential advantages and disadvantages

The Directors consider that the re-insertion of the Takeover Provisions has no potential advantages or disadvantages for them. They remain free to make a recommendation as to whether an offer under a proportional takeover bid should be accepted.

The potential **advantages** of the Takeover Provisions for Shareholders of the Company include:

- Shareholders have the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;
- the Takeover Provisions may help Shareholders avoid being locked in as a minority;
- the bargaining power of Shareholders is increased (this may help ensure that any proportional takeover offer is adequately priced); and
- knowing the view of the majority of Shareholders may help each individual Shareholder assess the likely outcome of the proportional takeover bid and to decide whether to accept or reject that offer.

The potential **disadvantages** for Shareholders of the Company include:

- proportional takeover bids for shares in the Company may be discouraged;
- Shareholders may lose an opportunity of selling some of their shares at a premium; and
- the likelihood of a proportional takeover bid being successful may be reduced.

The Board considers that the potential advantages for Shareholders of re-inserting the Takeover Provisions outweigh the potential disadvantages. In particular, Shareholders as a whole are able to decide whether or not a proportional takeover bid is successful.

### No knowledge of any acquisition proposals

At the date of this Notice of Meeting, no Director is aware of a proposal by a person to acquire, or to increase the extent of, a substantial interest in the Company.

### Recommendation

The Board unanimously recommends that Shareholders **VOTE IN FAVOUR** of Item 4. The Chair of the AGM intends to vote all available and undirected proxies in favour of Item 4.

## ITEM 5. APPROVAL OF INCREASE IN NON-EXECUTIVE DIRECTORS' FEE POOL

Under Rule 8.3(a) of the Company's Constitution and ASX Listing Rule 10.17A, the maximum aggregate amount the Company may pay Non-Executive Directors for their services to the Company in any year may not exceed the Shareholder approved maximum (**NED Fee Pool**). Pursuant to ASX Listing Rule 10.17, Shareholder approval is required to increase the NED Fee Pool by \$200,000, from \$600,000 to \$800,000.

The current NED Fee Pool is set at \$600,000 and has not changed since the Company listed on the ASX in December 2014. Under Rule 8.3(b)(2) of the Company's Constitution, the Company pays Board fees and (if applicable) Board Committee fees to Non-Executive Directors out of the NED Fee Pool. Details of the amounts paid to each Non-Executive Director are set out in the remuneration report section of the Annual Report. The fees paid are set to reflect the appropriate level of remuneration required to attract and retain Directors with the necessary skills and experience for the Board. The Board periodically reviews Director fees, and has formed the view that the proposed increase is appropriate for the following reasons:

- there is insufficient headroom in the current NED Fee Pool to accommodate future market-based adjustments to fees and any future appointment of additional Non-Executive Directors; and
- the increase is in line with Non-Executive Director fee pools of comparable companies.

The Board does not, however, intend to pay the full amount of the increase in the short to medium term. The proportion remaining unused will provide the necessary flexibility to make any appropriate increases to the size of the Board, to increase Director fees in the future and to attract and retain appropriately qualified Directors.

It is proposed that the increase in the NED Fee Pool will take effect immediately after the AGM. As required by ASX Listing Rule 10.17, the Company confirms that no securities have been issued to any Non-Executive Director of the Company under ASX Listing Rules 10.11 or 10.14 with Shareholder approval at any time within the last three years.

### Recommendation

Given the interests of the Directors in this item, the Board makes no recommendation in relation to Item 5. The Chair of the AGM intends to vote all available and undirected proxies in favour of Item 5.

### Voting exclusion statement

The Company will disregard any votes cast on Item 5 by any Directors of the Company and their associates. However, the Company need not disregard a vote cast in favour of Item 5 by:

- a proxy or attorney for a person entitled to vote on the resolution, in accordance with the directions in the proxy form; or
- the Chair of the AGM as proxy or attorney for a person entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- 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.

Further, the Company will disregard any votes cast as a proxy by a member of the Key Management Personnel as at the date of the AGM or their closely related parties, unless the vote is cast as a proxy for a person entitled to vote on this resolution, either in accordance with their directions on how to vote as set out in the proxy form or, where there are no such directions, by the Chair of the AGM pursuant to an express authorisation to vote undirected proxies as the Chair sees fit, even though the Item is connected with the remuneration of Key Management Personnel.




**Lovisa Holdings Limited**  
ACN 602 304 503


## LODGE YOUR PROXY FORM

 **ONLINE**  
<https://investorcentre.linkgroup.com>

 **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  
Parramatta Square, Level 22, Tower 6,  
10 Darcy Street, Parramatta NSW 2150

 **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 **9:30am (Melbourne time) on Wednesday, 22 November 2023 at the offices of KPMG, Level 36, Tower 2, 727 Collins Street, Melbourne, Room 14 & 15 (the Meeting)** and at any postponement or adjournment of the Meeting.

**Important for Resolutions 2 & 5:** 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 completing and submitting this proxy form you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 2 & 5, as the Chairman decides, 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 all available and undirected proxies in FAVOUR for all resolutions.**


### 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>5</b> Approval of increase in Non-Executive Directors' Fee Pool	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>3(a)</b> Re-election of John Charlton as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
<b>3(b)</b> Re-election of Tracey Blundy as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
<b>4</b> Re-insertion of proportional takeover approval provisions	<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 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

To be valid, this form must 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 PRX2301C



## 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 participate in 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:

- 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
- 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 participate in 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](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 **9:30am (Melbourne time) on Monday, 20 November 2023**, 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

<https://investorcentre.linkgroup.com>

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).



#### BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

#### QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



#### 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\*  
Parramatta Square  
Level 22, Tower 6  
10 Darcy Street  
Parramatta NSW 2150

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

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




**Lovisa Holdings Limited**  
ACN 602 304 503


**LODGE YOUR QUESTIONS**

 **ONLINE**  
<https://investorcentre.linkgroup.com>

 **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  
Parramatta Square, Level 22, Tower 6,  
10 Darcy Street, Parramatta NSW 2150

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



**X999999999999**

Please use this form to submit any questions about Lovisa Holdings Limited ("the Company") that you would like us to respond to at the Company's 2023 Annual General Meeting. Your questions should relate to matters that are relevant to the business of the meeting, as outlined in the accompanying Notice of Meeting and Explanatory Memorandum. If your question is for the Company's auditor it should be relevant to the content of the auditor's report, or the conduct of the audit of the financial report.

This form must be received by the Company's share registrar, Link Market Services Limited, by **5:00pm (Melbourne time) on Wednesday, 15 November 2023.**

Questions will be collated. During the course of the Annual General Meeting, the Chairman of the Meeting will endeavour to address as many of the more frequently raised shareholder topics as possible and, where appropriate, will give a representative of the Company's auditor, the opportunity to answer written questions submitted to the auditor. However, there may not be sufficient time available at the meeting to address all topics raised. Please note that individual responses will not be sent to shareholders.

**My question relates to (please mark the most appropriate box)**

- |   |  |   |
|---|--|---|
| <input type="checkbox"/> Performance or financial reports | <input type="checkbox"/> A resolution being put to the AGM | <input type="checkbox"/> General suggestion |
| <input type="checkbox"/> Remuneration Report              | <input type="checkbox"/> Sustainability/Environment        | <input type="checkbox"/> Other              |
| <input type="checkbox"/> My question is for the auditor   | <input type="checkbox"/> Future direction                  |   |

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|---|--|---|
| <input type="checkbox"/> Performance or financial reports | <input type="checkbox"/> A resolution being put to the AGM | <input type="checkbox"/> General suggestion |
| <input type="checkbox"/> Remuneration Report              | <input type="checkbox"/> Sustainability/Environment        | <input type="checkbox"/> Other              |
| <input type="checkbox"/> My question is for the auditor   | <input type="checkbox"/> Future direction                  |   |

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For personal use only  
QUESTIONS