



Lovisa Holdings Limited  
ACN 602 304 503  
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Hawthorn VIC 3122

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## **LOVISA HOLDINGS LIMITED NOTICE OF 2024 ANNUAL GENERAL MEETING**

The Annual General Meeting (**AGM**) of Lovisa Holdings Limited (the **Company**) will be held at the offices of Clayton Utz, Level 18, 333 Collins Street, Melbourne on Friday 22<sup>nd</sup> November 2024 at 9.00am (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 30 June 2024.

##### **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 2024, being part of the Directors' Report, be adopted."

##### **Item 3. Re-election of Brett Blundy as a Director**

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

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

##### **Item 4. Approval of increase in maximum number of Directors allowed under the Constitution**

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

"That, in accordance with Rule 8.1(a) of the Company's Constitution, the maximum number of Directors allowed be increased from 6 to 8, effective immediately."

##### **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 \$400,000, from \$800,000 to \$1,200,000, effective immediately."

## Contingent Business

### Item 6. Contingent Spill Resolution

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

"That, subject to and conditional on at least 25% of the votes cast on Item 2 being cast against the Remuneration Report for the year ended 30 June 2024:

- a) an extraordinary general meeting of the Company (the **Spill Meeting**) be held within 90 days of the passing of this resolution;
- b) all of the Non-Executive Directors in office when the resolution to approve the Remuneration Report for the financial year ended 30 June 2024 was passed (other than the Chief Executive Officer) and who remain in office at the time of the Spill Meeting, cease to hold office immediately before the end of the Spill Meeting; and
- c) resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote of Shareholders at the Spill Meeting."

Note: This resolution will only be put to the AGM if at least 25% of the votes validly cast on Item 2 are against that resolution. If you do not want a spill meeting to take place, you should vote 'against' Item 6. If you want a spill meeting to take place, you should vote 'for' Item 6.

The proposed items of business should be read in conjunction with the notes and explanatory notes on page 6 to 10.

By order of the Board



Chris Lauder  
Chief Financial Officer and Company Secretary  
22<sup>nd</sup> October 2024

## 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 Wednesday 20<sup>th</sup> November 2024 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, 5 and 6. 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 and against Item 6 (the contingent board spill resolution).**

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, 5 and 6 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, 5 and 6 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, 5 and 6.

#### **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 9.00am (Melbourne time) on Wednesday 20<sup>th</sup> November 2024.

Proxy forms may be delivered as follows:

- |                 |  |
|-----------------|--|
| <b>Online :</b> | www.linkmarketservices.com.au<br>(Refer to the instructions set out in the proxy form accompanying this Notice of Meeting)   |
| <b>By mail:</b> | Lovisa Holdings Limited<br>c/o Link Market Services Limited<br>Locked Bag A14<br>Sydney South NSW 1235<br>Australia  |
| <b>By fax:</b>  | +61 2 9287 0309  |
| <b>By hand:</b> | Link Market Services Limited*<br>Parramatta Square<br>Level 22, Tower 6<br>10 Darcy Street<br>Parramatta NSW 2150<br>*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 9.00am (Melbourne time) on Wednesday 20<sup>th</sup> November 2024.

### **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 Friday 15<sup>th</sup> November 2024. 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 30 June 2024 or the conduct of its audit of the Company's Financial Report for the year ended 30 June 2024.

Relevant written questions for the Auditor must be received by the Company by no later than 5:00pm (Melbourne time), on Friday 15<sup>th</sup> November 2024. Please send any written questions to:

Attn: Trent Duvall  
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 8.30am 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 30 June 2024 (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 2024 (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 23 to 33 of the Company's 2024 Annual Report.

The Remuneration Report includes:

- details of the remuneration provided to the Company's Key Management Personnel for the year ended 30 June 2024;
- 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 last year's AGM, more than 25% of the votes cast on the resolution to adopt the 2023 remuneration report were against the resolution and accordingly, the Company received a 'first strike' on its Remuneration Report. 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 executive to deliver this for Shareholders.

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. However, if more than 25% of the votes cast on this Item are against adopting the Remuneration Report, the contingent spill resolution in Item 6 will be put to the AGM. The operation and consequences of a spill resolution are set out under Item 6 below. 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 30 June 2024 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 BRETT BLUNDY AS A DIRECTOR**

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. Mr Blundy was appointed as a Non-Executive Director of the Company on 1 November 2018 and was last re-elected at the Company's 2021 AGM.

In accordance with the Company's Constitution and ASX Listing Rules, Mr Blundy retires as a Director at the conclusion of the meeting. A Director who retires by rotation under Rule 8.1(d) of the Company's Constitution is eligible for re-election. Mr Blundy, being eligible, offers himself 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.

Mr Blundy was initially 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 BB Retail Capital Pty Ltd (**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 approximately 1,300 stores across more than 45 markets, and its investment business has

offices in Sydney, Singapore and Monaco. Mr Blundy is not considered to be independent as he is a director and shareholder of BBRC, a substantial Shareholder of the Company.

#### **Recommendation**

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

#### **ITEM 4. APPROVAL OF INCREASE IN MAXIMUM NUMBER OF DIRECTORS ALLOWED UNDER THE CONSTITUTION**

Rule 8.1(a)(2) of the Company's Constitution allows for the total number of Directors of the Company (not including Alternate Directors) to not exceed 6, unless the Company resolves otherwise at a general meeting.

Currently the Company has the maximum number of Directors appointed, and seeks the flexibility to be able to make changes to the structure of the Board in the future to allow for additional Directors to be appointed should the Board and Shareholders consider it appropriate. The current maximum Board size does not allow for this flexibility. As a result, in accordance with Rule 8.1(a) of the Company's Constitution, it is proposed that the maximum number of Directors allowed be increased from 6 to 8.

Rule 8.1(a)(2) requires Shareholder approval to increase the maximum number of Directors. If Item 4 is passed by Shareholders at the meeting, the increase in the maximum number of Directors allowed will have immediate effect. If Shareholder approval is not obtained, the current maximum number of Directors will remain at 6

#### **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 and Rule 8.3(a) of the Company's Constitution, Shareholder approval is required to increase the NED Fee Pool by \$400,000, from \$800,000 to \$1,200,000.

The current NED Fee Pool is set at \$800,000, which was approved by Shareholders at the Company's 2023 Annual General Meeting and based on the current Board composition of a maximum of 6 Directors. 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.

As a consequence of the proposed increase in the maximum number of Directors allowed on the Board from 6 to 8 (subject to Shareholder approval under Item 4 of this Notice of Meeting), it is proposed that the NED Fee Pool be proportionally increased to allow for any new Directors appointed to be appropriately remunerated for their services and at the same time provide the necessary flexibility to make any appropriate increases in Director fees in the future to align with market benchmarking and to attract and retain appropriately qualified Directors. While the increase is intended to provide flexibility to do so, no increases to the remuneration of existing Directors is proposed at the current time, and in the absence of the proposed increase in the maximum number of Directors under Item 4, no increase in the NED Fee Pool would otherwise be sought.

If Shareholder approval is obtained for Item 5, it is proposed that the increase in the NED Fee Pool will take effect immediately after the AGM. If Shareholder approval is not obtained for Item 5, the NED Fee Pool will remain at \$800,000.

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 Non-Executive 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 in favour of 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 Item 5, 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 Item 5, in accordance with a direction given to the Chair to vote on Item 5 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 Item 5; and
  - the holder votes on Item 5 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 by the person as a proxy for a person entitled to vote on Item 5, 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 as proxy for a person entitled to vote on Item 5 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.

## **CONTINGENT BUSINESS**

### **ITEM 6. CONTINGENT SPILL RESOLUTION**

At last year's AGM more than 25% of the votes cast on the resolution to adopt the Remuneration Report were against adopting the report and the Company received a "first strike". This resolution is a "conditional" resolution. It will only be put to the vote if at least 25% of the votes cast on Item 2 are against the resolution to adopt the Remuneration Report. That is, if the Company receives a "second strike".

If the Company is required to put the conditional spill resolution to the meeting, and this resolution is passed and becomes effective, then it will be necessary for the Board to convene a special general meeting of the Company (**Spill Meeting**) within 90 days of the date of the 2024 AGM in order to consider the composition of the Board. If a Spill Meeting is required, the date of the meeting will be notified to Shareholders in due course.

If a Spill Meeting is held, the following Directors will automatically vacate office at the conclusion of the Spill Meeting unless they are willing to stand for re-election and are re-elected at that meeting: Brett Blundy, Tracey Blundy, John Charlton, Bruce Carter and Sei Jin Alt.

Even if Mr Blundy is re-elected at the 2024 AGM, he will still need to be re-elected at the Spill Meeting to remain in office following the Spill Meeting.

The Board considers the following factors to be relevant to a Shareholder's decision on how to vote on this Item 6:

- the Board's response to the first strike received at the 2023 Annual General Meeting, which is set out in the Company's Remuneration Report;
- each of the Non-Executive Directors listed above have previously been elected as a Director with the strong support of Shareholders; and
- convening a Spill Meeting would cause significant disruption, uncertainty and cost to the Company, which the Board does not consider would be in the best interests of the Company or its Shareholders.

#### **Recommendation and voting intentions**

The Board unanimously recommends that Shareholders **VOTE AGAINST** this Item 6 if it is put to the 2024 AGM. The Chair of the AGM intends to vote all available and undirected proxies against Item 6.

#### **Voting Exclusion Statement**

The Company will disregard any votes cast on Item 6:

- 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 2024 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 6:

- in accordance with a direction in the proxy form; or
- by the person chairing the AGM, in accordance with an express authorisation to exercise the proxy as they decide even though Item 6 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.



**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 **9:00am (Melbourne time) on Friday, 22 November 2024 at the offices of Clayton Utz, Level 18, 333 Collins Street, Melbourne** (the Meeting) and at any postponement or adjournment of the Meeting.

**Important for Items 2, 5 & 6:** 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 Items 2, 5 & 6, as the Chairman decides, even though the Items 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 resolutions 2, 3, 4 & 5.

The Chairman of the Meeting intends to vote all available and undirected proxies **AGAINST** resolution 6.

**Note:** This resolution will only be put to the AGM if at least 25% of the votes validly cast on Item 2 are against that resolution.

### 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 ☒

#### Items

Chairman For Against Abstain\*

Item 2 Adoption of Remuneration Report

FOR

☐☐☐

Item 3 Re-election of Brett Blundy as a Director

FOR

☐☐☐

Item 4 Approval of increase in maximum number of Directors allowed under the Constitution

FOR

☐☐☐

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

FOR

☐☐☐

The Directors recommend Shareholders vote **AGAINST** Resolution 6. The Chairman of the Meeting intends to vote all available proxies **AGAINST** Resolution 6

Item 6 Contingent Spill Resolution

AGAINST

☐☐☐

\* 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 PRX2401N

## 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 Items 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 **9:00am (Melbourne time) on Wednesday, 20 November 2024**, 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)

### IMPORTANT INFORMATION

Link Group is now known as MUFG Pension & Market Services. Over the coming months, Link Market Services will progressively rebrand to its new name MUFG Corporate Markets, a division of MUFG Pension & Market Services.

**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



**X99999999999**

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 2024 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 Friday, 15 November 2024**.

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)*

☐  
☐  
☐

Performance or financial reports  
Remuneration Report  
My question is for the auditor

☐  
☐  
☐

A resolution being put to the AGM  
Sustainability/Environment  
Future direction

☐  
☐

General suggestion  
Other

☐  
☐  
☐

Performance or financial reports  
Remuneration Report  
My question is for the auditor

☐  
☐  
☐

A resolution being put to the AGM  
Sustainability/Environment  
Future direction

☐  
☐

General suggestion  
Other

QUESTIONS