



Lovisa Holdings Limited
ACN 602 304 503
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Hawthorn East VIC 3123

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**LOVISA HOLDINGS LIMITED
NOTICE OF 2015 ANNUAL GENERAL MEETING**

The Annual General Meeting of Lovisa Holdings Limited (**the Company**) will be held at the offices of KPMG at Level 5, 147 Collins Street, Melbourne on Thursday 19 November 2015 at 2pm to consider the following business:

Item 1. Financial and other report

To receive and consider the Financial Report of the Company and the Directors' Report and the Auditor's Report for the year ended 28 June 2015.

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 28 June 2015, being part of the Directors' Report, be adopted."

Item 3. Election of Neil Osborne as a Director

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

"That Neil Osborne be elected as a Director of the Company."

Item 4. Appointment of auditor

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

"That KPMG, having been duly nominated by a Shareholder of the Company and having consented in writing to act, be appointed as auditor of the Company."

By order of the Board

Iain Sadler
Company Secretary
16th October, 2015

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 Tuesday 17 November 2015 will be entitled to attend and vote at the Annual General Meeting as a Shareholder. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Proxies

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

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

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

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

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

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

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

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

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

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 item 2 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Where to lodge a proxy

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

To be effective, the proxy (and the power of attorney or other authority under which it is signed, if any) must be received by the share registry in accordance with the instructions on the proxy form not later than 48 hours before the commencement of the meeting time, being 2.00pm (Melbourne time) on Tuesday 17 November 2015.

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 Annual General Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the meeting evidence of his or her appointment, including any authority under which it has been signed, unless it has previously been given to the Company.

Voting by attorney

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

An attorney may not vote at the meeting unless the instrument appointing the attorney, and the authority under which the instrument is signed or a certified copy of the authority, are received by the Company by 2.00pm (Melbourne time) on Tuesday 17 November 2015.

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 28 June 2015 or the conduct of its audit of the Company's Financial Report for the year ended 28 June 2015.

Relevant written questions for the Auditor must be received by the Company by no later than 5:00 pm (Melbourne time), on Thursday 12 November 2015. Please send any written questions to:

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

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

Admission to meeting

If you will be attending the Annual General Meeting and you will not appoint a proxy, please bring your proxy form (if you still have one) to the meeting to help speed admission. If you do not bring your proxy form with you, you will still be able to attend and vote at the Annual General Meeting, but representatives from the share registry will need to verify your identity. You will be able to register from 1.30pm on the day of the meeting.

EXPLANATORY STATEMENT

ITEM 1. FINANCIAL AND OTHER REPORTS

The Company's Annual Report for 2015 (which includes the Financial Report, the Directors' Report and the Auditor's Report, together called the "Reports") will be presented to the meeting. Shareholders can access a copy of the Annual Report on the Company's web site at: www.lovisa.com.au. A printed copy of the Annual Report has been sent only to those Shareholders who have elected to receive a printed copy.

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

Alternatively you can submit written questions to the auditor about their 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 Company is required to provide detailed disclosures of director and senior executive remuneration in its Directors' Report. These disclosures are set out in the Remuneration Report (which forms part of the Directors' Report) and included in the 2015 Annual Report.

The Remuneration Report includes:

- details of the remuneration provided to the non-executive Directors and Key Management Personnel for the year ended 28 June 2015;
- discussion of the Board's policy in relation to the nature and level of remuneration of the Directors, Managing Director and Key Management Personnel; and
- discussion of the relationship between the Board's remuneration policy and the Company's financial performance.

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

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

Voting exclusion

The Company will disregard any votes cast on item 2:

- (a) 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 28 June 2015 or their closely related parties, regardless of the capacity in which the vote is cast; or
- (b) as a proxy by a person who is a member of the Company's Key Management Personal at the date of the meeting or their closely related parties,

unless the vote is cast as proxy for a person entitled to vote on item 2:

- (c) in accordance with a direction in the proxy form; or
- (d) by the Chair of the meeting pursuant to an express authorisation to exercise the proxy.

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

Recommendation

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

ITEM 3. ELECTION OF NEIL OSBORNE AS A DIRECTOR

Neil Osborne was appointed as a Director of the Company on 1 April 2015. Neil is an Independent Non-Executive Director, and also Chair of the Audit, Business Risk and Compliance Committee and a member of the Remuneration and Nomination Committee.

Under the Company's constitution, a Director appointed by the Board, who is not a managing director, holds office only until the conclusion of the next Annual General Meeting following his or her appointment. Accordingly, Neil retires as a Director and, being eligible, offers himself for election by Shareholders at the Annual General Meeting.

Neil is an Independent non-executive Director of ASX listed Beacon Lighting Group since 2014 and Vita Group Limited. He is Chairman of Beacon's Audit Committee and a member of Beacon's Remuneration Committee, and Chairman of Vita's Audit and Risk Committee and a member of Vita's Remuneration and Nomination Committee. Neil is also Chairman of Australian United Retailers Limited, listed on the NSX and trading as Foodworks.

Neil has over 35 years' experience in the retail industry. He was formerly an Accenture Partner, leading large strategic projects in Australia and Asia. He also spent 18 years with Coles Myer Ltd in senior positions including finance (including CFO Myer) and strategic planning.

Neil holds a Bachelor of Commerce degree from the University of Queensland, is a CPA and a Fellow of the Australian Institute of Company Directors. Neil is also a graduate of the Advanced Logistics Program at the University of North Florida.

Recommendation

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

ITEM 4. APPOINTMENT OF AUDITOR

KPMG was appointed as the auditor of the Company by the Board on 21 November 2014. The Company selected KPMG as the most appropriate audit firm for the needs of the Company. KPMG was the Company's auditor in relation to the Company's 28 June 2015 accounts.

Section 327B(1)(a) of the Corporations Act requires a public company to appoint an auditor at its first Annual General Meeting. Accordingly, the Company is seeking Shareholder approval of the appointment of KPMG as the Company's auditor.

KPMG has been duly nominated for appointment as the Company's auditor by a Shareholder of the Company, as required by section 328B of the Corporations Act. A copy of the Shareholder's written notice of nomination is set out below. KPMG has also consented to this appointment as an auditor.

30 September 2015

The Directors
Lovisa Holdings Limited
41-45 Camberwell Rd
Hawthorn East VIC 3123

Dear Directors

Notice of Nomination of Auditor

As a shareholder of the Company, I hereby nominate KPMG for appointment as auditor of the Company for consideration at the next Annual General Meeting of the Company.

Yours sincerely,

Neil Osborne

Recommendation

The Board 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



X99999999999

PROXY FORM

I/We being a member(s) of Lovisa Holdings Limited (the Company) 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 generally on my/our behalf and to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit, at the Annual General Meeting of the Company to be held at **2:00pm (Melbourne time) on Thursday, 19 November 2015 at KPMG offices, Level 5, 147 Collins Street, Melbourne, VIC (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Item 2: 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 Item 2, even though the Item is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).


The Board recommends shareholders vote in favour of all items of business. The Chairman of the Meeting intends to vote all available 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, being 2:00pm (Melbourne time) on Tuesday, 17 November 2015.

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

Items of Business	For	Against	Abstain*
2 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Neil Osborne as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Appointment of auditor	<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)
<input type="text"/>	<input type="text"/>	<input type="text"/>
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

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

LOV PRX501C



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.

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 applicable voting restrictions). If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

If you are a shareholder entitled to cast two or more votes, 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:

- on the front of each of the first Proxy Form and the second Proxy Form, clearly state the percentage of your voting rights or number of shares applicable to that proxy. 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.

DEFAULT TO CHAIRMAN OF THE MEETING

If you leave Step 1 blank, or your named proxy does not attend the Meeting or does not vote on a poll in accordance with your directions, the Chairman of the Meeting will be your proxy by default. Any directed proxies that are not voted on a poll at the meeting will automatically 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 in accordance with Step 1 of this Proxy Form.

PROXY VOTING BY KEY MANAGEMENT PERSONNEL

The KMP of the Company (which includes each of the directors) and their closely related parties will not be able to vote as your proxy on Item 2 unless you direct them how to vote. If you intend to appoint such a person as your proxy, please ensure that you direct them how to vote on Item 2 by marking the voting boxes in Step 2 of the Proxy Form.

If the Chairman of the Meeting is your proxy and you do not mark a voting box for Item 2, then by completing and returning the Proxy Form you will be expressly authorising the Chairman of the Meeting to exercise your proxy in respect of Item 2 even though the item is connected directly or indirectly with the remuneration of a member of the Company's KMP. The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

SIGNING INSTRUCTIONS

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

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

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

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

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

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **2:00pm (Melbourne time) on Tuesday, 17 November 2015**, 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:



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.**