

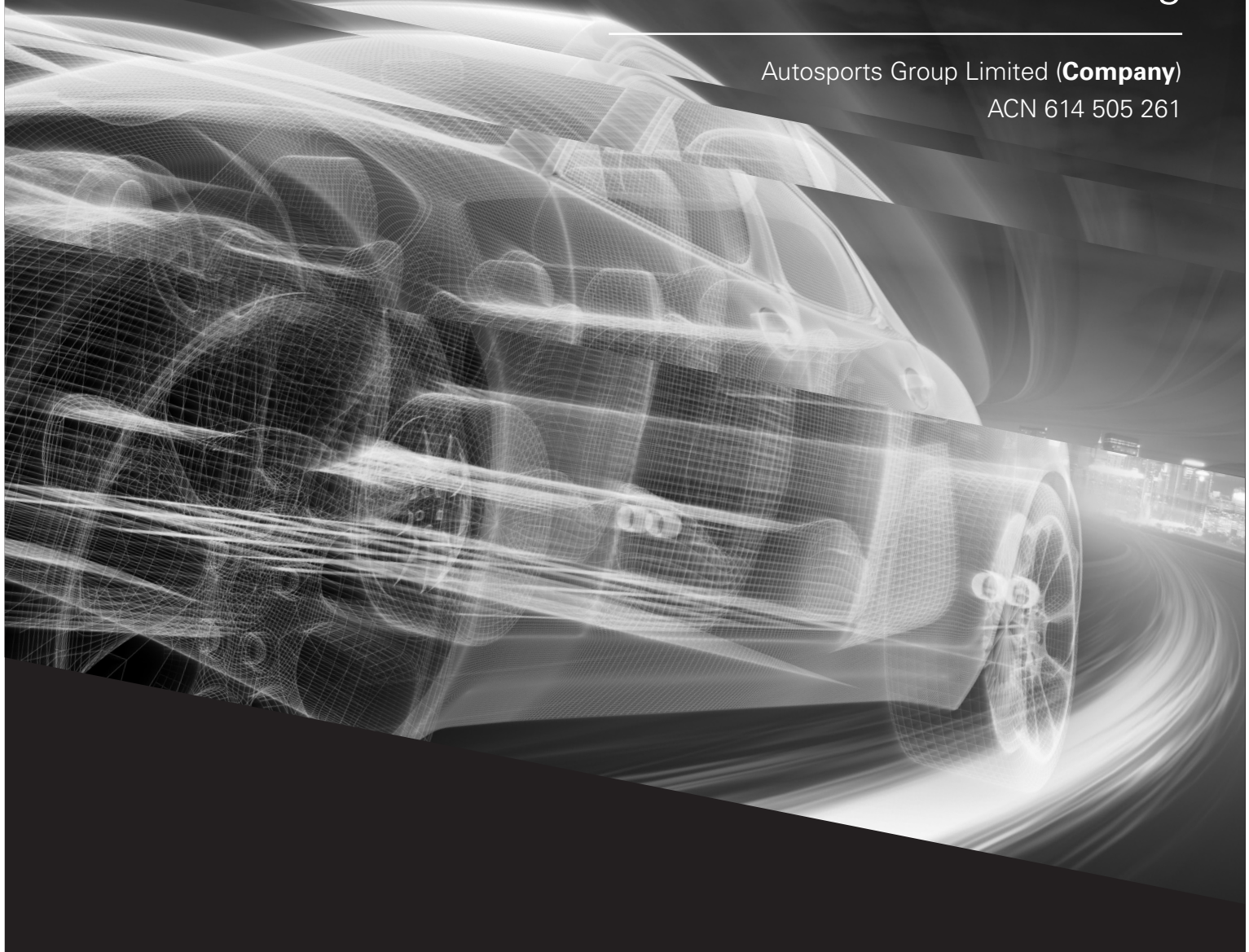
autosports group[®]

AUTOSPORTS GROUP LIMITED

Notice of Meeting for 2017
Annual General Meeting

Autosports Group Limited (**Company**)

ACN 614 505 261



Notice of Annual General Meeting

Notice is given that the 2017 Annual General Meeting of Autosports Group Limited (**ASG** or the **Company**) will be held at the offices of Deloitte Touche Tomatsu at Grosvenor Place, Level 9, 225 George Street Sydney on Friday, 17 November 2017 at 2.00pm (AEST).

Agenda items

1 Financial Report, Directors' Report and Auditor's Report

To receive and consider the Financial Report of the Company and its controlled entities and the Reports of the Directors and Auditor for the year ended 30 June 2017.

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

2 Re-election of Director

That Robert Quant, being eligible, be re-elected as a Director of the Company.

3 Adoption of Remuneration Report

That the Remuneration Report for the year ended 30 June 2017 be adopted.

Note: The vote on this resolution is advisory only and does not bind the Directors or the Company. A voting exclusion statement applies to this resolution (see Item 2 of the notes relating to voting).

4 Approval of FY17 deferred short term incentive grant of performance rights to Executive Directors

4.1 That approval be given for all purposes, including ASX Listing Rule 10.14, for the grant of performance rights to Nick Pagent as his annual deferred short term incentive grant for the year ended 30 June 2017 on the terms described in the Explanatory Memorandum accompanying this Notice of Meeting.

4.2 That approval be given for all purposes, including ASX Listing Rule 10.14, for the grant of performance rights to Ian Pagent as his annual deferred short term incentive grant for the year ended 30 June 2017 on the terms described in the Explanatory Memorandum accompanying this Notice of Meeting.

Note: A voting exclusion statement applies to both of these resolutions (see Item 2 of the notes relating to voting).

5 Approval of FY18 long term incentive grant of performance rights to Executive Directors

5.1 That approval be given for all purposes, including ASX Listing Rule 10.14, for the grant of performance rights to Nick Pagent as his annual long term incentive grant for the year ended 30 June 2018 on the terms described in the Explanatory Memorandum accompanying this Notice of Meeting.

5.1 That approval be given for all purposes, including ASX Listing Rule 10.14, for the grant of performance rights to Ian Pagent as his annual long term incentive grant for the year ended 30 June 2018 on the terms described in the Explanatory Memorandum accompanying this Notice of Meeting.

Note: A voting exclusion statement applies to both of these resolutions (see Item 2 of the notes relating to voting).

6 Appointment of Auditor

That Deloitte Touche Tomatsu, having been duly nominated by a shareholder of the Company and having consented in writing to act, be appointed as auditor of the Company.

The notes relating to voting and the Explanatory Memorandum form part of this Notice of Meeting.

By Order of the Board



Leonie Chapman
Company Secretary
18 October 2017

Notes relating to voting

1 Entitlement to vote

In accordance with Regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Board has determined that persons who are registered holders of shares in the Company as at 7:00 pm AEST on Wednesday, 15 November 2017 will be entitled to attend and vote at the Annual General Meeting (**Meeting**) as a shareholder. Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

If more than one joint holder of shares is present at the Meeting (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.

Where voting is conducted on a show of hands, every shareholder has one vote. Where voting is conducted on a poll, shareholders have one vote for every fully paid ordinary share held (subject to the restrictions on voting referred to below).

2 Voting exclusions

Resolution 3 (Adoption of Remuneration Report)

The Company will disregard any votes cast on resolution 3:

- by or on behalf of a member of the Company's key management personnel (**KMP**) named in the Company's Remuneration Report for the year ended 30 June 2017 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 KMP 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 resolution 3:

- in accordance with a direction in the proxy form; or
- by the Chairman of the Meeting pursuant to an express authorisation to exercise the proxy.

Resolutions 4.1, 4.2, 5.1 and 5.2 (Grant of Performance Rights to Executive Directors)

The Company will disregard any votes cast on resolutions 4.1, 4.2, 5.1 or 5.2:

- by or on behalf of Nick Pagent and Ian Pagent, and any of their associates, regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the Company's KMP 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 resolution 4.1, 4.2, 5.1 or 5.2:

- in accordance with a direction in the proxy form; or
- by the Chairman of the meeting pursuant to an express authorisation to exercise the proxy even though the resolution is connected with the remuneration of the KMP.

3 Proxies

- (a) A shareholder entitled to attend and vote has a right to appoint a proxy to attend and vote instead of the shareholder. A proxy need not be a shareholder and can be either an individual or a body corporate. A shareholder can appoint a proxy by completing and returning a signed proxy form (see section 4 of these notes relating to voting, and the enclosed proxy form).
- (b) A shareholder that is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the shareholder's votes. If both proxies attend the Meeting, then neither may vote on a show of hands.
- (c) If a shareholder appoints 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.

Notes relating to voting (cont)

- (d) If you wish to indicate how your proxy should vote, please mark the appropriate boxes on the proxy form. If you do not direct your proxy how to vote on a particular item of business, you are authorising your proxy to vote as they decide, subject to any applicable voting exclusions.
- (e) Members of the Company's KMP (which includes each of the Directors) and their closely related parties (which includes spouses and dependents) will not be able to vote as proxy on resolutions 3, 4.1, 4.2, 5.1 or 5.2, unless you direct them how to vote or the Chairman of the Meeting is your proxy. If you intend to appoint a member of the KMP (such as one of the Directors) as your proxy, you should ensure that you direct that person how to vote on resolutions 3, 4.1, 4.2, 5.1 and 5.2.
- (f) If you intend to appoint the Chairman of the Meeting as your proxy, you can direct the Chairman how to vote by marking the boxes for the relevant resolution (for example, if you wish to vote "for"; "against" or to "abstain" from voting). However, if you do not mark a box next to resolutions 3, 4.1, 4.2, 5.1 or 5.2, then by completing and returning the proxy form, you will be expressly authorising the Chairman to vote as they see fit in respect of resolutions 3, 4.1, 4.2, 5.1 and 5.2 even though it is connected with the remuneration of the Company's KMP.
- (g) If:
- a poll is duly demanded at the Annual General Meeting in relation to a proposed resolution;
 - a shareholder has appointed a proxy (other than the Chairman of the Meeting) and the appointment of the proxy specifies the way the proxy is to vote on the resolution; and
 - that shareholder's proxy is either not recorded as attending the Meeting or does not vote on the resolution,
- the Chairman of the Meeting will, before voting on the resolution closes, be taken to have been appointed as the proxy for the shareholder for the purposes of voting on that resolution and must vote in accordance with the written direction of that shareholder.
- (h) Please note that for proxies without voting instructions that are exercisable by the Chairman of the Meeting, the Chairman intends to vote all available proxies in favour of each resolution.

4 Proxy form

If you wish to appoint a proxy to act on your behalf, please complete the accompanying proxy form.

To be effective the proxy form must be received no later than 2pm (AEST) on Wednesday, 15 November 2017 at:

Online: www.linkmarketservices.com.au

By mail: Autosports Group
c/- Link Market Services Limited
Locked Bay 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)

Notes relating to voting (cont)

5 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.

6 Voting by attorney

A shareholder entitled to attend and vote may appoint an attorney to act on his or her 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 Annual General Meeting unless the instrument appointing the attorney, and the authority under which the instrument is signed or a certified copy of the authority, are received by the Company in the same manner, and by the same time, as outlined above for proxy forms.

7 Questions for the Auditor

Shareholders may submit written questions to the Company's Auditor, Deloitte Touche Tohmatsu, if the question is relevant to the content of Deloitte Touche Tohmatsu's Audit Report for the year ended 30 June 2017 or the conduct of its audit of the Company's Financial Report for the year ended 30 June 2017.

Relevant written questions for the Auditor must be received by the Company by no later than 5:00 pm (AEST), Friday 10 November 2017. Please send any written questions to:

Company Secretary, Leonie Chapman c/- leonie.chapman@lawyal.com.au; or to PO Box 780, Rozelle NSW 2039

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.

Explanatory Memorandum

This Explanatory Memorandum has been prepared to help shareholders understand the items of business at the forthcoming Annual General Meeting.

1 Annual Financial Report, Directors' Report and Auditor's Report

The Corporations Act requires:

- the reports of the Directors and Auditors; and
- the annual Financial Report, including the Financial Statements of the Company for the year ended 30 June 2017,

to be laid before the Annual General Meeting. Neither the Corporations Act nor the Company's Constitution requires a vote of shareholders on the reports or statements. However, shareholders will be given an opportunity to raise questions or comments on the management of the company.

Also, a reasonable opportunity will be given to shareholders as a whole at the Meeting to ask the Company's Auditor questions relevant to the conduct of the audit, the preparation and content of the Auditor's 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.

2 Re-election of Robert Quant

Name:	Robert Quant
Title:	Independent Non-Executive Director
Qualifications:	Fellow of the Institute of Chartered Accountants Australia and New Zealand and a Bachelor of Accounting from the University of Technology, Sydney
Experience and expertise:	Robert was appointed to the Board on 29 August 2016. His executive roles included the CEO of Grant Thornton Australia Limited from 2008 to 2015. Robert has over 35 years' experience in Chartered Accounting including corporate, business advisory and taxation services supporting a range of public and private entities in the areas of professional services, property, technology and automotive retail. During his time at Grant Thornton, he was a Director and subsequently a member of the global leadership team of Grant Thornton International and a Director of Grant Thornton Australia. Robert is a fellow of the Institute of Chartered Accountants and a Member of Australian Institute of Company Directors.

Recommendation

The Board (with Robert Quant abstaining) recommends that shareholders vote **in favour** of the re-election of Robert Quant.

3 Adoption of Remuneration Report

The Remuneration Report on pages 25 to of the Company's Annual Report sets out the remuneration policies of the Company and reports on the remuneration arrangements in place for the Company's KMP during the year ended 30 June 2017 (**FY17 Remuneration Report**). Shareholders will have a reasonable opportunity at the Meeting to ask questions about or make comments on the Remuneration Report.

As prescribed by the Corporations Act, the vote on the adoption of the Remuneration Report is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote and discussion at the Meeting into account in setting remuneration policy for future years.

Recommendation

The Board recommends that shareholders vote **in favour** of the adoption of the Remuneration Report.

Explanatory Memorandum (cont)

4 Approval of FY17 deferred short term incentive grant of performance rights to Executive Directors

Pursuant to ASX Listing Rule 10.14, the Company is seeking shareholder approval for the grant of performance rights to Nick Pagent (Managing Director and Chief Executive Officer) and Ian Pagent (Executive Director), in respect of their deferred Short Term Incentive (STI) award for the year ended 30 June 2017 (FY17).

Subject to shareholder approval, the STI performance rights will be granted under the Company's Equity Incentive Plan shortly after, and in any case by no later than 12 months of the Meeting.

Key terms of the FY17 STI award

The STI plan (including its performance conditions) is designed to provide increased focus on, and reward for, performance against those areas that most significantly drive the delivery of the Company's strategic initiatives.

The amount of the STI award that each participant becomes entitled to each year (if any) is determined by the Board based on the achievement of set performance targets.

For FY17, Nick was eligible to receive an STI award of up to 33% of his base salary at target performance, and a maximum STI award of up to 75% of his base salary if stretch performance targets were met.

For FY17, Ian was eligible to receive an STI award of up to 20% of his base salary at target performance, and a maximum STI award of up to 45% of his base salary if stretch performance targets were met.

Performance conditions included a financial target of achieving pro forma FY17 NPAT contained in the Company's prospectus and individual targets relating to the strategic objectives of the Company. In addition, the STI was subject to a gateway hurdle, meaning that if ASG did not achieve the pro forma FY2017 NPAT contained in the Prospectus, no STI award will be payable.

As disclosed in the FY17 Remuneration Report:

- Nick was awarded a total STI of \$103,285 for FY17. This award equates to an achievement of 37% of the maximum STI opportunity (or 85% of the target STI opportunity). 100% of this award is to be delivered in the form of STI performance rights.
- Ian was awarded a total STI of \$41,732 for FY17. This award equates to an achievement of 38% of the maximum STI opportunity (or 85% of the target STI opportunity). 100% of this award is to be delivered in the form of STI performance rights.

Subject to shareholder approval, the Board proposes to grant Nick 43,035 STI performance rights and Ian 17,388 STI performance rights. The number of STI performance rights to be granted to each of Nick and Ian has been determined by dividing the total value of their STI award for FY17 (i.e. \$103,285 and \$41,732 respectively) by the volume weighted average price of ASG shares traded on the ASX during the 10 trading days following the release of the Group's 2017 full year audited financial results (i.e. \$2.40 per share), rounded up to the nearest whole number of performance rights.

As the STI performance rights will form part of Nick and Ian's remuneration for FY17, they will be granted at no cost and there will be no amount payable on vesting.

Each performance right entitles the holder to one ordinary share in the Company on vesting. The Board retains a discretion to make a cash equivalent payment in lieu of an allocation of shares. Prior to vesting, performance rights do not carry any dividend or voting rights.

Vesting condition

STI performance rights will vest after the satisfaction of a one-year service period ending on 30 June 2018 (**Deferral Period**).

Summary of other key terms of the STI performance rights

Cessation of employment

Where employment is terminated for summary dismissal or ceases due to resignation, all unvested STI performance rights will automatically lapse.

In all other circumstances, a pro rata portion (calculated by reference to the portion of the performance period elapsed) of unvested STI performance rights will remain on foot and will vest in the ordinary course, as though the employee had not ceased employment. The remainder of that employee's unvested STI performance rights will lapse.

However, pursuant to the Equity Incentive Plan Rules, the Board retains discretion to vest or lapse some or all performance rights in all circumstances.

Explanatory Memorandum (cont)

Change of control

In the event of a takeover bid or other transaction, event or state of affairs that in the Board's opinion is likely to result in a change in control of the Company, the Board may decide that some or all of the STI performance rights will vest.

Clawback

The Board has broad "clawback" powers to determine that STI performance rights lapse, any shares allocated on vesting are forfeited, or that amounts are to be repaid in certain circumstances (for example, in the case of serious misconduct).

Restrictions on dealing

Employees must not sell, transfer, encumber, hedge or otherwise deal with STI performance rights.

Employees will be free to deal with the shares allocated on vesting of the STI performance rights, subject to the requirements of ASG's Securities Dealing Policy.

Additional information provided in accordance with ASX Listing Rule 10.15

- This is the first time the Company is seeking approval for a grant of STI performance rights under the Company's Equity Incentive Plan.
- Nick and Ian are the only Directors entitled to participate in, and receive performance rights under, the Equity Incentive Plan.
- No loan will be made by the Company in relation to the acquisition of STI performance rights or allocation to Nick or Ian of any shares on vesting of those rights.
- If approval is given under ASX Listing Rule 10.14, approval will not be required under ASX Listing Rule 7.1. This means that the STI performance rights granted to Nick and Ian, and any shares issued pursuant to this approval, will not use up part of the 15% available under ASX Listing Rule 7.1.

A voting exclusion statement applies to this resolution, as set out in the Notice of Meeting.

Recommendation

The Non-Executive Directors recommend that shareholders vote in favour of the grant of STI performance rights to Nick Pagent and Ian Pagent under resolutions 4.1 and 4.2.

5 Approval of FY18 long term incentive grant of performance rights to Executive Directors

Pursuant to ASX Listing Rule 10.14, the Company is seeking shareholder approval for the grant of performance rights to Nick Pagent (Managing Director and Chief Executive Officer) and Ian Pagent (Executive Director), in respect of their Long Term Incentive (LTI) award for the year ended 30 June 2018 (FY18).

Subject to shareholder approval, the LTI performance rights will be granted under the Company's Equity Incentive Plan within 12 months of the Meeting.

Key terms of the FY18 LTI award

The LTI plan is designed to align the interests of employees with the interests of shareholders by providing the opportunity to receive an equity interest in ASG through the granting of performance rights.

Nick will be granted 187,500 LTI performance rights and Ian will be granted 75,000 LTI performance rights. The number of LTI performance rights has been determined by dividing each of Nick and Ian's LTI opportunities (i.e. 75% of Nick's base salary, being \$600,000 and 45% of Ian's base salary, being \$400,000) by the volume weighted average price of ASG shares traded on the ASX during the 10 trading days following the release of the Group's 2017 full year audited financial results (i.e. \$2.40 per share), rounded up to the nearest whole number of performance rights.

Explanatory Memorandum (cont)

As the LTI performance rights will form part of Nick and Ian's remuneration, they will be granted at no cost and there will be no amount payable on vesting.

Each performance right entitles the holder to one ordinary share in the Company on vesting. The Board retains a discretion to make a cash equivalent payment in lieu of an allocation of shares. Prior to vesting, performance rights do not carry any dividend or voting rights.

Performance conditions

LTI performance rights will be tested against the compound annual growth rate (CAGR) of ASG's underlying earnings per share (EPS). The EPS performance condition has been chosen as it provides evidence of the Company's growth in earnings and is directly linked to shareholder returns.

The percentage of LTI performance rights that vest, if any, will be determined by reference to the following vesting schedule, subject to any adjustments for abnormal or unusual profit items that the Board, in its absolute discretion, considers appropriate:

CAGR of the Company's underlying EPS over the performance period	Percentage of LTI performance rights that vest
Less than 7%	Nil
7% (threshold performance)	50%
Between 7% and 15%	Straight-line pro rata vesting between 50% and 100%
15% or above (stretch performance)	100%

A continuous service condition also applies to the LTI performance rights, subject to the cessation of employment provisions described below.

Testing of the performance conditions

The performance period will run from 1 July 2017 to 30 June 2020.

The Board will arrange for the performance conditions to be tested following the release of the Company's full year financial results for the year ended 30 June 2020. Any performance rights that remain unvested at the end of the performance period will lapse immediately.

Summary of other key terms of the LTI performance rights

Cessation of employment

Where employment is terminated for summary dismissal or ceases due to resignation, all unvested LTI performance rights will automatically lapse.

In all other circumstances, a pro rata portion (calculated by reference to the portion of the performance period elapsed) of unvested LTI performance rights will remain on foot and will be tested in the ordinary course, as though the employee had not ceased employment. The remainder of that employee's unvested LTI performance rights will lapse.

However, pursuant to the Equity Incentive Plan Rules, the Board retains discretion to vest or lapse some or all performance rights in all circumstances.

Change of control

In the event of a takeover bid or other transaction, event or state of affairs that in the Board's opinion is likely to result in a change in control of the Company, the Board may decide that some or all of the LTI performance rights will vest.

Clawback

The Board has broad "clawback" powers to determine that LTI performance rights lapse, any shares allocated on vesting are forfeited, or that amounts are to be repaid in certain circumstances (for example, in the case of serious misconduct).

Explanatory Memorandum (cont)

Restrictions on dealing

Employees must not sell, transfer, encumber, hedge or otherwise deal with LTI performance rights.

Employees will be free to deal with the shares allocated on vesting of the LTI performance rights, subject to the requirements of ASG's Securities Dealing Policy.

Additional information provided in accordance with ASX Listing Rule 10.15

- This is the first time the Company is seeking approval for a grant of LTI performance rights under the Company's Equity Incentive Plan.
- Nick and Ian are the only Directors entitled to participate in, and receive performance rights under, the Equity Incentive Plan.
- No loan will be made by the Company in relation to the acquisition of LTI performance rights or allocation to Nick or Ian of any shares on vesting of those rights.
- If approval is given under ASX Listing Rule 10.14, approval will not be required under ASX Listing Rule 7.1. This means that the LTI performance rights granted to Nick and Ian, and any shares issued pursuant to this approval, will not use up part of the 15% available under ASX Listing Rule 7.1.

A voting exclusion statement applies to this resolution, as set out in the Notice of Meeting.

Recommendation

The Non-Executive Directors recommend that shareholders vote **in favour** of the grant of LTI performance rights to Nick and Ian under resolutions 5.1 and 5.2.

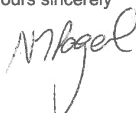
Explanatory Memorandum (cont)

6 Appointment of Auditor

Deloitte Touche Tohmatsu was appointed as the auditor of the Company by the Board on 27 October 2016.

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 Deloitte Touche Tohmatsu as the Company's auditor.

Deloitte Touche Tohmatsu 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.

Autosports Group Limited 565 Parramatta Road, Leichhardt NSW 2040	28 September 2017
Notice of Nomination of Auditor	
In accordance with section 328B(1) of the Corporations Act 2001 (Cth), I, Nicholas Pagent , being a shareholder of Autosports Group Limited (the "Company"), hereby nominate Deloitte Touche Tohmatsu for appointment as auditor of the Company.	
Yours sincerely	
	
Nicholas Pagent	
Doc 65518258.1	

Recommendation

Board recommends that shareholders vote **in favour** of the appointment of Deloitte Touche Tohmatsu as auditor of the Company.

autosports group[®]

LODGE YOUR VOTE

 **ONLINE**
www.linkmarketservices.com.au

 **BY MAIL**
Autosports Group
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 Autosports Group Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box)

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

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **2:00pm on Friday, 17 November 2017 at Deloitte Sydney, Level 9, Grosvenor Place, 225 George Street, Sydney, NSW, 2000** (the Meeting) and at any postponement or adjournment of the Meeting.

Important for Resolutions 3, 4.1, 4.2, 5.1 and 5.2: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 3, 4.1, 4.2, 5.1 and 5.2, 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 undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
2 Re-election of Director, Robert Quant	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5.2 Approval for the grant of FY18 long term incentive performance rights to Ian Pagent	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.1 Approval for the grant of FY17 deferred short term incentive performance rights to Nick Pagent	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4.2 Approval for the grant of FY17 deferred short term incentive performance rights to Ian Pagent	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
5.1 Approval for the grant of FY18 long term incentive performance rights to Nick Pagent	<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)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

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).

ASG PRX1701N



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.

If you leave this section blank, or your named proxy does not attend the Meeting, the Chairman of the Meeting will be your proxy. If your named proxy attends the Meeting but does not vote on a poll on a resolution in accordance with your directions, the Chairman of the Meeting will become your proxy in respect of that resolution. A proxy need not be a shareholder of the Company.

PROXY VOTING BY THE CHAIRMAN OF THE MEETING

On a poll, the Chairman of the Meeting will vote directed proxies as directed and may vote undirected proxies as the Chairman of the Meeting sees fit. If the Chairman of the Meeting is your proxy or becomes your proxy by default, and you do not provide voting directions, then by submitting the Proxy Form you are expressly authorising the Chairman of the Meeting to exercise your proxy on resolutions that 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, subject to any voting restrictions that apply to the proxy. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

- 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.

PROXY VOTING BY KEY MANAGEMENT PERSONNEL (KMP)

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 Resolutions 3, 4.1, 4.2, 5.1 and 5.2 unless you direct them how to vote or the Chairman of the Meeting is your proxy. If you intend to appoint a member of the KMP or one of their closely related parties as your proxy, you can direct them how to vote by following the instructions on this Proxy Form.

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 on Wednesday, 15 November 2017**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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



ONLINE

www.linkmarketservices.com.au

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



BY 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 www.linkmarketservices.com.au 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

Autosports Group
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.**