

# AUTOSPORTS GROUP LIMITED

ACN 614 505 261

NOTICE OF MEETING  
2020 ANNUAL GENERAL  
MEETING

autosports group<sup>®</sup>



# Notice of Annual General Meeting

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Notice is given that the 2020 Annual General Meeting of Autosports Group Limited (**Company, Group or Autosports Group**) will be held at Autosports Group's Head Office at 565 Parramatta Road, Leichhardt NSW 2040 on Friday, 20 November 2020 at 11:00am (AEDT).

**The Group will be facilitating an in-person meeting in strict observance with the Government imposed COVID-19 restrictions on physical gatherings. However, due to the changing nature of the COVID-19 Pandemic, if further restrictions or lockdowns are imposed by the Government prior to the Meeting, we reserve our discretion to hold a virtual meeting. If we are unable to facilitate an in-person meeting, we will notify shareholders by releasing an announcement via the ASX Announcement Platform.**

**To ensure we are able to make appropriate arrangements for the Meeting, we ask that shareholders register their intention to attend at least 48 hours prior to the Meeting through the following link:**

**[2020 AGM Attendance](#) or by calling 1300 125 179**

## Ordinary Business

### **1 2020 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 2020.

### **2 Re-election of Robert Quant**

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

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

### **3 Adoption of Remuneration Report**

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

*That the Remuneration Report for the year ended 30 June 2020 be adopted.*

***The vote on Resolution 3 is advisory only and does not bind the Directors or the Company.***

# Notice of Annual General Meeting (cont)

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## Special Business

### **4 Grant of performance rights to directors in relation to FY21 Long Term Incentive Plan**

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

*That for the purposes of ASX Listing Rule 10.14, and for all other purposes, shareholders approve the grant of:*

- (a) 350,467 performance rights to Nicholas Pagent as his annual long-term incentive grant for the FY21 financial year on the terms described in the Explanatory Memorandum accompanying this Notice of Meeting; and*
- (b) 233,644 performance rights to Ian Pagent as his annual long-term incentive grant for the FY21 financial year on the terms described in the Explanatory Memorandum accompanying this Notice of Meeting.*

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

### **By Order of the Board**



**Caroline Raw**

Company Secretary and General Counsel

19 October 2020

# Notes relating to voting

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## 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 7:00pm AEDT on Wednesday 18 November 2020 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, 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.

Voting on Resolutions 2, 3, 4(a) and 4(b) will be voted on a poll. Shareholders have one vote for every fully paid ordinary share held subject to the Voting Exclusions.

## 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**) whose remuneration details are included in the Company's Remuneration Report for the year ended 30 June 2020 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 Chair of the Meeting pursuant to an express authorisation to exercise the proxy even though resolution 3 is connected with the remuneration of the KMP.

### Resolution 4(a) – Grant of performance rights to Nicholas Pagent in relation to FY21 Long Term Incentive Plan

The Company will disregard any votes on resolution 4(a):

- cast in favour of the resolution by or on behalf of the Managing Director and CEO, Nicholas Pagent and his associates, regardless of the capacity in which the vote is cast; or
- cast as proxy by a person who is a member of the KMP on the date of the Meeting or their closely related parties,

unless the vote is cast on resolution 4(a):

- as proxy or attorney for a person entitled to vote on the resolution in accordance with a direction given to the proxy or attorney to vote on the resolution in that way; or
- by the Chair of the Meeting as proxy for a person entitled to vote on the resolution, in accordance with an express authorisation to exercise undirected proxies as the Chair decides; or
- by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

# Notes relating to voting (cont)

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## **Resolution 4(b) – Grant of performance rights to Ian Pagent in relation to FY21 Long Term Incentive Plan**

The Company will disregard any votes on resolution 4(b):

- cast in favour of the resolution by or on behalf of Executive Director Ian Pagent and his associates, regardless of the capacity in which the vote is cast; or
- cast as proxy by a person who is a member of the KMP on the date of the Meeting or their closely related parties, unless the vote is cast on resolution 4(b):
  - as proxy or attorney for a person entitled to vote on the resolution in accordance with a direction given to the proxy or attorney to vote on the resolution in that way; or
  - by the Chair of the Meeting as proxy for a person entitled to vote on the resolution, in accordance with an express authorisation to exercise undirected proxies as the Chair decides; or
  - by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
    - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
    - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## **3 Proxies**

### **How to appoint a proxy**

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.

A shareholder that is entitled to cast two or more votes may appoint two 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.

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.

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.

On a poll, if:

- a shareholder has appointed a proxy (other than the Chair 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 Chair 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.

# Notes relating to voting (cont)

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## Appointing proxies for Remuneration Resolutions

Members of Autosports Group's KMP (which includes each of the Directors and the Chief Financial Officer) and their Closely Related Parties will not be able to vote as your proxy on Resolutions 3, 4(a) and 4(b) unless you direct them how to vote by marking a voting box for those items, or the Chair of the meeting is your proxy. Closely Related Parties include the KMP's spouse, dependents and certain other close family members, as well as any companies controlled by the KMP.

If you intend to appoint a member of the KMP or a Closely Related Party as your proxy, please ensure that you direct them how to vote on Resolutions 3, 4(a) and 4(b). If you appoint the Chair of the meeting as your proxy or he becomes 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 of the meeting to cast your vote on Resolutions 3, 4(a) and 4(b) as he sees fit. This applies even if the resolution is connected with the remuneration of Autosports Group's KMP. The Chair of the meeting intends to vote all available proxies in favour of each resolution.

For proxies without voting instructions that are exercisable by the Chair of the meeting, the Chair 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 11:00am (AEDT) Wednesday 18 November 2020 at:

Online: [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

By mail: Autosports Group Limited  
c/- Link Market Services Limited  
Locked Bag A14  
**Sydney South NSW 1235**

By fax: +61 2 9287 0309

By hand: *During business hours to:*

Link Market Services Limited  
Level 12  
680 George Street  
Sydney NSW 2000

or

Link Market Services Limited  
1A Homebush Bay Drive  
Rhodes NSW 2138

## 5 COVID-19 Considerations

Due to the COVID-19 pandemic and restrictions placed on physical gatherings, the Company is taking extra precautions to safeguard the health and safety of its shareholders and employees.

At this time, the Company considers that it is in a position to hold an in-person meeting, whilst observing social distancing requirements and the Government's restrictions imposed on physical gatherings.

In the event that the above circumstances change prior to the meeting and the Company can no longer facilitate a physical meeting, we will make alternative arrangements for a virtual Meeting and notify shareholders through the ASX Announcement Platform.

## Notes relating to voting (cont)

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### **6 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 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.

### **7 Voting by attorney**

A shareholder entitled to attend and vote may appoint an attorney to act on his or her behalf at the meeting. An attorney is not required to 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 in the same manner, and by the same time, as outlined above for proxy forms.

### **8 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 2020 or the conduct of its audit of the Company's Financial Report for the year ended 30 June 2020. Relevant written questions for the Auditor must be received by the Company by no later than 5:00pm (AEDT), Friday 13 November 2020. Please send any written questions to:

***investor@autosportsgroup.com.au***

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. The auditor is not required to provide individual responses to shareholders.

# Explanatory Memorandum

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

## Item 1 | 2020 Annual Financial Report, Directors' Report and Auditor's Report

The Corporations Act requires the reports of the Directors and Auditors of the annual Financial Report, including the Financial Statements of the Company for the year ended 30 June 2020 to be laid before the 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.

## Resolution 2 | Re-election of Robert Quant

<b>Name:</b>	Robert Quant
<b>Title:</b>	Independent Non-Executive Director
<b>Qualifications:</b>	Fellow of the Institute of Chartered Accountants Australia and New Zealand and a Bachelor of Accounting from the University of Technology Sydney
<b>Experience and expertise:</b>	<p>Robert joined the Board of Autosports Group on 29 August 2016. He has over 37 years' experience in professional accounting in advisory and leadership roles having developed sector expertise in retail automotive and professional services. His most recent executive roles include Global Leader – Asia Pacific for Grant Thornton International Limited and Chief Executive Officer of Grant Thornton Australia Limited. As well as sitting on and chairing a number of private boards, he advises in the areas of strategy development and organisational change.</p> <p>Robert is also the Chair of the Audit &amp; Risk Committee.</p> <p>The Board is of the opinion that Robert's business experience provides an invaluable contribution to the Board and as the Chair of the Audit &amp; Risk Committee.</p>

### Recommendation

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

## Resolution 3 | Adoption of Remuneration Report

The Remuneration Report in the Company's 2020 Financial 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 2020. 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

Noting that each Director has a personal interest in his or her own remuneration as described in the 2020 Remuneration Report, each Director recommends that shareholders vote in favour of adopting the 2020 Remuneration Report.



# Explanatory Memorandum (cont)

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## **Resolutions 4(a) & 4(b) | Grant of performance rights to directors in relation to FY21 Long Term Incentive Plan**

Pursuant to ASX Listing Rule 10.14, the Company is seeking shareholder approval for the grant of performance rights to Nicholas Pagent (Chief Executive Officer and Managing Director) and Ian Pagent (Executive Director), in respect of their Long Term Incentive (LTI) award for the 2021 financial year. Subject to shareholder approval, the LTI performance rights will be granted under the Company's Equity Incentive Plan within 12 months of the meeting.

ASX Listing Rule 10.14 provides that a listed company must not issue shares to a Director under an employee incentive scheme unless it obtains the approval of its shareholders.

If shareholder approval is obtained, the Company will be able to proceed with the issue. If shareholder approval is not obtained, the Company will not be able to proceed with the issue and the Board will consider alternative arrangements to appropriately remunerate and incentivise Nicholas Pagent and Ian Pagent including a cash-based incentive.

### **Key terms of the FY21 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 the Company through the granting of performance rights.

The 10-day VWAP was calculated as \$1.284.

It is proposed that Nicholas Pagent will be granted 350,467 LTI performance rights based on dividing 75% of Nicholas Pagent's base salary by the 10-day VWAP of the Company shares since the release of the Group's 2020 full year audited financial results rounded down to the nearest whole number.

Nick Pagent's current total remuneration package consists of:

- \$600,000 per annum base salary; plus
- other benefits (including superannuation) valued at \$87,236; plus
- an annual short-term incentive of between 33% of base salary (at target) and 75% of base salary (at maximum); plus
- a long-term incentive grant equivalent to 75% of base salary.

Likewise, it is proposed that Ian will be granted 233,644 LTI performance rights based on dividing 75% of Ian Pagent's base salary by the 10-day VWAP of the Company shares since the release of the Group's 2020 full year audited financial results rounded down to the nearest whole number.

Ian Pagent's current total remuneration package consists of:

- \$400,000 per annum base salary; plus
- other benefits (including superannuation) valued at \$80,216; plus
- an annual short-term incentive of between 20% of base salary (at target) and 45% of base salary (at maximum); plus
- a long-term incentive grant equivalent to 75% of base salary.

The Company has not received an independent valuation for the value attributed to the performance rights. The value of rights granted to the directors as at the date of this Notice of Meeting is \$1.284 per performance right (based on the 10-day VWAP following release of the 2020 annual financial statements on the ASX). As each performance right entitles the holder to one fully paid ordinary share, the value of the performance rights will fluctuate over time in line with the share price of fully paid ordinary shares quoted on the ASX.

As the LTI performance rights will form part of Nicholas Pagent's and Ian Pagent'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, on the basis the performance rights form part of Nicholas Pagent's and Ian Pagent's remuneration. Prior to vesting, performance rights do not carry any dividend or voting rights.

The Company grants the LTI in the form of performance rights because they create share price alignment between the executive, and shareholders but do not provide the full benefits of share ownership (such as dividend and voting rights) unless the performance rights vest.

# Explanatory Memorandum (cont)

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## Performance conditions

LTI performance rights will be tested against the Compound Annual Growth Rate (CAGR) of Autosports Group'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:

<b>CAGR of the Company's underlying EPS</b>	<b>Percentage of LTI performance rights that vest over the performance period</b>
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 2020 to 30 June 2023. 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 2023. Any performance rights that remain unvested at the end of the performance period will lapse immediately.

## 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 vest 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).

## 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 the Company's Securities Dealing Policy.

# Explanatory Memorandum (cont)

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## Material terms of the Equity Incentive Plan

The material terms of the Equity Incentive Plan are outlined in the table below:

<b>Term</b>	<b>Description</b>
<b>Eligibility</b>	<p>Offers may be made at the Board's discretion to employees of Autosports Group (including the executive Directors) or any other person that the Board determines to be eligible to receive a grant under the Equity Incentive Plan.</p>
<b>Types of securities</b>	<p>Autosports Group may grant rights, options and/or restricted shares as incentives, subject to the terms of individual offers.</p> <ul style="list-style-type: none"><li>• options are an entitlement to receive shares upon satisfaction of applicable conditions and payment of an applicable exercise price.</li><li>• rights are an entitlement to receive shares subject to the satisfaction of applicable conditions.</li><li>• restricted shares are shares that are subject to dealing restrictions, vesting conditions or other restrictions or conditions.</li></ul> <p>Unless otherwise specified in an offer document, the Board has the discretion to settle rights or options with a cash equivalent payment.</p>
<b>Offers under the Equity Incentive Plan</b>	<p>Under the Equity Incentive Plan, the Board may make offers at its discretion, subject to any requirements for shareholder approval. The Board has the discretion to set the terms and conditions on which it will offer incentives in individual offer documents. An offer must be accepted by the participant and can be made on an opt-in or opt-out basis.</p>
<b>Issue price</b>	<p>Unless the Board determines otherwise, no payment is required for a grant of a right, option or restricted share under the Equity Incentive Plan.</p>
<b>Vesting</b>	<p>Vesting of the incentives is subject to any vesting or performance conditions determined by the Board and specified in the offer document. Subject to the Equity Incentive Plan rules and the terms of the specific offer document, incentives will either lapse or be forfeited if the relevant vesting and performance conditions are not satisfied.</p> <p>Options must be exercised by the employee and the employee is required to pay any exercise price applicable to the allocated shares.</p>
<b>Cessation of employment</b>	<p>Under the Equity Incentive Plan rules, the Board has a broad discretion in relation to the treatment of entitlements on cessation of employment. It is intended that individual offer documents will provide more specific information on how the entitlements will be treated if the participating employee ceases employment.</p>
<b>Clawback and preventing inappropriate benefits</b>	<p>The Equity Incentive Plan rules provide the Board with broad clawback powers if, for example, the participant has acted fraudulently or dishonestly or there is a material financial misstatement.</p>

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<b>Term</b>	<b>Description</b>
<b>Change of control</b>	The Board may determine that all or a specified number of a participant's incentives will vest or cease to be subject to restrictions where there is a change of control event in accordance with the Equity Incentive Plan rules.
<b>Reconstructions, corporate action, rights issue, bonus issues etc</b>	The Equity Incentive Plan rules include specific provisions dealing with rights issues, bonus issues, and corporate actions and other capital reconstructions. These provisions are intended to ensure that there is no material advantage or disadvantage to the participant in respect of their incentives as a result of such corporate actions.
<b>Restrictions on dealing</b>	Prior to vesting, the Equity Incentive Plan rules provide that participants must not sell, transfer, encumber, hedge or otherwise deal with their incentives. After vesting, participants will be free to deal with their incentives, subject to Autosports Group's Securities Dealing Policy.
<b>Other terms</b>	The Equity Incentive Plan contains customary and usual terms for dealing with administration, variation, suspension and termination of the Equity Incentive Plan.

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### **Material terms of the Short Term Incentive (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.

<b>Term</b>	<b>Description</b>
<b>Participants</b>	Awards will be made to the executive Directors and other management team. STI awards are not being made to Non-Executive Directors.
<b>Vesting</b>	STI performance rights will vest after the satisfaction of a one-year service period.
<b>Cessation of employment</b>	<p>Where employment is terminated for summary dismissal or ceases due to resignation, all unvested STI performance rights will automatically lapse.</p> <p>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.</p> <p>However, pursuant to the Equity Incentive Plan Rules, the Board retains discretion to vest or lapse some or all performance rights in all circumstances.</p>
<b>Change of control</b>	In the event of a takeover bid or other transaction, event or state affairs that in the Board's opinion is likely to result in a change of control of the Company, the Board may decide that some or all of the STI performance rights will vest.
<b>Clawback</b>	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).
<b>Restriction on dealing</b>	<p>Employees must not sell, transfer, encumber, hedge or otherwise deal with STI performance rights.</p> <p>Employees will be free to deal with the shares allocated on vesting of the STI performance rights, subject to the requirements of the Company's Securities Dealing Policy.</p>

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### Additional information provided in accordance with ASX Listing Rule 10.15

- Nicholas Pagent and Ian Pagent 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 Nicholas Pagent or Ian Pagent of any shares on vesting of those rights.
- The material terms of the Equity Incentive Plan are summarised above.
- If approval is given under ASX Listing Rule 10.14, in accordance with ASX Listing Rule 7.2, exception 14, approval will not be required under ASX Listing Rule 7.1. This means that the LTI performance rights granted to Nicholas Pagent and Ian Pagent, and any shares issued pursuant to this approval, will not count towards the 15% placement capacity available under ASX Listing Rule 7.1.
- The following STI rights have been granted under the Equity Incentive Plan to date:
  - Nicholas Pagent: 81,358 STI performance right for nil consideration as part of his FY18 STI achievement;  
40,189 STI performance right for nil consideration as part of his FY19 STI achievement.
  - Ian Pagent: 47,767 STI performance rights for nil consideration as part of his FY18 STI achievement.  
27,064 STI performance rights for nil consideration as part of his FY19 STI achievement.
- The following LTI rights have been granted under the Equity Incentive Plan to date:
  - Nicholas Pagent: 187,500 LTI performance right for nil consideration as part of the FY17 long term incentive plan  
187,500 LTI performance rights for nil consideration as part of the FY18 long term incentive plan.  
  
283,554 LTI performance rights for nil consideration as part of the FY19 long term incentive plan.  
  
304,465 LTI performance rights for nil consideration as part of the FY20 long term incentive plan.
  - Ian Pagent: 75,000 LTI performance rights for nil consideration as part of the FY17 long term incentive plan.  
75,000 LTI performance rights for nil consideration as part of the FY18 long term incentive plan.  
  
113,421 LTI performance rights for nil consideration as part of the FY19 long term incentive plan.  
  
202,977 LTI performance rights for nil consideration as part of the FY20 long term incentive plan.
- Details of any shares issued under the Equity Incentive Plan will be published in the Company's annual report relating to a period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of shares under the Equity Incentive Plan after the resolution is approved at the Meeting and who were not named in the Notice will not participate until approval is obtained under Listing Rule 10.14.
- A voting exclusion statement applies to this resolution, as set out in the Notice of Meeting.

### Recommendation

The Board (with Nicholas Pagent abstaining from voting in relation to Resolution 4(a) and Ian Pagent abstaining from voting in relation to Resolution 4(b)) recommends that shareholders vote **in favour** of the grant of LTI performance rights to Nicholas Pagent and Ian Pagent under resolutions 4(a) and 4(b).

# Glossary

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In this Explanatory Memorandum and the Notice of Meeting, capitalised terms have meaning given to them below unless the context otherwise requires:

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<b>Associate</b>	has the same meaning given to that term in Chapter 19 of the ASX Listing Rules.
<b>CAGR</b>	means compound annual growth rate.
<b>Closely Related Party</b>	is defined by the Corporations Act and includes: <ul style="list-style-type: none"><li>• a KMP's spouse or child</li><li>• a child of the KMP's spouse</li><li>• a dependent of the KMP or of the KMP's spouse</li><li>• anyone else who is one of the KMP's family and may be expected to influence the KMP, or be influenced by the KMP, in the KMP's dealings with the Company</li><li>• a company the KMP controls.</li></ul>
<b>Corporations Act</b>	means the Corporations Act 2001 (Cth).
<b>EPS</b>	means earnings per share.
<b>KMP</b>	means the Company's key management personnel and includes the Directors and the Chief Financial Officer.
<b>Remuneration Resolutions</b>	means the resolutions that relate to the remuneration of the KMP and include Resolutions 3, 4(a) and 4(b).
<b>VWAP</b>	means volume weighted average price.

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autosports group<sup>®</sup>


**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 (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 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 **11:00am (AEDT) on Friday, 20 November 2020 at Autosports Group Limited, 565 Parramatta Road, Leichhardt NSW 2040** (the **Meeting**) and at any postponement or adjournment of the Meeting.


**Important for Resolutions 3, 4a and 4b :** 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, 4a and 4b where applicable, 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*
2 Re-election of Robert Quant	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4a Grant of performance rights to Nicholas Pagent in relation to FY21 LTI	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4b Grant of performance rights to Ian Pagent in relation to FY21 LTI	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

 \* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

**SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED**

Shareholder 1 (Individual)  Joint Shareholder 2 (Individual)  Joint Shareholder 3 (Individual)   
Sole Director and Sole Company Secretary  Director/Company Secretary (Delete one)  Director

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



**STEP 1**

**STEP 2**

**STEP 3**



## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1.

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, 4a and 4b 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" 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 **11:00am (AEDT) on Wednesday, 18 November 2020**, 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](http://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](http://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

\* in 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.**