

Camplify Holdings Ltd

A.C.N 647 333 962

42 Union Street Wickham 2293

PO Box 1143 Newcastle 2300

P: 1300 416 133



ASX Announcement

31 October 2022

Notice of Extraordinary General Meeting

Camplify Holdings Limited (Camplify) (ASX: CHL) has today released a Notice of Extraordinary General Meeting (EGM) to be held at 11am (AEDT) on Wednesday 30 November 2022.

More information is available on the Camplify Website.

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Investor Relations

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About Camplify

Camplify (ASX: CHL) is one of Australia's leading peer-to-peer (P2P) digital marketplace platforms connecting recreational vehicle (RV) Owners to Hirers. Camplify has built a platform that delivers a seamless and transparent experience for consumers and potential RV Hirers to connect with RV Owners and SMEs with a fleet of RVs. A wide variety of caravans and campervans are available on Camplify.

This announcement was approved by the Board of Directors of Camplify Holdings Limited.

Notice of Extraordinary General Meeting

31 October 2022

Camplify Holdings Limited (Camplify) (ASX: CHL) gives notice that an Extraordinary General Meeting (**EGM**) will be held on:

Date: Wednesday 30 November 2022

Time: 11.00am Australia Eastern Daylight Time (AEDT).

Online shareholder registration will be available from 10.30am AEDT

Format: The EGM will be held as a virtual meeting.

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Message from the Chairman

Dear Shareholder

I am pleased to invite you to an Extraordinary General Meeting (**EGM**) of Camplify Holdings Limited (**Camplify**) which will be held at 11am (AEDT) on Wednesday, 30 November 2022.

The EGM is convened for the purpose of shareholders considering and voting on a number of resolutions related to matters announced by Camplify on ASX on 19 October 2022:

- the proposed acquisition by Camplify of all of the shares in PaulCamper GmbH for consideration in the form of both cash and new Shares in Camplify (**Acquisition**); and
- an equity raising by the Company conducted by way of institutional placement of new Shares (**Placement**).

For that purpose, the EGM will include the following items of business:

Resolution 1: approval to issue the Consideration Shares under the Acquisition;

Resolution 2: ratification of the issue of Unconditional Placement Shares;

Resolution 3: approval to issue the Conditional Placement Shares; and

Resolution 4: approval to issue the THL Conditional Placement Shares to Tourism Holdings Limited (**THL**).

The Board unanimously recommends that shareholders vote in favour of all items of business. The Notice of Meeting is available at www.camplify.com/investor/2022-extraordinary-general-meeting/. It contains explanatory information regarding these items of business along with further details on how you can participate in the EGM including how to register, vote and ask questions.

The Company's EGM will be held virtually. Shareholders can participate by viewing the EGM via live webcast and asking questions as well as voting in real time.

On behalf of the Board thank you to our shareholders for your ongoing support of the Company.

Yours faithfully

A handwritten signature in blue ink, appearing to read "Trent Bagnall".

Trent Bagnall

Chairman

Notice of Extraordinary General Meeting

Business

Resolution 1 Approval to issue the Consideration Shares

To consider and, if in favour, pass the following resolution as an ordinary resolution;

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Shareholders approve the issue of 23,450,827 Shares to the PaulCamper Sellers on the terms and conditions set out in the Explanatory Memorandum.”

Note: This resolution is subject to voting exclusions which are set out below.

Resolution 2 Ratification of the issue of Unconditional Placement Shares

To consider and, if in favour, pass the following resolution as an ordinary resolution;

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders approve, ratify and confirm the issue of 2,115,126 Unconditional Placement Shares issued on or around 27 October 2022 at the price of A\$1.70 per Share to the Placement Share Recipients on the terms and conditions set out in the Explanatory Memorandum.”

Note: This resolution is subject to voting exclusions which are set out below.

Resolution 3 Approval to issue the Conditional Placement Shares

To consider and, if in favour, pass the following resolution as an ordinary resolution;

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Shareholders approve the issue of 2,751,866 Conditional Placement Shares at the price of A\$1.70 per Share to the Placement Share Recipients on the terms and conditions set out in the Explanatory Memorandum.”

Note: This resolution is subject to voting exclusions which are set out below.

Resolution 4 Approval to issue the THL Conditional Placement Shares

To consider and, if in favour, pass the following resolution as an ordinary resolution;

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders approve the issue of 133,008 THL Conditional Placement Shares at the price of A\$1.70 per Share to THL (or its nominee) on the terms and conditions set out in the Explanatory Memorandum.”

Note: This resolution is subject to voting exclusions which are set out below.

Important information for shareholders

Voting

1) Entitlement to vote

To be eligible to vote and ask questions at the EGM, you must be a registered holder of ordinary shares in Camplify as at 7.00pm AEDT on Monday, 28 November 2022.

Eligible holders of ordinary shares in Camplify may vote on all resolutions, subject to the voting information described in sections 2-6 below.

2) How to vote

Eligible shareholders (as set out in 1. above) can choose to vote in one of three ways.

(i) Lodge a direct vote before the EGM by:

- completing a shareholder voting form online at linkmarketservices.com.au, and quoting your Shareholder Number (either a Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) and postcode for your shareholding (or country, if you are located outside Australia), or

- using the personalised voting instructions provided to you via email (if you received this Notice of Meeting by email) to vote online at linkmarketservices.com.au.

To be considered valid, shareholder voting forms must be received by Link (Camplify's share registry) by 11.00am AEDT on Monday 28 November 2022 (being 48 hours before the commencement of the EGM).

(ii) Lodge a direct vote during the online EGM by:

- logging onto the online EGM platform at <https://meetings.linkgroup.com/CHLEG22>, and entering the requested details

- clicking on 'Get a voting card'

- entering your Shareholder Number and postcode for your shareholding (or country, if outside Australia)

- completing and submitting your vote.

(iii) Appoint a proxy before the EGM, to vote on your behalf during the online EGM

You may appoint a proxy by completing a shareholder voting form online at linkmarketservices.com.au - see 2(i) above for further details on how to access a form. Your proxyholder will need a proxy number in order to vote or ask questions on your behalf during the online EGM. Link will provide the proxy number via email no later than 24 hours prior to

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the EGM. Alternatively, proxyholders can call Link on 1300 554 474 (inside Australia) or +61 1300 554 474 (outside Australia) no earlier than Tuesday 29 November 2022 to request confirmation of the proxy number.

A shareholder who is entitled to cast two or more votes may appoint up to two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

Any person appointed as a proxy does not need to be a shareholder, and a shareholder can appoint an individual or a body corporate as a proxy. A body corporate appointed as a proxy must also lodge a Certificate of Appointment of Corporate Representative (Certificate). A Certificate for completion can be obtained by calling Link on 1300 554 474 (within Australia) or +61 1300 554 474 (outside Australia) or online at linkmarketservices.com.au. Completed Certificates must be received by Link by 11.00am AEDT on Monday 28 November 2022.

If a shareholder who has lodged a direct vote or appointed a proxy prior to the EGM then chooses to lodge a direct vote during the online EGM, the previous voting instructions will be automatically cancelled.

3) Appointing the Chairman of the EGM as your proxy

You may appoint the Chairman of the EGM as your proxy. If you direct the Chairman of the EGM how to vote on a resolution, your vote will be cast in accordance with your direction.

If you appoint a proxy (other than the Chairman of the EGM) and your proxy is either not recorded as attending the EGM or does not vote on a resolution, the Chairman of the EGM will, before voting on the resolution closes, be taken to have been appointed as your proxy for the purposes of voting.

If you do not direct the Chairman of the EGM how to vote on a resolution, or the Chairman of the EGM becomes your proxy by default, then by completing and submitting your shareholder voting form you will be expressly authorising the Chairman of the EGM to exercise your undirected proxy on a resolution even though it may be directly or indirectly connected with the remuneration of a member of the Key Management Personnel (KMP).

The Chairman of the EGM intends to vote any undirected proxies given by shareholders to her/him in favour of all Resolutions and those shareholders will be taken to have expressly authorised the Chairman of the EGM to exercise the proxy as she/he sees fit.

4) Voting restrictions

Resolution 1 - Approval to issue the Consideration Shares

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 1 by or on behalf of the PaulCamper Sellers or their nominees, or any other person who is expected to participate in, or who will obtain a material benefit as a

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result of, the proposed issue of the Consideration Shares (except a benefit solely by reason of being a holder of ordinary shares in the Company), or an associate of that person (or those persons).

However, these exclusions will not apply and, the Company need not disregard a vote cast in favour of any of Resolution 1 if it is cast by a person as:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - o 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
 - o the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 2 - Ratification of the issue of Unconditional Placement Shares

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 2 by or on behalf of an Placement Share Recipient (or their nominees), by or on behalf of any person who received Unconditional Placement Shares, any other person who ratified or participated in the issue (or was a counterparty to the agreement to issue the Unconditional Placement Shares) and any other person who will receive a material benefit as a result of, the issue of the Unconditional Placement Shares (except a benefit solely by reason of being a holder of ordinary shares in the Company), or an associate of that person (or those persons).

However, these exclusions will not apply and, the Company need not disregard a vote cast in favour of any of Resolution 2 if it is cast by a person as:

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- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - o 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
 - o the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 3- Approval to issue the Conditional Placement Shares

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 3 by or on behalf of a Placement Share Recipient (or their nominees), by or on behalf of any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of the Conditional Placement Shares (except a benefit solely by reason of being a holder of ordinary shares in the Company), or an associate of that person (or those persons).

However, these exclusions will not apply and, the Company need not disregard a vote cast in favour of any of Resolution 3 if it is cast by a person as:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or

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- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - o 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
 - o the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 4- Approval to issue the THL Conditional Placement Shares

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 4 by or on behalf of THL (or its nominees), by or on behalf of any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of the THL Conditional Placement Shares (except a benefit solely by reason of being a holder of ordinary shares in the Company), or an associate of that person (or those persons).

However, these exclusions will not apply and, the Company need not disregard a vote cast in favour of any of Resolution 4 if it is cast by a person as:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - o 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
 - o the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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5) Voting procedure

Voting on all resolutions for consideration at the EGM will be conducted by poll.

6) For more information

Please read the:

- online shareholder voting form
- Online EGM Guide, and
- Online EGM FAQs, which are available on the Camplify website at www.camplify.com/investor/2022-extraordinary-general-meeting/

Explanatory memorandum

This Explanatory memorandum accompanies and forms part of the Notice of Meeting for the Company's EGM to be held on Wednesday 30 November 2022 at 11.00am AEDT. It contains Information relevant to the business to be considered at the EGM and shareholders should read this section in full.

Business

Resolution 1 Approval to issue the Consideration Shares

The Company is seeking the approval of Shareholders pursuant to ASX Listing Rule 7.1 for the issue of the Consideration Shares to the PaulCamper Sellers.

Further details regarding Resolution 1 are provided below.

Background

1. As announced to the ASX on 19 October 2022, the Company has entered into a binding agreement (**Share Purchase Agreement**) to acquire 100% of the shares in PaulCamper GmbH (**PaulCamper**), a German company (the **Acquisition**).
2. PaulCamper is a European founder-led, peer-to-peer RV booking platform. It operates primarily in Germany (92%), Netherlands (6%), Austria (2%) and UK (1%).
3. By acquiring PaulCamper, the Company continues to execute on its strategy, expanding on its geographical service offering, adding a complementary revenue stream to the Company to drive growth and shareholder value.
4. Refer to the Company's ASX announcement and investor presentation released to the ASX on 19 October 2022 for further information about PaulCamper and the Acquisition, including key risks.

Conditions Precedent to the Acquisition

5. Completion of the Acquisition is subject to the following conditions precedent being satisfied or otherwise waived:
 - (a) Shareholders approve the issue of the Consideration Shares under ASX Listing Rule 7.1 (as sought under Resolution 1 in this Notice of Meeting);
 - (b) ASIC grants relief so that the Company is not considered to have a 'relevant interest' in the Consideration Shares due to the voluntary escrow arrangements for the purposes of Chapter 6 of the Corporations Act; and

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- (c) The issue of additional shares in PaulCamper to close out its existing convertible instruments.

Consideration for the Acquisition

6. The Consideration payable by the Company for the Acquisition is A\$47.6 million (€30.88 million) (**Purchase Price**) and consists of a combination of cash and scrip payable upon completion, comprising:
- (a) A\$1.8 million¹ (€1.18 million) cash; and
 - (b) 23,450,827 Shares in the Company (valued at A\$45.8 million² (€29.62 million)) (**Consideration Shares**).

ASX Listing Rules

7. As noted above, the Company is seeking the approval of Shareholders for the issue of the Consideration Shares to the PaulCamper Sellers for the purposes of ASX Listing Rule 7.1.
8. The Consideration Shares are 'equity securities' under the ASX Listing Rules. ASX Listing Rule 7.1 restricts the number of equity securities that a listed company can issue or agree to issue in any 12-month period without shareholder approval to 15% of the number of ordinary securities on issue at the start of the period, subject to certain adjustments and permitted exceptions.
9. The proposed issue of the Consideration Shares does not fall within any of the permitted exceptions and the number of proposed Consideration Shares will exceed the Company's currently available capacity under ASX Listing Rule 7.1. Accordingly, in Resolution 1 the Company is seeking Shareholder approval under and for the purposes of ASX Listing Rule 7.1 for the issue of the Consideration Shares.
10. If Resolution 1 is passed, the Company will be able to proceed with the issue of the Consideration Shares and they will be issued with Shareholder approval under ASX Listing Rule 7.1 and therefore not use up the Company's 15% placement capacity.
11. If Resolution 1 is not passed, the Company will be unable to issue the Consideration Shares.
12. As is noted in paragraph 5(a) above, the Share Purchase Agreement includes a condition precedent that the issue of the Consideration Shares has been approved

¹ Payments are made in EUR. Conversion to AUD based on an exchange rate agreed with the PaulCamper Sellers of 1.5486 AUD to 1.00 EUR (the exchange rate as at 13 October 2022).

² Consideration Shares are to be issued at agreed deemed issue price of A\$1.9624 per Share.



by the Company's Shareholders. If Resolution 1 is not passed, this condition precedent will not be satisfied, and Completion under the Share Purchase Agreement will not occur and the Acquisition will not proceed.

Notice Required for Approval Under ASX Listing Rule 7.1

13. For the purposes of ASX Listing Rule 7.3, the following information is provided in relation to Resolution 1:

Persons to whom the securities will be issued	<p>The PaulCamper Sellers, who are:</p> <ul style="list-style-type: none">• BBFehse GmbH (AG Cottbus HRB 12566 CB)• Franziska Schulz• Halmos GmbH (AG Charlottenburg HRB 116527 B)• Mairdumont Ventures GmbH (AG Stuttgart HRB 116527 B)• Daniel Dreier Beteiligungs-gesellschaft UG (haftungsbeschränkt) (AG Hamburg HRB 137664)• Moritz Corbellin und Lena Sönnichsen Beteiligungen GbR• Russmedia Equity Partners Establishment (Handelsregister des Fürstentums Liechtenstein FL-0002.559.469-7)• Julia Wadehn• Schibsted Marketplaces Invest (Handelsregister Brønnøysund, Norwegen AS Nr. 917 117 918)• FJ Labs LLC (Registrar of Companies of the Cayman Islands NR.Co-304227)• F&J Labs/Telenor Co-Invest III (L.P. Register of the State of Delaware (Delaware Division of Corporations) Nr. 6598604)• F&J Labs Co-Invest III (L.P. Register of the State of Delaware (Delaware Division of Corporations) Nr. 6598599)• FJ Labs 7 VC (a series of FJ Labs Funds, L.P Register of the State of Delaware (Delaware Division of Corporations) Nr. 6551354)
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	<ul style="list-style-type: none"> • All Iron Ventures I (FCR Register of the National Securities and Markets Commission of Spain Nr. 249) • All Iron Ventures Technology SCR Sociedad Anonima (Register with the commercial register of the province of Bizkaia NIF/CIF A95959847) • J Ventures Partners LP (Register of the State of Delaware (Delaware Division of Corporations) Nr. 7315571) • Novel TMT Ventures Limited (Register der British Virgin Islands (BVI Business Company) Nr. 1035772) and • Karsten Schröder.
<p>Number and class of securities to be issued</p>	<p>23,450,827 fully paid ordinary shares in the Company, ranking equally in all respects with existing fully paid ordinary shares in the Company on issue.</p>
<p>Proposed issue date of the securities</p>	<p>If Resolution 1 is passed, the Consideration Shares must be issued within three (3) months of the EGM in order to comply with the requirements of the ASX Listing Rules. The issue of the Consideration Shares is expected to occur on or around 2 December 2022, subject to the satisfaction or waiver of conditions precedent stated in the Share Purchase Agreement (including approval of Resolution 1).</p>
<p>Purpose of the issue, including the intended use of funds</p>	<p>The Company is issuing the Consideration Shares as part consideration for the Acquisition. As such, it will not be raising any funds from the issue.</p>
<p>Price or other consideration that the Company will receive for the securities</p>	<p>The Company will receive 100% of the shares on issue in PaulCamper in exchange for payment of the purchase price for the Acquisition described above (which includes the Consideration Shares). The Consideration Shares will be issued at a deemed price of A\$1.9624 per Share, with an aggregate deemed value of approximately A\$45.8 million .</p>



Material terms of the Share Purchase Agreement pursuant to which the securities will be issued	See paragraph 14 of this Explanatory Memorandum below.
Voting exclusion	As specified under the “Voting exclusion” heading under Resolution 1 in this Notice of Meeting.

Material Terms for the Issue of Consideration Shares

14. The material terms of the Share Purchase Agreement pursuant to which the Consideration Shares will be issued are summarised below:

Parties to the Share Sale Agreement	PaulCamper Sellers, the Company and PaulCamper
Nature of the Share Sale Agreement	The Company will purchase 100% of the issued share capital in PaulCamper from the PaulCamper Sellers. The Company will also indirectly acquire 100% ownership of PaulCamper Insurance Broker GmbH and PaulCamper Ltd, each subsidiary entities of PaulCamper.
Purchase price	See paragraph 6 of this Explanatory Memorandum above.
Conditions precedent to Completion	See paragraph 5 of this Explanatory Memorandum above.
Warranties	The PaulCamper Sellers have provided customary warranties and indemnities in favour of the Company, including, without limitation, as to title, capacity, PaulCamper’s financial position, its share capital, compliance with laws and tax. The Company has obtained warranty and indemnity insurance which covers some (but not all) of the warranties and indemnities provided.

Escrow

All of the Consideration Shares will be subject to a voluntary escrow on standard term Restriction Deeds, with CHES holding lock applied, so as to prevent a sale or transfer of the Consideration Shares during the following periods:

- for 7,383,299 Consideration Shares issued to BBFehse GmbH:
 - 3% of its Consideration Shares will be restricted from Completion until 2 weeks after the Company releases its financial results in respect of the first half of FY23 on ASX;
 - 7% of its Consideration Shares will be restricted from Completion until 2 weeks after the Company releases its financial results in respect of FY23 on ASX; and
 - the remainder of its Consideration Shares will be restricted from Completion until 18 months following Completion; and
- for 1,348,415 Consideration Shares issued to Franziska Schulz:
 - 10% of her Consideration Shares will be restricted from Completion until 2 weeks after the Company releases its financial results in respect of FY23 on ASX; and
 - the remainder of her Consideration Shares will be restricted from Completion for a period of 18 months; and
- for 14,719,113 Consideration Shares issued to the rest of the PaulCamper Sellers:
 - 15% of their Consideration Shares will be restricted from Completion until 2 weeks after the Company releases its financial results in respect of the first half of FY23 on ASX;

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	<ul style="list-style-type: none">○ 30% of their Consideration Shares will be restricted from Completion until 2 weeks after the Company releases its financial results in respect of FY23 on ASX; and○ the remainder of their Consideration Shares will be restricted from Completion until 54 weeks following Completion. <p>The escrow arrangements have been agreed between the Company and the PaulCamper Sellers so as to align the interests of the PaulCamper Sellers and the other Shareholders of the Company and to promote an orderly market in the Shares.</p>
Other terms and conditions	The Share Purchase Agreement is otherwise on other market standard terms for transactions of this kind.

Recommendation: The Directors unanimously recommend that Shareholders vote in favour of Resolution 1.



Resolution 2 Ratification of the issue of Unconditional Placement Shares

The Company is seeking the approval of Shareholders pursuant to ASX Listing Rule 7.4 to ratify the issue of the Unconditional Placement Shares.

Further details regarding Resolution 2 are provided below.

Background

15. As announced to the ASX on 19 October 2022, the Company is conducting an equity raising targeting to raise A\$8.5 million via an institutional placement to sophisticated and professional investors via two-tranches (**Placement**).
16. The Placement is comprised of:
 - (a) an issue of 2,115,126 Shares to the Placement Share Recipients to raise A\$3.6 million which occurred on or around 26 October 2022 (**Unconditional Placement Shares**);
 - (b) subject to Shareholder approval and the satisfaction of the Tranche 2 Conditions, the issue of 2,751,866 Shares to the Placement Share Recipients, which is scheduled to occur on or around 2 December 2022 (**Conditional Placement Shares**); and
 - (c) subject to Shareholder approval and the satisfaction of the Tranche 2 Conditions, the issue of 133,008 Shares to THL which is scheduled to occur on or around 2 December 2022 (the '**THL Conditional Placement Shares**).
17. The proposed issues of the Conditional Placement Shares and THL Conditional Placement Shares will raise A\$4.9 million.
18. Canaccord Genuity (Australia) Limited (ACN 075 071 466) (**Canaccord**) and Morgans Corporate Limited (ACN 010 539 607) (**Morgans**) acted as joint lead managers and bookrunners to the Placement (**Joint Lead Managers**) pursuant to a mandate letter dated 10 August 2022. The mandate letter is on market standard terms for capital markets mandates of this type, and in consideration for the services provided in respect of the Placement, the Company has agreed to pay the Joint Lead Managers 4% (in aggregate) of the gross amount raised under the Placement. The Joint Lead Managers entered into Placement confirmation letters with the Placement Share Recipients on market standard terms.
19. The funds raised under the Placement will be used by Camplify to enhance and accelerate the PaulCamper insurance broking business to become a Managing



General Agency (MGA), expand the growing Temporary Accommodation Program (TAP), achieve synergies with PaulCamper under the Acquisition and for working capital.

Issue of Unconditional Placement Shares

20. A total of 2,115,126 fully paid Unconditional Placement Shares were issued at an issue price of A\$1.70 per Share using the Company's existing 15% placement capacity pursuant to ASX Listing Rule 7.1.
21. The Unconditional Placement Shares were issued without shareholder approval from the Company's 15% placement capacity pursuant to ASX Listing Rule 7.1.
22. The Company is seeking the approval of Shareholders pursuant to ASX Listing Rule 7.4 to ratify the issue of the Unconditional Placement Shares to refresh the Company's available placement capacity.
23. Neither the Acquisition nor any of the other Resolutions are conditional on the passage of Resolution 2.

ASX Listing Rules

24. As noted above, ASX Listing Rule 7.1 provides that a listed company must not, without shareholder approval, issue or agree to issue more securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period, unless an exception in ASX Listing Rule 7.2 applies.
25. 2,115,126 Unconditional Placement Shares were issued on or around 27 October 2022 within the Company's placement capacity under ASX Listing Rule 7.1.
26. The issue of the Unconditional Placement Shares using the Company's existing available 15% capacity in ASX Listing Rule 7.1 reduces the Company's capacity to issue further equity securities without shareholder approval for the 12-month period following the date those Shares were issued.
27. Under ASX Listing Rule 7.4, a listed company can seek ratification of securities issued that have been made or agreed to be made without shareholder approval under ASX Listing Rule 7.1 within the previous 12-month period if:
 - (a) the issue did not breach ASX Listing Rule 7.1; and
 - (b) shareholders subsequently approve such issue.
28. The effect of such ratification is that the issue of the securities is then deemed to



have been made with shareholder approval, thus not counting towards the 15% limit. The approved securities are also included in the base number for calculating the Company's 15% limit, thereby increasing the number of equity securities the listed company can issue without first having to obtain shareholder approval under ASX Listing Rule 7.1.

29. If Resolution 2 is approved, the issue of the Unconditional Placement Shares will be treated by the Company as having been made with Shareholder approval under ASX Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the date of issue of the Unconditional Placement Shares. The Company will therefore be able to issue additional equity securities without the securities in the subject of Resolution 2 counting towards the 15% placement capacity for the purposes of ASX Listing Rule 7.1.
30. If Resolution 2 is not approved, it will not invalidate the issue of the Unconditional Placement Shares, however the issue of the Unconditional Placement Shares will not be treated by the Company as having been made with Shareholder approval under ASX Listing Rules 7.1. In that case, the Company will have the Unconditional Placement Shares counted towards the 15% placement capacity for the purposes of ASX Listing Rule 7.1. This will limit the Company's 15% placement capacity under Listing Rule 7.1, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Unconditional Placement Shares.
31. For the purposes of ASX Listing Rule 7.5, the following information is provided:

Persons to whom the securities will be issued

The Placement Share Recipients are all institutional, professional and sophisticated investors under the requirements of sections 9 and 708(8) and (11) of the Corporations Act 2001, and who are all unrelated parties to the Company.

The Company engaged Canaccord Genuity (Australia) Limited and Morgans Corporate Limited to act as Joint Lead Managers and Bookrunners to the Placement, and they undertook a cornerstone soundings process pursuant to that engagement. One of the objectives of the Placement was for the Company was to broaden the investor base with quality

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	domestic and international small mid cap funds. This was done via introducing new investors in addition to existing Shareholders who wished to participate in the Placement on a pro rata basis.
Number and class of securities to be issued	2,115,126 fully paid ordinary shares in the Company, ranking equally in all respects with existing fully paid ordinary shares in the Company on issue.
Issue date of the securities	The Unconditional Placement Shares were issued on or around 27 October 2022..
Purpose of the issue, including the intended use of funds	As set out in paragraph 19
Price or other consideration that the Company will receive for the securities	The Unconditional Placement Shares were issued at a price of A\$1.70 per Share, raising an aggregate amount of approximately A\$3,595,714.20 at the A\$1.70 issue price.
Material terms of the issue of the Unconditional Placement Shares	See paragraph 18
Voting exclusion	As specified under the "Voting exclusion" heading under Resolution 3 in the Notice of Meeting.

Recommendation: The Directors unanimously recommend that Shareholders vote in favour of Resolution 2.



Resolution 3 Approval to issue the Conditional Placement Shares

The Company is seeking the approval of Shareholders pursuant to ASX Listing Rule 7.1 for the issue of the Conditional Placement Shares.

Further details regarding Resolution 3 are provided below.

Background

32. As noted above at paragraphs 15-17, the Company announced to ASX on 19 October 2022 its intention to undertake a Placement to raise up to a total of A\$8,500,000.00.
33. The Conditional Placement Shares comprise 2,751,866 Shares to be issued at the issue price of A\$1.70 per Share to the Conditional Share Recipients, the issue of which is to occur within three (3) months of Shareholder approval.

Conditions for Issue

34. The issue of the Conditional Placement Shares is subject to:
 - (a) Shareholder approval under Resolution 3;
 - (b) satisfaction or waiver of all conditions precedent to the Acquisition (see paragraph 5 above for a summary of conditions precedent to the Acquisition); and
 - (c) the Share Purchase Agreement not being terminated,(together, the **Tranche 2 Conditions**).

ASX Listing Rules

35. As noted above, the Company is seeking the approval of Shareholders for the issue of the Conditional Placement Shares to the Placement Share Recipients for the purposes of ASX Listing Rule 7.1.
36. The Conditional Placement Shares are 'equity securities' under the ASX Listing Rules. ASX Listing Rule 7.1 restricts the number of equity securities that a listed company can issue or agree to issue in any 12-month period without shareholder approval to 15% of the number of ordinary securities on issue at the start of the period, subject to certain adjustments and permitted exceptions.
37. The proposed issue of the Conditional Placement Shares does not fall within any of the permitted exceptions and the number of proposed Conditional Placement Shares will exceed the Company's currently available capacity under ASX Listing Rule 7.1. Accordingly, in Resolution 3 the Company is seeking Shareholder approval under

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and for the purposes of ASX Listing Rule 7.1 for the issue of the Conditional Placement Shares.

38. If Resolution 3 is passed (and the other Tranche 2 Conditions are satisfied), the Company will proceed with the issue of the Conditional Placement Shares and they will be issued with Shareholder approval under ASX Listing Rule 7.1 and therefore not use up the Company's 15% placement capacity.
39. If Resolution 3 is not passed (or if the other Tranche 2 Conditions are not satisfied), the Company will not issue the Conditional Placement Shares.

Notice Required for Approval Under ASX Listing Rule 7.1

40. For the purposes of ASX Listing Rule 7.3, the following information is provided in relation to Resolution 3:

Persons to whom the securities will be issued	<p>The Placement Share Recipients are all institutional, professional and sophisticated investors under the requirements of sections 9 and 708(8) and (11) of the Corporations Act 2001, and who are all unrelated parties to the Company.</p> <p>The Company engaged Canaccord Genuity (Australia) Limited and Morgans Corporate Limited to act as Joint Lead Managers and Bookrunners to the Placement, and they undertook a cornerstone soundings process pursuant to that engagement. One of the objectives of the Placement was for the Company was to broaden the investor base with quality domestic and international small mid cap funds. This was done via introducing new investors in addition to existing Shareholders who wished to participate in the Placement on a pro rata basis.</p>
Number and class of securities to be issued	<p>2,751,866 fully paid ordinary shares in the Company, ranking equally in all respects with existing fully paid ordinary shares in the Company on issue.</p>

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Proposed issue date of the securities	The Conditional Placement Shares must be issued within three (3) months of Shareholder Approval. The issue is expected to occur on or around 2 December 2022.
Purpose of the issue, including the intended use of funds	As set out in paragraph 19
Price or other consideration that the Company will receive for the securities	The Conditional Placement Shares will be issued at a price of A\$1.70 per Share, raising an aggregate amount of approximately A\$4,678,172.20 at the A\$1.70 issue price.
Material terms of the issue of the Conditional Placement Shares	See paragraph 18
Voting exclusion	As specified under the "Voting exclusion" heading under Resolution 3 in the Notice of Meeting.

Recommendation: The Directors unanimously recommend that Shareholders vote in favour of Resolution 3.

Resolution 4 Approval to issue the THL Conditional Placement Shares

The Company is seeking the approval of Shareholders pursuant to ASX Listing Rule 10.11 for the issue of the THL Conditional Placement Shares.

Further details regarding Resolution 4 are provided below.

Background

41. As noted above at paragraphs 15-17, the Company announced to ASX on 19 October 2022 its intention to undertake a Placement to raise up to a total of A\$8,500,000.00.
42. The THL Conditional Placement Shares comprise 133,008 Shares to be issued at the issue price of A\$1.70 per Share to THL within one (1) month of said approval.

Conditions for Issue

43. The issue of the THL Conditional Placement Shares is subject to:
 - (a) Shareholder approval under Resolution 4; and
 - (b) the Tranche 2 Conditions being satisfied.

Proposed Merger of THL and ATL

44. On 10 December 2021, Apollo Tourism & Leisure Ltd (**ATL**) announced to ASX of its proposed merger with Tourism Holdings Limited (**THL**) by way of scheme of arrangement (**Proposed THL/ATL Merger**). As announced by ATL to ASX on 29 September 2022, the Proposed THL/ATL Merger is expected to complete before the end of calendar year 2022.
45. ATL is a current shareholder in the Company, holding 7,954,782 Shares (constituting over 15% of all Shares in the Company on issue). Karl Trouchet, an Executive Director of ATL, is also a current Non-Executive Director of the Company.

ASX Listing Rules

46. ASX Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company must not issue or agree to issue equity securities to any of the following persons without the approval of its Shareholders:
 - (a) a related party (Listing Rule 10.11.1);
 - (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (30%+) in the Company (Listing Rule 10.11.2);
 - (c) a person who is, or was at any time in the 6 months before the issue or agreement,



a substantial holder (10%+) in the Company and who has nominated a director to the board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so (Listing Rule 10.11.3);

(d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or

(e) a person whose relation with the Company or a person referred to in Listing Rules 10.11.1 or 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its Shareholders (Listing Rule 10.11.5).

47. As a Shareholder of in excess of 10% of Shares in the Company and having its nominee Karl Trouchet on the Company's board, ATL is an entity referred to in Listing Rule 10.11.3.

48. By virtue of the Proposed THL/ATL Merger, the Company is of the view that THL would be an associate of ATL as described in Listing Rule 10.11.4, and therefore issue the THL Conditional Placement Shares would require Shareholder approval for the purpose of ASX Listing Rule 10.11. The issue of the THL Conditional Placement Shares does not fall under any of the exceptions in Listing Rule 10.12.

No Approval Required Under ASX Listing Rule 7.1

49. If approval for the issue of the THL Conditional Placement Shares is approved for the purposes of Listing Rule 10.11, approval pursuant to Listing Rule 7.1 is not required for the issue of the THL Conditional Placement Shares.

Effect of Approval Under ASX Listing Rule 10.11

50. Resolution 4 seeks the required Shareholder approval to the issue of THL Conditional Placement Shares under and for the purposes of Listing Rule 10.11.

51. If Resolution 4 is passed (and if the other Tranche 2 Conditions are satisfied), the Company will proceed with the issue of the THL Conditional Placement Shares.

52. If Resolution 4 is not passed (or if other the Tranche 2 Conditions are not satisfied), the Company will not proceed with the issue of THL Conditional Placement Shares.

Information Required ASX Listing Rule 10.13

53. Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed issue of THL Conditional Placement Shares:

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Persons to whom the securities will be issued	THL or its nominee
Number and class of securities to be issued	133,008 fully paid ordinary shares in the Company, ranking equally in all respects with existing fully paid ordinary shares in the Company on issue.
Proposed issue date of the securities	The THL Conditional Placement Shares must be issued within one (1) month of Shareholder Approval. The issue is expected to occur on or around 2 December 2022.
Purpose of the issue, including the intended use of funds	As set out in paragraph 19
Price or other consideration that the Company will receive for the securities	The Conditional Placement Shares will be issued at a price of A\$1.70 per Share, raising an aggregate amount of approximately A\$226,113.60 at the A\$1.70 issue price.
Material terms of the issue of the Conditional Placement Shares	See paragraph 18
Voting exclusion	As specified under the "Voting exclusion" heading under Resolution 3 in the Notice of Meeting.

Recommendation: The Directors unanimously recommend that Shareholders vote in favour of Resolution 4.

Glossary

ASIC	means the Australian Securities and Investments Commission.
ASX Listing Rules	means the Listing Rules of ASX.
ATL	means Apollo Tourism & Leisure Ltd ACN 614 714 742.
Acquisition	has the meaning given in paragraph 1.
Camplify or the Company	means Camplify Holdings Limited ACN 647 333 962.
Conditional Placement Shares	has the meaning given in paragraph 16(b).
Consideration Shares	has the meaning given in paragraph 6(b).
Corporations Act	means <i>Corporations Act 2001</i> (Cth).
FY23	the financial year consisting of 1 July 2022 to 30 June 2023
Joint Lead Managers	means Canaccord Genuity (Australia) Limited ACN 075 071 466 and Morgans Corporate Limited ACN 010 539 607.
Meeting	means the meeting convened by this Notice.
Notice, or Notice of Meeting	means this notice of general meeting including the Explanatory Memorandum and the proxy form.
PaulCamper Sellers	as set out in paragraph 13
Placement	has the meaning given in paragraph 16
Placement Share Recipients	institutional, professional and sophisticated investors, under the requirements of sections 9 and 708(8) and (11) of the Corporations Act 2001, and who are all unrelated parties to the Company
Resolutions	means the resolutions set out in this Notice, or any one of them, as the context requires.
Restraint	means any law, rule, regulation, restraining order, preliminary or permanent injunction or other preliminary or final decision, order or decree made by a court of competent jurisdiction or regulatory authority which

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	restrains, prohibits, impedes or otherwise materially adversely impacts upon (or could reasonably be expected to restrain, prohibit or otherwise materially adversely impede or impact upon) Completion or could reasonably be expected to have been material to the Company's decision to enter into the Share Purchase Agreement.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the holder of a Share.
Share Purchase Agreement	has the meaning given in paragraph 1.
THL	means Tourism Holdings Limited
THL Conditional Placement Shares	has the meaning given in paragraph 16(c).
Tranche 2 Conditions	has the meaning given in paragraphs 34(a)- 34(c).
Unconditional Placement Shares	has the meaning given in paragraph 16(a).

LODGE YOUR VOTE

-  **ONLINE**
<https://investorcentre.linkgroup.com>
-  **BY MAIL**
Camplify Holdings Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia
-  **BY FAX**
+61 2 9287 0309
-  **BY HAND**
Link Market Services Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150; or
Level 12, 680 George Street, Sydney NSW 2000
-  **ALL ENQUIRIES TO**
Telephone: 1300 554 474 Overseas: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Camplify Holdings Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

Name

Email

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 Extraordinary General Meeting of the Company to be held at **11:00am (AEDT) on Wednesday, 30 November 2022** (the **Meeting**) and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in online at <https://meetings.linkgroup.com/CHLEG22> (refer to details in the Virtual Meeting Online Guide).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

STEP 1


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*

1 Approval to issue the Consideration Shares under the Acquisition	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Ratification of the issue of Unconditional Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval to issue the Conditional Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval to issue the THL Conditional Placement Shares to Tourism Holdings Limited (THL)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

STEP 2

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 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 and email address of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to 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.

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 virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at registrars@linkmarketservices.com.au prior to admission in accordance with the Notice of Extraordinary General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

ACCESS YOUR NOTICE OF EXTRAORDINARY GENERAL MEETING

To view or download the **Camplify Notice of Extraordinary General Meeting (Notice of Meeting)**, which sets out in full the resolutions being put to the meeting and Explanatory Notes, **please visit www.camplify.com/investor/2022-extraordinary-general-meeting/**

In accordance with amendments to the Corporations Act 2001 under the Corporations Amendment (Meetings and Documents) Act 2022, a physical copy of the Notice of Meeting and this proxy form is being mailed if you have elected to receive a physical copy. Otherwise, access to the Notice of Meeting is being provided to persons entitled to receive a copy via the website above.

Shareholders may make an election to receive certain documents in physical or electronic form, or elect not to receive certain documents, by contacting the Company's share registry

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 Monday, 28 November 2022**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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



ONLINE

<https://investorcentre.linkgroup.com>

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



BY MOBILE DEVICE

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

QR Code



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



BY MAIL

Camplify Holdings Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150
or
Level 12
680 George Street
Sydney NSW 2000

*during business hours Monday to Friday (9:00am - 5:00pm) and subject to public health orders and restrictions