

Camplify Holdings Ltd

A.C.N 647 333 962

461 Hunter St Newcastle 2300

PO Box 1143 Newcastle 2300

P: 1300 416 133



ASX Announcement

24 June 2021

Pre-quotations Disclosure

The following information is provided to ASX Limited (**ASX**) for release to the market in connection with the admission to the official list and official quotation of fully paid ordinary shares (**Shares**) in Camplify Holdings Limited (**ASX:CHL**) (**Company**) pursuant to a prospectus lodged with the Australian Securities and Investments Commission (**ASIC**) and ASX on 17 May 2021 (**Prospectus**).

The initial public offering of Shares at an issue price of \$1.42 per Share closed on 18 June 2021 (**Offer**). The Company successfully completed the issue of 8,098,592 Shares, raising gross proceeds of \$11,500,000.64. Allotment of the Shares available under the Offer completed on 24 June 2021.

The Company applied for quotation of its Shares on, and admission to, the official list of ASX on 17 May 2021.

Capitalised terms used but not defined in this announcement are as defined in the Prospectus.

1 Escrow

There are 29.2 million Shares, representing 75.43% of the total issued capital of the Company on an undiluted basis subject to either ASX escrow and/or voluntary escrow arrangements.

ASX have determined that 11,770,084 Shares held by Directors/Promoters and related parties will be subject to 24 months escrow commencing on Completion.

As described in section 9.9.2 of the Prospectus, a number of existing Shareholders have entered into voluntary escrow agreements under which they will be restricted from disposing of the escrowed Shares they will hold on Completion of the Offer for the relevant Escrow Period, subject to certain limited exceptions disclosed in the Prospectus. In total, 17,462,766 Shares held by existing Shareholders and persons participating in the Offer will be subject to these voluntary escrow arrangements.

As such, the following securities will be subject to voluntary escrow:

Number of securities subject to voluntary escrow (undiluted)	Restriction period applicable to those securities
5,724,602	Commencing on Completion and ending on the date the Company's FY21 financial results are released to market.

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Number of securities subject to voluntary escrow (undiluted)	Restriction period applicable to those securities
5,309,816	Commencing on Completion and ending the date that is two weeks after the Company's HY22 results are released to the market
1,763,706	Commencing on Completion and ending on the date that is two weeks after the Company's FY22 results are released to market.
1,920,000	Commencing on Completion and ending on the date that is 12 months later
2,744,642	Commencing on Completion and ending on the date that is 24 months later

The escrowed Shareholders may be released early from these escrow obligations in certain circumstances, such as to enable them to accept a successful takeover bid, to allow the securities to be transferred or cancelled as part of a merger by scheme of arrangement or in other limited circumstances as described in section 9.9.2.1 of the Prospectus.

ASX have also determined that 931,000 Employee Options, held by Justin Hales and Trent Bagnall are ASX restricted securities and subject to 24 months escrow.

2 Statement of Commitments

The Company has updated its statement of commitments to satisfy Listing Rule 1.3.2(b) as follows:

Sources of funds	\$ million	%
Cash proceeds received under the Offer	11.5	100%
Total sources	11.5	100%
Uses of funds	\$ million	%
Funds to invest in the core business model and pursue growth strategies	7.8	68%
Funds to invest in product development and expansion	2.6	23%
Payment of costs of the Offer	1.1	10%
Total uses	11.5	100%

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3 Capital Structure

The Company confirms that all 9,216,770 Preference Shares, being all the Preference Shares on issue in the Company, converted to Ordinary Shares on a 1 to 1 basis at Completion as disclosed in Section 9.5.1 of the Prospectus.

The Company's current capital structure is as set out below:

Class of Securities	Securities	% (undiluted)	% (diluted)
Shares			
Ordinary Shares	38,756,592	100%	94.76%
Preference Shares	-	-	-
Total Shares	38,756,592	100%	94.76%
Other securities			
Employee Options	2,144,120	-	5.24%
Total Other Securities	2,144,120	-	5.24%
TOTAL	40,900,712	100.00%	100.00%

5 Waivers

The Company has been granted the following confirmations and waivers by ASX in respect of:

- **Listing Rule 9.1(b)** - waiver granted from Listing Rule 9.1(b) to the extent necessary to permit the Company to apply the restrictions as follows:
 - The shares issued to Shareholders of Camplify Co (Australia) Pty Ltd who subscribed cash for their shares in Camplify Co (Australia) Pty Ltd are treated as being held by promoter, related party or unrelated seed capitalists (as appropriate) of the Company;
 - Cash formula relief is applicable to those shares in Camplify Co (Australia) Pty Ltd to be issued to Shareholders who subscribed for their shares in Camplify Co (Australia) Pty Ltd for cash consideration, provided ASX is satisfied with the evidence submitted to substantiate the cash amounts paid to the Company;

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- For the purposes of determining the length of the escrow period for Shares issued to related party or promoter seed capitalists which are subject to 24 months escrow, the 24 months escrow period will begin on the date of official quotation of the Company's Shares; and
- For the purposes of determining the length of the escrow period for Shares issued to unrelated seed capitalists which are subject to 12 months escrow, the 12 months escrow period will be back dated to the date cash was paid to subscribe for the shares in Camplify Co (Australia) Pty Ltd.

This announcement has been authorised by the board of directors of the Company.