

Apollo Tourism & Leisure Ltd **Scheme Meeting – 11 November 2022**

Please find attached, presentation to shareholders at today's Scheme Meeting, commencing at midday Brisbane time.

- The address by Mrs Sophie Mitchell, the company's Chair; and
- The accompanying presentation.

END

Tennille Carrier
Company Secretary
Apollo Tourism & Leisure Ltd

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About Apollo Tourism & Leisure Ltd

Apollo Tourism & Leisure Ltd is listed on the Australian Securities Exchange (ASX code: ATL). Apollo is a multi-national, vertically integrated manufacturer, rental fleet operator, wholesaler and retailer of a broad range of RVs including motorhomes, campervans and caravans.

Important notices

This announcement may contain forward-looking statements, which include all matters that are not historical facts. Without limitation, indications of, and guidance on, future earnings and financial position and performance are examples of forward-looking statements.

Forward-looking statements are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance. No representations, warranty or assurance (express or implied) is given or made in relation to any forward-looking statement by Apollo Tourism & Leisure Ltd or by any other person. In particular, no representation, warranty or assurance (express or implied) is given that any of the events expressed or implied in any forward-looking statement in this announcement will actually occur. While the Company believes there is a reasonable basis for the making of any forward-looking statements as at the date of this announcement, actual results, performance or financial positions may be affected by a range of variables which could cause actual results to differ materially from any forward-looking statements and the assumptions on which those statements are based.

Friday, 11 November 2022

Apollo Tourism & Leisure Ltd – Scheme Meeting

Chair's Address

Good afternoon ladies and gentlemen, it is 12.00pm and as there is a quorum present, I declare this scheme meeting open.

My name is Sophie Mitchell and I am the Chair of Apollo. I will be chairing the meeting today. Attending [by teleconference / in person] are my fellow directors, Luke Trouchet, Karl Trouchet, Rob Baker and Brett Heading. I am also joined by Tennille Carrier, our company secretary. I also welcome representatives from the Company's legal and financial advisors in relation to the matter being considered at today's meeting – Hamilton Locke and Morgans.

As you know, today's meeting is a hybrid meeting in the sense that shareholders can participate by attending the physical venue or by the online platform. For those present in the room, can I ask you please to turn off all mobile phones, electronic equipment and recording devices.

What is the proposal that you are voting on?

This meeting has been called so that Apollo shareholders (other than *thl*) (**ATL Voting Shareholders**) can consider the proposed merger of Apollo with Tourism Holdings Limited, a company listed on New Zealand's Exchange, through its wholly-owned subsidiary *thl*/Group (Australia) Pty. Ltd. (*thl*) by way of scheme of arrangement (**Scheme**).

A Replacement Scheme Booklet was released to ASX on 26 October 2022 and despatched to Apollo shareholders on 31 October 2022. The Replacement Scheme Booklet sets out the Scheme and the Notice of Postponed Scheme Meeting and all material information on the proposed merger, including its advantages and disadvantages and the risks associated with the Scheme.

After carefully considering the expected advantages and potential disadvantages of the Scheme, each of the ATL directors considers the Scheme to be in the best interests of ATL Voting Shareholders and recommends that ATL Voting Shareholders vote in favour of the Scheme, in the absence of a superior proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of ATL Voting Shareholders. Subject to these same qualifications, each ATL director intends to vote any ATL shares in which he or she has a relevant interest in favour of the Scheme. I confirm that no superior proposal has been received prior to this meeting. The ATL directors hold in aggregate a relevant interest in approximately 53.73% of all ATL Shares on issue.

The ATL directors have also commissioned an Independent Expert, Grant Thornton Corporate Finance Pty Ltd, to prepare the Replacement Independent Expert's Report in relation to the Scheme, which was contained in the Replacement Scheme Booklet.

The Independent Expert has concluded that the Scheme is fair and reasonable and in the best interests of ATL Voting Shareholders, in the absence of a superior proposal.

I do not propose to detail the information that has already been provided in the Replacement Scheme Booklet in this meeting and will take the Notice of Postponed Scheme Meeting as read.

The sole business of this Scheme meeting is for ATL Voting Shareholders to consider whether to approve the Scheme. The Scheme will not proceed unless the Scheme resolution is approved by ATL Voting Shareholders by the requisite majorities. If the Scheme is approved today by ATL Voting Shareholders, Apollo will seek the final approval of the Supreme Court of Queensland at 9.00am (Brisbane time) on Friday, 18 November 2022 (**Second Court Hearing**).

The Scheme remains subject to various conditions in addition to the ATL Voting Shareholder approval being sought today, including *th/*refinancing, approval by the Supreme Court of Queensland and completion of the proposed divestment of assets to Jucy, which is expected to occur before implementation of the Scheme on 30 November 2022.



Apollo Tourism & Leisure Ltd
Scheme Meeting – 11 November 2022



TOURISM &
LEISURE LTD



Sophie Mitchell

Non-Executive Chairman

- Long executive career in the financial industry.
- Holds non-executive director roles in Corporate Travel Management (ASX: CTD), and Morgans Holding (Australia) Limited.
- Member of the Queensland Advisory Board for AustralianSuper and board member of Myer Family Investments Pty Ltd.



Luke Trouchet

Managing Director and Chief Executive Officer

- Grew up working in the business his parents founded.
- Joined Apollo full time in 1996.
- Appointed CEO and managing director of Apollo in 2001.



Karl Trouchet

Executive Director

- Grew up working in the business his parents founded.
- Joined Apollo full time in 1997.
- Manages strategic business planning.



Robert Baker

Non-Executive Director

- Experienced non-executive director.
- Holds non-executive director roles in Flight Centre Travel Group (ASX: FLT) and RightCrowd Limited (ASX: RCW).
- Chairman of Goodman Private Wealth Ltd.



Brett Heading

Non-Executive Director

- Experienced company director and corporate lawyer with many years experience in corporate governance, capital raising, mergers and acquisitions.
- Chairman of Partners at Hamilton Locke.
- Member of Apollo Advisory Board from 2009.

Status of *thl* Merger

- On 10 December 2021 Apollo announced to the market that the Company had agreed to terms of a proposed merger with *thl*, a New Zealand listed RV manufacturer, rental and sales operator. The merger is subject to the approval of relevant regulatory bodies in Australia and New Zealand, shareholder approval and the satisfaction of various conditions precedent.
- Clearance was obtained from the New Zealand Commerce Commission and Australian Competition & Consumer Commission on 23 September 2022 and 29 September 2022, respectively, subject to the divestment of 310 4B & 6B vehicles to Next Capital/Jucy Rentals, across Australia and New Zealand.
- Apollo issued a Replacement Scheme Booklet to its shareholders on 26 October 2022 with a Scheme Meeting scheduled for 11 November 2022 at which the shareholder vote will take place.
- Pending the receipt of shareholder approval Apollo will seek the approval of the of the Scheme from the Supreme Court of Queensland at the Second Court Date set for 18 November 2022.
- Subject to all approvals being obtained, the merger and fleet divestment is expected to complete on 30 November 2022.



How to ask a question

- To ask a written question select the Q & A icon.
- Select the topic your question relates to from the drop-down list.
- Type your question in the text box and press the “Send” button.
- To ask a verbal question follow the instructions below the broadcast window.

For assistance

If you require assistance before or during the meeting please call +61 3 9415 4024.

The screenshot displays the Apollo Q&A interface. At the top, there are four navigation tabs: 'Broadcast' (with a monitor icon), 'Vote' (with a document icon and a red circle containing the number '1'), 'Q & A' (with a speech bubble icon and a purple underline), and 'Documents' (with a folder icon). Below the tabs is a large text area labeled 'Your questions(s)'. Underneath this area, there is a prompt: 'You may enter a question using the field below.' This is followed by a dropdown menu showing '3 Adoption of Remuneration Report' with a downward arrow. Below the dropdown is a text input field with the placeholder text 'Enter your question here' and a character count '24 character(s)'. To the right of the input field is a purple 'Send' button.

- When the poll is open, select the vote icon at the top of the screen
- To vote, select either For, Against or Abstain
- You will see a vote confirmation
- To change or cancel your vote “click here to change your vote” at any time until the poll is closed

The screenshot displays the Apollo voting interface. At the top, there is a navigation bar with four icons: Broadcast, Vote (selected), Q & A, and Documents. Below the navigation bar, the main content area is titled 'Items of Business'. The first item is '2A Re-elect Mr Sam Sample as a Director'. Below this item, there are three buttons: FOR, AGAINST, and ABSTAIN. The second item is '2B Re-elect Ms Jane Citizen as a Director'. Below this item, there is a green checkmark icon and a confirmation message: 'We have received your vote For. Click here to change your vote.'

Approval of Scheme

That under and in accordance with section 411 of the Corporations Act, the members agree to the arrangement proposed between ATL and the holders of its fully paid ordinary shares (other than the thl Entities), designated the Scheme, as contained in and more particularly described in the Replacement Scheme Booklet accompanying the notice convening this meeting (with or without any alterations or conditions agreed or any alterations or conditions required by the Court) and the ATL Board is authorised to implement the Scheme with any such alterations or conditions.

Vote type	Voted	%	% of all securities
For*	143,015,199	99.83%	76.83%
Against	1,550	0.00%	0.00%
Open Vote to Other than the Chairman	16,698	0.01%	0.01%
Abstain	218,419	N/A	0.12%
Excluded	-	N/A	N/A
* Includes open votes to the Chairman			

Thank You



Indicative Timetable

Second Court Hearing	Friday, 18 November 2022
Court Order lodged with ASIC	Monday, 21 November 2022
Scheme Record Date	Wednesday, 23 November 2022
Implementation Date	Wednesday, 30 November 2022
Trading in thl shares on the NZX and ASX	As soon as practicable following implementation of the Scheme

These dates are indicative. Any changes to the timetable will be announced on ASX and notified on ATL's website at www.apollotourism.com.

Thank You

