

Camplify Holdings Ltd

A.C.N 647 333 962

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ASX Announcement

2 December 2022

Share Purchase Plan Booklet

Camplify Holdings Limited (Camplify) (ASX: CHL) has today released the Share Purchase Plan Booklet to eligible shareholders which provides the opportunity to apply for up to \$30,000 of new fully paid ordinary CHL shares under a Share Purchase Plan (SPP) initially announced to the Australian Securities Exchange (ASX) on Wednesday, 19 October 2022.

The following documents related to the SPP have been made available to eligible shareholders today:

- Share Purchase Plan Booklet
- Letter to Shareholders
- Email to Shareholders

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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.



Camplify Holdings Limited Share Purchase Plan Booklet

This is an important document and requires your immediate attention. You should read this Booklet in full.

Eligible Shareholders have the opportunity to participate in the Share Purchase Plan (**SPP**) offer by applying for up to \$30,000 of new Shares without incurring brokerage or other transaction costs. Details of the SPP Offer and how to participate are set out in this Booklet.

Applications for new Shares under the SPP must be received by 5.00pm (Sydney time) on Thursday, 15 December 2022.

This Booklet is dated Friday, 2 December 2022.

Camplify Holdings Limited

Incorporating Camplify Co (AU), Camplify Co (UK),
Camplify Co (NZ) and Camplify Co (ES)



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Camplify Holdings Limited

Incorporating Camplify Co (AU), Camplify Co (UK),
Camplify Co (NZ) and Camplify Co (ES)



Important Information

This document is intended for use only in connection with the SPP Offer to Eligible Shareholders in Australia, New Zealand or Singapore. No action has been taken to permit an offering of Shares in any jurisdiction outside of Australia, New Zealand or Singapore. The distribution of this document may be restricted by law and persons (including Custodians and nominees) who come into possession of this document should observe any such restrictions.

This document may not be distributed or released in the United States. This document does not constitute an offer to sell, or a solicitation of an offer to buy, any Shares in the United States or in any jurisdiction in which such an offer would be illegal. The Shares to be offered and sold under the SPP have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction of the United States, and may not be offered or sold, directly or indirectly, in the United States or to any person acting for the account or benefit of a person in the United States (to the extent such person is acting for the account or benefit of a person in the United States).

Camplify Holdings Limited

Incorporating Camplify Co (AU), Camplify Co (UK),
Camplify Co (NZ) and Camplify Co (ES)



Letter to Shareholders

Dear Shareholder

On behalf of the directors of Camplify Holdings Limited (ASX: CHL) (**Company** or **Camplify**), I am pleased to offer you the opportunity to participate in Camplify's Share Purchase Plan (**SPP**), which allows each Eligible Shareholder to subscribe for up to \$30,000 of SPP Shares without incurring brokerage or other transaction costs.

The SPP aims to raise up to \$2 million and is not underwritten. Camplify may decide to accept applications (in whole or in part) that result in the SPP raising more or less than \$2 million in its absolute discretion. Should any scale back be necessary, any scale back arrangements will be made at the discretion of the Board. The SPP follows Camplify's successful completion of its institutional placement as announced to the ASX on Wednesday, 19 October 2022, which raised \$8.5 million (**Placement**).

SPP Shares are being offered at the issue price of \$1.70 per SPP Share, being the same price paid by institutional investors under the Placement, representing a discount of:

- 15.4% to the closing Share price on Friday, 14 October 2022; and
- 20.9% to the VWAP of Shares on ASX during the period of 3 November 2022 to 30 November 2022 (inclusive).

The amount raised under the SPP, along with the proceeds from the Placement, will be used by Camplify to achieve synergies under the acquisition of PaulCamper GmbH (**PaulCamper**), enhance and accelerate the PaulCamper insurance broking business to become a managing general agency, expanding the growing Temporary Accommodation Program and general working capital.

Further details about the Placement and the acquisition of PaulCamper are included in Camplify's ASX announcement and investor presentation dated Wednesday, 19 October 2022 and Camplify's Notice of Extraordinary General Meeting (**EGM**) dated 31 October 2022, which we encourage you to read (available at **Error! Hyperlink reference not valid.**www.asx.com.au). Camplify Shareholders approved the acquisition of PaulCamper and the conditional component of the Placement at the EGM on 30 November 2022, and both the PaulCamper acquisition and the conditional Placement were completed on or around 2 December 2022.

Participation in the SPP

Participation in the SPP is voluntary and open to all Eligible Shareholders, being registered holders of Shares in Camplify at 7.00pm (Sydney time) on Tuesday, 18 October 2022 (**SPP Record Date**) whose address on the Register is in Australia, New Zealand or Singapore. The SPP is also being extended to Eligible Shareholders who are Custodians or nominees to participate in the SPP on behalf of certain Eligible Beneficiaries on the terms and conditions set out in this booklet (**Booklet**). Shareholders in the United States are not eligible to participate in the SPP. Similarly, Shareholders (including Custodians and nominees) who hold Shares on behalf of persons in the United States, or are acting for the account or benefit of persons in the United States, are not eligible to participate in the SPP on behalf of those persons.

Camplify Holdings Limited

Incorporating Camplify Co (AU), Camplify Co (UK),
Camplify Co (NZ) and Camplify Co (ES)



Once issued, SPP Shares will rank equally with existing Shares and have the same voting rights, dividend rights and other entitlements as existing Shares. The terms and conditions of the SPP are provided in this Booklet. We urge you to read these materials in their entirety and seek your own financial and taxation advice in relation to the SPP, before you decide whether to participate.

How to apply for SPP Shares

The SPP opens on Friday, 2 December 2022 and is expected to close at 5.00pm (Sydney time) on Thursday, 15 December 2022. SPP Shares are expected to be issued on Monday, 19 December 2022 and to commence trading on ASX on Tuesday, 20 December 2022.

To apply for SPP Shares, you must, by 5.00pm (Sydney time) on Thursday, 15 December 2022 do one of the following:

- make a payment directly via BPAY®, which is recommended by the Registry as you do not need to return the Application Form if you choose this option; or
- for New Zealand or Singapore Eligible Shareholders only, make payment to the SPP Offer bank account using your Shareholder Reference Number (SRN) or Holder Identification Number (HIN) as the reference number for your deposit, and return your completed Application Form to capitalmarkets@linkmarketservices.com.au. The SPP Offer bank account details, and your SRN/HIN, are set out on your personalised Application Form.

Questions and further information

This Booklet contains important information about the SPP to assist you in deciding whether to participate in the SPP. You should read this Booklet carefully and in its entirety before deciding whether to apply, together with the 'Key Risks' section of Camplify's investor presentation released to the ASX on Monday, 19 September 2022.

A copy of this Booklet along with information about how to apply under the SPP is available at <https://events.miraqle.com/chl-spp>. You will need to provide your SRN/HIN and follow the instructions provided.

If you have any questions in relation to how to participate in the SPP, please contact the Registry from 8:30am to 5:30pm (Sydney time) Monday to Friday on 1800 677 648 (for callers inside Australia) or +61 1800 677 648 (for callers outside Australia). If you have any questions in relation to whether an investment in Camplify through the SPP is appropriate for you, please contact your stockbroker, solicitor, accountant or other professional adviser.

On behalf of the Board of Camplify, I thank you for your continued support.

Yours faithfully,

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

Trent Bagnall
Chairman

Camplify Holdings Limited
Australia | New Zealand | United Kingdom | Spain

Camplify Holdings Limited

Incorporating Camplify Co (AU), Camplify Co (UK),
Camplify Co (NZ) and Camplify Co (ES)



Summary of important dates

Event	Date
SPP Record Date (the date that eligibility to participate in the SPP was determined)	7.00pm (Sydney time), Tuesday, 18 October 2022
Opening Date for applications	Friday, 2 December 2022
Closing Date for applications	5.00pm (Sydney time), Thursday, 15 December 2022
Results of SPP announced	Friday, 16 December 2022
Issue of SPP Shares	Monday, 19 December 2022
Dispatch of holding statements	Monday, 19 December 2022
SPP Shares commence trading on ASX	Tuesday, 20 December 2022

This timetable is indicative only and subject to change. Camplify reserves the right to alter the dates above at its discretion, subject to the ASX Listing Rules and Corporations Act. All references to times in this Booklet are to Sydney time.

Summary of SPP

You should read this section in conjunction with the Terms and Conditions of the SPP set out below in this Booklet.

Key SPP details	Summary
SPP Offer	Each Eligible Shareholder of Camplify may subscribe for up to \$30,000 of SPP Shares without brokerage or other transaction costs.
Purpose of the SPP	The SPP, along with the proceeds from the Placement, will be used by Camplify to achieve synergies under the acquisition of PaulCamper, enhance and accelerate the PaulCamper insurance broking business to become a managing general agency, expand the growing Temporary Accommodation Program and for general working capital.
Voluntary participation	<p>Participation in the SPP is entirely voluntary. Before you decide whether to participate in the SPP, Camplify recommends you seek independent financial advice from your stockbroker, solicitor, accountant or other professional adviser.</p> <p>If you do not wish to participate in the SPP, you do not need to take any action.</p>
Issue Price of the SPP Shares	<p>SPP Shares are being offered at the issue price of \$1.70 per SPP Share, being the same price paid by institutional investors under the Placement, representing a discount of:</p> <ul style="list-style-type: none"> i) 15.4% to the closing Share price on Friday, 14 October 2022, the last trading day before the SPP was first announced; and ii) 20.9% to the VWAP of Shares on ASX during the period of 3 November 2022 to 30 November 2022 (inclusive). <p>There is a risk that the market price of Shares may rise or fall between the date of this Booklet and the time of issue of SPP Shares under the SPP. This means that the price you pay for the SPP Shares issued to you may be less than or more than the</p>

Key SPP details	Summary
	<p>market price of Shares at the date of this Booklet or the time of issue.</p> <p>Your application is unconditional, irrevocable and cannot be withdrawn under any circumstances, even if the market price of Shares changes after you lodge your application.</p>
Eligible Shareholders	<p>Eligible Shareholders, being registered holders of Shares in Camplify at 7.00pm (Sydney time) on Tuesday, 18 October 2022 whose address on the Register is in Australia, New Zealand or Singapore, are eligible to participate in the SPP.</p> <p>The SPP is also being extended to Eligible Shareholders who are Custodians or nominees to participate in the SPP on behalf of Eligible Beneficiaries on the terms and conditions provided in this Booklet.</p> <p>Notwithstanding the foregoing, Shareholders in the United States are not eligible to participate in the SPP. Similarly, Shareholders who hold Shares on behalf of persons in the United States or are acting for the account or benefit of persons in the United States, are not eligible to participate in the SPP on behalf of those persons.</p>
Not transferable	The SPP Offer cannot be transferred.
Investment amount	<p>Eligible Shareholders may apply for SPP Shares in parcels valued at \$1,000, \$2,500, \$5,000, \$7,500, \$10,000, \$12,500, \$15,000, \$20,000, \$25,000 or \$30,000.</p> <p>The number of SPP Shares issued to an applicant will be rounded up to the nearest whole number after dividing the application monies by the Issue Price, subject to any scale back applied in accordance with this Booklet.</p> <p>Where Camplify decides to apply scale back, any scale back arrangements will be made at the discretion of the Board. If this</p>

Key SPP details	Summary
	<p>happens you may be issued SPP Shares to a value that is less than the value of SPP Shares you applied for.</p> <p>The balance of any application money that is not applied to acquire SPP Shares (as a result of rounding or scale back) will be refunded to you without interest unless the amount is less than \$10, in which case it will be retained by Camplify or donated to a charity or charities nominated by Camplify.</p>
<p>How to apply</p>	<p>If you wish to participate in the SPP, you need to do one of the following:</p> <p>Option 1 (for all Eligible Shareholders): Apply via BPAY</p> <p>This is the fastest and easiest way to apply and is recommended by the Registry in light of delays to postal services caused by the COVID-19 pandemic.</p> <p>To apply via BPAY you will need to:</p> <p>use the personalised reference number that is required to identify your shareholding, as shown on your personalised Application Form which accompanies this Booklet or which can be accessed at https://events.miraqle.com/chl-spp</p> <ul style="list-style-type: none"> • be an account holder with an Australian branch of a financial institution that supports BPAY transactions; and • ensure that your payment for the appropriate amount is received by the Registry before 5.00pm (Sydney time) on Thursday, 15 December 2022. Financial institutions may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration when making payment. <p>If you are paying via BPAY, you do not need to return the Application Form but you will be taken to have made the statements and certifications that are set out in the Application Form.</p>

Key SPP details	Summary
	<p>Option 2 (for New Zealand or Singapore Eligible Shareholders only): Pay by EFT</p> <p>In accordance with the instructions on your personalised Application Form:</p> <ul style="list-style-type: none"> • make payment to the SPP Offer bank account using your SRN/HIN as the reference number for your deposit; and • return your completed Application Form to capitalmarkets@linkmarketservices.com.au. <p>The SPP Offer bank account details, and your SRN/HIN, are set out on your personalised Application Form.</p> <p>Important note for all Shareholders</p> <p>To access the SPP website at https://events.miraqle.com/chl-spp you will need to provide your SRN or HIN and follow the instructions provided.</p>
Rights attached to SPP Shares	SPP Shares will rank equally with all other Shares on issue and have the same voting rights, dividend rights and other entitlements as existing Shares.
Custodians and nominees	<p>The SPP is being extended to Eligible Shareholders who are Custodians or nominees and who wish to apply for SPP Shares on behalf of certain Eligible Beneficiaries.</p> <p>The SPP is being offered to Custodians and nominees as the registered Shareholder. Custodians and nominees are not required to participate on behalf of their Eligible Beneficiaries. Custodians and nominees may choose whether or not to extend the SPP to their Eligible Beneficiaries.</p> <p>Notwithstanding the foregoing, Custodians and nominees may not participate in the SPP on behalf of, and may not distribute this Booklet or any documents relating to this SPP to, any person in the United States. In the event that a Custodian or nominee is</p>

Key SPP details	Summary
	<p>acting for the account or benefit of a person in the United States, it is not permitted to participate in respect of that person.</p> <p>If you wish to apply as a Custodian or nominee under the SPP to receive SPP Shares for one or more Eligible Beneficiaries, you must complete and submit an additional 'Custodian Certificate' that contains further certifications and details (as required under the terms of <i>ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547</i>) before your application will be accepted. Applications by Custodians or nominees that are not accompanied by a duly completed Custodian Certificate will be rejected. By applying as a Custodian on behalf of Eligible Beneficiaries to purchase SPP Shares, you certify (amongst other things) that each Eligible Beneficiary has not exceeded the \$30,000 limit.</p> <p>To request a Custodian Certificate or for further information about the custodian application process, please contact the Registry from 8:30am to 5:30pm (Sydney time) Monday to Friday on 1800 677 648 (for callers inside Australia) or +61 1800 677 648 (for callers outside Australia).</p> <p>A Custodian will be ineligible to participate in the SPP if their participation would be in breach of <i>ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547</i>.</p>
Issue of SPP Shares	<p>As set out in this Booklet, it is expected that the SPP Shares will be issued on Monday, 19 December 2022. Holding statements are expected to be dispatched on or around Monday, 19 December 2022.</p>
Oversubscriptions	<p>The amount that each Eligible Shareholder can apply for under the SPP is capped at \$30,000. The SPP aims to raise up to \$2 million.</p> <p>Camplify may decide to accept applications (in whole or in part) that result in the SPP raising more or less than \$2 million, in its absolute discretion. Should any scale back be necessary,</p>

Key SPP details	Summary
	<p>any scale back arrangements will be made at the discretion of the Board.</p> <p>If there is a scale back you will receive less than the parcel of SPP Shares for which you apply. If a scale back produces a fractional number of SPP Shares when applied to your parcel, the number of SPP Shares you will be issued will be rounded up to the nearest whole number of SPP Shares. If there is a scale back, the difference between the application monies received from you, and the number of SPP Shares allocated to you multiplied by the Issue Price will be refunded to you (without interest) unless the amount is less than \$10, in which case it will be retained by Camplify or donated to a charity or charities nominated by Camplify.</p>
Refunds	<p>Any application monies refunded by Camplify will be paid by cheque or direct credit (the payment method will be determined by Camplify in its absolute discretion) in Australian currency. By applying for SPP Shares, each shareholder authorises Camplify to pay any monies to be refunded by using the payment instructions of the Shareholder recorded in the Registry's records if Camplify should elect to pay in this manner.</p>
More information	<p>A copy of the Booklet along with information about how to apply under the SPP via BPAY or EFT (for New Zealand and Singapore Eligible Shareholders only) is available at https://events.miraqle.com/chl-spp.</p> <p>If you have any questions in relation to how to participate in the SPP, please contact the Registry from 8:30am to 5:30pm (Sydney time) Monday to Friday on 1800 677 648 (for callers inside Australia) or +61 1800 677 648 (for callers outside Australia).</p> <p>If you have any questions in relation to whether an investment in Camplify through the SPP is appropriate for you, please contact your stockbroker, solicitor, accountant or other professional adviser.</p>

SPP Terms and Conditions

Important notice and disclaimer

This Booklet does not provide financial advice and has been prepared without taking account of any person's investment objectives, financial situation or particular needs. You should consider the appropriateness of participating in the SPP having regard to your investment objectives, financial situation or particular needs. Shareholders should seek independent financial and taxation advice before making any investment decision in relation to these matters.

The offer of SPP Shares under the SPP Offer is made in accordance with *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*, which grants relief from the requirement for Camplify to provide prospectus or product disclosure statement disclosure in relation to the SPP. This Booklet does not constitute a prospectus or product disclosure statement and has not been lodged with ASIC. The issue of a prospectus or product disclosure statement is not required for the purpose of the SPP Offer. You must rely on your own knowledge of Camplify, previous disclosure made by Camplify to ASX and if necessary, consult with your stockbroker, solicitor, accountant or other professional adviser when deciding whether or not to participate in the SPP Offer.

If you participate in the SPP by completing and returning the Application Form and making payment via EFT (for New Zealand or Singapore Eligible Shareholders), or by making a payment by BPAY, you are accepting the risk that the market price of Shares may change between the SPP Record Date, the date on which you send the Application Form to the Registry or make a payment by BPAY, and the Issue Date. This means that, up to and after the Issue Date, you may be able to buy Shares on ASX at a lower price than the Issue Price.

Please read these terms and conditions carefully, as you will be bound by them in participating in the SPP. Eligible Shareholders accepting the SPP Offer will also be bound by the constitution of Camplify.

The previous sections of this Booklet, and the Application Form, form part of these Terms and Conditions.

1 Offer

- a) Camplify offers each Eligible Shareholder the opportunity to purchase up to \$30,000 of SPP Shares under the SPP subject to and in accordance with the terms and conditions set out below, in the previous sections of this Booklet and the Application Form (**SPP Offer**).

- b) The SPP Offer opens on Friday, 2 December 2022 and closes at 5.00pm (Sydney time) on Thursday, 15 December 2022 (or such other date as Camplify determines, in its absolute discretion).
- c) Participation in the SPP is voluntary. If you choose not to participate in the SPP, your right to participate lapses at the Closing Date, being 5.00pm (Sydney time) on Thursday, 15 December 2022 (or such other date as Camplify determines, in its absolute discretion).
- d) The SPP Offer is non-transferable and, therefore, Eligible Shareholders cannot transfer their right to apply for SPP Shares to a third party.
- e) The SPP Offer to each Eligible Shareholder (whether as a Custodian or on its own account) is made on the same terms and conditions.
- f) All references to \$ or dollars in this Booklet are references to Australian dollars unless otherwise indicated.

2 Eligible Shareholders

- a) You are eligible to participate in the SPP Offer if you:
 - i) are a Shareholder in Camplify on the Register at the SPP Record Date, being 7.00pm (Sydney time) on Tuesday, 18 October 2022;
 - ii) had a registered address on the Register in either Australia, New Zealand or Singapore at the SPP Record Date; and
 - iii) are not in the United States and are not acting for the account or benefit of a person in the United States (or, in the event that you are acting for the account or benefit of a person in the United States, you are not participating in the SPP in respect of that person).
- b) The SPP is also extended to Eligible Shareholders who are Custodians or nominees, in accordance with clause 3 below.
- c) The SPP Offer is not made to Shareholders with a registered address outside of Australia, New Zealand or Singapore.
- d) Shareholders in the United States are not eligible to participate in the SPP. Similarly, Shareholders who hold Shares on behalf of persons in the United States, or are acting for the account or benefit of persons in the United States, are not eligible to participate in the SPP on behalf of those persons.

3 Joint holders and Custodians and nominees

- a) If two or more persons are registered on the Register as jointly holding Shares, they are taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder and a certification given by any of them is taken to be a certification given by all of them.
- b) Subject to these terms and conditions, Eligible Shareholders who are Custodians or nominees may participate in the SPP on behalf of each Eligible Beneficiary on whose behalf the Custodian or nominee is holding Shares.
- c) Nominees and custodians may not distribute this document and may not permit any beneficial shareholder to participate in the Offer, in any country outside Australia, New Zealand or Singapore except, with the consent of the Company, to beneficial shareholders resident in certain other countries where the Company may determine it is lawful and practical to make the Offer.
- d) Due to legal restrictions, Custodians and nominees may not distribute this Booklet to any person, and may not participate in the SPP on behalf of any beneficial Shareholder, in the United States. In the event that a Custodian or nominee is acting for the account or benefit of a person in the United States, it is not permitted to participate in respect of that person.

4 Applications for SPP Shares

- a) Eligible Shareholders may apply for SPP Shares in parcels valued at \$1,000, \$2,500, \$5,000, \$7,500, \$10,000, \$12,500, \$15,000, \$20,000, \$25,000 or \$30,000.
- b) No brokerage or other transaction costs will apply to the acquisition of SPP Shares.
- c) Eligible Shareholders who wish to apply for SPP Shares must do one of the following:
 - i) **make a payment for the appropriate amount via BPAY (available for all Eligible Shareholders)** in accordance with the instructions set out on the Application Form, so that your payment is received by the Registry prior to 5.00pm (Sydney time) on the Closing Date (Thursday, 15 December 2022). You are encouraged to apply via BPAY in light of delays to postal services caused by the COVID-19 pandemic, as you do not need to return the Application Form if you choose this option; or
 - ii) **for New Zealand or Singapore Eligible Shareholders only, make payment to the SPP Offer bank account** using your SRN/HIN as the reference number for your deposit, and return your completed Application Form to

capitalmarkets@linkmarketservices.com.au. The SPP Offer bank account details, and your SRN/HIN, are set out on your personalised Application Form.

- d) Eligible Shareholders who receive more than one offer under the SPP (for example, because they hold Shares in more than one capacity or in different registered holdings) may apply on different Application Forms for SPP Shares but may not apply for SPP Shares with an aggregate value of more than \$30,000 across all shareholdings in those different capacities.
- e) If you wish to subscribe for SPP Shares as a Custodian or nominee for one or more Eligible Beneficiaries, you must also complete and submit an additional Custodian Certificate that contains further certifications and details (required under the terms of *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*) before your application will be accepted. Applications by Custodians or nominees that are not accompanied by a duly completed Custodian Certificate will be rejected. To request a Custodian Certificate or for further information about the custodian application process, please contact the Registry from 8:30am to 5:30pm (Sydney time) Monday to Friday on 1800 677 648 (for callers inside Australia) or +61 1800 677 648 (for callers outside Australia).
- f) Camplify may accept or reject your application for SPP Shares in whole or in part in its discretion including, without limitation, if:
 - i) your application does not comply with these terms and conditions;
 - ii) it appears you are not an Eligible Shareholder;
 - iii) your BPAY payment, or your Application Form and payment by EFT (if you are a New Zealand or Singapore Eligible Shareholder) is not received by the Closing Date, being 5.00pm (Sydney time) on Thursday, 15 December 2022;
 - iv) if paying by EFT, your Application Form is incomplete or incorrectly completed or is otherwise determined by Camplify to be invalid;
 - v) it appears that you are applying for more than \$30,000 of SPP Shares in aggregate (including as a result of Shares you hold directly, jointly or through a custodian or nominee arrangement) or your application is not for an amount of \$1,000, \$2,500, \$5,000, \$7,500, \$10,000, \$12,500, \$15,000, \$20,000, \$25,000 or \$30,000;
 - vi) payment of the application monies is not submitted in Australian currency;
or

- vii) the amount of your BPAY payment or EFT transfer (if you are a New Zealand or Singapore Eligible Shareholder) is not equal to the amount of your application. If this occurs, Camplify will, in its discretion:
 - a) refund in full your application monies and not issue any SPP Shares to you;
or
 - b) treat your application as an application for the number of SPP Shares that would have been issued had you applied for the highest designated amount that is less than the amount of your payment and refund to you the excess of your application monies (without interest) unless the amount is less than \$10, in which case it will be retained by Camplify or donated to a charity or charities nominated by Camplify.
- g) If you are entitled to a refund of all or any of your application monies, the refund will be paid to you, without interest, as soon as is practicable by direct credit to your nominated account (as recorded on the Register) or cheque.

5 Issue Price

- a) The Issue Price per SPP Share is \$1.70, being the same price paid by institutional investors under the Placement, representing a discount of:
 - i) 15.4% to the closing Share price on Friday, 14 October 2022, the last trading day before the SPP was first announced; and
 - ii) 20.9% to the VWAP of Shares on ASX during the period of 3 November 2022 to 30 November 2022 (inclusive).
- b) The current Share price can be obtained from ASX and is listed in the financial and business section of major daily newspapers circulating in Australia.
- c) You agree to pay the Issue Price per SPP Share for the number of SPP Shares calculated under clause 6 or, if there is a scale back, the number of SPP Shares calculated under clause 10.

6 Number of SPP Shares to be issued

- a) If you apply for SPP Shares, you will apply for a certain value, rather than a certain number, of SPP Shares. If your application is accepted, Camplify will divide the value of your application monies by the Issue Price in order to determine the number of SPP Shares which, subject to scale back, will be issued to you.
- b) If this calculation produces a fractional number, the number of SPP Shares issued will be rounded up to the nearest whole SPP Share. The balance of any application

money that is not applied to acquire SPP Shares (as a result of rounding or scale back) will be refunded to you without interest unless the amount is less than \$10 in which case it will be retained by Camplify or donated to a charity or charities nominated by Camplify.

7 Issue of SPP Shares

- a) SPP Shares will be issued on the Issue Date.
- b) SPP Shares will rank equally with existing Shares as at the Issue Date.
- c) SPP Shares will have the same voting rights, dividend rights and other entitlements as existing Shares.
- d) Camplify will apply to ASX for the quotation of SPP Shares. It is anticipated that SPP Shares will be quoted on ASX immediately after their issue.
- e) The Registry will send you a holding statement, confirming the issue of SPP Shares, on or around Monday, 19 December 2022.

8 Shareholders outside Australia, New Zealand or Singapore

- a) The laws of some countries prohibit or make impracticable participation in the SPP by certain overseas Shareholders. Shareholders who are not resident in Australia, New Zealand or Singapore will not be able to participate in the SPP. The SPP does not constitute an offer of Shares for sale or issue in any jurisdiction other than Australia, New Zealand or Singapore.
- b) The SPP Shares are not being offered or sold to the public within New Zealand other than to existing Shareholders of Camplify at the SPP Record Date with registered addresses in New Zealand to whom the offer of SPP Shares is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021.
- c) This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.
- d) This document and any other materials relating to the SPP Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document relating to the SPP Shares may not be issued, circulated or distributed, nor may the SPP Shares be offered or sold, or be made the subject of an invitation for subscription or

purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part 13 of the Securities and Futures Act 2001 of Singapore (**SFA**), or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA.

- e) This document is provided to you on the basis that you are an existing holder of the Company's Shares. In the event that you are not such a shareholder, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.
- f) The SPP is not made with a view to the SPP Shares being subsequently offered for sale to any other party in Singapore. There are on-sale restrictions in Singapore that may be applicable to investors who acquire SPP Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.
- g) Shareholders in the United States are not eligible to participate in the SPP. Similarly, Shareholders (including Custodians and nominees) who hold Shares on behalf of persons in the United States, or are acting for the account or benefit of persons in the United States, are not eligible to participate in the SPP on behalf of those persons.

9 Acknowledgements

By making a payment via BPAY, or making payment by EFT and returning your Application Form (if you are a New Zealand or Singapore Shareholder), you:

- a) are deemed to have accepted the SPP Offer and you irrevocably and unconditionally agree to the terms and conditions of the SPP and the terms and conditions of the Application Form and agree not to do any act or thing that would be contrary to the spirit, intention or purpose of the SPP or these SPP terms and conditions;
- b) warrant that all details and statements in your Application Form are true and complete and are not misleading;
- c) agree that your application will be irrevocable and unconditional (that is, it cannot be withdrawn under any circumstances);
- d) warrant that you are an Eligible Shareholder and are eligible to participate in the SPP;
- e) acknowledge that no interest will be paid on any application monies held pending the issue of SPP Shares or subsequently refunded to you for any reason;
- f) acknowledge that Camplify and its officers and agents, are not liable for any consequences of the exercise or non-exercise of its discretions referred to in these terms and conditions;
- g) agree to pay the Issue Price per SPP Share up to the maximum of:

- i) the value you have selected on the Application Form; or
- ii) the maximum value of your BPAY payment;
- h) acknowledge and agree that:
 - i) you are not in the United States and are not acting for the account or benefit of a person in the United States (or, in the event that you are acting for the account or benefit of a person in the United States, you are not participating in the SPP in respect of that person);
 - ii) securities laws of any state or other jurisdiction of the United States, and accordingly, the SPP Shares may not be offered or sold, directly or indirectly, in the United States or to any person acting for the account or benefit of a person in the United States (to the extent such person is acting for the account or benefit of a person in the United States);
 - iii) you have not, and will not, send this Booklet or any materials relating to the SPP to any person outside of Australia, New Zealand or Singapore, including in the United States;
 - iv) if in the future you decide to sell or otherwise transfer the SPP Shares, you will only do so in the regular way for transactions on ASX where neither you nor any person acting on your behalf know, or have reason to know, that the sale has been pre-arranged with, or that the purchaser is, a person in the United States; and
 - v) if you are acting as a trustee, nominee or Custodian, each beneficial holder on whose behalf you are participating is resident in Australia, New Zealand or Singapore (and is not in the United States and is not acting for the account or benefit of a person in the United States), and you have not sent this Booklet, or any materials relating to the SPP, to any person outside Australia, New Zealand and Singapore (including, without limitation, to any person in the United States or to any person acting for the account or benefit of a person in the United States);
- i) if you are applying on your own behalf (and not as a Custodian or nominee) acknowledge and agree that:
 - i) you are not applying for SPP Shares of more than \$30,000 in value under the SPP (including by instructing a Custodian or nominee to acquire SPP Shares on your behalf under the SPP); and
 - ii) the total of the application price for the following does not exceed \$30,000:
 - A) the SPP Shares the subject of the application;

- B) any other Shares issued to you under the SPP or any similar arrangement in the 12 months before the application;
 - C) any other SPP Shares which you have instructed a Custodian or nominee to acquire on your behalf under the SPP; and
 - D) any other Shares issued to a Custodian in the 12 months before the application as a result of an instruction given by you to the Custodian or another Custodian or nominee to apply for Shares on your behalf under an arrangement similar to the SPP;
- j) if you are a Custodian or nominee and are applying on behalf of an Eligible Beneficiary on whose behalf you hold Shares, acknowledge and agree that:
- i) you are a Custodian (as that term is defined in ASIC Corporations (*Share and Interest Purchase Plans*) *Instrument 2019/547*) or a nominee;
 - ii) you held Shares on behalf of the Eligible Beneficiary as at the SPP Record Date who has instructed you to apply for SPP Shares on their behalf under the SPP and that that Eligible Beneficiary has been given a copy of this Booklet;
 - iii) you are not applying for SPP Shares on behalf of any Eligible Beneficiary with an application price of more than \$30,000 under the SPP; and
 - iv) the information in the Custodian Certificate submitted with your Application Form is true, correct and not misleading;
- k) accept the risk associated with any refund that may be dispatched to you by direct credit to your address shown on the Register;
- l) agree to be bound by the constitution of Camplify, and the SPP terms and conditions;
- m) acknowledge that none of Camplify, its advisers or agents, has provided you with any financial product or investment advice or taxation advice in relation to the SPP, or has any obligation to provide such advice;
- n) you authorise Camplify, and its officers and agents, to do anything on your behalf necessary for SPP Shares to be issued to you in accordance with these terms and conditions;
- o) you acknowledge that Camplify may at any time irrevocably determine that your application is valid, in accordance with the terms and conditions of the SPP, even if the Application Form is incomplete, contains errors or is otherwise defective; and
- p) you authorise Camplify, and its officers and agents, to correct minor or easily rectified errors in, or omissions from, your Application Form and to complete the Application Form by the insertion of any missing minor detail.

10 Scale back

- a) The amount that each Eligible Shareholder can apply for under the SPP is capped at \$30,000. The SPP aims to raise up to \$2 million.

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- b) Camplify may decide to accept applications (in whole or in part) that result in the SPP raising more or less than \$2 million, in its absolute discretion.
- c) Should any scale back be necessary, any scale back arrangements will be made at the discretion of the Board.
- d) If there is a scale back you will receive less than the parcel of SPP Shares for which you apply.
- e) If a scale back produces a fractional number of SPP Shares when applied to your parcel, the number of SPP Shares you will be issued will be rounded up to the nearest whole number of SPP Shares.
- f) If there is a scale back, the difference between the application monies received from you, and the number of SPP Shares allocated to you multiplied by the Issue Price will be refunded to you (without interest) unless the amount is less than \$10, in which case it will be retained by Camplify or donated to a charity or charities nominated by Camplify.

11 Dispute resolution

- a) Camplify may settle, in any manner it deems appropriate, any difficulties, anomalies, or disputes which may arise in connection with, or by reason of, the operation of the SPP whether generally or in relation to any participant or any application for SPP Shares, and its decision shall be conclusive and binding on all participants and other persons to whom the determination relates.
- b) The powers of Camplify under these terms and conditions may be exercised by the Directors or any delegate or representative of the Directors.

12 Variation and termination

- a) Camplify reserves the right at any time to:
 - i) amend or vary these terms and conditions;
 - ii) waive strict compliance with any provision of these terms and conditions;
 - iii) withdraw the SPP Offer or suspend or terminate the SPP;
 - iv) vary the timetable for the SPP, including the Closing Date; and
 - v) not accept an application, not issue SPP Shares or issue SPP Shares to a value less than that applied for under the SPP by an Eligible Shareholder (including a Custodian or nominee applying on behalf of its Eligible Beneficiaries).

- b) In the event that the SPP is withdrawn or terminated, all application monies will be refunded. No interest will be paid on any money returned to you.

13 Privacy policy

- a) Chapter 2C of the Corporations Act requires information about a shareholder (including your name, address and details of the shares you hold) to be included in the public register of the entity in which you hold shares. This information must continue to be included in the public register if you cease to be a shareholder.
- b) Camplify and the Registry may collect personal information to process your application, implement the SPP and administer your holding of Shares. The personal information contained in the Register is also used to facilitate payments and corporate communications (including financial results), annual reports and other information to be communicated to Shareholders, and to ensure compliance with legal and regulatory requirements, including Australian taxation laws and the Corporations Act.
- c) Your personal information may be disclosed to joint investors, the Registry, securities brokers, third party service providers (including print and mail service providers, technology providers and professional advisers), related entities of Camplify and its agents and contractors, and ASX and other regulatory authorities, and in any case, where disclosure is required or allowed by law (which may include disclosures to the Australian Taxation Office and other government or regulatory bodies or where you have consented to the disclosure). In some cases, the types of organisations referred to above to whom your personal information may be disclosed may be located overseas.
- d) A copy of Camplify's privacy statement, which describes how we manage your personal information, is available at <https://www.camplify.com.au/terms>. The Registry's privacy policy is available at https://linkgroup.com/docs/Link_Group_Privacy_Policy.pdf.

14 Underwriting

The SPP is not underwritten.

15 Governing law

These terms and conditions are governed by the laws in force in New South Wales. Any dispute arising out of, or in connection with, these terms and conditions, or the SPP Offer, will be determined by the courts of New South Wales. By accepting the SPP Offer, you agree to submit to the exclusive jurisdiction of the courts in New South Wales.

Glossary

The following definitions apply throughout this Booklet unless the context requires otherwise.

Term	Meaning
\$	Australian dollars.
Application Form	your personalised application form, which: <ul style="list-style-type: none"> is enclosed with this Booklet; or can be downloaded from https://events.miraqle.com/chl-spp.
ASIC	Australian Securities and Investments Commission.
ASX	ASX Limited (ACN 008 624 691), or the market operated by it, as the context requires.
Beneficiary	a person on whose behalf a Custodian or nominee is holding Shares at the SPP Record Date.
Board	the board of directors of Camplify
Closing Date	5.00pm (Sydney time) on Thursday, 15 December 2022 (or such other date as Camplify determines, in its absolute discretion)
Corporations Act	the <i>Corporations Act 2001</i> (Cth).
Custodian	a custodian as defined in paragraph 4 of <i>ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547</i> .
Custodian Certificate	a certificate complying with paragraph 8(3) of <i>ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547</i> .
Directors	the directors of Camplify.
Eligible Beneficiary	a Beneficiary with a registered address in either Australia, New Zealand or Singapore, provided that such Beneficiary is not in the United States.
Eligible Shareholder	a Shareholder at the SPP Record Date: <ul style="list-style-type: none"> whose address on the Register is in Australia, New Zealand or Singapore; and

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Term	Meaning
	<ul style="list-style-type: none">who is not in the United States and not acting for the account or benefit of a person in the United States (or, in the event that such Shareholder is acting for the account or benefit of a person in the United States, it is not participating in the SPP in respect of that person).
Issue Date	Monday, 19 December 2022 (or such other date as Camplify determines, in its absolute discretion).
Issue Price	\$1.70 per Share.
HIN	Holder Identification Number.
Camplify	Camplify Holdings Limited (ACN 647 333 962).
Offer Period	the period commencing on the Opening Date and ending on the Closing Date.
Opening Date	Friday, 2 December 2022.
Placement	the placement of Shares to institutional investors, announced to ASX on Wednesday, 19 October 2022.
Register	the register of Shareholders.
Registry	Link Market Services Limited.
Share	a fully paid ordinary share in Camplify.
Shareholder	a registered holder of a Share.
SPP or SPP Offer	the Share Purchase Plan offer made to Eligible Shareholders under the terms of this Booklet.
SPP Record Date	7.00pm (Sydney time) on Tuesday, 18 October 2022.
SPP Share	a new Share to be issued under the SPP.
SRN	Securityholder Reference Number.
U.S. Securities	the U.S. Securities Act of 1933, as amended.

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Camplify Co (NZ), Camplify Co (ES)



Camplify Holdings Limited

SPP Letter

2nd of December 2022

Dear Shareholder,

Notification to Eligible Shareholders – Share Purchase Plan

On behalf of the Board of Camplify Holdings Limited (ASX: CHL) (**Camplify**), I am pleased to offer you the opportunity to apply for fully paid ordinary Camplify shares (**SPP Shares**) under a Share Purchase Plan (**SPP**). The SPP follows Camplify's successful completion of the acquisition of PaulCamper GmbH (**Acquisition**) and its institutional placement which raised \$8.5 million (**Placement**), as announced to the Australian Securities Exchange (**ASX**) on Wednesday, 19 October 2022.

The Board recognises that a number of Camplify's loyal shareholders did not have an opportunity to participate in the Placement. Therefore, shareholders who held a registered address on the register in Australia, New Zealand or Singapore on the record date of 7:00pm, Tuesday 18 October 2022 (**Eligible Shareholders**) now have the opportunity to apply under the SPP for up to a maximum of \$30,000 worth of SPP Shares at an issue price of \$1.70 per share (**Issue Price**) without paying any brokerage costs, commissions or other transaction costs (subject to any scale-back at Camplify's absolute discretion) in parcels of \$1,000, \$2,500, \$5,000, \$7,500, \$10,000, \$12,500, \$15,000, \$20,000, \$25,000 or \$30,000.

The Issue Price is the same price paid by institutional investors under the Placement and represents a 15.4% discount to the closing share price on Friday 14, October 2022 (being the last close before announcement of the Acquisition and Placement).

Camplify intends to raise up to \$2 million under the SPP (before costs and subject to Camplify's discretion to accept oversubscriptions). Please refer to the SPP Booklet at the link below for details as to the application of this discretionary \$2 million cap and potential scaleback of applications under the SPP.

The opening date for SPP applications is today Friday, 2 December 2022 and will close at 5.00pm (Sydney time), Thursday, 15 December 2022 (**the Offer Period**).

Participation in the SPP is optional.

SPP Booklet

We write to inform you that you are an Eligible Shareholder of Camplify as at the record date. A booklet containing information about how to apply for SPP Shares under the SPP and the applicable terms and conditions is accessible at <https://events.miracle.com/chl-spp> (**SPP Booklet**).

The SPP Booklet contains important information about the SPP to assist you in deciding whether to participate in the SPP. You should read the SPP Booklet carefully and in its entirety before deciding whether to apply, together with the 'Key Risks' section of Camplify's investor presentation released to the ASX on Wednesday, 19 October 2022.

How to participate in the SPP

Information with respect to applying for SPP Shares is outlined in your personalised SPP Application Form which is also accessible at <https://events.miraqle.com/chl-spp>. You will need to provide your Shareholder Reference Number (**SRN**) or Holder Identification Number (**HIN**) to access the online application system.

Alternatively, you may request a hard copy of the SPP Booklet and your personalised SPP Application Form free of charge by contacting Camplify's information service line with Link Market Services on 1300 677 648 (within Australia) or +61 1300 677 648 (outside Australia) between 8:30am and 5:00pm (Sydney time), Monday to Friday during the Offer Period.

If you wish to participate in the SPP, you may apply for Shares in the parcel sizes specified above via the options set out below. Payments must be made in Australian dollars.

Option 1: Pay by BPAY®

You can make a payment by BPAY®. To do this, you must use the Reference Number shown on the Application Form. If you make your payment with BPAY® you do not need to return your Application Form. You will not be able to withdraw or revoke your application or BPAY® payment once you have submitted it or made it or change the amount of SPP Shares you have applied for.

Option 2: Pay by EFT (New Zealand or Singapore Eligible Shareholders Only)

In accordance with the instructions on your personalised Application Form:

- make payment to the SPP Offer bank account using your SRN/HIN as the reference number for your deposit; and
- return your completed Application Form to capitalmarkets@linkmarketservices.com.au.

The SPP Offer bank account details, and your SRN/HIN, are set out on your personalised Application Form.

* * *

Camplify Holdings Limited

Incorporating Camplify Co (AU), Camplify Co (UK),
Camplify Co (NZ), Camplify Co (ES)



I encourage you to read the SPP Booklet carefully and in its entirety before making a decision on whether to participate in the SPP. Neither this letter nor the SPP Booklet constitutes financial advice, and have been prepared without taking into account the objectives, financial situation or the needs of individuals. Before making an investment decision, you should consider the appropriateness of the information having regard to your own objectives, financial situation and needs and seek such legal, financial and/or taxation advice as necessary or appropriate. A cooling-off regime does not apply in relation to the acquisition of SPP Shares.

If you have any questions in relation to the SPP, please call Camplify's share registry, Link Market Services Limited, between 8.30am and 7.30pm Monday to Friday (excluding Public Holidays) on 1300 677 648 (within Australia) or +61 1300 677 648 (outside Australia).

On behalf of the Board of Camplify, I thank you for your continued support.

Yours faithfully,

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

Trent Bagnall

02 December 2022

ACN 647 333 962

Share Purchase Plan – Now Open

Dear Shareholder

On behalf of the Board of Camplify Holdings Limited (ASX: CHL) (Camplify), I am pleased to offer you the opportunity to subscribe for fully paid ordinary Camplify shares (SPP Shares) under a Share Purchase Plan (SPP). The SPP follows Camplify's successful completion of its institutional placement as announced to the Australian Securities Exchange (ASX) on Wednesday, 19 October 2022, which raised \$8.5 million (Placement).

Under the SPP Offer, each eligible CHL shareholder as at 5:00pm (Sydney Time) on Tuesday 18 October 2022 (**Record Date**) has an opportunity to subscribe for a minimum of \$1000 and up to a maximum of \$30,000 of new CHL shares, without incurring brokerage or transaction costs

Eligible CHL shareholders are holders of fully paid ordinary shares in CHL at the Record Date and whose address on the share register is in Australia, New Zealand or Singapore provided that such shareholder is not a US person or acting for the account or benefit of a person in the United States.

This email is to notify you that the SPP is now open and provide you with instructions on how to participate in the SPP offer.

To Participate:

1. Visit <https://events.miracle.com/CHL-spp>.
2. Enter your Shareholder validation information (refer below).
3. Make payment before the Closing Date of the Offer in line with the instructions provided on the website.

The SPP will close at 5.00pm (Sydney Time) on Thursday, 15 December 2022 and payment must be received by that time.

You will be required to provide the following validation information to apply online:

- Securityholder Reference Number (SRN) or Holder Identification Number (HIN) or Employee ID
- Surname/Company Name
- Country
- Postcode (if applicable)

Should you wish to discuss any information contained in this email, please do not hesitate to call the Camplify Holdings Limited offer line on 1800 677 648 (within Australia) or +61 1800 677 648 (outside Australia)

Yours sincerely,

Camplify Holdings Limited