

Camplify Holdings Ltd

A.C.N 647 333 962

42 Union Street Wickham NSW 2293

PO Box 7 Wickham NSW 2293

Ph: 02 4075 2000



ASX Announcement

28 September 2023

Camplify Holdings Limited – Long Term Incentive Plan (LTIP) announcement

Camplify Holdings Limited ('CHL' or 'the company') is pleased to announce the formalisation of our Long Term Incentive Plan (LTIP) under Camplify's Equity Incentive Plan (EIP) for our Executive and senior management team. Our key staff members are important to the ongoing growth and success of the company and we incentivise their ongoing performance via this LTIP.

As an ASX listed company we understand the importance of tying the incentivisation of our team to the success of the company as well as to shareholder returns. Our focus during the 2+ years we have been listed has been on continuing our growth as well as our progress towards sustainable profitability and cash flow positivity.

Our LTIP mirrors this focus with the following structure:

- For the executive team, an options-based LTIP of up to 50% of base salary is available each year. Each Annual Grant vests over 3 years.
- FY21 LTIP – hurdle based on achieving Revenue budget as approved by the Board in the applicable Financial Year, with an exercise price of \$1.42.
- FY22 LTIP – hurdle based on achieving Revenue budget as approved by the Board in the applicable Financial Year, with an exercise price of \$1.70.
- FY23 LTIP and ongoing – 50% hurdle based on achieving Revenue budget as approved by the Board in the applicable Financial Year, 50% hurdle based on CHL Share Price outperforming the S&P All Technology Index (XTX), with an exercise price of \$1.66.
- Vesting is determined by the RemCo at its meeting in August following conclusion of the applicable Performance Period.

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- The Grant is in respect of Long term incentive payments for each of FY21, FY22 and FY23. However as the Grant occurred in FY24 it is considered part of FY24 Remuneration for KMP.
- Options will be granted at no cost.
- Options will be exercisable from their Vesting Date until the date that is 12 months after their Vesting Date, after which any of those vested Options which remain unexercised will lapse.
- Subject to any change permitted under the terms of the Option, each Option, upon valid exercise, will entitle the employee to one Share, which may be delivered either by way of issue or transfer (in the Company's discretion).

KMP LTIP (# Options)	FY21	FY22	FY23	Total	% of Options Issued on 28/9/23
Justin Hales (CEO)*	79,225	66,176	101,657	247,058	
Andrea MacDougall (CFO)**	61,972	51,765	79,518	193,255	25.71%
Non KMP LTIP (# Options)**					
Jonathan Milgate	45,775	44,118	59,639	149,532	19.89%
Joshua Fischer	49,296	44,118	51,958	145,372	19.34%
Stephen Short		42,647	51,205	93,852	12.48%
Alastair McCausland			59,639	59,639	7.93%
Danny Tobisch			12,768	12,768	1.70%
Dirk Fehse			56,343	56,343	7.49%
Desiree Mettraux			41,039	41,039	5.46%
Total LTIP Issued (# Options)	157,042	182,647	412,108	751,800	100.00%

*Justin Hales accepted the invitation to apply for the options the subject of the Grant on 15/9/23 and will be subject to shareholder approval under Listing Rule 10.14 at the AGM on 15/11/23.

**751,797 options for KMP - Andrea MacDougall and Non-KMP have been issued on 28/9/23.

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A summary of the EIP is set out below.

Topic	Summary
Type of securities issued under the plan	Rights, options or restricted shares as allocated under the EIP.
Eligible participants	A Director, employee, contractor or consultant of the Group or any other person whom the Board determines to be eligible to participate in the Plan and who is invited to participate in the plan by the Company.
Price of securities issued under the plan	As determined by the Board (in its absolute discretion) and specified in an invitation.
Vesting conditions	<p>Unless the Board determines otherwise, the vesting, exercise and conversion of any right or option (as applicable) will only occur in accordance with the terms specified in an invitation.</p> <p>The Board may determine that a vested and exercised right or option (as applicable) will be satisfied by the Company making a cash payment to the participant in lieu of allocating Shares to the Participant.</p>
Forfeiture	An interest may lapse on the earliest of: the expiry date; failure to meet a vesting condition or occurrence a forfeiture condition such as cessation of employment; fraud; dishonesty or a material breach of obligations.
Trustee	The Board may require Shares acquired on exercise of Rights to be held by a trustee for the benefit of participants.

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Change in control	The Board may in its absolute discretion give written notice to participants of a change in control and: <ul style="list-style-type: none">• convert all or any rights to shares;• permit the exercise of some or all rights or options (as applicable); and/or• remove any disposal restrictions, whether or not the vesting conditions have been satisfied.
Alteration to the plan	The Board has the discretion to amend the plan rules at any time.

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For further information please contact:

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About CHL

Camplify Holdings Limited (ASX:CHL) is in the business of elevating outdoor experiences through innovative and scalable tech solutions. Composed of Camplify, MyWay and PaulCamper, the CHL Group operates one of the world's leading peer-to-peer digital marketplace platforms. connecting recreational vehicle (RV) Owners to Hirers. With operations in Australia, New Zealand, Spain, the UK, Germany, Austria and Netherlands, Camplify and PaulCamper deliver a seamless and transparent experience for consumers looking to travel and connect with local RV owners.

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