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MEDIA | NZX RELEASE
TOURISM HOLDINGS LIMITED (*thl*)

UPDATE ON MERGER CLEARANCE PROCESSES

thl today provides an update on the proposed merger with Apollo Tourism & Leisure Ltd (ATL).

Key points

- *thl* and ATL have commenced discussions with the New Zealand Commerce Commission (NZCC) and Australian Consumer and Competition Commission (ACCC) seeking merger clearance on the basis that the merged entity divests certain assets in each country.
- *thl* has entered into exclusive negotiations with Next Capital to sell the proposed divestment assets in New Zealand and Australia to Jucy Rentals. Next Capital have recently entered into an agreement to acquire a controlling interest in Jucy Rentals.
- Discussions with the NZCC and ACCC are ongoing and no definitive agreement has been reached.
- *thl* will provide further information on the scheme including an updated indicative timetable in due course.

New Zealand and Australian competition clearance processes

thl has continued to work with both the NZCC and the ACCC to address the issues identified by them.

thl continues to strongly believe that the proposed merger will not substantially lessen competition in any jurisdiction. However, recognising the concerns raised by the respective regulators and with the intent to conclude the clearance processes in a timely manner, *thl* and ATL have commenced discussions with both the NZCC and ACCC seeking merger clearance on the basis that the merged entity divests certain assets in each country.

thl and ATL have or will be offering to divest:

- a significant proportion of ATL's 4 – 6 berth motorhome fleet in New Zealand and Australia. Based on ATL's fleet at 31 May 2022, the proposed divestment would equate to approximately 72% of ATL's 4 – 6 berth motorhomes in New Zealand and 80% of ATL's 4 – 6 berth motorhomes in Australia;
- ATL's premium Star RV motorhome brand;
- a proportion of the forward bookings associated with the fleet sold; and
- surplus property leases, on an as needed basis based on the geographical footprint of a prospective purchaser.



thl has entered into exclusive negotiations with Next Capital to sell the above assets in New Zealand and Australia to Jucy Rentals. Next Capital have recently entered into an agreement to acquire a controlling interest in Jucy Rentals. The sale of assets to Jucy Rentals is subject to both the NZCC and ACCC being satisfied that the sale is an acceptable divestment.

Discussions in relation to the proposed divestment remain ongoing and incomplete and no definitive agreement has been reached. If the divestment proceeds, it would complete contemporaneously with or shortly after completion of the merger.

NZCC consultation and extension of time

The NZCC has today announced that it will undertake a public consultation process in relation to the above divestment proposal for New Zealand. The NZCC has, with the agreement of **thl** and ATL, extended its statutory timeframe for a decision on the proposed merger to 2 August 2022.

Scheme update

ATL will seek the approval of the Supreme Court of Queensland to update its shareholders as soon as it is in a position to provide further information on the scheme and the revised indicative timetable. **thl** will release this information to the NZX in due course.

ENDS

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About **thl** (www.thlonline.com)

thl is a global tourism operator. We are listed on the NZX and are the largest provider of RVs for rent and sale in Australia and New Zealand, and the second largest in North America. In the USA, we own and operate the Road Bear RV Rentals & Sales brand and El Monte RV Rentals & Sales. In the UK, **thl** owns 49% of Just go Motorhomes. Within New Zealand, we operate Kiwi Experience and the Discover Waitomo group, which includes Waitomo Glowworm Caves, Ruakuri Cave, Aranui Cave and The Legendary Black Water Rafting Co. **thl** also owns and operates Action Manufacturing, New Zealand's largest motorhome and specialist vehicle manufacturer.