

Camplify Holdings Ltd

A.C.N 647 333 962

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Ph: 02 4075 2000



ASX Announcement

14 OCTOBER 2024

2024 Notice of Annual General Meeting

Camplify Holdings Limited (Camplify) (ASX: CHL) has today released its 2024 Notice of Annual General Meeting (AGM).

Camplify's 2024 AGM will be held at the offices of Morgans Financial Limited, Level 21 Aurora Place, 88 Phillip Street, Sydney, New South Wales on Wednesday 13 November 2024 at 11.00am (AEDT).

More information is available on the Camplify Website.

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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, PaulCamper and Rent a Tent, 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 Company Secretary of Camplify Holdings Limited.



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Notice of 2024 Annual General Meeting

14 October 2024

Camplify Holdings Limited (Camplify) (ASX: CHL) gives notice that its 2024 Annual General Meeting (AGM) will be held at:

Date: Wednesday 13 November 2024

Time: 11.00am Australia Eastern Daylight Time (AEDT).

Online shareholder registration will be available from 10.30am AEDT

Format: The 2024 AGM will be held as both an in person meeting and as a virtual meeting.

Venue: Morgans Financial Limited, Level 21 Aurora Place, 88 Phillip Street, Sydney NSW 2000

Message from the Chairman

Dear Shareholder

I am pleased to invite you to the 2024 Annual General Meeting (**AGM**) of Camplify Holdings Limited which will be held at 11am (AEDT) on Wednesday, 13 November 2024. The meeting will be held as a hybrid meeting which means shareholders will be able to participate in person at the offices of Morgans Financial Limited, Level 21 Aurora Place, 88 Phillip Street, Sydney NSW 2000 or via an online meeting platform powered by Automic. Shareholders that have an existing account with Automic will be able to watch, listen, ask questions, and vote online.

Shareholders who do not have an account with Automic are encouraged to register for an account in advance of the meeting to avoid any delays on the day of the meeting. An account can be created via the following link investor.automic.com.au and then clicking on "register" and following the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) to create an account with Automic.

At the meeting, Justin Hales, Chief Executive Officer, will provide an overview of Camplify's performance during the financial year.

The AGM will include the following items of business:

- consideration of the Financial Report, Directors Report and Auditors Report for FY24;
- advisory resolution on the adoption of the Remuneration Report for FY24;
- election of Andrew McEvoy as a Non-Executive Director;
- approval of the grant of rights under Camplify's Equity Incentive Plan (EIP) to Justin Hales;
- approval of additional placement capacity under Listing Rule 7.1A; and

The Notice of Meeting is available at <https://chl.global/investors/>. It contains explanatory information regarding these items of business along with further details on how you can participate in the AGM.

On behalf of the Board, thank you to our shareholders for your ongoing support of the company.

Yours faithfully

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

Trent Bagnall
Chairman

Notice of 2024 Annual General Meeting

Business

Financial Reports

To receive and consider the Financial Report, Directors Report and Auditor's Report for the Company and its controlled entities for the financial year ended 30 June 2024 (FY24).

Note: There is no requirement for shareholders to approve these reports.

Resolution 1 Adoption of the Remuneration Report

To consider and, if in favour, pass the following resolution in accordance with section 250R(2) of the Corporations Act:

'That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the financial year ended 30 June 2024 be adopted.'

In the interests of corporate governance, the Directors have abstained from making a recommendation in relation to this resolution.

Note: Under section 250R(2) of the Corporations Act, the vote on this resolution is advisory only and does not bind the Directors or the Company to Resolution 1 as set out below.

Resolution 2 Election of Mr Andrew McEvoy

To consider and, if in favour, pass the following resolution as an ordinary resolution:

'That, Mr Andrew McEvoy who retires in accordance with rule 18.3 of the Constitution, being eligible, be re-elected as a non-executive Director of the Company.'

The Directors (with Mr Andrew McEvoy abstaining) recommend that Shareholders vote in favour of this resolution.

Resolution 3 Approval of the grant of Rights under Camplify's Equity Incentive Plan to Mr Justin Hales

To consider and, if in favour, pass the following resolution as an ordinary resolution:

'That, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the grant of 168,267 Rights under Camplify's Equity Incentive Plan, to Mr Justin Hales, Managing Director in accordance with the terms of the Equity Incentive Plan as described in the Explanatory Memorandum'

The Directors (with Mr Justin Hales abstaining) recommend that Shareholders vote in favour of this resolution.

Note: Voting restrictions apply to Resolution 3 as set out below.

Resolution 4 Approval of additional placement capacity under Listing Rule 7.1A

To consider and, if in favour, pass the following resolution as a special resolution:

'That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Memorandum.'

The Directors recommend that Shareholders vote in favour of this resolution.

Voting restrictions

Resolution 1 – Adoption of the Remuneration Report

The Company will disregard any votes cast on Resolution 1 by, or on behalf of a member of the KMP whose remuneration details are included in the Remuneration Report for FY24, or their closely related parties (regardless of the capacity in which the vote is cast).

However, this exclusion Listing Rules will not apply and, the Company need not disregard a vote cast on the resolution if it is cast by:

- a person as proxy for a person who is entitled to vote on the resolution in accordance with a direction on the Proxy Form to vote on the resolution in that way; or
- the Chairperson as proxy for a person who is entitled to vote on the resolution, in accordance with a direction on the Proxy Form to vote as the proxy decides and which expressly authorises the Chairperson to vote as proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

Resolution 3 – Approval for the grant of Rights under Camplify's Equity Incentive Plan to Mr Justin Hales

The Company will disregard any votes cast in favour of Resolution 3 by, or on behalf of:

- a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Equity Incentive Plan; or
- an associate of any of those persons.

However, this exclusion statement under the Listing Rules will not apply and, the Company need not disregard a vote cast in favour of any of this resolution if it is cast by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution in accordance with the directions given on the Proxy Form or to the attorney to vote on the resolution in that way; or

- the Chairperson as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction on the Proxy Form to vote as the proxy or attorney decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - o the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - o the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

In addition, the Company will disregard any votes cast on Resolution 3 by, or on behalf of a member of the KMP or their closely related parties as proxy, if the Proxy Form does not specify how they are to vote, unless the proxy is the Chairperson and the Proxy Form expressly authorises the Chairperson to vote as proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

Important information for shareholders

Venue and Voting Information

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 11:00am AEDT on 13th November 2024 at the offices of Morgans Financial Limited, Level 21 Aurora Place, 88 Phillip Street, Sydney NSW 2000 and as a virtual meeting.

If you wish to virtually attend the AGM (which will be broadcast as a live webinar), please pre-register in advance for the virtual meeting here:

https://us02web.zoom.us/webinar/register/WN_OMzlhRlvTJmnl_W984OW5g

After registering, you will receive a confirmation containing information on how to attend the virtual meeting on the day of the AGM.

Shareholders will be able to vote (see the "Voting virtually at the Meeting" section of this Notice of Meeting below) and ask questions at the virtual meeting.

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company. Questions must be submitted in writing to Shaun Mahony, Company Secretary at investor@chl.global at least 48 hours before the AGM.

The Company will also provide Shareholders with the opportunity to ask questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business.

Your vote is important

The business of the Annual General Meeting affects your shareholding and your vote is important.

Voting virtually at the Meeting

Shareholders who wish to vote virtually on the day of the AGM will need to login to the online meeting platform powered by Automic.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account **as soon as possible and well in advance of the Meeting** to avoid any delays on the day of the Meeting. An account can be created via the following link investor.automic.com.au and then clicking on "register" and following the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

To access the virtual meeting on the day:

1. Open your internet browser and go to investor.automic.com.au
2. Login with your username and password or click “**register**” if you haven’t already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**
3. After logging in, a banner will display at the bottom of your screen to indicate that the meeting is open for registration, click on “**Register**” when this appears. Alternatively, click on “**Meetings**” on the left-hand menu bar to access registration.
4. Click on “**Register**” and follow the steps
5. Click on the URL to join the webcast where you can view and listen to the Meeting.
6. Once the Chair of the Meeting has declared the poll open for voting click on “Refresh” to be taken to the voting screen
7. Select your voting direction and click “save” to submit your vote. Note that you cannot amend your vote after it has been submitted

For further information on the live voting process please see the **Registration and Voting Guide** at <https://www.automicgroup.com.au/virtual-agms/>

Voting by proxy

To vote by proxy, please use one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on ‘View Meetings’ – ‘Vote’. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. For further information on the online proxy lodgment process please see the Online Proxy Lodgment Guide at https://www.automicgroup.com.au/virtual-agms/
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should provide the Share Registry with adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

Entitlement to vote

To be eligible to vote and ask questions at the AGM, you must be a registered holder of ordinary shares in Camplify as at 7.00pm AEDT on Monday 11 November 2024.

Eligible holders of ordinary shares in Camplify may vote on all resolutions, subject to the voting information described in sections 2-6 below.

Voting procedure

Voting on all resolutions for consideration at the AGM will be conducted by poll.

Explanatory Memorandum

This Explanatory Memorandum accompanies and forms part of the Notice of Meeting for the Company's AGM to be held on Wednesday 13 November 2024 at 11.00am AEDT. It contains Information relevant to the business to be considered at the AGM and shareholders should read this section in full.

Business

Financial Reports

The Corporations Act requires that the Report of the Directors, the Auditor's Report and the Financial Report be presented to Shareholders at the Annual General Meeting.

A vote will not be required on this item, but Shareholders will be provided with the opportunity to ask questions and comment on these reports or about the business operations and management of the Company generally. Shareholders also have the right to question the Company's auditor in accordance with section 250T of the Corporations Act.

Shareholders are also entitled to put forward written questions to the Company's auditor, if the question is relevant to the content of the Auditor's Report or the conduct of the audit.

The ways in which shareholders can ask questions or make comments are outlined in the section headed 'Important Information for Shareholders' included in the Notice of Meeting.

Resolution 1 Adoption of the Remuneration Report

Section 250R(2) of the Corporations Act requires that the Remuneration Report be put to Shareholders for adoption. This resolution is for advisory purposes only and will not be binding on the Directors or the Company, however the Directors will take the outcome of the vote into consideration when reviewing the remuneration policy.

The Remuneration Report is contained in the Annual Report, a copy of which is available at www.camplify.com and on the ASX.

Recommendation: In the interests of corporate governance, the Directors have abstained from making a recommendation in relation to this resolution.

Resolution 2 Election of Mr Andrew McEvoy

Rule 18.3 of the Constitution states that the company must hold an election of directors each year and if there would otherwise not be a vacancy on the board, and no director is required to retire then the director who has been longest in office since last being elected must retire. Accordingly, Mr Andrew McEvoy, who was appointed as a non-executive director on 26 April 2021 submits himself for election by shareholders.

Andrew McEvoy has more than 25 years' experience in the tourism, media, marketing and events sectors. Andrew is the Chairman of the Lux Group (owner of Luxury Escapes) and is a Director at Voyages Indigenous Tourism Australia. He is the former CEO and Managing Director of Tourism Australia which was judged as "World's Best Tourism Organisation" during his tenure. He was the architect of the Tourism 2020 plan – designed to double the value of overnight tourism in Australia with a focus on aviation growth, product development and experience-based marketing. He is also an investor in several travel and technology start-ups. Andrew was CEO of the South Australian Tourism Commission and held senior roles including as head of marketing for the Melbourne Convention and Visitor Bureau. He is currently the Chairman of Travello, a Director of OACIS, and a Director of the Australian Chamber Orchestra.

Recommendation: The Directors (with Mr Andrew McEvoy abstaining) recommend that Shareholders vote in favour of this resolution.

Resolution 3 Approval for the grant of Rights under Camplify's Equity Incentive Plan to Mr Justin Hales

3.1 General

The Company is proposing to grant 168,267 Rights to Mr Justin Hales, Managing Director, under its Equity Incentive Plan (the **Grant**).

Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire Equity Securities under an employee incentive scheme unless it first obtains the approval of its shareholders:

- a director
- an associate of a director; or
- a person whose relationship with the company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders.

As Mr Hales is a director, and the Rights the subject of the Grant are Equity Securities, the Grant falls within Listing Rule 10.14 above, and therefore requires the approval of the Company's shareholders under Listing Rule 10.14 before it can be made.

Resolution 3 seeks the required shareholder approval for the Grant for the purposes of Listing Rule 10.14.

If Resolution 3 is passed, the Company will be able to proceed with the Grant, expected to occur shortly after the AGM.

If Resolution 3 is not passed, the Grant will not be made and the Board would consider alternative remuneration arrangements for Mr Hales that are consistent with the Company's remuneration principles, such as providing equivalent cash long-term incentive subject to the same risk of forfeiture, performance period and vesting conditions (as described below) as applies to the Grant.

3.2 Specific information required by Listing Rule 10.15

In accordance with Listing Rule 10.15, the information below is provided in relation to Resolution 3:

(a) Identity of the individual

The approval under Resolution 3 is sought in relation to Mr Justin Hales who is a director of the Company and also the Chief Executive Officer. As a director, he falls within the category of Listing Rule 10.14.1.

(b) Details of securities to be issued

The Company is proposing to grant 168,267 Rights to Mr Justin Hales, Managing Director, under its Equity Incentive Plan (the **Grant**).

(c) Current total remuneration package

The details of Mr Justin Hales current remuneration package for FY25 is as follows:

- (i) Total Base Remuneration (Base) – \$376,346
- (ii) Superannuation – \$30,000
- (iii) 3% Employee Share Scheme participation – \$11,290
- (iv) Short Term Incentive – target of 25% of Base plus Superannuation
- (v) Long Term Incentive Opportunity of 50% of Base

The Rights the subject of this Resolution will (if passed) be granted in FY25 (shortly following the AGM) and reported as part of Mr Hales' FY25 Remuneration, however although they relate to performance for each of FY25 and FY26 (one tranche of Rights for each financial year), are in respect his agreed remuneration package for FY24.

The table in paragraph (e) below sets out the number of Rights within each tranche.

(d) Securities previously issued to Mr Hales under the scheme

247,059 Options were granted to Mr Justin Hales under the Equity Incentive Plan in FY24, shortly following shareholder approval of that grant at last year's AGM. These Options were granted for no consideration as part of his remuneration packages agreed for FY21, FY22 and FY23 (although reported as part of his remuneration for FY24, as the Options were granted in that financial year).

(e) Summary of the Rights to be issued

The Grant the subject of this resolution is in respect of Mr Hales' long-term incentive payments for his agreed remuneration package for FY24.. However, as the Grant (if approved) will occur in FY25, for financial reporting purposes it will be considered part of his remuneration for FY25.

Subject to any change permitted under the terms of the EIP, each Right, upon vesting, will result in Mr Hales receiving one Share, which may be delivered either by way of issue or transfer (in the Company's discretion). Vesting is subject to prior satisfaction of the Vesting Conditions (which are set out below). Rights which do not vest on their Vesting Date (eg. because a Vesting Condition was not satisfied) lapse. Vesting is also subject to no forfeiture condition being triggered in respect of the Rights prior to the Vesting Date. Forfeiture conditions include cessation of employment or other acts of default by Mr Hales (subject to overall Board discretion).

The table below summarises the incentive terms of the Rights which constitute the Grant.

Rights Allocation and Tranche	Number of Rights	Vesting Date	Performance Period and Vesting Condition(s)	
			Threshold Performance Hurdles	Progressive Performance Hurdles
FY24 Tranche 1	N/A	N/A	No Rights will be granted in respect of the FY24 Performance Period, as the hurdles were not met	No Rights will be granted in respect of FY24 Performance Period, as the hurdles were not met
FY24 Tranche 2	[Insert]	RemCo meeting Aug/Sept 2026	<p>1 July 2024 to 30 June 2025</p> <p>For 12.5% of tranche: Achieve 90% of Revenue Budget for FY25</p> <p>For 12.5% of tranche: Achieve 90% of EBITDA Budget for FY25</p> <p>For 25% of tranche: Share price of CHL Shares reaches the 50th percentile compared with the ASX 300 Information Technology Index during FY25</p>	<p>1 July 2024 to 30 June 2025</p> <p>Between 0% and 12.5% of tranche: Achieve between 90% and 100% of Revenue Budget for FY25</p> <p>Between 0% and 12.5% of tranche: Achieve between 90% and 100% of EBITDA Budget for FY25</p> <p>Between 0% and 25% of tranche: Share price of CHL Shares reaches between the 50th and 75th percentile compared with the ASX 300 Information Technology Index during FY25</p>

Rights Allocation and Tranche	Number of Rights	Vesting Date	Performance Period and Vesting Condition(s)	
			Threshold Performance Hurdles	Progressive Performance Hurdles
FY24 Tranche 3	[Insert]	RemCo meeting Aug/Sept 2026	<p>1 July 2025 to 30 June 2026</p> <p>For 12.5% of tranche: Achieve 90% of Revenue Budget for FY26</p> <p>For 12.5% of tranche: Achieve 90% of EBITDA Budget for FY26</p> <p>For 25% of tranche: Share price of CHL Shares reaches the 50th percentile compared with the ASX 300 Information Technology Index during FY26</p>	<p>1 July 2025 to 30 June 2026</p> <p>Between 0% and 12.5% of tranche: Achieve between 90% and 100% of Revenue Budget for FY26</p> <p>Between 0% and 12.5% of tranche: Achieve between 90% and 100% of EBITDA Budget for FY26</p> <p>Between 0% and 25% of tranche: Share price of CHL Shares reaches between the 50th and 75th percentile compared with the ASX 300 Information Technology Index during FY26</p>

Notes:

- If a Threshold Performance Hurdle in respect of a tranche of Rights is determined by RemCo to be satisfied, then the Vesting Condition for all Rights referenced in respect of that Threshold Performance Hurdle will be satisfied.
- The extent to which a Progressive Performance Hurdle in respect of Rights in a tranche is satisfied will be determined by RemCo on a straight line basis based on where within the range the relevant measure ends up for the relevant Performance Period. For example, if RemCo determines that 95% of the Revenue Budget was achieved in FY25:
 - the Vesting Condition for all 12.5% of the Rights in Tranche 1 which had the Threshold Performance Hurdle of achieving 90% of the FY25 Revenue Budget would be satisfied; and
 - the Vesting Condition for half of the 12.5% of Rights in Tranche 1 which had the Progressive Performance Hurdle of achieving between 90% and 100% of the FY25 Revenue Budget would be satisfied, because half of the margin between 90% and 100% of the FY25 Revenue Budget had been achieved.
- ASX 300 Information Technology Index refers to the index quoted by ASX under the code "AXIKD"
- The Revenue Budget and EBITDA Budget for a FY is the budget approved by the Board for the applicable FY. Plan Participants will be notified of the Revenue Budgets following Board Approval. Whether, and the extent to which, the Performance Hurdles in respect of a Tranche are satisfied will be determined by the RemCo at its meeting in August or September following conclusion of the applicable Performance Period. It is RemCo's determination that constitutes the satisfaction (or non-satisfaction) of the Vesting Condition in respect of Rights in a Tranche. However, the Vesting Date for all Rights in an Allocation (in respect of which the Vesting Condition(s) have been satisfied) will be the date of the RemCo meeting in August or September of 2026 for the FY24 allocation of Rights.

(f) Explanation of why Rights are being granted

The Company is choosing to grant Rights to Mr Justin Hales to motivate future performance as Managing Director by achieving specified performance thresholds within a specified performance period (ie. the Vesting Conditions).

The Board considers the granting of Rights to be a cost effective method to appropriately incentivise the performance of Mr Hales and is consistent with the strategic goals and targets of the Company.

(g) Value the Company attributes to the Rights the subject of the Grant

The Company values performance rights upon their grant.

On the grant date, the Rights will be valued as follows: One Right equals the market price of one Share at the grant date with an adjustment for the dividends that the holder of the Right will not receive during the vesting period for that Right, calculated in accordance with Accounting Standard AASB 2 Share-based Payment.

Using a Share price of \$1.1183 (30 day VWAP as at 1 October 2024) less the value of forecast dividends foregone which have been assumed as Nil and assuming 100% vesting, the value of the Rights for which approval is sought is estimated to be \$188,173.00.

However, as stated above, the actual value of the Rights can only be calculated on the grant date.

(h) Date of issue of Rights

Invitations to apply for the Rights the subject of the Grant were provided to Mr Justin Hales on 10 October 2024 and the Company received his application on 10 October 2024. Subject to the approval of this resolution by shareholders the Company expects to issue the Rights under the Grant by 30 November 2024.

(i) Price at which Rights will be issued

The Rights will be granted at no cost to Mr Justin Hales. They will also vest at no cost.

(j) Summary of Equity Incentive Plan

The Company has established a medium-long term equity incentive plan (**EIP**) to encourage directors, employees, contractors or consultants to participate in the growth and success of the Company through share ownership.

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.
Change in control	<p>The Board may in its absolute discretion give written notice to participants of a change in control and:</p> <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 EIP	The Board has the discretion to amend the EIP rules at any time.

(k) Loans in connection with Rights

No loan will be made by the Company in connection with the acquisition of Rights, or Shares issued or transferred on vesting of Rights, by Mr Justin Hales.

(i) Statement under Rule 10.15.11

In accordance with Listing Rule 10.15.11 the Company confirms that:

- (i) details of any Equity Securities issued under the EIP will be published in the annual report relating to the period in which they were issued along with a statement that approval for the issue was obtained under Listing Rule 10.14; and
- (ii) any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Equity Securities under the EIP after the resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.

Recommendation: The Directors (with Mr Justin Hales abstaining) recommend that Shareholders vote in favour of this resolution.

Resolution 4 Approval of additional placement capacity under Listing Rule 7.1A

4.1 General

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

However, under Listing Rule 7.1A, an eligible entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**).

An '**eligible entity**' means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less. The Company is an eligible entity for these purposes.

As at the date of this Notice, the Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of approximately \$84.73million (based on the number of Shares on issue and the closing price of Shares on the ASX on 1 October 2024).

Resolution 4 seeks shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without shareholder approval.

If Resolution 4 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further shareholder approval.

If Resolution 4 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without shareholder approval under Listing Rule 7.1A, and will remain subject to the 15% limit on issuing Equity Securities without shareholder approval set out in Listing Rule 7.1.

4.2 Specific information required by Listing Rule 7.1A

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to Resolution 4:

(a) Period for which the 7.1A Mandate is valid

The 7.1A Mandate will commence on the date of the AGM and expire on the first to occur of the following:

- (i) the date that is 12 months after the date of this AGM;
- (ii) the time and date of the Company's next annual general meeting; and
- (iii) the time and date of approval by shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).

(b) Minimum price

Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued for a cash consideration per security at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 trading days of the date in Section 4.2(b)(i), the date on which the Equity Securities are issued.

(c) Use of funds raised under the 7.1A Mandate

At this time the Company does not intend to issue Equity Securities beyond the 15% limit allowed under Listing Rule 7.1. If the Company's circumstances

change and the Company issues Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A, the Company will use funds raised from issues of Equity Securities under the 7.1A Mandate for the acquisition of new assets or investments (including expense associated with such acquisition) and/or general working capital.

(d) Risk of Economic and Voting Dilution

Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of shareholders who do not receive any Shares under the issue.

If Resolution 4 is approved by shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue or proposed to be issued as at 1 October 2024.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.

		Dilution			
Number of Shares on Issue (Variable A in Listing Rule 7.1 A.2)		Shares issued – 10% voting dilution	Issue Price		
			\$0.60	\$1.19	\$1.79
			50% Decrease	Closing Price on 1/10/24	50% Increase
			Funds Raised		
Current	71,500,349	7,150,034	\$4,290,020	\$8,508,540	\$12,798,561
50% Increase	107,250,524	10,725,052	\$6,435,031	\$12,762,812	\$19,197,843
100% Increase	143,000,698	14,300,069	\$8,580,041	\$17,017,082	\$25,597,124

*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require shareholder approval (such as under a pro rata rights issue or scrip issued under a takeover offer) or that are issued with shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. There are 71,500,349 existing Shares as at 1 October 2024;
2. The issue price set out above is the closing market price of the Shares on the ASX on 1 October 2024 being \$1.19.
3. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.
4. The Company has not issued any Equity Securities in the 12 months prior to the AGM that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.
5. The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing shareholders.
6. The calculations above do not show the dilution that any one particular shareholder will be subject to. All shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.
8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
9. The table does not show an example of dilution that may be caused to a particular shareholder by reason of placements under the 7.1A Mandate, based on that shareholder's holding at the date of the AGM.

Shareholders should note that there is a risk that:

- a) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the AGM; and
- b) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(e) Allocation policy under the 7.1A Mandate

The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:

- (i) the purpose of the issue;

- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

(f) Previous approval under Listing Rule 7.1A

The Company previously obtained approval from its shareholders pursuant to Listing Rule 7.1A at its Annual General Meeting held on 13th November 2023. The Company has not issued or agreed to issue Equity Securities under Listing Rule 7.1A.2 in the period commencing 12 months prior to the date of the AGM.

4.3 Voting Exclusion Statement

As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.

Recommendation: The Directors recommend that Shareholders vote in favour of this resolution.

Glossary

7.1A Mandate has the meaning given in Section 4.1.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires

Board means the board of Directors

Company means Camplify Holdings Limited (ACN 647 333 962)

Director means a director of the Company

Equity Incentive Plan or EIP means the Company's Equity Incentive Plan, the current terms of which were approved by the Company's Board of Directors in August 2023

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Memorandum means the explanatory memorandum accompanying the Notice.

Grant means the grant of Options the subject of Resolution 3.

Listing Rules means the Listing Rules of ASX.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Memorandum and the Proxy Form.

Option means an option to acquire a Share.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Right means a right granted under the EIP to acquire a Share automatically upon the right vesting.

Section means a section of the Explanatory Memorandum.

Share means a fully paid ordinary share in the capital of the Company.

Variable A means "A" as set out in the formula in Listing Rule 7.1A.2.

Your proxy voting instruction must be received by **11.00am (AEDT) on Monday, 11 November 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
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IN PERSON:

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Sydney NSW 2000

BY EMAIL:

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