



Announcement Summary

Entity name

CAMPLIFY HOLDINGS LIMITED

Announcement Type

New announcement

Date of this announcement

2/5/2022

The Proposed issue is:

☒ A placement or other type of issue

Total number of +securities proposed to be issued for a placement or other type of issue

ASX +security code	+Security description	Maximum Number of +securities to be issued
CHL	ORDINARY FULLY PAID	3,698,363

Proposed +issue date

29/4/2022

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

1.1 Name of +Entity

CAMPLIFY HOLDINGS LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

1.2 Registered Number Type

ACN

Registration Number

647333962

1.3 ASX issuer code

CHL

1.4 The announcement is☒ New announcement**1.5 Date of this announcement**

2/5/2022

1.6 The Proposed issue is:☒ A placement or other type of issue



Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

7A.1 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis?

☒ No

Part 7B - Issue details

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

☒ Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

☒ No

Details of +securities proposed to be issued

ASX +security code and description

CHL : ORDINARY FULLY PAID

Number of +securities proposed to be issued

3,698,363

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?

☒ No

Please describe the consideration being provided for the +securities

The shares are being issued under a business and asset sale agreement as consideration for the acquisition of the Highway and SHAREaCAMPER business and assets in Australia and New Zealand from Tourism Holdings Limited and TH2Connect LP. The securities will be issued in two tranches with the first tranche issued on completion and the second tranche 12 months after completion.

Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities

7,373,000.000000

Will these +securities rank equally in all respects from their issue date with



the existing issued +securities in that class?

☒ Yes

Part 7C - Timetable

7C.1 Proposed +issue date

29/4/2022

Part 7D - Listing Rule requirements

7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?

☒ No

7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

☒ Yes

7D.1b (i) How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?

3,698,363

7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?

☒ No

7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?

☒ No

7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?

☒ No

7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?

☒ Yes

7D.4a Please enter the number and +class of the +securities subject to +voluntary escrow and the date from which they will cease to be subject to +voluntary escrow

The shares will be subject to voluntary escrow for a period ending 18 months from completion and commencing from the date of issue of each tranche as follows:

- tranche 1, the date of completion of the business and asset sale agreement (proposed to be 29 April 2022); and
- tranche 2, the date 12 months after the date of completion of the business and asset sale agreement (proposed to be 29 April 2023)



Part 7E - Fees and expenses

7E.1 Will there be a lead manager or broker to the proposed issue?

☒ No

7E.2 Is the proposed issue to be underwritten?

☒ No

7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue

Part 7F - Further Information

7F.01 The purpose(s) for which the entity is issuing the securities

As consideration for the acquisition of the Mighway and SHAREaCAMPER business and assets in Australia and New Zealand.

7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?

☒ No

7F.2 Any other information the entity wishes to provide about the proposed issue

The terms of the business and asset sale agreement provides a mechanism for calculating the number of securities to be issues under Tranche 1 and Tranche 2 respectively. The mechanism for Tranche 1 is determined and the number of securities to be issued is 1,059,162

The mechanism for calculating the number of securities to be issues under Tranche 2 is to be determined by the lower of (a) 60 day VWAP prior to the date of issue and (b) the issue price of the Tranche 1 shares, and in any event not less that \$1.42. Accordingly, the minimum number of securities that may be issued under Tranche 2 will be 1,147,424 and the maximum number of securities will be 2,639,201. The number of securities that will be issued for Tranche 2 is anticipated to be within that range.

The total maximum number of securities that may be issues pursuant to the business and asset sale agreement is anticipated to be within a range of 2,206,586 and 3,698,363.

7F.3 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:

☒ Not applicable - the entity has arrangements in place with the holder that ensure the securities cannot be on-sold within 12 months in a manner that would breach section 707(3) or 1012C(6)