

Camplify Holdings Limited ACN 647 333 962 (Company)

Corporate Governance Statement

The Company is committed to conducting its business and governing the Company in accordance the principles and recommendations set by the ASX Corporate Governance Council (**Council**) in the 4th edition of its Corporate Governance Principles and Recommendations to the extent appropriate to the size and nature of the Company's operations.

This Corporate Governance Statement (**Statement**) will detail the extent to which the Company will adhere to, as at the date of its admission to the official list of the ASX, the Council's Recommendations.

While listed entities may elect not to adopt the Recommendations either in whole or in part, the ASX requires that an entity explain why it has not adopted any particular Recommendation on an "if not, why not" basis. The table below identifies which Recommendations the Company does and does not comply with, and provides reasons for not following those Recommendations as well as any alternate governance practices the Company intends to adopt.

A copy of this Statement as well as the Company's corporate governance policies are available on the investor section of the Company's website at <https://www.camplify.com/policies> (**Website**).

This Statement has been approved by a resolution of the Board of Directors (**Board**) dated 6th May 2021 and is in effect from that day onwards.

PRINCIPLES AND RECOMMENDATIONS	COMPLIANCE	COMPLIANCE BY THE COMPANY
Principle 1 – Lay solid foundations for management and oversight		
A listed entity should clearly delineate the respective roles and responsibilities of its board and management and regularly review their performance.		
Recommendation 1.1 A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	Compliant	The Board Charter sets out the ongoing operation and functions (including those delegated to management) of the Board. Clause 3 of the Board Charter sets out the Board's role and responsibilities. The Board may also seek guidance from the Remuneration Committee (RC), Nomination Committee (NC) or from the Audit & Risk Committee (ARC) as set out in clause 4.

		Clause 5 of the Board Charter sets out powers and responsibilities delegated to Senior Management (as defined in the Charter).
Recommendation 1.2 A listed entity should: <ul style="list-style-type: none"> (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director. 	Compliant	<p>All directors at the time of, or prior to admission, have either undergone bankruptcy and police checks or, where they have been unable to obtain such checks, sworn a statutory declaration as to their good fame and character, as part of the Company's due diligence process and lodged that information with ASX through an Appendix 1A.</p> <p>The Board have adopted the NC Charter which established the NC to assist the Company in the development and enforcement of recruitment policies and practices surrounding members or Senior Management (as defined in the Charter).</p> <p>Clause 4(a)(i) of the NC Charter sets out the duty of the Board to undertake appropriate checks (including as to the person's character, experience, education, criminal record, and bankruptcy history) before appointing a director or Senior Manager.</p>
Recommendation 1.3 A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Compliant	Clause 4(a)(ii) of the NC Charter sets out that each director or member of senior management must enter into a written agreement setting out the appointment terms with the individual personally.
Recommendation 1.4 The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	Compliant	Clause 5.3 of the Board Charter sets out that the company secretary is accountable to the Board through the Board Chair, on all matters to do with proper functioning of the Board.

<p>Recommendation 1.5</p> <p>A listed entity should:</p> <ul style="list-style-type: none"> (a) have and disclose a diversity policy; (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and (c) disclose in relation to each reporting period; <ul style="list-style-type: none"> (i) the measurable objectives set for that period to achieve gender diversity; (ii) the entity's progress towards achieving those objectives, and (iii) either: <ul style="list-style-type: none"> (A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or (B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under the Act. 	<p>Compliant</p>	<p>The Board has adopted a policy which promotes diversity among employees, consultants and Senior Management of the Company (Diversity Policy).</p> <p>Clause 3.1(b) of the Diversity Policy requires the Board to set annual, measurable objectives for achieving gender diversity in the composition of its Board, senior management and workforce generally.</p> <p>Clause 3.1(c) of the Diversity Policy outlines the Board's responsibility to disclose all measurable objectives set by the Board, progress against achieving the objectives and the proportion of women employed in the whole organisation, at a Senior Management level and at a Board level, to shareholders on an annual basis.</p> <p>The Company is not a "relevant employer" for the purposes of the Workplace Gender Equality Act.</p> <p>The Company not only aims for diversity across sex but also across a range of other identifiers such as race, marital or family status, sexual orientation, gender identity, age, disabilities, ethnicity, religious or political beliefs, socio-economic, educational, or cultural background, perspective and experience.</p>
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<p>Recommendation 1.6</p> <p>A listed entity should:</p> <ul style="list-style-type: none"> (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose for each reporting period, whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period. 	Compliant	<p>Clause 7 of the Board Charter sets out the requirement for the Board to regularly review the performance of the Board, its committees, and each director with guidance from the NC Charter or, where necessary, an external consultant. The Company is also required to disclose whether a performance evaluation has been undertaken for the relevant period in its annual report.</p>
<p>Recommendation 1.7</p> <p>A listed entity should:</p> <ul style="list-style-type: none"> (a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period. 	Compliant	<p>Clause 7 of the Board Charter sets out the requirement for the Board to regularly review the performance of the Board, its committees, and each director with guidance from the NC Charter or, where necessary, an external consultant. The Company is also required to disclose whether a performance evaluation has been undertaken for the relevant period in its annual report.</p>
<p>Principle 2 – Structure the board to be effective and add value</p> <p>A board of a listed entity should be of an appropriate size and collectively have the skills, commitment and knowledge of the entity and the industry in which it operates, to enable it to discharge its duties effectively and to add value.</p>		
<p>Recommendation 2.1</p> <p>The board of a listed entity should:</p> <ul style="list-style-type: none"> (a) have a nomination committee which: 	Compliant	<p>Clause 2 of the NC Charter sets out that composition requirements of the Committee. The NC should, to the extent practicable given the size and composition of the Board from time to time, consist of a minimum of three members who</p>

<ul style="list-style-type: none"> (i) has at least three members, a majority of whom are independent directors; and (ii) is chaired by an independent director, and disclose, (iii) the charter of the committee; (iv) the members of the committee; (v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively. 		<p>are non-executive directors and majority of directors who are independent, and be chaired by an independent director.</p> <p>The NC is currently comprised of Andrew McEvoy and Stephanie Hinds and is chaired by Trent Bagnall.</p> <p>Under clause 5 on the NC Charter, the Committee is required to report the number of times the NC meets and the individual attendance of the members at those meetings in its future annual reports.</p>
<p>Recommendation 2.2</p> <p>A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.</p>	Compliant	<p>Clause 6.1 of the Board Charter sets out the aim of the Board to have an appropriate mix of skills, experience, expertise and diversity relevant to the Company's business and the Board's duties and responsibilities.</p> <p>Clause 4(b)(ii) of the NC Charter requires the Board to develop a board skills matrix to identify any 'gaps' in the skills and experience of the directors on the Board, and assess all new candidates against this matrix.</p> <p>The Board and the NC are of the opinion that the current mix of skills on the Board are an appropriate mix given the stage</p>

		of the Company's business and growth and neither are of the view there is any gap in the skills and experience of the directors on the Board at this time.
Recommendation 2.3 A listed entity should disclose: <ul style="list-style-type: none"> (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director 	Compliant	<p>The Board currently considers Trent Bagnall, Andrew McEvoy and Helen Souness to be independent directors.</p> <p>The Board does not consider that any of the current independent directors has an interest, position, association or relationship of the type described by Recommendation 2.3 but will disclose in future annual corporate governance statements any circumstances which the Board is of the opinion compromise the independence of the director including the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion.</p> <p>Justin Hales, Trent Bagnall, Stephanie Jane Hinds, and Karl Roy Louis Trouchet were all appointed as directors on 21 January 2021, being the date of incorporation.</p> <p>Andrew McEvoy and Helen Souness were appointed to the Board on 26 April 2021.</p>
Recommendation 2.4 A majority of the board of a listed entity should be independent directors.	Compliant	<p>The majority of the Board should, to the extent practicable given the size and composition of the Board from time to time, be comprised of independent directors as required by clause 6.1.</p> <p>The Board is currently comprised of 3 independent directors.</p>
Recommendation 2.5 The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	Compliant	<p>Clause 5.2 of the Board Charter requires the Board Chair to be an independent director who must not hold, and must not have held within the previous 3 years, the office of Chief Executive Officer of the Company.</p> <p>The Board Chair is Trent Bagnall.</p>

<p>Recommendation 2.6</p> <p>A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.</p>	Compliant	<p>Clause 6.2 of the Board Charter requires the Board to provide with any document the Board considers relevant to their appointment.</p> <p>Clause 6.3 of the Board Charter mandates that the Board must periodically review whether there is a need for existing directors to undertake professional development.</p>
<p>Principle 3 – Instil a culture of acting lawfully, ethically and responsibly</p> <p>A listed entity should instil and continually reinforce a culture across the organisation of acting lawfully, ethically and responsibly</p>		
<p>Recommendation 3.1</p> <p>A listed entity should articulate and disclose its values.</p>		<p>The Company has articulated its values which are disclosed on its Website.</p>
<p>Recommendation 3.2</p> <p>A listed entity should:</p> <ul style="list-style-type: none"> (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code. 	Compliant	<p>The Board have adopted the Code of Conduct which governs the way that Camplify will carry on its business, that being, acting honestly and fairly and in strict compliance with all laws and regulations.</p> <p>Clause 1 of the Code of Conduct requires all directors, senior executives and employees to understand and comply with their obligations.</p> <p>All employees have a duty to report suspected breaches of the Code of Conduct to an officer or senior manager of the Company, a senior member of Human Resources or the Whistleblower Protection Officer under clause 13 of the Code.</p>
<p>Recommendation 3.3</p> <p>A listed entity should:</p> <ul style="list-style-type: none"> (a) have and disclose a whistle-blower policy; and 	Compliant	<p>The Board have adopted a Whistleblower Protection Policy which sets out the protections afforded to individuals who disclose information concerning misconduct or an improper situation or circumstances within the Company.</p>

(b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.		Clause 7 of the Whistleblower Protection Policy requires the Whistleblower Protection Officer (as defined in that Policy) to provide the Board quarterly reports summarising the number and nature of disclosures, the status of any investigation underway and the outcome and action taken from any investigation.
Recommendation 3.4 A listed entity should: <ul style="list-style-type: none"> (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or a committee of the board is informed of any material breaches of that policy. 	Compliant	The Board have adopted an Anti-bribery and Corruption Policy which prohibits Group Members (as defined in that Policy) from engaging in bribery and corrupt conduct. Clause 3.3 requires the secretary to periodically monitor the implementation of this Policy and review on an ongoing basis.

Principle 4 – Safeguard the integrity of corporate reports

A listed entity should have appropriate processes to verify the integrity of its corporate reports

Recommendation 4.1 The board of a listed entity should: <ul style="list-style-type: none"> (a) have an audit committee which: <ul style="list-style-type: none"> (i) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (ii) is chaired by an independent director, who is not the chair of the board, and disclose: 	Compliant	The Board have adopted an Audit and Risk Committee Charter that establishes and sets out the Committee's duty to oversee the Company's financial reporting, internal control structure, risk management systems and internal and external audit functions. Under clause 2.1, the AR Committee should, to the extent practicable given the size and composition of the Board from time to time, consist of a minimum of three members who are non-executive directors and majority of directors who are independent, and be chaired by an independent director. The relevant qualifications and experience of Committee members is available on the Company's website and will be contained within the Company's annual report each year.
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<ul style="list-style-type: none"> (iii) the charter of the committee; (iv) the relevant qualifications and experience of the members of the committee; and (v) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>		<p>The Committee is currently comprised of Karl Trouchet and Helen Souness and is chaired by Andrew McEvoy.</p> <p>Clause 5.1 of the AR Charter requires the Committee to report the number of times it meets and the individual attendance of the members at those meetings in its future annual reports.</p>
<p>Recommendation 4.2</p> <p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	Compliant	<p>Clause 5.2 of the AR Charter requires the Committee to review the Company's financial statements with management and its external auditor before recommending that the Board approve the statements. The AR Committee is also responsible for ensuring that appropriate processes are in place to form the basis upon which the Chief Executive Officer and Chief Financial Officer provide the recommended declarations in relation to the Company's financial statements (clause 4). The Board will also ensure that it receives the appropriate declarations and assurances including a declaration from the Chief Financial Officer that the Company's accounts have been kept in accordance with section 295A of the Corporations Act 2001 for the financial year (clause 5.2(e)).</p>
<p>Recommendation 4.3</p>	Compliant	<p>Clause 4(h) of the AR Charter sets out the requirement for the Committee to ensure that any periodic corporate report</p>

A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.		the Company releases to the market that has not been subject to audit review by an external auditor discloses the process taken to verify the integrity of its content.
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Principle 5 – Make timely and balanced disclosure

A listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.

Recommendation 5.1 A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	Compliant	The Continuous Disclosure and Communication Policy sets out the Company's obligation to immediately notify the Australian Securities Exchange (ASX) of Price Sensitive Information (as defined in that Policy) in order to ensure compliance with the ASX Listing Rules and accountability at a Board and Senior Management level for compliance and factual presentation of the Company's financial position.
Recommendation 5.2 A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	Compliant	Clause 4(h) of the Policy requires the secretary to provide the Board with copies of all material market announcements promptly after they have been made.
Recommendation 5.3 A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	Compliant	Clause 4(f) of the Policy requires the secretary to, ahead of any new and substantive investor or analyst presentation, release a copy of the presentation materials to the ASX.

Principle 6 – Respect the rights of security holders

A listed entity should provide its security holders with appropriate information and facilities to allow them to exercise their rights as security holders effectively

Recommendation 6.1 A listed entity should provide information about itself and its governance to investors via its website.	Compliant	The Continuous Disclosure and Communications Policy promotes effective communication with shareholders and other stakeholders. Clause 3.3 of the Policy sets out requirement for the Company to use its website for its primary means of communication with shareholders.
Recommendation 6.2 A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	Compliant	Clause 3.5 of the Policy sets out how shareholders are actively encouraged and facilitated to participate in the Company's AGM and engage in two-way communication.
Recommendation 6.3 A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Compliant	Clause 3.5 of the Policy sets out how shareholders are provided with the opportunity and encouraged to attend and participate in the Company's AGM.
Recommendation 6.4 A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands	Compliant	Clause 3.4(g) of the Policy sets out that all substantive resolutions at a meeting of shareholders are decided by a poll rather than by a show of hands.
Recommendation 6.5 A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically	Compliant	Clause 3.4(d) and 3.4(e) of the Policy sets out the Company's share registry details so shareholders may communicate with them directly.
Principle 7 - Recognise and manage risk A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework		

<p>Recommendation 7.1</p> <p>The board of a listed entity should:</p> <ul style="list-style-type: none"> (a) have a committee or committees to oversee risk, each of which: <ul style="list-style-type: none"> (i) has at least three members, a majority of whom are independent directors; and (ii) is chaired by an independent director and disclose (iii) the charter of the committee; (iv) the members of the committee; and (v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework. 	Compliant	<p>Clause 2 of the Audit and Risk Committee Charter require the Committee, to the extent practicable given the size and composition of the Board from time to time, to consist of a minimum of three members who are non-executive directors and majority of directors who are independent, and be chaired by an independent director.</p> <p>The ARC Committee is currently comprised of Karl Trouchet, Helen Souness and is chaired by Andrew McEvoy.</p> <p>Clause 5.1 of the ARC Charter requires the Committee to report the number of times it meets and the individual attendance of the members at those meetings in its future annual reports.</p>
<p>Recommendation 7.2</p> <p>The board or a committee of the board should:</p> <ul style="list-style-type: none"> (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and 	Compliant	<p>Clause 4(b) of the ARC Charter provides that the Committee is responsible for reviewing the risk profile of the Company at least annually to satisfy itself that it continues to be sound (including whether have been any changes to material business risks and whether the Company is operating within the risk appetite set by the Board). Clause 5.1 of the ARC</p>

(b) disclose, in relation to each reporting period, whether such a review has taken place.		Charter requires the Committee to report to the Board on whether such a review has taken place.
Recommendation 7.3 A listed entity should disclose: <ul style="list-style-type: none"> (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes 	Compliant	<p>Clause 6.3 of the ARC Charter sets out the responsibilities delegated by the Board to the Committee.</p> <p>Clause 9.2 of the ARC Charter sets out the Committee's review and disclosure obligations.</p> <p>Camplify does not have an internal audit function. The Board, through the Audit and Risk Committee as outlined in Section 9.2 of the ARC, will work with management to review the management assurance function, to provide assurance to the Board on the effectiveness of internal controls and to recommend improvements to those controls. Where necessary independent third parties will be requested to undertake audits of specific parts of the business.</p>
Recommendation 7.4 A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	Compliant	<p>Clause 6.2 of the ARC Charter notes the Board is responsible for overseeing the disclosure of any material exposure the Company has to environmental or social risks and how the Company manages or intends to manage those risks.</p>
Principle 8 – Remunerate fairly and responsibly A listed entity should pay sufficient remuneration to attract and retain high quality directors and design its executive remuneration to attract, retain and motivate high quality senior executives and to align their interests with the creation of value for security holders and with the entity's values and risk appetite.		
Recommendation 8.1 The board of a listed entity should: <ul style="list-style-type: none"> (a) have a remuneration committee which: <ul style="list-style-type: none"> (i) has at least three members, a majority of whom are independent directors; and 	Compliant	<p>Clause 2 of the RC Charter requires the Committee, to the extent practicable given the size and composition of the Board from time to time, to consist of a minimum of three members who are non-executive directors and majority of directors who are independent, and be chaired by an independent director.</p>

<ul style="list-style-type: none"> (ii) is chaired by an independent director and disclose: (iii) the charter of the committee; (iv) the members of the committee; and (v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>		<p>The Committee is currently comprised of Trent Bagnall, Stephanie Hinds and is chaired by Helen Souness.</p> <p>Clause 5(a) of the RC Charter requires the Committee to report the number of times it meets and the individual attendance of the members at those meetings in its future annual reports.</p>
<p>Recommendation 8.2</p> <p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	Compliant	<p>Details of the Company's remuneration policies and practices for non-executive directors, executive directors and senior management is disclosed in the Company's prospectus and will be included in the Company's future annual reports.</p>
<p>Recommendation 8.3</p> <p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p>	Compliant	<p>The Board have adopted Securities Trading Policy which prohibits the trading in Company Securities (as defined in that policy) by any person who is in possession of Price Sensitive Information (as defined in that Policy).</p> <p>Clause 3.5 sets out that directors and senior management (and their associated investment vehicles) must not trade in financial products that limit the economic risk of security holdings (e.g. hedging arrangements).</p>

(b) disclose that policy or a summary of it.		Clause 4.1(c) of the RC Charter also governs the Company's equity-based schemes.
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Principle 9 – Additional recommendations that apply only in certain cases

Recommendation 9.1 A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	Not applicable	All directors of the Company at the time of listing speak the same language in which board or security holder meetings are held and key corporate documents are written.
Recommendation 9.2 A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	Not applicable	The Company was established in NSW, Australia.
Recommendation 9.3 A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	Not applicable	The Company was established and is managed in NSW, Australia.