

Camplify Holdings Ltd

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ASX Announcement

16 October 2023

2023 Notice of Annual General Meeting

Camplify Holdings Limited (Camplify) (ASX: CHL) has today released its 2023 Notice of Annual General Meeting (AGM).

Camplify's 2023 AGM will be held at the offices of Canaccord Genuity Australia at MLC Centre, Level 62/25 Martin Place, Sydney, New South Wales on Wednesday 15 November 2023 at 11.00am (AEDT).

More information is available on the Camplify Website.

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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.



Camplify Holdings Ltd

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Notice of 2023 Annual General Meeting

16 October 2023

Camplify Holdings Limited (Camplify) (ASX: CHL) gives notice that its 2023 Annual General Meeting (AGM) will be held at:

Date: Wednesday 15 November 2023

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

Online shareholder registration will be available from 10.30am AEDT

Format: The 2023 AGM will be held as both an in person meeting and virtual meeting at

<https://meetings.linkgroup.com/CHL23>

Venue: Canaccord Genuity Australia, MLC Centre, Level 62/25 Martin Place, Sydney NSW 2000

Message from the Chairman

Dear Shareholder

I am pleased to invite you to the 2023 Annual General Meeting (**AGM**) of Camplify Holdings Limited which will be held at 11am (AEDT) on Wednesday, 15 November 2023. In order to provide as much opportunity as possible for shareholders to attend the Company's AGM, the meeting will be held in person at the offices of Canaccord Genuity Australia at MLC Centre, Level 62/25 Martin Place, Sydney NSW 2000 as well as virtually. Shareholders who are not be able to physically attend the meeting can participate by viewing the AGM via live webcast and asking questions as well as voting in real time at <https://meetings.linkgroup.com/CHL23>

At the meeting, Justin Hales, Chief Executive Officer and Founder, 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 FY23;
- advisory resolution on the adoption of the Remuneration Report for FY23;
- election of Karl Trouchet as a Non-Executive Director;
- approval of the grant of options under Camplify's Equity Incentive Plan (EIP) to Justin Hales;
- approval of additional placement capacity under Listing Rule 7.1A; and
- approval of the issue of Equity Securities under EIP for the purposes of Listing Rule 7.2, Exception 13.

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, including how to register, vote and ask questions.

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", written over a light blue horizontal line.

Trent Bagnall
Chairman

Notice of 2023 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 2023 (FY23).

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 2023 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 Karl Trouchet

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

'That, Mr Karl Trouchet 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 Karl Trouchet abstaining) recommend that Shareholders vote in favour of this resolution.

Resolution 3 Approval of the grant of Options 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 247,059 Options 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.

Resolution 5 Approval of future issues under Equity Incentive Scheme

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

‘That, for the purposes of Listing Rule 7.2 Exception 13, approval is given for the Company to issue up to 3,575,017 Equity Securities under the Company’s Equity Incentive Plan during the 3 year period from the date of the AGM.’

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

Note: Voting restrictions apply to Resolution 5 as set out below.

Important information for shareholders

Voting

1) 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 13 November 2023.

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

2) How to vote

Eligible shareholders (as set out in 1. above) can choose to vote in one of three ways.

(i) Lodge a direct vote before the AGM by:

- completing a shareholder voting form online at linkmarketservices.com.au, and quoting your Shareholder Number (either a Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) and postcode for your shareholding (or country, if you are located outside Australia), or
- using the personalised voting instructions provided to you via email (if you received this Notice of Meeting by email) to vote online at linkmarketservices.com.au.

To be considered valid, shareholder voting forms must be received by Link (Camplify's share registry) by 11.00am AEDT on Monday 13 November 2023 (being 48 hours before the commencement of the AGM).

(ii) Lodge a direct vote during the online AGM by:

- logging onto the online AGM platform at <https://meetings.linkgroup.com/CHL23>, and entering the requested details
- clicking on 'Get a voting card'
- entering your Shareholder Number and postcode for your shareholding (or country, if outside Australia)
- completing and submitting your vote.

(iii) Appoint a proxy before the AGM, to vote on your behalf during the online AGM

You may appoint a proxy by completing a shareholder voting form online at linkmarketservices.com.au – see 2(i) above for further details on how to access a form. Your proxyholder will need a proxy number in order to vote or ask questions on your behalf during the online AGM. Link will provide the proxy number via email no later than 24 hours prior to the AGM. Alternatively, proxyholders can call Link on 1300 554 474 (inside Australia) or +61 1300 554 474 (outside Australia) no earlier than Tuesday 14 November 2023 to request confirmation of the proxy number.

A shareholder who is entitled to cast two or more votes may appoint up to two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.



Any person appointed as a proxy does not need to be a shareholder, and a shareholder can appoint an individual or a body corporate as a proxy. A body corporate appointed as a proxy must also lodge a Certificate of Appointment of Corporate Representative (Certificate). A Certificate for completion can be obtained by calling Link on 1300 554 474 (within Australia) or +61 1300 554 474 (outside Australia) or online at linkmarketservices.com.au. Completed Certificates must be received by Link by 11.00am AEDT on Monday 13 November 2023.

If a shareholder who has lodged a direct vote or appointed a proxy prior to the AGM then chooses to lodge a direct vote during the online AGM, the previous voting instructions will be automatically cancelled.

3) Appointing the Chairman of the AGM as your proxy

You may appoint the Chairman of the AGM as your proxy. If you direct the Chairman of the AGM how to vote on a resolution, your vote will be cast in accordance with your direction.

If you appoint a proxy (other than the Chairman of the AGM) and your proxy is either not recorded as attending the AGM or does not vote on a resolution, the Chairman of the AGM will, before voting on the resolution closes, be taken to have been appointed as your proxy for the purposes of voting.

If you do not direct the Chairman of the AGM how to vote on a resolution, or the Chairman of the AGM becomes your proxy by default, then by completing and submitting your shareholder voting form you will be expressly authorising the Chairman of the AGM to exercise your undirected proxy on a resolution even though it may be directly or indirectly connected with the remuneration of a member of the Key Management Personnel (KMP).

The Chairman of the AGM intends to vote any undirected proxies given by shareholders to her/him in favour of all Resolutions and those shareholders will be taken to have expressly authorised the Chairman of the AGM to exercise the proxy as she/he sees fit.

4) 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 FY23, 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 Options 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.

Resolution 5 Approval of future issues under Equity Incentive Scheme The Company will disregard any votes cast in favour of Resolution 5 by, or on behalf of:

- a person eligible to participate in the Equity Incentive Plan or
- an associate of such a person.

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.

5) Voting procedure

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

6) For more information

Please read the:

- online shareholder voting form
- Online AGM Guide, and
- Online AGM FAQs, which are available on the Camplify website at <https://chl.global/investors/>.

Explanatory Memorandum

This Explanatory Memorandum accompanies and forms part of the Notice of Meeting for the Company's AGM to be held on Wednesday 15 November 2023 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 Karl Trouchet

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 Karl Trouchet, who was appointed as a non-executive director on 21 January 2021 submits himself for election by shareholders.

Karl is a former Director of Apollo Tourism and Leisure Ltd (ASX:ATL). He led ATL, a multinational RV rental company operating in Australia, USA, Canada, New Zealand & the UK through their listing process in 2016 as their CFO. Karl has been instrumental in driving the Apollo business forward, developing and managing new initiatives across all divisions of Apollo. In 2019, he was appointed Executive Director – Strategy & Special Projects to allow him to focus on executing Apollo's Growth strategy to become the global RV solution. This has included successfully navigating the acquisition of six RV businesses across Australia, Europe and North America. Karl has served on the board of the company since ATL's investment in 2017. He is currently a non-executive director of Village National Holdings Limited, an unlisted public company that provides accommodation services to the mining sector.

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

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

3.1 General

The Company is proposing to grant 247,059 Options 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:

- 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, unless it obtains the approval of its shareholders.

The Grant falls within Listing Rule 10.14.1 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 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 247,059 Options 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 FY24 is as follows:

- (i) Total Base Remuneration (Base) – \$363,825
- (ii) Superannuation – \$40,020
- (iii) 3% Employee Share Scheme participation – \$10,915
- (iv) Short Term Incentive – target of 25% of Base plus Superannuation
- (v) Long Term Incentive Opportunity of 50% of Base

The Long Term Incentive Opportunity in paragraph (v) above is expected to result in the grant of Options under the EIP in FY25 (subject to shareholder approval) and are not subject to this resolution.

The Options subject to this resolution will be granted in FY24 and reported as part of Mr Hales' FY24 Remuneration, however they relate to performance for each of FY21, FY22 and FY23. Please refer to the Company's ASX announcement in relation to the Equity Incentive Plan released on 29 September 2023.

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

There have been no securities issued to Mr Justin Hales under the Equity Incentive Plan.

(e) Summary of the Options to be issued



The Grant is in respect of Mr Hales' long-term incentive payments for each of FY21, FY22 and FY23. However, as the Grant (if approved) will occur in FY24, it is considered part of his remuneration for FY24. The table below summarises the terms of the Options which constitute the Grant.

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 Mr Hales to one Share, which may be delivered either by way of issue or transfer (in the Company's discretion).

Allocation & Option Tranche	Number of Options	Exercise Price	Vesting Date	Performance Period and Vesting Condition(s)
First Allocation Tranche 1	26,408	\$1.42	Grant Date	1 July 2020 – 30 June 2021 Meet Revenue Budget for FY21
First Allocation Tranche 2	26,408	\$1.42	Grant Date	1 July 2021 – 30 June 2022 Meet Revenue Budget for FY22
First Allocation Tranche 3	26,409	\$1.42	Grant Date	1 July 2021 to 30 June 2023 Meet Revenue Budget for FY23
Second Allocation Tranche 1	22,059	\$1.70	RemCo meeting Aug/Sept 2024	1 July 2021 to 30 June 2022 Meet Revenue Budget for FY 22
Second Allocation Tranche 2	22,059	\$1.70	RemCo meeting Aug/Sept 2024	1 July 2022 to 30 June 2023 Meet Revenue Budget for FY23

Allocation & Option Tranche	Number of Options	Exercise Price	Vesting Date	Performance Period and Vesting Condition(s)
Second Allocation Tranche 3	22,058	\$1.70	RemCo meeting Aug/Sept 2024	1 July 2023 to 30 June 2024 Meet Revenue Budget for FY24
Third Allocation Tranche 1	33,886	\$1.66	RemCo meeting Aug/Sept 2025	1 July 2022 to 30 June 2023 For 50% of tranche: Meet Revenue Budget for FY23 For remaining 50% of tranche: Share price/ of CHL Shares outperforms the ASX All Technology Index during FY23
Third Allocation Tranche 2	33,886	\$1.66	RemCo meeting Aug/Sept 2025	1 July 2023 to 30 June 2024 For 50% of tranche: Meet Revenue Budget for FY24 For remaining 50% of tranche: Share price of CHL Shares compared with ASX All Technology Index during FY24
Third Allocation Tranche 3	33,886	\$1.66	RemCo meeting Aug/Sept 2025	1 July 2024 to 30 June 2025 For 50% of tranche: meet Revenue Budget for FY25 For remaining 50% of tranche Share price of CHL Shares compared with ASX All Technology Index during FY25

Notes:

1. ASX All Technology Index refers to the index quoted by ASX under the code "XTX"
2. The Revenue Budget for a FY is the budget approved by the Board for the applicable FY. The FY21, FY22 and FY23 Revenue Budgets have been achieved. Plan Participants will be notified of the FY24 and FY25 Revenue Budgets following Board Approval.
3. Vesting Conditions coloured **GREEN** will be considered satisfied at the Grant Date.
4. Whether the Vesting Conditions coloured **ORANGE** are satisfied will be determined by the RemCo at its meeting in August or September following conclusion of the applicable Performance Period.

(f) Explanation of why Options are being granted

The Company is choosing to grant Options to Mr Justin Hales to both reward past performance and motivate future performance as Managing Director in achieving specified performance milestones within a specified performance period.

The Board considers the granting of Options to be a cost effective method to appropriately reward and 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 Options the subject of the Grant

The Company has undertaken a valuation of the Options utilising the Black-Scholes model which is a widely used and recognised model for valuing Options. The key inputs and Option valuation is as follows:

Item	FY21	FY22	FY23
Market Price at Grant Date	\$2.07	\$2.07	\$2.07
Exercise Price	\$1.42	\$1.70	\$1.66
Time to Maturity	1 Year	1.75 Years	2.75 Years
Risk-Free Rate	4.39%	4.39%	4.39%
Volatility	67.47%	67.47%	67.47%
Valuation per Option	\$0.89	\$0.90	\$1.08

(h) Date of issue of Options

An invitation to apply for the Options the subject of the Grant was provided to Mr Justin Hales on 1 September 2023 and the Company received his application on 15 September 2023. Subject to the approval of this resolution by shareholders the Company expect to issue the Options under the Grant by 30 November 2023.

(i) Price at which Options will be issued

The Options will be granted at no cost to Mr Justin Hales.

(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.

Topic	Summary
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	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; <ul style="list-style-type: none"> • 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.

(k) Loans in connection with Options

No loan will be made by the Company in connection with the acquisition of Options or Shares acquired upon exercise of the Options by Mr Justin Hales.

(l) 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 \$149.43million (based on the number of Shares on issue and the closing price of Shares on the ASX on 26 September 2023).

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 26 September 2023.

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		
			\$1.05	\$2.09	\$3.14
			50% decrease	Closing Price on 26/09/23	50% Increase
			Funds Raised		
Current	71,500,349	7,150,034	\$7,507,536	\$14,943,571	\$22,451,107
50% Increase	107,250,524	10,725,052	\$11,261,305	\$22,415,359	\$33,676,663
100% Increase	143,000,698	14,300,069	\$15,015,072	\$29,887,144	\$44,902,217

*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 26 September 2023;
2. The issue price set out above is the closing market price of the Shares on the ASX on 26 September 2023 being \$2.09.
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 16th November 2022. 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.

Resolution 5 Approval of future issues under Equity Incentive Scheme

5.1 Background

This resolution seeks approval from shareholders for the purpose of Listing Rule 7.2 Exception 13, which is an exception to the restrictions on issuing Equity Securities found in Listing Rule 7.1 or 7.1A (described in Section 4.1).

Listing Rule 7.2 Exception 13 excludes issues of securities under an employee incentive scheme (such as the Equity Incentive Scheme) if within 3 years before the issue date:

- (a) in the case of a scheme established before Camplify was listed (as was the EIP), a summary of the terms of the scheme and the maximum number of Equity Securities proposed to be issued under the scheme were set out in the prospectus; or
- (b) the shareholders approve the issue of securities under that scheme as an exception to Listing Rule 7.2.

The reason such issuances will be excluded from the restrictions in Listing Rule 7.1 and 7.1A if Resolution 5 is approved is because that such issues will effectively have been approved by shareholders and to require a separate approval would be unnecessary duplication.

5.2 Summary of Equity Incentive Plan

Paragraph (h) of Section 3.2 contains a summary of the terms of the Equity Incentive Plan.

5.3 Specific information required by Listing Rule 7.2 Exception 13

(a) Maximum number of Equity Securities proposed to be issued under the EIP

If Resolution 5 is passed, then issues of up to 3,575,017 Equity Securities under the Equity Incentive Plan during the 3 year period from the AGM (the **EIP Cap**) will not count towards, or be subject to, the restriction on issuance of Equity Securities in Listing Rules 7.1 or 7.1A (although any issues to directors or otherwise caught by Listing Rule 10.14 will require separate approval under that rule before they can be made).

The Company will be able to make issues of Equity Securities under the Equity Incentive Plan above the EIP Cap during the relevant 3 year period only it is able to do so in accordance with Listing Rule 7.1 or 7.1A (ie. such issues above the EIP Cap during that period will count for the purposes of Listing Rule 7.1 or 7.1A (as applicable)).

(b) Number of Equity Securities issued under EIP since listing

751,797 Equity Securities (all in the form of Options) have been issued under the Equity Incentive Plan since the Company was admitted to the official list of ASX.

(c) What will happen if Resolution 5 is not passed

If Resolution 5 is not passed, then all issues of securities under the EIP will be subject to the restrictions on issuance contained in Listing Rules 7.1 and 7.1A. Issues under the EIP during the 3 year period from the date of the AGM will still be able to occur, provided those restrictions do not prevent it.

For completeness, the Company's Prospectus disclosed that up to 1,937,829 Equity Securities would be issued in aggregate under the EIP. Therefore, due to the operation of Listing Rule 7.2 Exception 13 paragraph (a) (see Section 5.2(a) above), the remainder of that aggregate amount not yet utilised (see paragraph (b) above) will remain available for issuances of Equity Securities under the EIP until 25 June 2024 (3 years from the Company's addition to ASX's official list).

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.

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.

LODGE YOUR VOTE



ONLINE

<https://investorcentre.linkgroup.com>



BY MAIL

Camplify Holdings Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150



ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Camplify Holdings Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

☐ **the Chairman of the Meeting (mark box)**

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **11:00am (AEDT) on Wednesday, 15 November 2023 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a hybrid event. You can participate by attending in person at the offices of **Canaccord Genuity Australia at MLC Centre, Level 62/25 Martin Place, Sydney NSW 2000** or logging in online at **<https://meetings.linkgroup.com/CHL23>** (refer to details in the Virtual Annual General Meeting Online Guide).

Important for Resolution 1 & 3: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1 & 3, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒.

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Adoption of the Remuneration Reports	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Approval of future issues under Equity Incentive Scheme	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Election of Mr Karl Touchet	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
3 Approval of the grant of Options under Camplify's Equity Incentive Plan to Mr Justin Hales	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Approval of additional placement capacity under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				



* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

CHL PRX2301N



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name and email address of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in 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 A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at registrars@linkmarketservices.com.au prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

ACCESS YOUR NOTICE OF ANNUAL GENERAL MEETING

To view or download the Camplify Notice of Annual General Meeting (Notice of Meeting), which sets out in full the resolutions being put to the meeting and Explanatory Notes, please visit <https://chl.global/investors/>

In accordance with amendments to the Corporations Act 2001 under the Corporations Amendment (Meetings and Documents) Act 2022, a physical copy of the Notice of Meeting and this proxy form is being mailed if you have elected to receive a physical copy. Otherwise, access to the Notice of Meeting is being provided to persons entitled to receive a copy via the website above.

Shareholders may make an election to receive certain documents in physical or electronic form, or elect not to receive certain documents, by contacting the Company's share registry

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am (AEDT) on Monday, 13 November 2023**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

<https://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Camplify Holdings Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

*during business hours Monday to Friday (9:00am - 5:00pm)