

Camplify Holdings Ltd

A.C.N 647 333 962

461 Hunter St Newcastle 2300

PO Box 1143 Newcastle 2300

P: 1300 416 133



ASX Announcement

5 November 2021

2021 Notice of Annual General Meeting

Camplify Holdings Limited (Camplify) (ASX: CHL) has today released its 2021 Notice of Annual General Meeting (AGM).

Camplify's 2021 AGM will be held on Wednesday 8 December 2021, in an online format. More information is available on the Camplify Website.

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For further information please contact:

Media Enquires

Kim Stockham;

media@camplify.com.au

+61 423 579 331

Investor Relations

www.camplify.com

investors@camplify.com

About Camplify

Camplify (ASX: CHL) is one of Australia's leading peer-to-peer (P2P) digital marketplace platforms connecting recreational vehicle (RV) Owners to Hirers. Camplify has built a platform that delivers a seamless and transparent experience for consumers and potential RV Hirers to connect with RV Owners and SMEs with a fleet of RVs. A wide variety of caravans and campervans are available on Camplify.

This announcement was approved by the Company Secretary of Camplify Holdings Limited.

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Notice of 2021 Annual General Meeting

5 November 2021

Camplify Holdings Limited (Camplify) (ASX: CHL) gives notice that its 2021 Annual General Meeting (AGM) will be held on:

Date: Wednesday 8 December 2021

Time: 11.00am Australia Eastern Standard Time (AEST).

Online shareholder registration will be available from 10.30am AEST

Online:The 2021 AGM will be held virtually

Due to the ongoing COVID-19 restrictions shareholders will not be able to physically attend the AGM.

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Message from the Chairman

Dear Shareholder

I am pleased to invite you to the inaugural Annual General Meeting (**AGM**) of Camplify Holdings Limited which will be held at 11am (AEST) on Wednesday, 8 December 2021. In response to the ongoing restrictions and potential health risks arising from the COVID-19 pandemic, the Company's AGM will be held online. Shareholders will not be able to physically attend the meeting but can participate by viewing the AGM via live webcast and asking questions as well as voting in real time.

At the meeting, Justin Hales (Chief Executive Officer) and Founder will provide an overview of Camplify's performance during the 2021 financial year.

The AGM will include the following items of business:

- consideration of the Financial Report, Directors Report and Auditors Report for FY21;
- advisory resolution of the Remuneration Report for FY21;
- election of Andrew McEvoy and Ms Helen Souness as Non-executive Directors;
- appointment of PKF(NS) Audit & Assurance Limited Partnership as auditor of the company.

The Board recommends that shareholders vote in favour of all items of business. The Notice of Meeting is available at www.camplify.com/investor/2021-annual-general-meeting/. 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 and I look forward to welcoming you to our first Annual General meeting as an ASX listed company.

Yours faithfully

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

Trent Bagnall
Chairman

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Notice of 2021 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 2021 (FY21).

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

Resolution 1 Remuneration Reports

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 2021 be adopted.'

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

Note: This resolution will be decided as if it were an ordinary resolution, however under section 250R(2) of the Corporations Act, the vote on this resolution is advisory only and does not bind the Company. A voting exclusion statement applies to this item of business as set out below.

Resolution 2 Election of Mr Andrew McEvoy

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

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

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

Resolution 3 Election of Ms Helen Souness

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

'That, Ms Helen Souness 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 Ms Helen Souness abstaining) recommend that Shareholders vote in favour of this resolution.

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Resolution 4 Appointment of Auditor

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

'That, for the purposes of section 327B of the Corporations Act and for all other purposes, PKF(NS) Audit & Assurance Limited Partnership, having been nominated and having consented in writing to act as auditor of the Company, be appointed as auditor of the company, on terms and conditions set out in the Explanatory Statement.'

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

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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 AEST on Monday 6 December 2021.

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 AEST on Monday 6 December 2021 (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/CHL21>, 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

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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 882 012 (inside Australia) or +61 2 8767 1219 (outside Australia) no earlier than Tuesday 7 December 2021 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](tel:1300554474) (within Australia) or +61 [1300 554 474](tel:1300554474) (outside Australia) or online at linkmarketservices.com.au. Completed Certificates must be received by Link by 11.00am on Monday 6 December 2021.

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 Resolutions 1-2 (him in the case of resolution 2) and those shareholders

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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 - 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 the financial year ended 30 June 2021, or their closely related parties (regardless of the capacity in which the vote is cast), or
- any member of the KMP as at the date of the AGM, or their closely related parties, as proxy for another shareholder.

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 www.camplify.com/investor/2021-annual-general-meeting/.

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Explanatory memorandum

This Explanatory memorandum accompanies and forms part of the Notice of Meeting for the Company's AGM to be held on Wednesday 8 December 2021 at 11.00am AEST. 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 Remuneration Reports

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.

A spill resolution is not relevant at this Annual General Meeting as this is the first meeting of the company as an ASX listed entity.

The Remuneration Report is contained in the Annual Report, a copy of which is available at

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www.camplify.com and on the ASX.

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

Resolution 2 Election of Mr Andrew McEvoy

Rule 18.3 of the Constitution states that a non-executive director appointed by the Board holds office until the conclusion of the next AGM following their appointment and therefore must seek election by shareholders at the AGM. Accordingly, Mr Andrew McEvoy, who was appointed as a non-executive director on 26 April 2021 submits himself for election by shareholders.

Mr Andrew McEvoy has more than 25 years' experience in the tourism, media, marketing and events sectors. Andrew is Chairman of the Lux Group (owner of Luxury Escapes) and a Director at Voyages Indigenous Tourism Australia. He was the architect of the Tourism 2020 plan - designed to double the value of overnight tourism in Australia with a focus on aviation growth, product development and experience based marketing. He is also an investor in several travel and technology start-ups and is currently in the Middle East working on one of the world's most ambitious destination projects - NEOM. He is the former CEO and Managing Director of Tourism Australia which was judged as "World's Best Tourism Organisation" during his tenure. Andrew was CEO of the South Australian Tourism Commission and held senior roles including as head of marketing for the Melbourne Convention and Visitor Bureau. He has a Bachelor of Arts degree from University of Melbourne and a Master of Arts degree from City University London.

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

Resolution 3 Election of Ms Helen Souness

Rule 18.3 of the Constitution states that a non-executive director appointed by the Board holds office until the conclusion of the next AGM following their appointment and therefore must seek election by shareholders at the AGM. Accordingly, Ms Helen Souness, who was appointed as a non-executive director on 26 April 2021 submits herself for election by shareholders.

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Ms Helen Souness is a senior executive with a career that spans more than 30 years of commercial experience working in digital strategy, marketing and product across market-leading companies including Lonely Planet and ground-breaking marketplaces SEEK, Envato and Etsy. She is a Non-Executive Board Director at Sendle, Australia's first 100% carbon neutral shipping service and was previously a Non-Executive Director of national not-for-profit Canteen. As CEO of RMIT Online, Helen has grown a 130+ strong team to support a thriving community of learners to successfully navigate the world of work through relevant, accessible and flexible education online. She has spearheaded a suite of Australian-first courses in areas like blockchain, AI, 5G and IoT technology, in partnership with over 80 global and local industry partners, including Salesforce, AWS and REA Group. Through Helen's leadership, RMIT Online has disrupted education models, tripled in size and helped to upskill over 26,000 online students in 2020. Helen has a Bachelor of Arts and Bachelor of Laws (Hons) from Victoria University of Wellington.

Recommendation: The Directors (with Ms Helen Souness abstaining) recommend that Shareholders vote in favour of this resolution.

Resolution 4 Appointment of Auditor

PKF(NS) Audit & Assurance Limited Partnership was appointed as auditor of the Company pursuant to section 327A(1) of the Corporations Act and as they were appointment under this provision holds office until the first annual general meeting.

This resolution seeks shareholder approval for the appointment of PKF(NS) Audit & Assurance Limited Partnership as auditor of the company.

In accordance with section 328B(1) of the Corporations Act, the Company has sought and obtained a nomination from a shareholder for PKF(NS) Audit & Assurance Limited Partnership to be appointed as the Company's auditor.

In accordance with section 328A(1) of the Corporations Act, PKF(NS) Audit & Assurance Limited Partnership has given its written consent to act as the Company's auditor subject to the shareholder approval of this resolution.

If this resolution is passed, the appointment of PKF(NS) Audit & Assurance Limited Partnership as the Company's auditor will resume from the close of this annual general meeting.

LODGE YOUR VOTE

-  **ONLINE**
www.linkmarketservices.com.au
-  **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
Level 12, 680 George Street, Sydney NSW 2000
-  **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 (AEST) on Wednesday, 8 December 2021 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in online at <https://meetings.linkgroup.com/CHL21> (refer to details in the Virtual Meeting Online Guide).

Important for Resolution 1: 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, 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*
1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Election of Mr Andrew McEvoy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Ms Helen Souness	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Appointment of Auditor	<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)
<input type="text"/>	<input type="text"/>	<input type="text"/>
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 PRX2101N



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 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 Resolution is 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:

- 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
- 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.

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 (AEST) on Monday, 6 December 2021**, 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

www.linkmarketservices.com.au

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 www.linkmarketservices.com.au 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*
Level 12
680 George Street
Sydney NSW 2000

*during business hours Monday to Friday (9:00am - 5:00pm) and subject to public health orders and restrictions