

Camplify Holdings Ltd

A.C.N 647 333 962

42 Union Street Wickham 2293

PO Box 1143 Newcastle 2300

P: 1300 416 133



Notice of 2022 Annual General Meeting

18 October 2022

Camplify Holdings Limited (Camplify) (ASX: CHL) gives notice that its 2022 Annual General Meeting (AGM) will be held on:

Date: Wednesday 16 November 2022

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

Online shareholder registration will be available from 10.30am AEDT

Format: The 2022 AGM will be held as both an in person and virtual meeting at
<https://meetings.linkgroup.com/CHL22>

Venue: Camplify Head Office, 42 Union Street Wickham NSW 2293

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Message from the Chairman

Dear Shareholder

I am pleased to invite you to the 2022 Annual General Meeting (**AGM**) of Camplify Holdings Limited which will be held at 11am (AEDT) on Wednesday, 16 November 2022. 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 Company's Head Office in Newcastle at 42 Union Street Wickham, NSW 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/CHL22>

At the meeting, Justin Hales (Chief Executive Officer) and Founder will provide an overview of Camplify's performance during the 2022 financial year.

The AGM will include the following items of business:

- consideration of the Financial Report, Directors Report and Auditors Report for FY22;
- advisory resolution of the Remuneration Report for FY22;
- election of Trent Bagnall and Stephanie Hinds as Non-executive Directors;
- Approval of 7.1A Mandate

The Board recommends that shareholders vote in favour of all items of business. The Notice of Meeting is available at www.camplify.com/investor/2022-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.

Yours faithfully

Trent Bagnall
Chairman



Notice of 2022 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 2022 (FY22).

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 2022 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 Trent Bagnall

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

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

Resolution 3 Election of Ms Stephanie Hinds

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

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

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Resolution 4 Approval of 7.1A Mandate

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

‘That, for the purposes of ASX 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 ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Memorandum.’



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 14 November 2022.

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 14 November 2022 (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/CHL22>, 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

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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 15 November 2022 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 14 November 2022.

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.

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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 2022, 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.

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

- 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 www.camplify.com/investor/2022-annual-general-meeting/.



Explanatory memorandum

This Explanatory memorandum accompanies and forms part of the Notice of Meeting for the Company's AGM to be held on Wednesday 16 November 2022 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 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.

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 Trent Bagnall

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

Trent has proven ASX experience as Founder, CEO and Managing Director of QMASTOR (ASX:QML), a company specialising in mining supply chain optimisation software which was acquired in 2012. Trent successfully led QMASTOR to an ASX listing, and then acquisition. Trent has a passion for good governance and is experienced in growing companies of all sizes. In 2014, he established Slingshot's Corporate Innovation Accelerator Program which has since helped launch over 200 tech startups Australia wide. The Company was a participant in the program and Trent was a founding Board member. In addition to the Company, Trent has successfully run innovation programs for NRMA, News Corp, Lion Nathan, QANTAS, and HCF. Trent holds a Bachelor of Environmental Science from the University of Newcastle and is a Fellow of the Australian Institute of Company Directors.

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

Resolution 3 Election of Ms Stephanie Hinds

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, Ms Stephanie Hinds, who was appointed as a non-executive director on 21 January 2021 submits herself for election by shareholders

Ms Stephanie Hinds is a Certified Practicing Accountant and Founder and Director of Growthwise, one of Australia's most progressive accounting firms. She is recognised as a technology expert in the accounting industry and has over 20 years' experience delivering financial, leadership and business advice to startups, scaleups and businesses. Stephanie has been part of the Company's Board since 2017 and sits on several other advisory boards of high-growth tech startups. She holds a Bachelor of Commerce from the University of Newcastle and is deeply involved in Newcastle's entrepreneurial community

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

Resolution 4 Approval of 7.1A Mandate

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 \$73.26 million (based on the number of Shares on issue and the closing price of Shares on the ASX on 11 October 2022).

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 Technical 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 11 October 2022.

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

		Dilution			
Number of Shares on Issue (Variable A in Listing Rule 7.1 A.2)		Shares issued – 10% voting dilution	Issue Price		
			\$0.92	\$1.84	\$2.76
			50% decrease	Closing Price on 11/10/22	50% Increase
			Funds Raised		
Current	39,815,754	3,981,575	\$3,663,049	\$7,326,098	\$10,989,147
50% Increase	59,723,631	5,972,363	\$5,494,574	\$10,989,148	\$16,483,722
100% Increase	79,631,508	7,963,151	\$7,326,099	\$14,652,198	\$21,978,297

*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 currently 39,815,754 existing Shares as at the date of this Notice of Meeting;
2. The issue price set out above is the closing market price of the Shares on the ASX on 11 October 2022 being \$1.84.
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

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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 has not previously obtained approval from its shareholders pursuant to Listing Rule 7.1A

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.

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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

Company means Camplify Holdings Limited (ACN 647 333 962)

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.

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 Statement.

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.