



11 September 2025

Mahnoosh Darabi
ASX Compliance
20 Bridge Street,
SYDNEY NSW 2000

Via email: Listings ComplianceSydney@asx.com.au

Dear Mahnoosh

Camplify Holdings Limited (“CHL”): Appendix 3Y – Change of Director’s Interest Notice Query

We refer to your letter dated 9 September 2025 in relation to CHL’s Appendix 3Y lodged on the ASX Market Announcements Platform on 28 August 2025 for Mr Justin Hales and provide the following information as requested.

1. Please explain why the Appendix 3Y was lodged late.

The late lodgement of the Appendix 3Y in respect of Mr Justin Hales lodged on 28 August 2025 occurred due to a failure in the Company’s processes and arrangements for the disclosure of this information as it pertains to relevant interests, arising due to Mr Hales’ participation in the Company’s Equity Incentive Plan. The specific arrangements and processes applicable to this situation, and the way in which they failed, are set out in more detail in the answer to question 2.

2. What arrangements does CHL have in place under Listing Rule 3.19B with its directors to ensure that it is able to meet its disclosure obligations under Listing Rule 3.19A?

The appointment letter of each director refers to the director’s requirement to comply with the Company’s policies (which are publicly available on the Company’s website). Policies relevant to this subject matter are:

- the Board Charter (*'All share dealings concerning the Company by directors must be promptly notified to the ASX'*); and
- the Securities Trading Policy (*'Company Personnel must after dealing with the Company Securities, provide the Authorising Officer with a transaction confirmation'*).

In addition, at each Board meeting (which occurs monthly) a register of director's interests is included in the Board pack. This register itemises each director's disclosed relevant interests in Company securities and contracts with the Company (or subsidiary) in which the director has an interest. Directors are asked at each meeting to disclose any changes needed to this disclosure at each meeting.

The management of the Company's Equity Incentive Plan (**EIP**) is the responsibility of the Chief Financial Officer (**CFO**). The late Appendix 3Y was in respect of changes in relevant interests of Mr Hales that arose due to allocations of securities made and lapses of options granted under the EIP. Mr Hales, as the only executive director, is the only director that participates in the EIP (there is no separate active equity incentive plan for non-executive directors).

The arrangements which were in place for notifying ASX of grants or lapses of interests under the EIP involved the CFO notifying the participants in the EIP (relevantly here, Mr Hales) of such grants or lapses, and also simultaneously notifying the company secretary for the purpose of disclosure to ASX under an Appendix 3Y.

These arrangements did not prove to be adequate around the dates of 27 September 2024 and 10 March 2025, as neither Mr Hales nor the company secretary were made aware of these changes to Mr Hales' notifiable interests. Instead, these changes were identified in late August 2025 when an annual reconciliation of share registry data was performed against Directors Interest Notifications lodged with the ASX. . This is likely due to changes in the persons holding the CFO position of the Company that has occurred during 2025. We note that all other Directors Interest Notifications were lodged during the year on time.



3. If the current arrangements are inadequate or not being enforced, what additional steps does CHL intend to take to ensure compliance with Listing Rule 3.19B?

The existing arrangements have proved inadequate as evidenced by the late Appendix 3Y, and a broader consideration of the arrangements have shown that there are changes that should be made. The Company intends to do the following:

- a. The Board Charter will be amended to specifically refer to the requirement to notify changes in a *notifiable interest of a director*, utilising the language in the ASX Listing Rules, rather than the more general term 'share dealings'. This will include an explanation of the meaning of notifiable interest, and examples of changes that can occur in a director's notifiable interests.
- b. In the Board charter, the notification obligation for each director, where there is a change of their notifiable interest, will be changed to require the director to specifically notify the company secretary in writing of that change immediately, who will then lodge the appropriate notification with ASX.
- c. The register of interests provided at each board meeting will also be changed to specifically reflect the 'notifiable interests' concept in the ASX Listing Rules, and at each board meeting directors asked to consider the accuracy of the register as it pertains to them. They will also be reminded that they must immediately notify the company secretary of any changes in their notifiable interests (and that it cannot wait until the next board meeting). The outcome of this at each meeting will be minuted.
- d. Specifically with respect to the EIP, and grants or lapses of interests of Mr Hales (and any other executive director who may participate in the EIP in the future) under it, it will be reinforced with the CFO that written notification must be provided simultaneously to both Mr Hales and the company secretary of any grants or lapses of securities under the EIP, immediately upon such grant or lapse being executed.

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- e. This will be further reinforced in the terms of the future invitation letters to Mr Hales (under which he is invited to apply for allocations of securities under the EIP), in which it will be made clear that he has an obligation to notify the company secretary of the grants he receives under the EIP, regardless of any expectation that the CFO may do likewise. That is, he must check with the company secretary separately that the information about his allocations has been provided and that it will be disclosed to the ASX in accordance with the Listing Rules.
- f. If an equity incentive plan for non-executive directors is made active by the Company, arrangements consistent with d. and e. above will be put in place with respect to that plan.
- g. Future appointment letters of all incoming directors will specifically make reference to the obligation of the director to notify the company secretary immediately upon a change in their notifiable interest.
- h. Finally, each existing and new director will be asked to enter into an agreement with the Company broadly consistent with the terms of Attachment 1 to ASX Guidance Note 22. As part of that process, they will be given access to a copy of that Guidance Note. The Company is aware of the need for it to enforce the agreement against the director.

Yours sincerely,

Shaun Mahony

Shaun Mahony,
Company Secretary



9 September 2025

Reference: 112505

Mr Shaun Mahony
Company Secretary
Camplify Holdings Limited
c/- Growthwise
59 Parry Street
Newcastle NSW 2300

By email

Dear Mr Mahony

Camplify Holdings Limited ('CHL'): Appendix 3Y – Change of Director's Interest Notice Query

ASX refers to the following:

1. CHL's Appendix 3Y lodged on the ASX Market Announcements Platform ('MAP') on 28 August 2025 for Mr Justin Hales (the 'Notice').
2. Listing Rule 3.19A which requires an entity to tell ASX the following:
 - 3.19A.1 *'The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the following times.*
 - *On the date that the entity is admitted to the official list.*
 - *On the date that a director is appointed.*

The entity must complete Appendix 3X and give it to ASX no more than 5 business days after the entity's admission or a director's appointment.
 - 3.19A.2 *A change to a notifiable interest of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) including whether the change occurred during a closed period where prior written clearance was required and, if so, whether prior written clearance was provided. The entity must complete Appendix 3Y and give it to ASX no more than 5 business days after the change occurs.*
 - 3.19A.3 *The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the date that the director ceases to be a director. The entity must complete Appendix 3Z and give it to ASX no more than 5 business days after the director ceases to be a director.'*
3. Listing rule 3.19B which states that:

'An entity must make such arrangements as are necessary with a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) to ensure that the director discloses to the entity all the information required by the entity to give ASX completed Appendices 3X, 3Y and 3Z within the time period allowed by listing rule 3.19.A. The entity must enforce the arrangements with the director.'

The Notice indicates that a change in Mr Hales' notifiable interests occurred on 27 September 2024 and on 10 March 2025. It appears that the Notice should have been lodged with ASX by 4 October 2024 and 17 March

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2025, respectively. Consequently, CHL may have breached Listing Rules 3.19A and/or 3.19B. It also appears that Mr Hales may have breached section 205G of the *Corporations Act 2001* (Cth).

Request for Information

Under Listing Rule 18.7, we ask that you answer each of the following questions having regard to Listing Rules 3.19A and 3.19B and *Guidance Note 22: Director Disclosure of Interests and Transactions in Securities - Obligations of Listed Entities*.

1. Please explain why the Appendix 3Y was lodged late.
2. What arrangements does CHL have in place under Listing Rule 3.19B with its directors to ensure that it is able to meet its disclosure obligations under Listing Rule 3.19A?
3. If the current arrangements are inadequate or not being enforced, what additional steps does CHL intend to take to ensure compliance with Listing Rule 3.19B?

When and where to send your response

This request is made under Listing Rule 18.7. Your response is required as soon as reasonably possible and, in any event, by no later than **9:00 AM AEST on Friday, 12 September 2025**. You should note that if the information requested by this letter is information required to be given to ASX under Listing Rule 3.1 and it does not fall within the exceptions mentioned in Listing Rule 3.1A, CHL's obligation is to disclose the information 'immediately'. This may require the information to be disclosed before the deadline set out in the previous paragraph and may require CHL to request a trading halt immediately.

Your response should be sent to me by e-mail at **ListingsComplianceSydney@asx.com.au**. It should not be sent directly to the ASX Market Announcements Office. This is to allow me to review your response to confirm that it is in a form appropriate for release to the market, before it is published on the ASX Market Announcements Platform.

Trading halt

If you are unable to respond to this letter by the time specified above, you should discuss with us whether it is appropriate to request a trading halt in CHL's securities under Listing Rule 17.1. If you wish a trading halt, you must tell us:

- the reasons for the trading halt;
- how long you want the trading halt to last;
- the event you expect to happen that will end the trading halt;
- that you are not aware of any reason why the trading halt should not be granted; and
- any other information necessary to inform the market about the trading halt, or that we ask for.

We require the request for a trading halt to be in writing. The trading halt cannot extend past the commencement of normal trading on the second day after the day on which it is granted. You can find further information about trading halts in *Guidance Note 16 Trading Halts & Voluntary Suspensions*.

Suspension

If you are unable to respond to this letter by the time specified above, ASX will likely suspend trading in CHL's securities under Listing Rule 17.3.

Listing Rules 3.1 and 3.1A

In responding to this letter, you should have regard to CHL's obligations under Listing Rules 3.1 and 3.1A and also to Guidance Note 8 *Continuous Disclosure*: Listing Rules 3.1 – 3.1B. It should be noted that CHL's obligation to disclose information under Listing Rule 3.1 is not confined to, nor is it necessarily satisfied by, answering the questions set out in this letter.

Release of correspondence between ASX and entity

ASX reserves the right to release all or any part of this letter, your reply and any other related correspondence between us to the market under Listing Rule 18.7A.

Yours faithfully

ASX Compliance