

Camplify Holdings Ltd

A.C.N 647 333 962

42 Union Street Wickham NSW 2293

PO Box 7 Wickham NSW 2293

Ph: 02 4075 2000



10 October 2025

2025 Notice of Annual General Meeting

Camplify Holdings Limited (Camplify) (ASX: CHL) has today released its 2025 Notice of Annual General Meeting (AGM).

Camplify's 2025 AGM will be held at 11:00am AEDT on Wednesday, 12 November 2025 at the offices of Morgans Financial Limited, Level 21 Aurora Place, 88 Phillip Street, Sydney NSW 2000 and as a virtual meeting.

More information is available on the Camplify Website.

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For further information please contact:

Media Enquiries

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Investor Relations

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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, PaulCamper and Rent a Tent, 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 Company Secretary of Camplify Holdings Limited.



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Notice of 2025 Annual General Meeting

10 October 2025

Camplify Holdings Limited (Camplify) (ASX: CHL) gives notice that its 2025 Annual General Meeting (AGM) will be held at:

Date: Wednesday 12 November 2025

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

Online shareholder registration will be available from 10.30am AEDT

Format: The 2025 AGM will be held as both an in person meeting and as a virtual meeting.

Venue: Morgans Financial Limited, Level 21 Aurora Place, 88 Phillip Street, Sydney NSW 2000

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Message from the Chairman

Dear Shareholder

I am pleased to invite you to the 2025 Annual General Meeting (**AGM**) of Camplify Holdings Limited which will be held at 11am (AEDT) on Wednesday, 12 November 2025. The meeting will be held as a hybrid meeting which means shareholders will be able to participate in person at the offices of Morgans Financial Limited, Level 21 Aurora Place, 88 Phillip Street, Sydney NSW 2000 or via an online meeting platform powered by Automic. Shareholders that have an existing account with Automic will be able to watch, listen, ask questions, and vote online.

Shareholders who do not have an account with Automic are encouraged to register for an account in advance of the meeting to avoid any delays on the day of the meeting. An account can be created via the following link investor.automic.com.au and then clicking on "register" and following the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) to create an account with Automic.

At the meeting, Justin Hales, Chief Executive Officer, 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 FY25;
- advisory resolution on the adoption of the Remuneration Report for FY25;
- election of John Myler as a Non-Executive Director;
- consideration of the spill resolution, should 25% or more of the votes cast be against the advisory resolution on the Remuneration Report for FY25.

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.

On behalf of the Board, thank you to our shareholders for your ongoing support of the company.

Yours faithfully

Andrew McEvoy
Chairman

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Notice of 2025 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 2025 (FY25).

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 2025 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 John Myler

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

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

Resolution 3 Spill Resolution (conditional item)

If 25% or more of the votes cast on Resolution 1 are against the adoption of the 2025 Remuneration Report to consider and, if in favour, pass the following resolution as an ordinary resolution:

'That:

- a) an extraordinary general meeting of shareholders of Camplify Holdings Limited (Spill Meeting) be held within 90 days of the passing of this Resolution 3;
- b) all of the directors (other than the Managing Director) who were directors of Camplify Holdings Limited when the resolution to approve the directors' report for the year ended 30 June 2025 was passed and who remain in office at the time of the Spill Meeting, cease to hold office immediately before the end of the Spill Meeting; and
- c) resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote of shareholders at the Spill Meeting.'

This resolution will only be put to the AGM if at least 25% of the votes validly cast on Resolution 1 are against Resolution 1. If you do not want a Spill Meeting to take place, you

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should vote against Resolution 3. If you want a Spill Meeting to take place, you should vote for Resolution 3. If less than 25% of the votes cast on Resolution 1 are against Resolution 1, this Resolution 3 will be withdrawn and will not be put to the AGM.

The Directors recommend that Shareholders vote in against this resolution.

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 FY25, 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 or attorney for a person who is entitled to vote on the resolution in accordance with directions given on the Proxy Form or to the attorney 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.
- 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.

Resolution 3 – Spill Resolution (conditional item)

The Company will disregard any votes cast on Resolution 3 by, or on behalf of a member of the KMP whose remuneration details are included in the Remuneration Report for FY25, or their closely related parties (regardless of the capacity in which the vote is cast).

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 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

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- 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.

Voting Intention of the Chair

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted to vote against this Resolution 3, subject to compliance with the Corporations Act. In exceptional circumstances, the Chair may change his/her voting intention on any Resolution, in which case an ASX announcement will be made. Further details, in relation to the ability of the Chair to vote on undirected proxies are set out in the accompanying proxy form.

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Important information for shareholders

Venue and Voting Information

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 11:00am AEDT on 12th November 2025 at the offices of Morgans Financial Limited, Level 21 Aurora Place, 88 Phillip Street, Sydney NSW 2000 and as a virtual meeting.

The company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic.

Shareholders that have an existing account with Automic will be able to watch, listen and vote online.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account **as soon as possible and well in advance of the Meeting** to avoid any delays on the day of the Meeting.

An account can be created via the following link investor.automic.com.au and then clicking on **"register"** and following the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

To access the virtual meeting on the day:

1. Open your internet browser and go to investor.automic.com.au
2. Login with your username and password or click **"register"** if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**
3. After logging in, a banner will display at the bottom of your screen to indicate that the meeting is open for registration, click on **"Register"** when this appears. Alternatively, click on **"Meetings"** on the left-hand menu bar to join the meeting.
4. Click on **"Join Meeting"** and follow the prompts on screen to register and vote.

Shareholders will be able to vote (see the "Voting virtually at the Meeting" section of this Notice of Meeting below) and ask questions at the virtual meeting.

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company.

Questions must be submitted in writing to Shaun Mahony, Company Secretary at investor@chl.global at least 48 hours before the AGM.

The Company will also provide Shareholders with the opportunity to ask questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business.

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Voting virtually at the Meeting

Shareholders who wish to vote virtually on the day of the AGM can do so by logging in to the Automic shareholder portal.

1. Open your internet browser and go to investor.automic.com.au
2. Login using your username and password. If you do not already have an account, click **"Register"** and follow the prompts. **Shareholders are encouraged to register prior to the commencement of the Meeting to avoid delays in accessing the virtual platform.**
3. After logging in, a banner will appear at the bottom of your screen when the Meeting is open for registration. Click **"Register"**. Alternatively, select Meetings from the left-hand menu.
4. Click on **"Join Meeting"** and follow the prompts.
5. When the Chair of the Meeting declares the poll open, select the **"Voting"** dropdown menu on the right-hand side of your screen.
6. Select either the **"Full"** or **"Allocate"** option to access your electronic voting card.
7. Follow the prompts to record your voting direction for each resolution and click **"Submit votes"**. For allocated votes, the number of votes submitted must not exceed your remaining available units. **Important:** *Votes cannot be amended once submitted.*

For further information on the live voting process please see the **Registration and Voting Guide** at <https://www.automicgroup.com.au/virtual-agms/>

It is recommended that Shareholders wishing to attend the Meeting login from 10:30am AEDT on Wednesday 12th November 2025.

Voting by proxy

To vote by proxy, please use one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. For further information on the online proxy lodgment process please see the Online Proxy Lodgment Guide at https://www.automicgroup.com.au/virtual-agms/
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

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Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should provide the Share Registry with adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

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 10 November 2025.

Eligible holders of ordinary shares in Camplify may vote on all resolutions, subject to the voting information described in sections Notice of 2025 Annual General Meeting.

Voting procedure

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

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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 13 November 2024 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

1.1 General

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 John Myler

2.1 General

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 John Myler, who was appointed as a non-executive director on 1 September 2025 submits himself for election by shareholders

John Myler's career spans over two decades, marked by significant leadership roles, primarily as Chief Executive Officer, within prominent Australian insurance organizations. He is the former CEO of Auto & General Insurance Australia having held the role from January 2020 to April 2021 and was responsible for leading the Australian operations of the major insurer that underwrites well-known brands including Budget Direct, 1st for Women, Ozicare, and Qantas insurance. Prior to this he held the position of CEO at RACQ Insurance, a major Australian mutual insurer, from May 2017 to July 2019. John's experience also includes an 11-year tenure at Allianz Insurance, culminating in his role as CEO of Allianz Global Assistance across Australia and New Zealand where he played a key role in product innovation, anticipating growth in areas such as medical travel insurance and developing solutions for evolving consumer behaviors.

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

Resolution 3 Spill Resolution (conditional item)

3.1 General

This Resolution 5 will only be put to the meeting if at least 25% of the votes cast on Resolution 1 to adopt the Company's FY25 Remuneration Report are cast against its adoption as explained in section 1.1 .

Resolution 3 (Spill Resolution) is a contingent Resolution and will only be put to the 2025 AGM and voted on if 25% or more of the votes cast on Resolution 1 are cast against the adoption of the FY25 Remuneration Report, which means the Company receives a 'second strike' for the purposes of the Corporations Act. If less than 25% of the votes cast are against the Remuneration Report at this AGM, then there will be no 'second strike' and Resolution 3 will not be put to the AGM.

If put forward to the Meeting, the Spill Resolution will be considered as an ordinary resolution. If this Spill Resolution is passed and becomes effective, then:

- (a) it will be necessary for the Board to convene a further general meeting of Shareholders (Spill Meeting) within 90 days of this AGM;
- (b) all of the Company's directors (with the exception of the Managing Director) in office at the time when the Directors' Report for the financial year ended 30 June

2025 was passed, and who remain directors at the time of the Spill Meeting, cease to hold office immediately before the end of the Spill Meeting; and

- (c) resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting shall be put to a vote of shareholders at the Spill Meeting.

3.2 Mechanics of potential Spill Meeting

Shareholders should note the following if the Spill Resolution is approved and a Spill Meeting is required to be held by the Company:

- (a) The following Directors would automatically cease to hold office at the end of the Spill Meeting unless they are willing to stand for re-election and are re-elected at the Spill Meeting:
- Andrew McEvoy
 - Stephanie Hinds
 - Karl Trouchet
 - John Myler

The directors listed above are those who held office when the Directors' Report (including the Remuneration Report) for the year ended 30 June 2025 was approved.

Each of the listed directors would be eligible to seek re-election at the Spill Meeting. However, there is no assurance that any or all of them would do so.

- (b) If John Myler is elected at the AGM, they would still need to be re-elected at the Spill Meeting to remain in office as directors after the Spill Meeting.
- (c) Any director appointed after the AGM but before the Spill Meeting will not need to stand for election or re-election at the Spill Meeting to remain in office.
- (d) Resolutions to appoint individuals to the offices that would be vacated immediately before the end of the Spill Meeting would be put to the vote at that Spill Meeting. Eligibility for election as a director at any Spill Meeting would be determined in accordance with the Company's Constitution. For the Spill Resolution to be passed at the meeting, more than 50% of the votes validly cast on the resolution must be in favour of it. The Corporations Act requires the company to have a minimum of three Directors including at least two Directors who ordinarily reside in Australia. If, following the Spill Meeting, the Company has fewer than three Directors, then the persons with the highest percentage of votes in favour of their election at the Spill Meeting are taken to be an appointee, even if less than half the votes cast on the Resolution were in favour of their appointment. If two or more persons have the same percentage of votes in favour of their appointment, the other Directors will choose one of those persons as the appointed Director.

3.3 Directors' Recommendation



In the best interests of shareholders and the Company, the Board strongly recommends that Shareholders vote against the Spill Resolution in Resolution 3.

Since the company received a “first strike” on the FY24 Remuneration Report with a ‘no’ vote of 25.6% the Board took this feedback seriously and initiated a comprehensive shareholder engagement process to better understand concerns. The key feedback related to the relationship between the company’s performance and remuneration. In response the Directors took a 15% reduction in compensation and the company has significantly restructured its operations to move towards profitability in the coming financial year, which is expected to address these concerns.

Accordingly, the Directors unanimously recommend that you vote against Resolution 3 for the reasons set out above. Any undirected proxies held by the Chairperson will be voted against Resolution 3.

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Glossary

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

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 Memorandum.

Share means a fully paid ordinary share in the capital of the Company.

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Proxy Voting Form

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

Camplify Holdings Limited | ABN 83 647 333 962

Your proxy voting instruction must be received by **11:00am (AEDT) on Monday, 10 November 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 - APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking 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 SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

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