



TOURISM &
LEISURE LTD

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Apollo Tourism & Leisure Ltd

ACN 614 714 742

Notice of Annual General Meeting and Explanatory Memorandum

Meeting to be held: 11:00am (Brisbane time) on Monday, 25 October 2021

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of Apollo Tourism & Leisure Ltd ACN 614 714 742 (**Company**) will be held virtually at 11:00am (Brisbane time) on Monday, 25 October 2021.

Shareholders may register to attend the webcast by contacting the Company at info@apollotourism.com. **Shareholders will not be able to physically attend the Annual General Meeting.**

For information regarding the virtual Annual General Meeting, including access, registration and voting, please refer to the Notes section below.

Ordinary business

Financial statements and reports

To receive and consider the Company's financial reports and the reports of the Directors and the auditor for the financial year ended 30 June 2021.

Note: No vote is required on this item of business.

Resolution 1 – Adoption of 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 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 – Re-election of Mr Karl Trouchet

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

'That Mr Karl Trouchet who retires in accordance with rule 19.3 of the Constitution, being eligible, be re-elected as an Executive Director of the Company.'

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

Resolution 3 – Appointment of auditor

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

'That, for the purpose of section 327B(1)(b) of the Corporations Act and for all other purposes, BDO Audit Pty Ltd, having been nominated by a Shareholder and consented in writing to act as auditor of the Company, be re-appointed auditor of the Company.'

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

VOTING EXCLUSION STATEMENTS

Resolution 1 – Adoption of Remuneration Report

The Company will disregard any votes cast on this resolution by, or on behalf of:

- any of the Company's 'key management personnel' (as that term is defined in the Corporations Act), whose remuneration details are disclosed in the Remuneration Report (**KMP**); and
- a 'closely related party' (as that term is defined in the Corporations Act) of such a KMP (together with KMP, **Excluded Persons**).

However, an Excluded Person may cast a vote on the resolution if:

- that person does so as a proxy appointed in writing that specifies how the proxy is to vote on the resolution and the vote is not cast on behalf of an Excluded Person; or
- the proxy is the Chairman and the appointment expressly authorises the Chairman to exercise the undirected proxy even if the resolution is connected directly or indirectly with the remuneration of a KMP.

Notes

Virtual meeting

The Company plans to hold the Annual General Meeting on Monday, 25 October 2021 at 11:00am (Brisbane time). Australian State and Federal governments have implemented a number of restrictions and guidelines including those in relation to travel, public gatherings and social distancing which are regularly being reviewed and subject to change.

As a result of these developments, the Board has decided to hold the 2021 Annual General Meeting virtually. The Company has made this decision to ensure the wellbeing of its Shareholders, personnel and other stakeholders. **Accordingly, you will not be able to physically attend the Annual General Meeting.**

Attending the virtual Annual General Meeting

The Annual General Meeting will be conducted virtually. You may register to attend the webcast by contacting the Company at info@apollotourism.com. The webcast will be held using the Zoom platform. The Company will provide a link to enable you to access the Annual General Meeting.

Live voting

You will be able to vote live during the Annual General Meeting by:

- visiting **web.lumiagm.com** on a smartphone, tablet or computer (using the latest version of Chrome, Safari, Edge or Firefox); and
- using the unique meeting ID <https://web.lumiagm.com/339700948>

Online voting registration will commence 30 minutes prior to the start of the Annual General Meeting and close 5 minutes after the last item of business. For full details on how to log on and vote online, please refer to the user guide, available online at: www.computershare.com.au/onlinevotingguide.

You can also lodge your proxy online, by post or by facsimile in accordance with the instructions contained in the proxy form accompanying this Notice of Meeting.

Questions

You will be able to submit questions to the Company during the virtual Annual General Meeting through the Zoom platform.

You may also submit written questions in advance. Questions will be collated and we will seek to address as many of the raised questions and topics as possible. If you would like to submit a written question, or if you have general questions in relation to the upcoming Annual General Meeting please contact

Questions may be submitted by one of the following methods:

- By email:** info@apollotourism.com
- By post:** 698 Nudgee Road, Northgate, QLD 4013
- By facsimile:** +61 7 3265 9201

The Board strongly encourages lodgement of proxy votes and submission of questions prior to the Annual General Meeting so the meeting can be held in an efficient manner.

Eligibility to vote and attend

The Company has determined that Shareholders who are on the Company's register at 7.00pm (Brisbane time) on Saturday, 23 October 2021 will be taken to be entitled to attend and vote at the Annual General Meeting.

Proxies

A Shareholder who is entitled to vote at the Annual General Meeting may appoint a proxy to attend and vote at the meeting on behalf of the Shareholder. A proxy need not be a Shareholder.

If a Shareholder is entitled to cast two or more votes at the Annual General Meeting, the Shareholder may appoint two proxies to attend the meeting and vote on a poll (but not on a show of hands) and may specify the percentage or number of votes each proxy can exercise. If the proxy form does not specify the percentage or number of the Shareholder's votes that each proxy may exercise, each proxy may exercise half of the Shareholder's votes on a poll (fractions will be disregarded).

Completed proxy forms (and any necessary supporting documents) must be received by the Share Registry by no later than 11:00am (Brisbane time) on Saturday, 23 October 2021 via one of the following methods:

- Online:** visit www.investorvote.com.au and quote the 6 digit control number found on the front of your proxy form. Subscribers of Intermediary Online (i.e. custodians) can lodge a proxy online by visiting www.intermediaryonline.com.
- By post:** GPO Box 242, Melbourne Victoria 3001
- By facsimile:** 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia)

Corporate representatives

A Shareholder who is a body corporate and who is entitled to attend and vote at the Annual General Meeting may appoint a representative in accordance with section 250D of the Corporations Act, in which case the Company will require written and properly executed proof of the representative's appointment which must be lodged with or presented to the Share Registry before the Annual General Meeting. A pro forma "Certificate of Appointment of Corporate Representative" is available from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Power of attorney

If a Shareholder has appointed an attorney to attend and vote at the meeting, or if the proxy form is signed by an attorney, the power of attorney (or a certified copy of the power of attorney) must be received by the Company or the Share Registry by the voting deadline, unless that document has been previously lodged with the Share Registry for notation. Powers of attorney may be submitted in accordance with the instructions on the voting form accompanying this Notice of Meeting.

Proxy voting by Chairman

The Chairman of the Meeting will vote undirected proxies in favour of all resolutions. This includes resolution 1 even though the resolution is connected with the remuneration of KMP.

Other KMP as proxy

If you appoint a Director (other than the Chairman of the meeting) or another member of the KMP (or a closely related party of a Director or KMP) as your proxy, you should direct them how to vote on the resolution 1 by marking the appropriate box on the proxy form. If you do not do so, your proxy will not be able to vote on your behalf on resolution 1.

Dated: 24 September 2021

By order of the Board

Tennille Carrier
Company Secretary

Explanatory memorandum

Introduction

This Explanatory Memorandum accompanies the Notice of Annual General Meeting of the Company, which meeting will be held at 11:00am (Brisbane time) on Monday, 25 October 2021.

This Explanatory Memorandum has been prepared to assist Shareholders in determining how to vote on the resolutions and is intended to be read in conjunction with the Notice of Meeting.

Notice to persons outside of Australia

This Explanatory Memorandum has been prepared in accordance with the Corporations Act and the Listing Rules, disclosure requirements and accounting standards. These laws, disclosure requirements and accounting standards may be different to those in other countries.

Forward looking statements

Certain statements in this Explanatory Memorandum relate to the future. These statements reflect views only as of the date of this Explanatory Memorandum. While the Company believes that the expectations reflected in the forward looking statements are reasonable, neither the Company nor any other person gives any representation, assurance or guarantee that the occurrence of an event expressed or implied in any forward looking statements in this Explanatory Memorandum will actually occur.

Disclaimer

No person is authorised to give any information or make any representation in connection with the subject matter of the resolution which is not contained in this Explanatory Memorandum. Any information which is not contained in this Explanatory Memorandum may not be relied on as having been authorised by the Company or the Board.

Responsibility for information

The information contained in this Explanatory Memorandum has been prepared by the Company and is the responsibility of the Company.

A copy of the Notice of Meeting and Explanatory Memorandum has been provided to the ASX and lodged with ASIC. Neither ASX, ASIC nor any of their respective officers take any responsibility for the contents of the Notice of Meeting and Explanatory Memorandum.

Electronic copy

An electronic copy of this Notice of Meeting and accompanying Explanatory Memorandum is available on the ASX website and also on the Company's website at www.apollotourism.com.

Financial statements and 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. Questions may be submitted by one of the following methods:

- By email:** info@apollotourism.com
- By post:** 698 Nudgee Road, Northgate, QLD 4013
- By facsimile:** +61 7 3265 9201

Questions must be received by no later than Monday, 18 October 2021. Copies of the questions received, and any written answers that have been prepared, will be available at the Annual General Meeting.

Resolution 1 – Adoption of Remuneration Report

Section 250R(2) of the Corporations Act requires that the Remuneration Report be put to Shareholders for adoption. This resolution is for advisory purposes only and will not be binding on the Directors or the Company, however the Directors will take the outcome of the vote into consideration when reviewing the remuneration policy.

A spill resolution is not relevant at this Annual General Meeting as the votes cast against the 2020 remuneration report represented less than 25% of the total votes cast.

The Remuneration Report is contained in the Annual Report, a copy of which is available at www.apollotourism.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 – Re-election of Mr Karl Trouchet

Rule 19.3 of the Constitution states that the Company must hold an election of directors each year if required by the Corporations Act or the Listing Rules. The Directors to retire under rule 19.3 are those Directors who have been the longest in office since their last election, and a Director (other than a Managing Director) must not hold office past the third annual general meeting following the Director's appointment. A retiring Director is eligible for re-election in accordance with Listing Rules and the Constitution.

Mr Trouchet was last re-elected as a Director on 24 October 2018.

Mr Trouchet grew up working in the Apollo Motorhomes business, which his parents founded. After completing a Bachelor of Business majoring in Accounting in 1997, he joined the business full-time managing finance and strategic business planning. Mr Trouchet was previously Executive Director and Chief Financial Officer of the Company and currently holds the position of Executive Director – Strategy & Special Projects.

Recommendation

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

Resolution 3 – Appointment of auditor

BDO Audit Pty Ltd (**BDO**) was appointed auditor of the Company on 11 January 2021 pursuant to section 327C(1) of the Corporations Act to fill a casual vacancy. Section 327C(2) of the Corporations Act states that an auditor appointed under section 327C(1) holds office until the company's next annual general meeting.

The purpose of resolution 3 is to seek Shareholder approval for the appointment of BDO as auditor of the Company pursuant to section 327B(1)(b) of the Corporations Act.

In accordance with section 328B of the Corporations Act, notice in writing nominating BDO as auditor has been given to the Company by a Shareholder. A copy of the notice is enclosed with this Notice of Meeting.

BDO has provided, and has not withdrawn, its written consent to act as auditor to the Company in accordance with section 328A(1) of the Corporations Act.

Recommendation

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

Definitions

Capitalised terms used in this Notice of Meeting have the following meaning unless the context requires otherwise:

Annual General Meeting or **AGM** means the Company's annual general meeting the subject of this Notice of Meeting.

Annual Report means the 2021 annual report of the Company.

Apollo or **Company** means Apollo Tourism & Leisure Ltd ACN 614 714 742.

ASX means ASX Limited ABN 98 008 624 691 or the securities market operated by it, as the context requires.

Board means the board of directors of the Company.

Constitution means the constitution of the Company.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the directors of the Company.

Explanatory Memorandum means the explanatory memorandum included in this Notice of Meeting.

KMP means key management personnel (as that term is defined in the Corporations Act).

Listing Rule means the listing rules of the ASX.

Notice of Meeting means this Notice of Annual General Meeting, including the Explanatory Memorandum.

Remuneration Report means the section of the Annual Report for the 2021 financial year that is included under section 300A(1) of the Corporations Act.

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

Shareholder means a holder of a Share.

Share Registry means Computershare Investor Services Pty Limited ACN 078 279 277.

31 August 2021

Board of Directors
Apollo Tourism & Leisure Ltd
698 Nudgee Road
NORTHGATE QLD 4013

Dear Directors

Nomination of Auditor

The undersigned being a member of Apollo Tourism & Leisure Ltd hereby nominates BDO Audit Pty Ltd for appointment as auditor of the company at the forthcoming annual general meeting.

Yours faithfully



Luke Trouchet
Barmil Enterprises Pty Ltd ATF Lurk Investment Trust



TOURISM &
LEISURE LTD

Apollo Tourism & Leisure Ltd
ABN of 67 614 714 742

ATL

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



Phone:

1300 552 270 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (Brisbane time) on Saturday, 23 October 2021.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Register Online

You may register to attend the webcast by contacting the Company at info@apollotourism.com. The webcast will be held using the Zoom platform. The Company will provide a link to enable you to access the Annual General Meeting.

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

Step 1

Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Apollo Tourism & Leisure Ltd hereby appoint

☐

the Chairman
of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Apollo Tourism & Leisure Ltd to be held as a virtual meeting on Monday, 25 October 2021 at 11:00am (Brisbane time) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention in step 2) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2.

Step 2

Item of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Resolution 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Mr Karl Trouchet	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Appointment of auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

ATL

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Computershare

