



**TOURISM &
LEISURE LTD**

Apollo Tourism & Leisure Ltd
ABN of 67 614 714 742



Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact

ATL

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



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (Brisbane time) Monday 26 October 2020.**

Apollo Tourism & Leisure Ltd Annual General Meeting

This year, as part of the Australian Government's response to the Coronavirus crisis, temporary modifications have been made to the *Corporations Act 2001* under the *Corporations (Coronavirus Economic Response) Determination (No. 1) 2020*.

These modifications allow notices of meeting, and other information regarding a meeting to be provided online where it can be viewed and downloaded. We are relying on technology to facilitate shareholder engagement and participation in the meeting. Details of where you can access the notice of meeting, lodge a proxy and participate in the meeting are contained in this letter.

Meeting date and location:

The Annual General Meeting of Apollo Tourism & Leisure Ltd will be a virtual meeting, which will be conducted online at 11:00am (Brisbane time) on Wednesday, 28 October 2020.

Attending the meeting online:

If you choose to participate online on the day of the meeting you will be able to view a live webcast of the meeting, ask the Directors questions online and submit your vote in real time.

Webcast and Questions

To view the live webcast and ask questions online you will need to register to attend by contacting info@apollotourism.com

Voting

To vote online during the meeting you will need to visit web.lumiagm.com/329149100 on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Internet Explorer 11, Edge or Firefox. Please ensure your browser is compatible. For further instructions on how to participate online please view the online meeting user guide at www.computershare.com.au/onlinevotingguide.

Access the meeting documents and lodge your proxy online:

Online:

Access the meeting documents and 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



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



TOURISM &
LEISURE LTD

make adventure yours

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 Wednesday, 28 October 2020

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 Wednesday, 28 October 2020.

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 2020.

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 2020 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 Ms Sophia (Sophie) Mitchell

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

'That Ms Sophia Mitchell who retires in accordance with rule 19.3 of the Constitution, being eligible, be re-elected as a non-executive Director of the Company.'

The Directors (with Ms Sophia Mitchell abstaining) recommend that Shareholders vote in favour of this resolution.

Resolution 3 – Election of Mr Robert Baker

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

'That Mr Robert Baker, who was appointed as a director of the Company on 13 January 2020 to fill a casual vacancy, who retires in accordance with rule 19.2 of the Constitution, being eligible, be elected as a director of the Company.'

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

Resolution 4 – Election of Mr Brett Heading

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

'That Mr Brett Heading, who was appointed as a director of the Company on 18 November 2019 to fill a casual vacancy, who retires in accordance with rule 19.2 of the Constitution, being eligible, be elected as a director of the Company.'

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

Special business

Resolution 5 – Amendments to Constitution

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

'That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, approval be given for the Company to modify the Constitution, by making the amendments set out in Schedule 1 to the Explanatory Memorandum, with effect from the close of the Meeting.'

The Directors 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

Coronavirus pandemic

The Company plans to hold the Annual General Meeting on Wednesday, 28 October 2020 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 2020 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 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, table or computer (using the latest version of Chroma, Safari, Internet Explorer 11, Edge or Firefox); and
- using the unique meeting ID **329149100**.

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 via the webcast platform (Zoom).

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 Monday, 26 October 2020 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 Monday, 26 October 2020 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: 25 September 2020

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 Wednesday, 28 October 2020.

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 Wednesday, 21 October 2020. 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 2019 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 Ms Sophia (Sophie) Mitchell

Rule 19.3 of the Constitution states that the Company must hold an election of directors each year. 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.

Ms Mitchell was re-elected as a Director on 25 October 2017. Ms Mitchell is the non-executive Chairman of the Company. Ms Mitchell had a long executive career in the financial industry and holds non-executive director roles in Corporate Travel Management Limited (ASX: CTD), Flagship Investments Limited (ASX: FSI) and Morgans Holdings (Australia) Limited. She is also a member of the Queensland Advisory Board for AustralianSuper, the Advisory Board of Grevillea Capital Limited and is a board member of the Australia Council for the Arts.

Recommendation

The Directors (with Ms Sophia Mitchell abstaining) recommend that Shareholders vote in favour of this resolution.

Resolution 3 – Election of Mr Robert Baker

Rule 19.2 of the Constitution states that a Director appointed to fill a casual vacancy holds office until the conclusion of the next annual general meeting following his or her appointment. A retiring Director is eligible for re-election in accordance with Listing Rules and the Constitution.

Mr Baker was appointed as an independent non-executive Director on 13 January 2020. Mr Baker is Chairman of the Audit and Risk Committee and is a member of the Remuneration Committee and Governance and Nominations Committee. Mr Baker is an experienced non-executive director and his current ASX Board positions include Non-executive Director and Chair of the Audit and Risk Committee of Flight Centre Travel Group Ltd (ASX: FLT) and Non-executive Chairman of RightCrowd Limited (ASX: RCW). He is also Chairman of Goodman Private Wealth Ltd and Neurosensory Ltd. Mr Baker also has several pro bono Board or Advisory Board roles with organisations in the not-for-profit sector including Chairman of the Audit and Risk Committee of Australian Catholic University Limited.

Recommendation

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

Resolution 4 – Election of Mr Brett Heading

Rule 19.2 of the Constitution states that a Director appointed to fill a casual vacancy holds office until the conclusion of the next annual general meeting following his or her appointment. A retiring Director is eligible for re-election in accordance with Listing Rules and the Constitution.

Mr Heading was appointed as an independent non-executive Director on 18 November 2019. Mr Heading is an experienced company director and corporate lawyer with many years of experience in corporate governance, capital raising, mergers and acquisitions. In February 2016, he joined the global law firm Jones Day as a partner. Previously, he was a partner and former chairman of McCullough Robertson since 1985. Mr Heading has been a director of many listed and unlisted companies. Mr Heading is also a former longstanding member of the Board of Taxation and was a member of the Takeovers Panel for over a decade. He has agribusiness and tourism interests in the South Burnett (QLD) including Clovelly Estate and Barambah Station.

Recommendation

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

Resolution 5 – Amendments to Constitution

Resolution 5 relates to proposed amendments to the Constitution of the Company.

The Company intends to amend its Constitution to align with the changes in Listing Rules 9.1 and 15.12, which came into effect on 1 December 2019. Listing Rule 9.1 states that an entity which issues Restricted Securities, or has them on issue, must include in its constitution the provisions set out in Listing Rule 15.12 as follows:

- *a holder of Restricted Securities must not Dispose of, or agree or offer to Dispose of, the Restricted Securities during the escrow period applicable to those Restricted Securities except as permitted by the Listing Rules or ASX;*

- *if the Restricted Securities are in the same class as quoted securities, the holder will be taken to have agreed in writing that the Restricted Securities are to be kept on the Company's issuer sponsored sub-register and are to have a Holding Lock applied for the duration of the escrow period applicable to those Restricted Securities;*
- *the Company will refuse to acknowledge any Disposal (including, without limitation, to register any transfer) of Restricted Securities during the escrow period applicable to those Restricted Securities except as permitted by the Listing Rules or ASX;*
- *a holder of Restricted Securities will not be entitled to participate in any return of capital on those securities during the escrow period applicable to those Restricted Securities except as permitted by the Listing Rules or ASX; and*
- *if a holder of Restricted Securities breaches a Restriction Deed or a provision of the Constitution restricting a Disposal of those Restricted Securities, the holder will not be entitled to any dividend or distribution, or to exercise any voting rights, in respect of those Restricted Securities for so long as the breach continues.*

The Company has no current intention to issue Restricted Securities. However, if approved, the amendment to the Constitution would enable the Company to issue Restricted Securities in the future if the need arose, subject to the requirements of the Listing Rules.

Schedule 1 of this Explanatory Memorandum sets out the proposed changes to the Constitution.

Under section 136(2) of the Corporations Act, a company can modify or repeal its constitution or a provision of its constitution by special resolution of shareholders. A special resolution requires the approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative) in order to be passed. Accordingly, this Resolution 5 is being put to Shareholders as a special resolution.

A full copy of the Constitution is available on ASX and also can be inspected during normal business hours by Shareholders at the offices of the Company at 698 Nudgee Road, Northgate QLD 4013. If this Resolution 5 is passed, the amended Constitution will be available on ASX.

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 2020 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.

Dispose or **Disposal** has the meaning given in the Listing Rules.

Equity Securities has the meaning given in the Listing Rules.

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

Holding Lock has the meaning given in the Listing Rules.

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 2020 financial year that is included under section 300A(1) of the Corporations Act.

Restricted Securities has the meaning given in the Listing Rules.

Restriction Deed has the meaning given in the Listing Rules.

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.

Schedule 1 – Proposed amendments to Constitution

Delete the existing rule 2.5 of the Constitution and replace with the following:

“2.5 Restricted securities

If the Exchange classifies any of the company’s share capital as ‘restricted securities’, then despite anything in this constitution:

- (a) *a holder of restricted securities must not dispose of, or agree or offer to dispose of, the restricted securities during the escrow period applicable to those securities except as permitted by the Listing Rules or the Exchange;*
- (b) *if the restricted securities are in the same class as quoted securities, the holder will be taken to have agreed in writing that the restricted securities are to be kept on the company’s issuer sponsored subregister and are to have a holding lock applied for the duration of the escrow period applicable to those securities;*
- (c) *the company must refuse to acknowledge any disposal (including, without limitation, to register any transfer) of the restricted securities during the escrow period applicable to those securities except as permitted by the Listing Rules or the Exchange;*
- (d) *a holder of restricted securities will not be entitled to participate in any return of capital on those securities during the escrow period applicable to those securities except as permitted by the Listing Rules or the Exchange; and*
- (e) *if a holder of restricted securities breaches a restriction deed or a provision of this constitution restricting a disposal of those securities the holder will not be entitled to any dividend or distribution, or to exercise any voting rights, in respect of those securities for so long as the breach continues.”*



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LEISURE LTD

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ABN of 67 614 714 742



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Phone:

1300 850 505 (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) Monday 26 October 2020.**

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.

Lodge your Proxy Form:

XX

Online:

Use your computer or smartphone to appoint your proxy and vote at www.investorvote.com.au or scan your personalised QR code below using your smartphone.

Your secure access information is



Control Number: 999999

SRN/HIN: I999999999

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 virtually on **Wednesday 28 October 2020 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 **Item 1** (except where I/we have indicated a different voting intention in step 2) even though **Item 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 **Item 1** by marking the appropriate box in step 2.

Step 2 Items 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.

Ordinary business

	For	Against	Abstain
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Ms Sophia Mitchell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Mr Robert Baker	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Election of Mr Brett Heading	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Special business

5 Amendments to Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Before completing your vote and returning by post, please consider using the preferred electronic voting option outlined on the front page of this form.

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

2 6 5 8 3 2 A



Computershare

