



## **Apollo Tourism & Leisure Ltd**

ACN 614 714 742

### **Notice of Annual General Meeting and Explanatory Memorandum**

Meeting to be held: 11.00am on Wednesday, 25 October 2017

# Notice of Annual General Meeting

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Notice is given that the Annual General Meeting of Apollo Tourism & Leisure Ltd ACN 614 714 742 (**Company**) will be held at:

<b>Location</b>	Morgans, Level 29, Riverside Centre, 123 Eagle Street, Brisbane QLD 4000
<b>Date</b>	Wednesday, 25 October 2017
<b>Time</b>	11.00am (Brisbane time)

## 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 2017.

### 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 2017 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. Votes must not be cast on this resolution (in any capacity) by or on behalf of key management personnel, details of whose remuneration are included in the Remuneration Report, or their closely related parties. Restrictions also apply to votes cast as proxy unless exceptions apply.

### Resolution 2 – Re-election of Ms Sophie Mitchell

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

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

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

## Special business

### Resolution 3 – Ratification and approval of previous issue of Shares to Clint's Caravan Warehouse vendor

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

*'That for the purposes of Listing Rule 7.4 and for all other purposes, approval be given for the previous issue of 680,082 Shares at an issue price of \$1.33 per Share to the vendor of Clint's Caravan Warehouse as detailed in the Explanatory Memorandum.'*

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

**Note:** In accordance with Listing Rule 14.11, the Company will disregard any votes cast on resolution 3 by any person who participated in the issue and their associates. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or if it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

#### **Resolution 4 – Ratification and approval of previous issue of Shares to Sydney RV vendor**

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

*‘That for the purposes of Listing Rule 7.4 and for all other purposes, approval be given for the previous issue of 157,829 Shares at an issue price of \$1.386 per Share to a vendor of Sydney RV as detailed in the Explanatory Memorandum.’*

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

**Note:** In accordance with Listing Rule 14.11, the Company will disregard any votes cast on resolution 4 by any person who participated in the issue and their associates. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or if it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

#### **Resolution 5 – Approval of Share Appreciation Rights Plan**

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

*‘That, for the purposes of Listing Rule 7.2 and for all other purposes, approval be given for the issue of securities in the Company under the Share Appreciation Rights Plan.’*

In the interests of corporate governance, the Directors have abstained from making a recommendation in relation to this resolution.

**Note:** In accordance with Listing Rule 14.11, the Company will disregard any votes cast on resolution 5 by each Director and their associates, except a Director who is not eligible to participate in any employee incentive scheme in relation to the Company. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or if it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

# Notes

## 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, 23 October 2017 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 on Monday, 23 October 2017 via one of the following methods:

**Online:** visit [www.investorvote.com.au](http://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](http://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](http://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.

Dated: 22 September 2017

By order of the Board



**Peter Jans**  
Company Secretary

# Explanatory memorandum

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This Explanatory Memorandum accompanies the Notice of Annual General Meeting of the Company, which meeting will be held at Morgans, Level 29, Riverside Centre, 123 Eagle Street, Brisbane Queensland 4000 at 11.00am (Brisbane time) on Wednesday, 25 October 2017.

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.

## 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, 18 October 2017. 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.

The Remuneration Report is contained in the Annual Report, a copy of which is available at [www.apollotourism.com](http://www.apollotourism.com).

### 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 Sophie Mitchell

Rule 19.3 of the Constitution states that if no Directors are due for retirement by rotation at any annual general meeting, or for re-election in the case of any Director appointed by the Board after the last annual general meeting, then the Director who has been longest in office must retire by rotation. If two or more Directors have held office for the same period of time, then the Director to retire will be determined by mutual agreement or by ballot.

The Board has determined that Ms Sophie Mitchell will retire by rotation in accordance with rule 19.3 of the Constitution, and being eligible, Ms Mitchell will stand for re-election as a Director. Ms Mitchell is currently an independent non-executive Director, a member of the Company's Remuneration Committee and chairs the Company's Audit and Risk Committee.

Ms Mitchell is an experienced professional in the financial industry and is a director of Morgans Financial Limited. She holds non-executive director roles in Silver Chef Limited (ASX: SIV) and Flagship Investments Limited (ASX: FSI). She is also a member of the Takeovers Panel, the Queensland Performing Arts Trust, the Queensland Advisory Board for AustralianSuper, and is a board member of the Australia Council for the Arts.

### **Recommendation**

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

### **Resolutions 3 and 4 – Ratification and approval of previous issue of Shares**

Resolutions 3 and 4 are for Shareholders to approve previous allotment and issue of Shares pursuant to Listing Rule 7.4, to refresh the Company's 15% placement capacity allowed under Listing Rule 7.1.

Listing Rule 7.1 provides that (subject to certain exceptions) the Company may only issue up to 15% of the number of Shares on issue as at the date 12 months prior to the issue of new Shares without prior approval of Shareholders.

The allotment and issue of Shares the subject of resolutions 3 and 4 do not exceed the 15% threshold, however the Company is seeking Shareholder approval under Listing Rule 7.4 so that the issue of Shares will be treated as having been made with Shareholder approval, providing the Company with the ability to issue additional new Shares up to the 15% placement capacity.

### **Resolution 3 – Ratification and approval of previous issue of Shares to Clint's Caravan Warehouse vendor**

In compliance with the information requirements of Listing Rule 7.5, Shareholders are advised of the following particulars in relation to the allotment and issue:

<b>Date of issue</b>	26 May 2017
<b>Number of Shares issued</b>	680,082
<b>Issue price</b>	\$1.33 per Share
<b>Terms of issue</b>	Fully paid ordinary shares, escrowed until 26 November 2018
<b>Person to whom Shares were issued</b>	Concept Aust Pty Ltd ACN 009 756 209, being the vendor of Clint's Caravan Warehouse
<b>Intended use of funds</b>	Not applicable – Shares issued as part consideration for the acquisition of Clint's Caravan Warehouse (announced to the market on 9 May 2017)

### **Recommendation**

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

### **Resolution 4 – Ratification and approval of previous issue of Shares to Sydney RV vendor**

In compliance with the information requirements of Listing Rule 7.5, Shareholders are advised of the following particulars in relation to the allotment and issue:

<b>Date of issue</b>	8 February 2017
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<b>Number of Shares issued</b>	157,829
<b>Issue price</b>	\$1.386 per Share
<b>Terms of issue</b>	Fully paid ordinary shares, escrowed until 8 February 2018
<b>Person to whom Shares were issued</b>	Norman Roe Holdings Pty Ltd as trustee for the Norman Roe Family Trust, being a vendor of Sydney RV
<b>Intended use of funds</b>	Not applicable – Shares issued as part consideration for the acquisition of Sydney RV (announced to the market on 8 February 2017)

## Recommendation

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

## Resolution 5 – Approval of Share Appreciation Rights Plan

Listing Rule 7.1 provides that, subject to certain exceptions, the Company may only issue up to 15% of the number of Shares on issue as at the date 12 months prior to the issue of new Shares without prior approval of Shareholders.

Listing Rule 7.2 exception 9 provides that Listing Rule 7.1 does not apply to the issue of securities by the Company under an employee incentive scheme, if the scheme was established before the entity listed and a summary of the terms were included in the prospectus, or if the scheme has been approved by securityholders within three years from the date of issue of the relevant securities.

As noted in the Company's prospectus dated 6 October 2016, the Company does not currently have a long term incentive plan in respect of its employees. The Board has determined that the Share Appreciation Rights Plan (**Plan**) is necessary to retain eligible employees and to align their interests with Shareholder value creation.

The Company is seeking approval for the first time to exempt future issues of Shares under the Plan to be exempt from the 15% capacity under Listing Rule 7.1 in accordance with Listing Rule 7.2 exception 9. As at the date of this Notice of Meeting, no Share Appreciation Rights or Shares have been issued under the Plan.

A summary of the key terms of the Plan is set out below.

<b>What is the eligibility criteria?</b>	Senior management personnel of the Group, including executive Directors, are entitled to participate in the Plan. Non-executive Directors are not entitled to participate.
<b>What is a Share Appreciation Right?</b>	<p>A right to receive an award from the Company, subject to the satisfaction or waiving of certain vesting conditions, which may be settled by cash or the issue of Shares at the discretion of the Board.</p> <p>The award is calculated by reference to an increase in the price of Shares from a base price determined by the Board, or otherwise the market value, as at the date of invitation to the participant and the volume-weighted average price per Share traded on the ASX over the 30 trading days immediately preceding the time that the performance hurdles and/or other conditions are satisfied and/or waived. Share Appreciation Rights do not entitle the holder to notice of, or to vote or attend at, a meeting of Shareholders, or to receive any dividends declared by the Company.</p>
<b>Purpose of the Plan</b>	<p>The purpose of the Plan is to:</p> <ul style="list-style-type: none"> <li>assist in the reward, retention and motivation of eligible senior management personnel;</li> </ul>

	<ul style="list-style-type: none"> <li>• link the reward of eligible senior management personnel to Shareholder value creation; and</li> <li>• align the interests of eligible personnel with Shareholders by providing an opportunity for eligible senior management personnel to receive an equity interest in the Company in the form of Share Appreciation Rights.</li> </ul>
<b>How are eligible senior management personnel invited?</b>	<p>The Board may from time to time determine that an eligible senior management personnel may participate in the Plan by issuing a written invitation, inviting the eligible person to apply for the grant of a specified number of Share Appreciation Rights. The invitation may be made on the terms determined by the Board, including as to:</p> <ul style="list-style-type: none"> <li>• the number of Share Appreciation Rights for which that eligible person may apply;</li> <li>• the grant date;</li> <li>• the amount payable (if any) for the grant of each Share Appreciation Right or how such amount is calculated;</li> <li>• the vesting conditions (if any);</li> <li>• the performance hurdles (if any) and/or other conditions (if any);</li> <li>• whether the settlement of Share Appreciation Rights will be equity settled, cash settled, by a combination of both, or determined at a later date when the performance hurdles have been satisfied and the vesting has occurred;</li> <li>• disposal restrictions attaching to Shares issued under the Plan (if any); and</li> <li>• any other supplementary terms and conditions.</li> </ul>
<b>Will Share Appreciation Rights be quoted on the ASX?</b>	Share Appreciation Rights will not be quoted.
<b>Are there any vesting conditions?</b>	Vesting of Share Appreciation Rights is subject to vesting conditions, performance hurdles and/or other conditions as determined by the Board and the issue of a vesting notice by the Company.
<b>How will the Share Appreciation Rights be settled once vested?</b>	Vested Share Appreciation Rights may be settled by equity, cash or a combination of both as specified in the invitation or determined by the Board.
<b>Are Share Appreciation Rights transferable?</b>	Subject to the Board determining otherwise, or by operation of the law, Share Appreciation Rights will not be transferable. A participant is also prohibited from entering into an arrangement for the purpose of hedging economic exposure to a Share Appreciation Right which has been granted.
<b>Can Share Appreciation Rights be forfeited?</b>	<p>Unless the Board determines otherwise, unvested Share Appreciation Rights will be forfeited on the earlier of:</p> <ul style="list-style-type: none"> <li>• a participant ceasing to be eligible;</li> <li>• the Board determining that the participant has acted fraudulently or dishonestly, or wilfully breached his or her duties;</li> <li>• the Board determining that performance hurdles and/or vesting conditions and/or other conditions have not been satisfied or are incapable of being satisfied;</li> </ul>



	<ul style="list-style-type: none"> <li>• an insolvency event occurring in respect of a participant;</li> <li>• the Share Appreciation Rights expiring.</li> </ul> <p>Forfeited Share Appreciation Rights will immediately lapse.</p>
<b>What happens if a Change of Control Event occurs in respect of the Company?</b>	If a Change of Control Event occurs, the Board may determine the manner in which Share Appreciation Rights are dealt with, including, without limitation, in a manner that allows the participant to participate in a benefit arising from or in connection with the Change of Control Event.
<b>Adjustments</b>	Subject to the Listing Rules and applicable law, if the Company makes any new issues of securities or alterations to its capital by way of a rights issue, bonus issue or other distribution of capital, reduction of capital or reconstruction of capital, the Board may in its discretion make adjustments to a participant's Share Appreciation Rights on any basis it sees fit to minimise any advantage or disadvantage accruing to the participant as a result of such corporate actions or alterations to capital.
<b>Use of share trust</b>	The Board may use a share trust or other mechanism for the purpose of holding Shares before or after the exercise of a Share Appreciation Right or delivering any Shares on exercise of a Share Appreciation Right under the Plan on such terms and conditions as determined by the Board.
<b>Plan limits</b>	<p>The Board must not make an invitation under the Plan, grant any Share Appreciation Rights or issue any Shares on the exercise of Share Appreciation Rights, if the sum of:</p> <ul style="list-style-type: none"> <li>• the maximum number of Shares which would be issued if all Share Appreciation Rights (including any Share Appreciation Rights which may be granted upon the acceptance of any outstanding offers) were exercised; and</li> <li>• the number of Shares issued during the previous five years under the Plan or any other employee share scheme extended to eligible persons,</li> </ul> <p>but excluding any Share Appreciation Rights granted or Shares issued by way of or as a result of certain excluded offers under section 708 of the Corporations Act, would exceed 5% of the total number of Shares on issue at the time.</p>
<b>Administration of the Plan</b>	The Plan will be administered by the Board. Any powers or discretions conferred on the Board by the Plan rules may be exercised by the Board (or its delegate) in its absolute discretion.
<b>Can the Plan be amended?</b>	<p>Subject to the Listing Rules, the Board may at any time amend the Plan and determine that any such amendments be given retrospective effect. However, no such amendment may be made if the amendment materially reduces the right of any holder of Share Appreciation Rights issued to them prior to the date of the amendment, other than an amendment that is introduced primarily:</p> <ul style="list-style-type: none"> <li>• for the purpose of complying with or conforming to present or future legislation governing or regulating the Plan or like plans;</li> <li>• to correct any manifest error or mistake;</li> <li>• to allow the implementation of a trust arrangement in relation to the holding of Shares issued under the Plan;</li> <li>• for the purpose of complying with the Constitution and applicable laws; and/or</li> </ul>

	<ul style="list-style-type: none"> <li>to take into consideration possible adverse tax implications in respect of the plan including changes to applicable tax legislation or the interpretation of that legislation by a court of competent jurisdiction or any rulings from taxation authorities administering such legislation,</li> </ul> <p>unless otherwise agreed to in writing by all holders of Share Appreciation Rights.</p>
<p><b>What are the rights attaching to Shares issued under the Plan?</b></p>	<p>All Shares issued or transferred to a participant under the Plan will rank equally with all other Shares on issue.</p>

**Recommendation**

In the interests of corporate governance, the Directors have abstained from making a recommendation in relation to this resolution.

## Definitions

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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 2017 annual report of the Company.

**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.

**Clint's Caravan Warehouse** means the business known as 'Clint's Caravan Warehouse' acquired by the Group as announced to the market on 9 May 2017.

**Change of Control Event** means:

- (a) a change in Control of the Company;
- (b) where members of the Company approve any compromise or arrangement for the purpose of, or in connection with, a scheme for the reconstruction of the Company or its amalgamation with any other body corporate or bodies corporate (other than a scheme that does not involve a change in the ultimate beneficial ownership of the Company), which will, upon becoming effective, result in any person (either alone or together with its associates) owning more than fifty per cent (50%) of issued Shares;
- (c) where a person becomes the legal or the beneficial owner of, or is entitled to acquire hold or has an equitable interest in, more than fifty per cent (50%) of issued Shares; and
- (d) where a takeover bid under Chapter 6 of the Corporations Act is made to acquire more than fifty per cent (50%) of issued Shares (or such lesser number of Shares that when combined with the Shares that the bidder (together with its associates) already owns will amount to more than 50% of issued Shares) and the takeover bid becomes unconditional and the bidder (together with its associates) has a relevant interest in more than 50% of issued Shares,

but, for the avoidance of doubt, does not include any internal reorganisation of the structure, business and/or assets of the Group.

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

**Constitution** means the constitution of the Company.

**Control** has the same meaning as in section 50AA of the Corporations Act.

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

**Directors** means the directors of the Company.

**Explanatory Memorandum** means the

**Group** means the Company and any of its subsidiaries.

**Listing Rule** means the listing rules of the ASX.

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

**Plan** means the Company's Share Appreciation Rights Plan.

**Remuneration Report** means the section of the Annual Report for the 2017 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 Appreciation Right** means a share appreciation right granted under the Plan.

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

**Sydney RV** means the business known as 'Sydney RV' acquired by the Group as announced to the market on 8 February 2017.



Apollo Tourism & Leisure Ltd  
ABN of 67 614 714 742



### Lodge your vote:

**Online:**  
[www.investorvote.com.au](http://www.investorvote.com.au)

**By Mail:**  
Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

**For all enquiries call:**  
(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

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

## Proxy Form

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### Vote and view the annual report online

- Go to [www.investorvote.com.au](http://www.investorvote.com.au) or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.



### Your access information that you will need to vote:

**Control Number: 999999**

**SRN/HIN: I999999999**

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

**For your vote to be effective it must be received by 11:00am (Brisbane time) Monday 23 October 2017**

### 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.

### Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,  
or turn over to complete the form** →

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

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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 at **Morgans, Level 29, Riverside Centre, 123 Eagle Street, Brisbane Queensland 4000, Wednesday 25 October 2017 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 **Items 1 & 5** (except where I/we have indicated a different voting intention below) even though **Items 1 & 5** are 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 **Items 1 & 5** by marking the appropriate box in step 2 below.

### 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 Sophie Mitchell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

#### Special business

3 Ratification and approval of previous issue of Shares to Clint's Caravan Warehouse vendor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Ratification and approval of previous issue of Shares to Sydney RV vendor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval of Share Appreciation Rights Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**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.

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /

ATL

1 2 3 4 5 6 A

Computershare +