

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 Friday, 28 October 2022



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 at 11:00am (Brisbane time) on Friday, 28 October 2022 at Morgans Theatre, Level 29, Riverside Centre, 123 Eagle Street, Brisbane QLD 4000.

The AGM will be conducted as a hybrid meeting. Shareholders will have the option to participate in the AGM by attending in person, or virtually via the online platform. We encourage shareholders to monitor the ASX and the Company's website for any updates (if any) post the issuing of this Notice of Annual General Meeting.

Shareholders may register to attend the meeting virtually by contacting the Company at info@apollotourism.com. For further 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 2022.

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 2022 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 an Executive Director of the Company.'

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



Special business

Resolution 3 - Amendments to Constitution

To consider and, if in favour, pass the following resolution 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

Physical attendance

The AGM will be held physically at Morgans Theatre, Level 29, Riverside Centre, 123 Eagle Street, Brisbane QLD 4000 and virtually at https://meetnow.global/MRAU9XH.

Attending the virtual Annual General Meeting

Australian residents can log in to the virtual meeting platform using your SRN/HIN number and post code of your registered address.

Overseas residents can log in to the virtual meeting platform using your SRN/HIN number and country of registered address.

To register as a guest, enter your name, email and company name to sign in.

Proxyholders will need to contact Computershare Investor Services on +61 3 9415 4024 to request your unique email invitation link prior to the meeting day.

The webcast will appear automatically once the meeting has started. If the webcast does not start automatically, press the play button, and ensure the audio on your computer or device is turned on. Additional information can be found by visiting www.computershare.com.au/virtualmeetingguide.

Live voting

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

- visiting https://meetnow.global/MRAU9XH on a smartphone, table or computer (using the latest version of Chrome, Safari, Edge or Firefox); and
- when the Chair declares the poll open, select the "vote" icon and the voting options will appear on your screen. To vote, select your voting direction. A tick will appear to confirm receipt of your vote. To change your vote, select "Click here to change your vote" and press a different option to override.

Online voting registration will commence 60 minutes prior to the start of the Annual General Meeting and close shortly 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/virtualmeetingguide.

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

Discussion will take place on all items of business to be considered at the Annual General Meeting. All Shareholders will have a reasonable opportunity to ask questions during the Annual General Meeting in person or via the virtual platform.

You will be able to submit online questions to the Company during the Annual General Meeting through the online meeting 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 info@apollotourism.com.



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

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Company has determined that Shareholders who are on the Company's register at 7.00pm (Sydney time) on Wednesday, 26 October 2022 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 Wednesday, 26 October 2022 via one of the following methods:

Online: visit <u>www.investorvote.com.au</u> 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 https://www-au.computershare.com/Investor/#Help/PrintableForms.

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: 30 September 2022

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 Friday, 28 October 2022.

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 Friday, 21 October 2022. 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 2021 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 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.

Ms Mitchell was last re-elected as a Director on 28 October 2020. Ms Mitchell is the non-executive Chairman of the Company.

Ms Mitchell is a member of the Audit and Risk Committee, a Member of the Governance and Nomination Committee and the Chair of the Remuneration Committee. Ms Mitchell is an experienced financial services professional and a former director of Morgans Corporate Limited. Ms Mitchell's other directorships and positions include:

- Non-Executive Director, Morgans Holdings (Australia) Limited
- Non-Executive Director, Corporate Travel Management Limited (ASX:CTD)
- Non-Executive Director, Myer Family Investments Pty Limited
- Director, Morgans Foundation Limited
- Board Member, Australian Council for the Arts
- Chair, Queensland Advisory Board, AustralianSuper
- Chair, Healthcare Logic Global Limited

Recommendation

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



Resolution 3 – Amendments to Constitution

Under section 136(2) of the Corporations Act, a company may 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.

Resolution 3 is a special resolution which will enable the Company to modify its existing Constitution to ensure it reflects the current provisions of the Corporations Act and ASX Listing Rules as explained below. The Directors believe that it is more efficient in the circumstances to amend the existing Constitution rather than repealing the entire existing Constitution and replacing it with a new Constitution.

If Resolution 3 is passed, the Company will adopt the modified Constitution with effect from the date this Resolution is passed. The purpose of the amendments are as set out below.

Virtual Meetings

The Company's current Constitution contemplates general meetings being held at a physical location or as 'hybrid' meetings (where some attendees meet in-person and others can participate online using technology). However, wholly 'virtual' meetings are not contemplated. In April 2022, the Corporations Act was amended so that companies can hold wholly virtual general meetings where the holding of such virtual meetings is expressly provided for in their constitution.

The Company proposes to amend the Constitution to provide for the ability of the Company to hold general meetings using virtual technology only, as well as physical or hybrid meetings. While the Company's present intention is to continue to hold physical or hybrid general meetings, the improved flexibility would allow general meetings to be held virtually if it was necessary to do so, for example as a result of a pandemic.

CHESS Replacement

In April 2021, the ASX provided an 'Issuer Update' to inform issuers about potential changes to their constitution or other documents and ASX's proposed data governance arrangements for the replacement of CHESS with a new system that uses distributed ledger technology (CHESS Replacement). The ASX noted that the CHESS Replacement, which is to be known as the ASX Clearing and Settlement Platform (CSP), will modernise and upgrade critical market infrastructure and digitise certain processes. The CSP current has a targeted 'go-live' date of April 2023. However, on 28 March 2022, ASX announced delays to the CHESS Replacement.

As part of the CHESS Replacement, the new system will permit companies to register up to four joint holders per share, whereas currently the system only permits up to three joint holders. The Company accordingly seeks to update the Constitution to permit up to four joint holders per share to avoid the practical challenge of monitoring compliance with the Constitution once the CHESS Replacement has occurred.

A full copy of the Constitution is available on ASX and can also be inspected during normal business hours by Shareholders at the offices of the Company at 698 Nudgee Road, Northgate QLD 4013. If this Resolution 3 is passed, the amended Constitution will be available on ASX.

Recommendation

The Directors 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 2022 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 2022 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.



Schedule 1 – Proposed amendments to Constitution

Replacing the reference to "three persons" in rule 4.1(a) (Joint holders) of the Constitution with "four persons".

Deleting rule 16.6 (Multiple venues) of the Constitution and replacing it with:

"16.6 Use of technology and virtual meetings

- (a) The Company may hold a general meeting:
 - (i) at one or more physical venues;
 - (ii) at one or more physical venues and using virtual meeting technology; and
 - (iii) using virtual meeting technology only,

provided that, in each case, members as a whole are given a reasonable opportunity to participate in the meeting, and otherwise in the manner determined by the directors.

- (b) If the directors elect to use virtual meeting technology for a general meeting of the Company, the directors will determine the type of virtual meeting technology to be used, which may include any combination of telephone, video conferencing, messaging, smartphone application or any other audio and/or visual device which permits instantaneous communication.
- (c) Where a general meeting is held using virtual meeting technology:
 - a member using virtual meeting technology to participate in the meeting is taken to be present at the meeting; and
 - (ii) any documents required or permitted to be tabled at the general meeting will be taken to have been tabled at the general meeting if the document is given, or made available, to members before or during the general meeting (including through the use of virtual meeting technology).
- (d) If, before or during a general meeting, any technical difficulty occurs where all members where all members may not be able to participate, the chairman of the meeting may:
 - (i) adjourn the meeting until the difficulty is remedied; or
 - (ii) where a quorum remains present (in the venue in which the chairman is present) and able to participate, subject to the Corporations Act, continue the meeting.
- (e) Nothing in rule 16.6 or rule 16.10 is to be taken to limit the powers conferred on the chairman by law."



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 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) on Wednesday, 26 October 2022.

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/au and select "Printable Forms".

Lodge your Proxy Form:



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: 19999999999

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.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

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

1	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.



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Proxy Form

Please mark $|\mathbf{X}|$ to indicate your directions

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Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member	r/s of Apo	ollo Tourism & Leisure Ltd hereby appoint
the Chairman of the Meeting	UK	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 Theatre, Level 29, Riverside Centre, 123 Eagle Street, Brisbane QLD 4000 and virtually via https://meetnow.global/MRAU9XH on Friday, 28 October 2022 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

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 Resolutions			Against	Abstain
Resolution 1	Adoption of Remuneration Report			
Resolution 2	Re-election of Ms Sophia (Sophie) Mitchell			
Special Reso	lution			
Resolution 3	Amendments to Constitution			

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 Se	curitvholder 1	Securityholder 2	Securityholder 3	

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Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date		
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Update your communication details **Mobile Number**

Email Address

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





