

Tourism Holdings Limited
470 Oruarangi Road, Māngere,
Auckland 2022
PO Box 4293, Shortland Street,
Auckland 1140, New Zealand
www.thlonline.com



25 September 2025

NZX | ASX | MEDIA RELEASE
TOURISM HOLDINGS LIMITED (*thl*)

NOTICE OF 2025 ANNUAL MEETING

Please find attached the following documents relating to *thl*'s upcoming 2025 Annual Meeting of shareholders, which are being sent to shareholders today:

1. Notice of 2025 Annual Meeting; and
2. Proxy/Voting Form.

The 2025 Annual Meeting will be held at Tourism Holdings Limited, 470 Oruarangi Road, Māngere, Auckland, at 10:00am (NZT) on Friday 24 October 2025.

Shareholders will also be able to attend and participate in the 2025 Annual Meeting online via a virtual meeting platform at www.virtualmeeting.co.nz/thl25. By signing up for the Virtual Annual Meeting, you will be able to watch the Annual Meeting, vote and ask questions by logging on using your computer from anywhere an internet connection is available. Further information, including how to register for the Virtual Annual Meeting, can be found in the Procedural Matters section at the back of the Notice of Annual Meeting.

thl is pleased to invite shareholders attending the 2025 Annual Meeting in person to join a site tour of its new flagship Auckland location, Waitomokia. Details on how to take part in this opportunity can be found in the Notice of Meeting.

ENDS

Authorised by:

Cathy Quinn ONZM
Chair, Tourism Holdings Limited

For further information contact:

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thl Chief Executive Officer
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About **thl** (www.thlonline.com)

thl is a global tourism operator listed on the NZX and ASX (code: THL) and is the largest commercial RV rental operator in the world. In New Zealand/Australia, **thl** operates rental brands (Maui, Britz, Apollo, Mighty, Hippie, Cheapa Campa), manufacturing (Action Manufacturing, Apollo), retail brands (Talvor, Kea, Winnebago, Adria, Coromal, Windsor), retail dealerships (RV Super Centre, Apollo RV Sales, George Day, Camperagent), travel technology (Triptech) and tourism attractions (Kiwi Experience and the Discover Waitomo Group, which includes Waitomo Glowworm Caves, Ruakuri Cave, Aranui Cave and The Legendary Black Water Rafting Co.). In North America, **thl** operates the Road Bear RV, El Monte RV, CanaDream, Britz and Mighty rental brands. In UK and Europe, **thl** operates the Just go, Apollo and Bunk Campers rental brands.

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OUR JOURNEY



AHEAD



NOTICE OF MEETING
2025

Notice is given that the 2025 Annual Meeting of shareholders of Tourism Holdings Limited (Company) will be held at:

Tourism Holdings Limited, 470 Oruarangi Road, Mangere, Auckland, at 10:00am (NZT) on Friday 24 October 2025.



**10:00am (NZT)
Friday 24 October 2025**

Shareholders will also be able to attend and participate in the 2025 Annual Meeting online via a virtual meeting platform at www.virtualmeeting.co.nz/thl25. By signing up for the Virtual Annual Meeting, you will be able to watch the Annual Meeting, vote and ask questions by logging on using your computer from anywhere an internet connection is available. Further information, including how to register for the Virtual Annual Meeting, can be found in the Procedural Matters section at the back of this Notice of Annual Meeting.

thl is pleased to invite shareholders attending the 2025 Annual Meeting in person to join a site tour of its new flagship Auckland location, Waitomokia. Details on how to take part in this opportunity can be found later in this Notice of Meeting.

AGENDA

A. Chair's address

B. Chief Executive's review

C. Ordinary business and resolution

To consider and, if thought fit, to pass the following ordinary resolutions:

Resolution 1: Re-election of Rob Hamilton

That Robert David Hamilton, who retires by rotation and is eligible for re-election, be re-elected as a Director of the Company.

Resolution 2: Auditor remuneration

That the Directors are authorised to fix the remuneration of the auditors for the ensuing year.

D. Other Business

To consider such other business as may be properly submitted to the meeting.

By order of the Board

Cathy Quinn ONZM
Chair

25 September 2025

EXPLANATORY NOTES

1. Re-election of Rob Hamilton (Resolution 1)

NZX Listing Rule 2.7.1 requires that:

- a director of the Company must not hold office (without re-election) past the third annual meeting following their appointment, or 3 years, whichever is longer; and
- a director of the Company appointed by the Board must not hold office (without re-election) past the annual meeting following the director's appointment.

Rob Hamilton is retiring by rotation and, being eligible, offers himself for re-election. The Board has determined that Rob is an Independent Director as defined in the NZX Listing Rules.

Rob is an Independent Director and was appointed in February 2019. Rob Chairs the Audit and Risk Committee (appointed November 2019) and serves on the Remuneration and Nomination Committee and Market Disclosure Committee.

Rob is a respected member of the finance community, with more than 30 years' experience in senior roles. Rob is currently a Director of Westpac New Zealand Limited (a subsidiary of NZX, ASX:WBC), Oceania Healthcare Limited (NZX, ASX:OCA), Cyprus Enterprises Limited and Mercury NZ Limited (NZX, ASX:MCY). He was previously Chief Financial Officer at SkyCity Entertainment Group Limited and a Managing Director and Head of Investment Banking at Jarden (formerly First NZ Capital). Rob has previously been a Board member on the New Zealand Olympic Committee and Auckland Grammar School.

Rob has confirmed to the Company that he has sufficient time to fulfil his responsibilities as a Director and does not expect his other governance roles to interfere with his ability to act as a Non-Executive Director of **thl**.

The Board endorses Rob Hamilton standing for re-election as an Independent Director and notes the significant expertise and value he provides **thl** from his finance and capital markets background, in particular in his role as Chair of the Audit and Risk Committee. The Board recommends that shareholders vote in favour of his reappointment.

2. Auditor remuneration (Resolution 2)

EY New Zealand is automatically re-appointed as auditor under section 207T of the Companies Act 1993. The proposed resolution authorises the Board of Directors to fix the remuneration of the auditor.

PROCEDURAL MATTERS

Ordinary resolution

Each of Resolutions 1 and 2 must be passed as ordinary resolutions of the Company. Pursuant to Part A of the NZX Listing Rules, an ordinary resolution means a resolution passed by a simple majority of votes of financial product holders of the Company entitled to vote and voting.

Hybrid Annual Meeting

Shareholders will be able to attend the meeting in person at 470 Oruarangi Road, Mangere, Auckland or via an online platform at www.virtualmeeting.co.nz/thl25. Via the online platform, shareholders will be able to vote and ask questions during the Annual Meeting. To attend online, you will require your Holder Number for verification purposes. More information regarding virtual attendance at the Annual Meeting (including how to vote and ask questions virtually during the Meeting) is available in the Virtual Meeting Guide available at https://mail.cm.mpms.mufig.com/MUFG/MUFG_VirtualMeetingGuide.pdf

Shareholders entitled to attend and vote

Pursuant to section 125 of the Companies Act 1993, the Board has determined that for the purposes of voting at the Annual Meeting, only those registered shareholders of the Company as at 5.30pm (NZT) on Wednesday, 22 October 2025, being a day not more than 48 hours before the meeting, shall be entitled to exercise the right to vote at the meeting, subject to the rest noted below.

Voting Restrictions

There are no voting restrictions.

Proxy

A shareholder who is entitled to attend and vote at the meeting may appoint a proxy to attend and vote instead of that shareholder. A company which is a shareholder may appoint a representative to attend the meeting on its behalf in the same manner as it could appoint a proxy.

If you wish to appoint a proxy you should complete the enclosed proxy form. Alternatively, you can lodge your proxy appointment online by following the instructions set out in the enclosed proxy form. A proxy need not be a holder of shares.

The Chair of the meeting, Cathy Quinn, is willing to act as proxy for any shareholder who may wish to appoint her for that purpose. Where a direction is not given to the Chair as to how to cast the vote a Resolution, then the Chair intends to vote in favour of that Resolution.

No proxy shall be entitled to vote at the meeting unless a proxy form is received by the Company's Share Registrar, MUFG Pension & Market Services, either by post to PO Box 91976, Victoria Street West, Auckland 1142, by email to meetings.nz@cm.mpms.mufg.com, or deliver in person to MUFG Pension & Market Services, Level 30, PwC Tower, 15 Customs Street West, Auckland 1010, so as to be received no later than 48 hours before the time set for the meeting. Alternatively, if you elect to appoint your proxy online, this must be completed by 10:00am (NZT) on Wednesday, 22 October 2025 (no later than 48 hours before the time set for the meeting).

Postal & Online voting

A shareholder who is entitled to attend and vote at the meeting may cast a postal vote, instead of attending in person or appointing a proxy to attend. You do not need to appoint a proxy if you cast a postal vote.

If you wish to cast your postal vote, you should complete the enclosed voting paper. Alternatively, you can cast your postal vote online by following the instructions set out in the enclosed voting paper.

MUFG Pension & Market Services has been authorised by the Board to receive and count postal votes at the meeting.

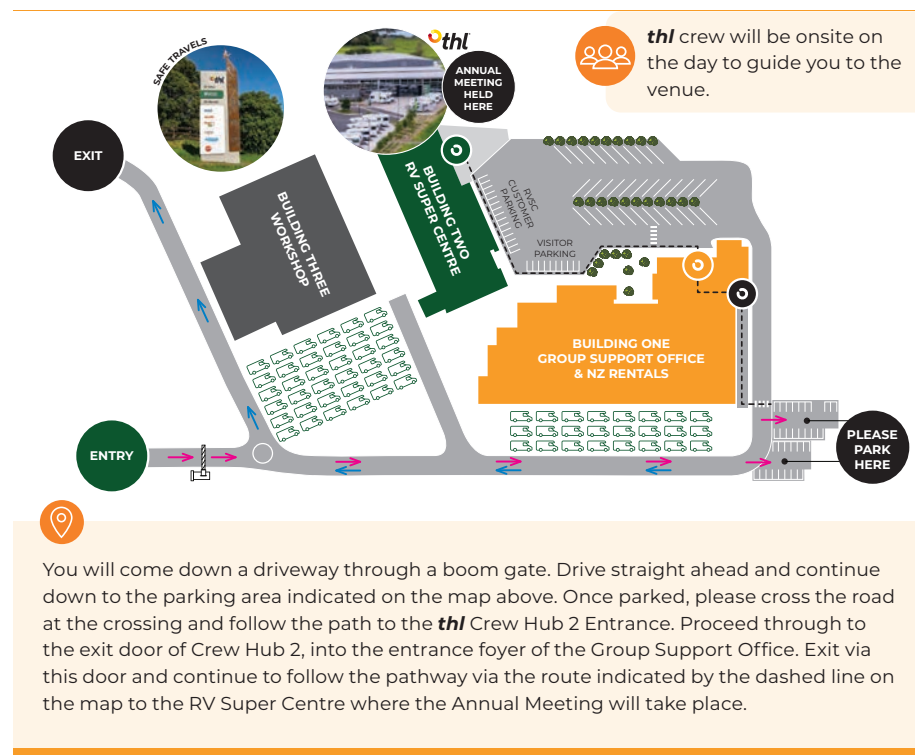
No postal vote will be counted at the meeting unless a voting paper is received by the Company's Share Registrar, MUFG Pension & Market Services, either by post to PO Box 91976, Victoria Street West, Auckland 1142, by email to meetings.nz@cm.mpms.mufg.com, or deliver in person to MUFG Pension & Market Services, Level 30, PwC Tower, 15 Customs Street West, Auckland 1010, no later than 10:00am (NZT) on Wednesday, 22 October 2025 (48 hours before the time set for the meeting). Alternatively, if you elect to cast your postal vote online at <https://vote.cm.mpms.mufg.com/THL>, this must be completed no later than 48 hours before the time set for the meeting.

Location Details and Site Tours

thl is excited to hold the 2025 Annual Meeting at its new flagship Auckland location, Waitomokia, at 470 Oruarangi Road, Māngere, Auckland.

Parking is available onsite, in the areas indicated on the site map below. We encourage shareholders attending in person to arrive at least 30 minutes prior to the meeting to allow time for parking and registration.

Following the meeting, shareholders will have the opportunity to participate in a guided site tour of Waitomokia. To assist with planning, we kindly ask shareholders intending to attend in person and / or participate in a site tour to advise **thl** by emailing investor.relations@thlonline.com no later than Friday, 10 October 2025.





LODGE YOUR PROXY

Online:

vote.cm.mpms.mufig.com/THL

Scan & email:

meetings.nz@cm.mpms.mufig.com

Deliver:

MUFG Pension &
Market Services
Level 30, PwC Tower,
15 Customs Street West,
Auckland 1010

Mail:

Use the enclosed reply paid
envelope or address to:
MUFG Pension &
Market Services
PO Box 91976
Auckland 1142

Scan this QR code with
your smartphone and
vote online



General Enquiries

+64 9 375 5998 | enquiries.nz@cm.mpms.mufig.com

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PROXY FORM/VOTING PAPER/ADMISSION CARD FOR TOURISM HOLDINGS LIMITED'S 2025 ANNUAL MEETING

The Annual Meeting of Shareholders of Tourism Holdings Limited (Company) will be held at **Tourism Holdings Limited, 470 Oruarangi Road, Mangere, Auckland** and online via the virtual meeting platform at www.virtualmeeting.co.nz/thl25 on **Friday, 24 October 2025 at 10:00am**. If you will be attending online, you will require your Holder Number for verification purposes.

If you will not attend the Meeting but wish to be represented by proxy or cast a postal vote, please complete and return this form (in accordance with the lodgement instructions above) to **thl's** share registry, MUFG Pension & Market Services, by no later than **10:00am, Wednesday, 22 October 2025**.

You can also appoint your proxy or cast your postal vote on the resolution on the reverse of this form online by going to vote.cm.mpms.mufig.com/THL or by scanning the QR code above with your smartphone.

Appointment of proxy

A shareholder who is entitled to attend and vote at the meeting may appoint a proxy to attend and vote instead of that shareholder. A corporation which is a shareholder may appoint a representative to attend the meeting on its behalf in the same manner as it could appoint a proxy. A proxy need not be a holder of shares.

Voting of your holding

Direct your proxy how to vote by making the appropriate election, either online or on this Proxy Form, in respect of the item of business (resolutions 1 and 2). If you return this form without directing the proxy how to vote on any particular matter, the proxy may vote as he/she thinks fit or abstain from voting.

Appointing the Chair of Meeting as your Proxy

The Chair of the Meeting is willing to act as proxy for any shareholder who may wish to appoint her for that purpose. Where a direction is not given to the Chair as to how to cast the vote on the Resolution, then the Chair intends to vote in favour of the Resolution, unless specifically disqualified from voting on that resolution.

Postal Voting

A shareholder who is entitled to attend and vote at the meeting may cast a postal vote, instead of attending in person or appointing a proxy to attend. You do not need to appoint a

proxy if you cast a postal vote. If you wish to cast your postal vote, you should complete the voting paper overleaf. Alternatively, you can cast your postal vote online by following the instructions set out above. MUFG Pension & Market Services has been authorised by the Board to receive and count postal votes at the meeting.

Attending the meeting

If you wish to attend the meeting in person, please bring this proxy form/admission card to assist with your registration. If you will attend the Meeting online, you will require your CSN/Holder Number for verification purposes. A body corporate shareholder may appoint a representative to attend the meeting on its behalf.

Signing instructions for proxy forms

Individual

Where the holding is in one name, the shareholder must sign the Proxy Form.

Joint Holding

At least one joint security holder should sign this form (on behalf of all joint security holders). If different joint security holders purport to appoint different proxies, the vote of the proxy appointed by the first named joint security holder will prevail. If the shareholder is a company, this Proxy Form must be signed on behalf of the company by a person acting under the company's express or implied authority.

Power of Attorney

If this Proxy Form has been signed under a power of attorney ("POA"), a copy of the POA (unless already noted by the company or its registry) and a signed certificate of non-revocation of the POA must be produced to the company with this form.

Corporate Shareholder

Any corporation that is a shareholder of the Company may appoint a person as its representative to attend the meeting and vote on its behalf, in the same manner as that in which it could appoint a proxy.

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PROXY/POSTAL VOTING FORM

POSTAL VOTING

☐ I wish to vote by postal vote (please tick the box). My voting intention is indicated in the resolution section below.

APPOINT A PROXY

I/We being a shareholder/s of Tourism Holdings Limited hereby appoint:

_____ of _____
(Full Name) (Email Address)

as my/our proxy to vote for me/us on my/our behalf at the Annual Meeting of the Company to be held on **Friday, 24 October 2025** at 10:00am and at any adjournment of that meeting. The “Chair of the Meeting” is willing to act as proxy for any shareholder who wishes to appoint her for that purpose. If you wish to appoint the Chair, please insert “The Chair of the Meeting” above.

RESOLUTION

Cast a Postal Vote, or instruct a proxy to vote, by placing a tick in the relevant box. **Please note:** For each resolution you must tick one box.

ORDINARY BUSINESS

To consider and, if thought fit, pass the following ordinary resolution:

	Tick (✓) in box to vote			
	For	Against	Abstain	Discretion
1. That Robert David Hamilton, who retires by rotation and is eligible for re-election, be re-elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. That the Directors are authorised to fix the remuneration of the auditors for the ensuing year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The proxy is authorised to vote on any resolutions to amend any of the resolutions, on any resolution so amended, and on any other resolution proposed at the meeting (or any adjournment thereof). If you return this form without directing the proxy how to vote on any particular matter, the proxy may vote as he/she thinks fit or abstain from voting. The proxy is appointed only in respect of the above meeting or any adjournment thereof.

SHAREHOLDER QUESTIONS

Shareholders present at the Annual Meeting (in person or via the virtual meeting platform) will have the opportunity to ask questions during the meeting. If you cannot attend the Annual Meeting but would like to ask a question you can submit a question online by going to vote.cm.mpms.mufig.com/THL after completing the online validation process or complete the question section below and return to MUFG Pension & Market Services. Questions will need to be submitted by 10:00am, Wednesday, 22 October 2025.

Question:

SIGN: SIGNATURE OF SHAREHOLDER(S) This section must be completed

Shareholder 1	Shareholder 2	Shareholder 3
<div></div>	<div></div>	<div></div>
Individual/duly authorised officer or attorney	Individual/duly authorised officer or attorney	Individual/duly authorised officer or attorney

Contact Name _____ Contact Daytime Telephone _____ Date _____

Electronic Investor Communications: If you received the Notice of Meeting and Proxy Form by mail and wish to receive your future investor communications by email please provide your email address below.