

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



6 October 2026

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

NOTICE OF 2026 ANNUAL MEETING

Tourism Holdings Limited (NZX:THL, ASX:THL, "*thl*" or "the Company") attaches the following documents relating to *thl*'s 2026 Annual Meeting, which are being sent to shareholders today:

1. Notice of 2026 Annual Meeting
2. Proxy/Voting Form

ENDS

Authorised by:

Cathy Quinn, ONZM
Chair

For further information contact:

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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), 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.

⇒ MOVING WITH INTENT ⇒

Notice is given that the 2026 Annual Meeting of Shareholders of Tourism Holdings Limited (Company) will be held at:

**Tourism Holdings Limited, 470 Oruarangi Road,
Māngere, Auckland.**



**12:00pm (NZT)
Friday 6 November 2026**

www.virtualmeeting.co.nz/thl26

Shareholders (or their proxies/corporate representatives) will also be able to attend and participate in the 2026 Annual Meeting online via the virtual meeting platform identified above. Shareholders (or their proxies/corporate representatives) attending online will be able to watch the Annual Meeting, vote and ask questions using an internet-connected computer or device. Further information and terms of online participation are set out in the Procedural Matters section at the back of this Notice of Annual Meeting.

The Company is pleased to invite those attending the 2026 Annual Meeting in-person to join a site tour of the flagship rentals, sales and head office site, 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 resolutions

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

Resolution 1: Re-election of Cathy Quinn

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

Resolution 2: Re-election of Robert Baker

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

Resolution 3: Re-election of Grant Webster

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

Resolution 4: Election of Barbara Chapman

That Barbara Chapman, who was appointed by the Board during the year and retires in accordance with the NZX Listing Rules and the Company's constitution, and who is eligible for election, be elected as a Director of the Company.

Resolution 5: Auditor fees and expenses

That the Directors are authorised to fix the fees and expenses 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

6 October 2026



**NOTICE OF MEETING
2026**

EXPLANATORY NOTES

Director elections and re-elections (Resolutions 1 to 4)

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 three years, whichever is longer; and
- a Director appointed by the Board must not hold office (without re-election) past the annual meeting following the Director's appointment.

Clauses 8.6 and 8.7 of the Company's constitution reflect the above requirements.

Cathy Quinn, Robert Baker and Grant Webster each retire by rotation and, being eligible, offer themselves for re-election. Barbara Chapman was appointed by the Board on 20 May 2026 and therefore retires and, being eligible, offers herself for election by shareholders.

1. Re-election of Cathy Quinn (Resolution 1)

Cathy Quinn is an Independent Director appointed in September 2017. Cathy was appointed Chair of the Company in June 2022 and serves on all of the Company's Board Committees. Cathy is a former senior corporate partner at MinterEllisonRuddWatts and served as the firm's Chair for eight years. Cathy is a Director of Fonterra Co-operative Group Limited, Fletcher Building Limited and Rangatira Limited, and a Council Member of the University of Auckland. Cathy was made an Officer of the New Zealand Order of Merit in 2016 for services to law and women.

The Board has determined that Cathy is an Independent Director as defined in the NZX Listing Rules.

The Directors, other than Cathy Quinn, unanimously support Cathy standing for re-election and recommend that shareholders vote in favour. The Board considers that Cathy provides valuable leadership as Chair and brings extensive experience in public company governance, legal and regulatory matters, strategic transactions and oversight of businesses operating across multiple jurisdictions. Her contribution across all Board Committees and her deep governance experience continue to be highly relevant to the Company's strategic priorities and long-term success. Cathy abstained from the Board's consideration of, and recommendation on, her own re-election.

2. Re-election of Robert Baker (Resolution 2)

Robert Baker is an Independent Director appointed in November 2022. Robert Chairs the Health, Safety and Sustainability Committee and serves on the Audit and Risk Committee. His current ASX Board positions include Non-Executive Director and Chair of the Audit and Risk Committee of Flight Centre Travel Group Ltd and Non-Executive Chairman of Gathid Limited. Robert is also Chairman of Goodman Private Wealth Ltd and holds pro bono Board and Advisory Board roles in the not-for-profit sector.

The Board has determined that Robert is an Independent Director as defined in the NZX Listing Rules.

The Directors, other than Robert Baker, unanimously support Robert standing for re-election and recommend that shareholders vote in favour. The Board considers that Robert brings significant expertise in risk management, financial oversight, health and safety governance, and customer-focused businesses. Through his leadership of the Health, Safety and Sustainability Committee and membership of the Audit and Risk Committee, Robert provides valuable insight into governance, assurance and sustainability matters that support the Board's oversight responsibilities. Robert abstained from the Board's consideration of, and recommendation on, his own re-election.

3. Re-election of Grant Webster (Resolution 3)

Grant Webster is the Company's Non-Independent Managing Director. Grant was appointed Managing Director in December 2022 and was originally appointed Chief Executive Officer in December 2008. He has served on various industry and Government bodies, including nine years on the Tourism Industry Aotearoa Board and as co-Chair of the New Zealand Government's Tourism Futures Taskforce in 2020. Grant was named CEO of the Year at the New Zealand Deloitte Top 200 awards in 2023 and is on the Board of Les Mills Holdings NZ.

The Board has determined that Grant Webster is not an Independent Director as defined in the NZX Listing Rules.

The Directors, other than Grant Webster, unanimously support Grant standing for re-election and recommend that shareholders vote in favour. The Board considers that Grant's extensive executive leadership experience, deep knowledge of the Company's operations and markets, and significant tourism and industry expertise provide an important perspective in Board deliberations. His experience leading international operations, executing growth initiatives and navigating industry change continues to contribute materially to the Board's understanding of the strategic opportunities and risks facing the Company. Grant abstained from the Board's consideration of, and recommendation on, his own re-election.

EXPLANATORY NOTES

4. Election of Barbara Chapman (Resolution 4)

Barbara Chapman is an Independent Director appointed by the Board on 20 May 2026. She serves on the Audit and Risk Committee, Remuneration Committee and Health, Safety and Sustainability Committee. Barbara was Chief Executive Officer and Managing Director of ASB Bank from 2011 to 2018. Her current governance roles include Chair of Genesis Energy, Director of the Bank of New Zealand, Deputy Chair of the New Zealand Initiative and Chair of Asteron Life Limited. Barbara was awarded a Companion of the New Zealand Order of Merit for services to business in 2019.

The Board has determined that Barbara is an Independent Director as defined in the NZX Listing Rules.

The Directors, other than Barbara Chapman, unanimously support Barbara standing for election and recommend that shareholders vote in favour. The Board considers that Barbara's extensive executive and governance experience, together with her expertise in financial services, risk management, people leadership and organisational transformation, complements the Board's existing skills and experience. Since joining the Board, Barbara has provided valuable contributions through her participation on the Audit and Risk, Remuneration, and Health, Safety and Sustainability Committees. Barbara abstained from the Board's consideration of, and recommendation on, her own election.

5. Auditor fees and expenses (Resolution 5)

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 fees and expenses of the auditor for the ensuing year.

PROCEDURAL MATTERS

Ordinary resolutions

Each of Resolutions 1 to 5 must be passed as an ordinary resolution of the Company. 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 (or their proxies/corporate representatives) will be able to attend the meeting in-person at Tourism Holdings Limited, 470 Oruarangi Road, Māngere, Auckland, or via an online platform at www.virtualmeeting.co.nz/thl26. Via the online platform, shareholders (or their proxies/corporate representatives) will be able to vote and ask questions during the Annual Meeting.

How you can vote and/or ask questions via the online platform depends on how you hold your shares:

- if you are a registered shareholder that is a natural person, you will need your Shareholder Number (**NZX register:** CSN/Holder Number or **ASX register:** HIN/SRN) for verification purposes;
- if you are a registered shareholder and you are a corporate entity, you will need to appoint a proxy or corporate representative; and
- if you hold your shares via a nominee/custodian, you will need to ensure your nominee/custodian has authorised you to act as a corporate representative.

Details on how to appoint a proxy/corporate representative, and on the authorisation process if you hold your shares through a nominee/custodian, are set out below. Proxies/corporate representatives will be sent a code prior to the meeting, which will be required for verification purposes via the online platform.

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, 4 November 2026 shall be entitled to exercise the right to vote at the meeting.

Voting restrictions

There are no restrictions on the resolutions before the Annual Meeting.



LODGE YOUR PROXY / POSTAL VOTE

Online: vote.cm.mpms.mufg.com/THL

Scan & email: meetings.nz@cm.mpms.mufg.com

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

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

Scan this QR code with
your smartphone and
vote online



General Enquiries

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

VOTING / PROXY FORM / ADMISSION CARD FOR TOURISM HOLDINGS LIMITED 2026 ANNUAL MEETING OF SHAREHOLDERS

The Annual Meeting of Shareholders of Tourism Holdings Limited ("the Company") will be held at **Tourism Holdings Limited, 470 Oruarangi Road, Māngere, Auckland** and online through the MUFG Pension & Market Services meeting platform at www.virtualmeeting.co.nz/thl26 at **12:00pm (New Zealand time) on Friday, 6 November 2026**. For verification purposes, if you attend in person you will require the barcode on this Admission Card/Proxy Form, and if you attend online you will require your Holder Number and must comply with the terms of online participation set out in the Notice of Meeting.

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 lodgment instructions above) to Tourism Holdings Limited's share registry, MUFG Pension & Market Services, by **no later than 12:00pm on Wednesday, 4 November 2026**. You can also appoint your proxy or cast your postal vote on the resolutions on the reverse of this form online by going to vote.cm.mpms.mufg.com/THL or by scanning the QR code above with your smartphone.

Postal Vote

As a shareholder entitled to vote at the Annual Meeting of Shareholders, you are entitled to vote by postal vote. You can cast your postal vote online or by one of the other methods listed above. If you return your postal vote without indicating how you wish to vote, or your indication on how to vote is unclear, on any resolution, you will be deemed to have abstained from voting on that resolution. Please do not appoint a proxy if you are voting by postal vote. If you complete the postal vote section and also appoint a proxy, then the proxy appointment will take precedence (but if your proxy does not attend the meeting, the form will take effect as a postal vote). If this form is returned duly signed by a shareholder with voting instructions completed but without indicating that it is a postal vote or that a proxy has been appointed, it will be deemed to be a postal vote.

Appointment of proxy

If you are entitled to vote at the meeting, you may appoint a proxy to attend the meeting and vote on your behalf. The proxy need not also be a shareholder. If you wish, you may appoint "The Chair of the Meeting" as your proxy or as an alternative to your named proxy. If you do not name a person as your proxy but otherwise complete the proxy form in full, or if you complete the proxy form and your proxy does not attend the meeting, the Chair of the Meeting will act as your proxy, but will vote only in accordance with your express

direction. The Chair of the Meeting intends to vote all discretionary proxies in favour of the relevant resolution, provided that directors standing for re-election (including the Chair of the Meeting) or election will abstain from voting discretionary proxies in respect of their own appointment.

Representatives

A corporation may appoint a person as its representative to attend and vote at the Meeting in the same manner as that in which it could appoint a proxy. That person need not also be a shareholder. See the Notice of Meeting for the steps to be taken if you hold your shares via a nominee/custodian.

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 each resolution. 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, except as set out above. If you make more than one election in respect of a resolution your vote will be invalid on that resolution.

Voting restrictions

There are no restrictions on the resolutions before the Annual Meeting.

Attending the meeting

If you plan to attend the meeting in person, please bring this Admission Card/Proxy Form intact as the barcode will assist in your registration.

If you plan to attend the meeting virtually, you can join via the MUFG Pension & Market Services meeting platform at www.virtualmeeting.co.nz/thl26. You will require your Holder Number for verification purposes.

If you are a corporate shareholder, you will need to appoint a proxy or corporate representative, as applicable, to attend the meeting virtually on your behalf as explained in the Notice of Meeting. If you hold your

shares through a nominee/custodian and you wish to vote and/or ask questions at the meeting (either in person or online), you will need to ensure your nominee/custodian has authorised you to act as a corporate representative, as explained in the Notice of Meeting. Such proxy or representative appointment, or confirmation of authorisation by the nominee/custodian, must be received by MUFG Pension & Market Services by no later than 12:00pm on Wednesday, 4 November 2026.

Shareholders that are natural persons can still attend the meeting online even if they have appointed a proxy (although they will not be able to vote if a proxy has been appointed).

Signing instructions for this form

Individual

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

Joint Holding

Where the holding is in more than one name, at least one joint shareholder should sign this form (on behalf of all joint shareholders). If different joint shareholders purport to appoint different proxies or to cast different postal votes, the vote of the proxy appointed by, or the postal vote of, the first named joint shareholder shall apply.

Power of Attorney

If this Proxy Form has been signed under a power of attorney, a copy of the power of attorney under which it was signed (if not previously provided to the Company or its share registrar), and a signed certificate of non-revocation of the power of attorney must accompany this Proxy Form.

Corporate Shareholder

In the case of a corporate shareholder, a duly authorised officer, director or attorney must sign this Proxy Form. Persons who sign on behalf of a corporate shareholder must be acting with that corporate shareholder's express or implied authority.

Go online to vote.cm.mpms.mufg.com/THL to appoint your proxy

STEP 1 CHOOSE TO VOTE BY POSTAL VOTE OR APPOINT A PROXY / CORPORATE REPRESENTATIVE

POSTAL VOTE

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

APPOINT A PROXY

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

_____ of _____
(Full Name) (Email Address)

or failing him/her

_____ 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, 6 November 2026 at 12:00pm** 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. 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 unless otherwise stated in this form. The proxy is appointed only in respect of the above meeting or any adjournment thereof.

STEP 2 ITEMS OF BUSINESS – VOTING INSTRUCTIONS

Instruct a proxy to vote or vote by postal vote by placing a tick in the relevant box. If you have appointed a proxy and want him/her to decide how to vote on the resolution, tick the box "Proxy's discretion". **Please note** for each resolution you may only tick one box.

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

		Tick (✓) in box to vote			
	For	Against	Abstain	Proxy Discretion	
1. That Cathy Quinn, who retires by rotation and is eligible for re-election, be re-elected as a Director of the Company.	☐	☐	☐	☐	
2. That Robert Baker, who retires by rotation and is eligible for re-election, be re-elected as a Director of the Company.	☐	☐	☐	☐	
3. That Grant Webster, who retires by rotation and is eligible for re-election, be re-elected as a Director of the Company.	☐	☐	☐	☐	
4. That Barbara Chapman, who was appointed by the Board during the year and retires in accordance with the NZX Listing Rules, and who is eligible for election, be elected as a Director of the Company.	☐	☐	☐	☐	
5. That the Directors are authorised to fix the fees and expenses of the auditors for the ensuing year.	☐	☐	☐	☐	

STEP 3 SHAREHOLDER QUESTIONS

Shareholders attending the Annual Meeting virtually or in person 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 and completing the online validation process or completing the question section below and returning it to MUFG Pension & Market Services by mail or delivery. Questions will need to be submitted by 12:00pm on Wednesday, 4 November 2026. The Board will endeavour to address and answer questions at the Annual Meeting.

Question:

STEP 4 SIGNATURE OF SHAREHOLDER(S) THIS SECTION MUST BE COMPLETED

SHAREHOLDER 1

or duly authorised officer or attorney

SHAREHOLDER 2

or duly authorised officer or attorney

SHAREHOLDER 3

or 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:
