



Notice of Annual General Meeting

DataDot Technology Limited ACN 091 908 726

Date: Monday 21 November 2022
Time: 10:00am (Sydney time)
Place: This Annual General Meeting (**Meeting**) will be conducted as a virtual Meeting, accessible online.

Given the success of the virtual meeting format of the previous two years and in the interests of reducing costs, the Meeting will be held as a virtual Meeting. If you wish to virtually attend the Meeting, please pre-register in advance for the virtual Meeting by sending an email to ddtagm2022@datadotdna.com

Lodging Proxy Votes

Shareholders are also strongly encouraged to lodge their completed Proxy Forms in accordance with the instructions in this Notice.

Important Notes: Shareholders should read this Notice in full.

This Notice does not take into account the individual investment objectives, financial situation or particular needs of any person. If you are in any doubt about the action you should take, please consult your stockbroker, solicitor, accountant or other professional adviser without delay.

NOTICE OF ANNUAL GENERAL MEETING

The 2022 Annual General Meeting of members of DataDot Technology Limited is to be held at the date and time, and to conduct the business, itemised below.

Venue: Virtual Meeting
Date: Monday 21 November 2022
Time: 10.00 a.m. (Sydney time)

BUSINESS OF THE MEETING

Financial Statements and Reports

To receive and consider the Financial Statements and Reports of the Directors and Auditor for the financial year ended 30 June 2022.

Resolution 1: Remuneration Report

To consider, and if thought fit, to pass the following resolution as an **ordinary resolution**:

"In accordance with Section 250R of the Corporations Act, the Company adopts the Remuneration Report as set out in the Directors' Report."

Voting Exclusion Statement

The Company will disregard any votes on Resolution 1 by or on behalf of a member of the Key Management Personnel of the Company (including Directors) ("**KMP**"), or their closely related parties. However, the Company need not disregard a vote cast by a KMP or closely related party of the KMP if:

- (a) the person is acting as proxy and the proxy form specifies how the proxy is to vote, and the vote is not cast on behalf of a person who is otherwise excluded from voting on this Resolution as described above; or
- (b) the person is the Chair voting an undirected proxy which expressly authorises the Chair to vote the proxy on a resolution connected with the remuneration of a member of the KMP.

Note: The vote on this resolution is advisory only and does not bind the Directors or the Company.

Resolution 2: Election of Director – Mr David Lloyd

To consider, and if thought fit, to pass the following resolution as an **ordinary resolution**:

"That Mr David Lloyd, who retires by rotation in accordance with Rule 6.4(a) of the Company's constitution and, being eligible, offers himself for re-election as a Director of the Company, is hereby re-elected as a Director of the Company."

Resolution 3: Amendment of the Company's Constitution to allow Share Buy-Backs

To consider and if thought fit, to pass the following resolution, as a **special resolution**:

"That the Company amend its Constitution by adding the following as new Rule 2.9"

"2.9 Share Buy-Backs

- (a) In this clause "Buy-Back Provisions" means the provisions of Part 2J.1 Division 2 of the Corporations Act.*
- (b) The Company may, subject to the Corporations Act and the Listing Rules and in accordance with the Buy-Back Provisions, purchase its own Shares on such terms and at such times as may be determined by the Directors from time to time. This includes the right to conduct minimum holding buy-backs as defined in the Corporations Act."*

Meeting attendance.

Given the success of the virtual meeting format of the previous two years and in the interests of reducing costs, the Company has taken steps to ensure all Shareholders can participate in the Meeting virtually while maintaining the health and safety of shareholders, directors and staff. Shareholders will not be able to attend the Meeting in person.

If you wish to electronically view the Meeting, please send a pre-registration request to email ddtagm2022@datadotdna.com giving details of your shareholding.

If you pre-register at the above email, the relevant Meeting link will be sent to you approximately 48 hours before the Meeting.

Shareholders do not need to attend a Meeting physically in order to cast their votes or to participate in the Meeting. Accordingly, the Company strongly encourages all Shareholders who wish to vote to do so by:

- (1) participating in the virtual Meeting – you must pre-register as noted above;
- (2) appointing the Chair as their proxy (and where desired, direct the Chair how to vote on a Resolution) by completing and returning the Proxy Form; or
- (3) lodging their votes online at <https://www.votingonline.com.au/ddtagm2022>

Virtual Meeting

The Company will provide Shareholders with an opportunity to ask questions during the Meeting in respect of the formal items of business as well as general questions in relation to the Company and its business.

Shareholders are encouraged to submit questions in advance of the Meeting to the Company. Questions must be submitted to email ddtagm2022questions@datadotdna.com at least 48 hours before the Meeting.

Shareholders will also be able to vote at the virtual Meeting although as all resolutions will be determined by poll, shareholders are encouraged to submit their votes in advance of the meeting.

Other Information

The Explanatory Memorandum accompanies and forms part of this Notice.

All Shareholders should read the Explanatory Memorandum carefully and in its entirety. Shareholders who are in doubt regarding any part of the business of the Meeting should consult their financial or legal adviser for assistance.

Voting by Proxy

Any Shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of that Shareholder.

The proxy does not need to be a shareholder of the Company. A Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the Shareholder's votes.

A proxy need not be a shareholder of the Company and may be an individual or a body corporate. If a shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it:

- appoints an individual to exercise its powers at the meeting in accordance with Sect250D of the Corporations Act; and
- provides satisfactory evidence of the appointment of its corporate representative to the Company at least 48 hours prior to the commencement of the meeting (unless previously provided).

If such evidence is not received at least 48 hours prior to the commencement of the meeting, then the body corporate proxy (through its representative) will not be permitted to act as the shareholder's proxy.

Proxy forms (and if the appointment is signed by the appointer's attorney, the original authority under which the appointment was signed or a certified copy of the authority) must be:

(a) lodged at the Company's share registry, Boardroom Pty Limited; or

(b) faxed at the fax number specified below,

not later than 10.00 a.m. (Sydney time) on Saturday 19 November 2022.

Boardroom Pty Limited (hand deliveries) Boardroom Pty Limited
Level 12
225 George St
Sydney NSW 2000

Boardroom Pty Limited (postal deliveries) Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001

Fax number for lodgment 02 9290 9655

Voting Online

To vote online you should visit the following website: www.votingonline.com.au/DDTagm2022

A form of proxy is provided with this Notice.

Entitlement to Vote

In accordance with Section 1074E(2)(g)(i) of the Corporations Act and Regulation 7.11.37 of the Corporations Regulations, the Company has determined that for the purposes of the Meeting all Shares will be taken to be held by the persons who held them as registered Shareholders at 7.00 p.m. (Sydney time) on Saturday 19 November 2022. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

By Order of the Board
DataDot Technology Limited

A handwritten signature in black ink, appearing to read 'Gordon Ogborne', written in a cursive style.

Gordon Ogborne
Company Secretary
21 October 2022

DATADOT TECHNOLOGY LIMITED
ACN 091 908 726
EXPLANATORY MEMORANDUM

This Explanatory Memorandum relates to the 2022 Annual General Meeting of the Company to be held as a virtual meeting at 10:00am on Monday, 21 November 2021.

Financial Report and Reports of the Directors and Auditor

This item allows Shareholders the opportunity to consider the Financial Report, Directors' Report and Auditor's Report of the Company. Under Section 317 of the Corporations Act the Company is required to lay these three reports, together comprising the Company's Annual Report, before its Shareholders at the Meeting.

Resolution 1: Remuneration Report

Resolution 1 provides Shareholders the opportunity to vote on the Company's Remuneration Report. Under Section 250R(2) of the Corporations Act, the Company must put the adoption of its Remuneration Report to a vote at the annual general meeting. The Remuneration Report is contained in the Directors' Report. Section 250R(3) of the Corporations Act provides that Resolution 1 is advisory only and does not bind the Directors or the Company, and a failure of Shareholders to pass Resolution 1 will not require the Directors to alter any arrangements in the Remuneration Report. The Chairman will allow reasonable opportunity for Shareholders to ask about or make comments on the Remuneration Report.

The Chairman intends to exercise all undirected proxies in favour of Resolution 1. If the Chairman is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention.

The Board unanimously recommends that Shareholders vote for this resolution.

The Chairman intends to vote all undirected proxies in favour of resolution 1.

Resolution 2: Re-election of David Lloyd

Under Rule 6.4 of the Company's Constitution one-third of the Company's Directors, other than the Managing Director, must retire from office annually, and if eligible may offer themselves for re-election. Accordingly, Mr Lloyd retires and seeks re-election.

Mr Lloyd joined the Board as a non-executive Director on 13 May 2019 and was re-elected at the 2020 AGM.

David is an experienced senior executive specialising in strategy, new technologies, business development, ventures and partnerships, whose skills will be essential for successfully turning around the DataDot business by leveraging an alliance with PropertyVAULT.

As a senior executive at Qantas and previously Virgin Blue and Virgin Australia, David has been the architect of several high-profile alliances with other airlines as well as a joint venture with the Government of Samoa, demonstrating his ability to build valuable commercial relationships. While at Virgin Blue he also designed the Velocity Frequent Flyer program, valued at

approximately \$1 billion in its partial sale to a private equity partner and which continues to be the most profitable unit of Virgin Australia. Subsequently at Virgin he developed the business cases for fleet orders worth over USD2 billion and the establishment of a new international business.

More recently while at Qantas, David has mentored businesses in its tech accelerator program, overseen commercial relationships with start-up and scale-up businesses including those in which Qantas has taken equity stakes and warrants, and is working on externally commercialising the company's own innovations.

Previously David has worked internationally as a consultant with the Boston Consulting Group and Arthur Andersen Business Consulting and was a project manager for the Sydney Organising Committee for the Olympic Games. He is an internationally competitive cyclist and member of numerous cycling organisations, bringing a customer viewpoint to the value of both DataDot and PropertyVAULT. David is Chair of the Audit and Risk Committee.

The Board, other than Mr Lloyd, recommends the re-election of Mr Lloyd as a Director.

The Chairman intends to vote all undirected proxies in favour of resolution 2.

Resolution 3: Amendment of the Company's Constitution to allow Share Buy-Backs

This is a special resolution.

The Corporations Law and the ASX Listing Rules provide powers to corporations to manage its share capital including the ability of the corporation to undertake various forms of share buy-backs. In order for a corporation to undertake a share buy-back, ASX Listing Rules require that the power to conduct a share buy-back must be contained in its constitution. Currently, the Company's constitution does not contain any such provisions. The purpose of this resolution is to give the Company the power to conduct share buy-backs subject to the procedural requirements and protections to shareholders contained in the Corporations Law and ASX Listing Rules.

The reasons why a corporation may want to embark upon a share buy-back include the ability to boost undervalued shares, provide a cash distribution to shareholders, increase future earnings per share, reduce future cash outflows and/or to reduce administrative costs.

The rules governing the various types of share buy-backs are contained in Part 2J.1 Division 2 of the Corporations Act, and more particularly in Sections 257A-257J. These provisions outline five different share buy-back mechanisms and the differing procedural requirements necessary for undertaking each of them, including notice requirements and shareholder protections.

The proposed change to the constitution is designed not to limit the Board's power with respect to any or all of the share buy-back options provided for by the Corporations Law, but rather give the Board the ability to undertake each of the five options. Nor does the proposed change alter or water down in any way the procedural requirements or shareholder protections contained in the Corporations Law and ASX Listing rules governing the share buy-back mechanisms.

The Directors unanimously recommend that Shareholders vote in favour of the resolution 3.

The Chairman intends to vote all undirected proxies in favour of resolution 3.

Glossary - In this Notice and Explanatory Memorandum:

Auditor's Report means the auditor's report in the Financial Report.

Board means the board of Directors.

Chairman means the person appointed to chair the Meeting convened by this Notice.

Company means DataDot Technology Limited (ACN 091 908 726).

Constitution means the constitution of the Company as at the commencement of the Meeting.

Corporations Act means Corporations Act 2001 (Cth).

Director means a director of the Company.

Directors' Report means the annual directors' report prepared under chapter 2M of the Corporations Act for the Company and its controlled entities.

Explanatory Memorandum means the explanatory memorandum attached to the Notice.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Key Management Personnel means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

Meeting means the annual general meeting to which this Notice relates.

Notice means this notice of meeting.

Proxy Form means the proxy form attached to the Notice.

Share means an ordinary share in the capital of the Company.

Shareholder means a shareholder of the Company.

All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:00am (Sydney time) on Saturday 19 November 2022.**

🖥 TO VOTE ONLINE

📱 BY SMARTPHONE

STEP 1: VISIT <https://www.votingonline.com.au/DDTagm2022>

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:00am (Sydney time) on Saturday, 21 November 2022.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

🖥 **Online** <https://www.votingonline.com.au/DDTagm2022>

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia



In Person

Until 21 October 2022
Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

From 24 October 2022
Boardroom Pty Limited
Level 8, 210 George Street
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

☐ **Your Address**

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM**STEP 1 APPOINT A PROXY**

I/We being a member/s of **DataDot Technology Limited** (Company) and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting** (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at the **virtually (please send a pre-registration request to email ddtagm2022@datadotdna.com), on Monday, 21 November 2022 at 10:00am (Sydney time)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Item even though Resolution 1 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1) if you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Adoption of the Remuneration Report	☐	☐	☐
Resolution 2	Re-election of Mr David Lloyd as a Director	☐	☐	☐
Resolution 3 Special	Amendment of the Company's Constitution to allow Share Buy-Backs	☐	☐	☐

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2022