



13 October 2021

The Manager, Listing,
Australian Securities Exchange
ASX Market Announcements
Exchange Centre
20 Bridge Street
Sydney NSW 2000

**DUSK GROUP LIMITED
2021 AGM NOTICE OF MEETING**

In accordance with Listing Rule 3.17, please find attached the

- Notice of Meeting
- Proxy Form

for the Company's Annual General Meeting to be held on Friday 12 November 2021.

The Annual Report for the year ended 27 June 2021 was previously released to the ASX on 27 September 2021.

These documents have been dispatched to shareholders today in accordance with their elections.

Yours faithfully

Kate Sundquist
Chief Financial Officer
and Company Secretary

dusk

NOTICE OF MEETING

2021



IMPORTANT NOTES REGARDING COVID-19 AND PARTICIPATION IN THE MEETING

The 2021 Annual General Meeting of shareholders of Dusk Group Limited (**Company**) is to be held at **10.00am (Sydney time)** on **Friday, 12 November 2021**.

In response to Government restrictions and the potential health risks arising from the coronavirus (COVID-19) pandemic, this year the Company's Annual General Meeting will be held virtually. There will not be a physical meeting where shareholders can attend but shareholders can participate in the meeting online via **web.lumiagm.com/383693478**.

The online platform will allow shareholders to view the Annual General Meeting, ask questions during the meeting, and vote during the meeting. Further details on how to participate online are available at www.computershare.com.au/virtualmeetingguide

Even if you plan to attend the Annual General Meeting online, we encourage you to submit a directed proxy vote as early as possible in case you cannot attend the Meeting on the day or there is an issue with your internet connection. Details about lodging a proxy can be found on page 5.

Shareholders can also ask questions before the meeting by emailing questions to investorrelations@dusk.com.au by no later than 5.00pm (Sydney time) on 5 November 2021.

In the event that it is necessary for the Company to give further updates, information will be provided on the Company's website and lodged with the Australian Securities Exchange (**ASX**).

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the 2021 Annual General Meeting of Dusk Group Limited (**dusk** or **the Company**) will be held as a virtual meeting at **web.lumiagm.com/383693478** at **10.00am (Sydney time)** on **Friday, 12 November 2021**.

Further information on how to participate in the virtual meeting using the online platform is set out in this Notice of Meeting.

AGENDA ITEMS

1. Financial Report, Directors' Report and Auditor's Report

To receive and consider the financial report, directors' report and auditor's report for the Company and its controlled entities for the year ended 27 June 2021.

2. Re-election of Directors

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

2.1 That **John Joyce**, being eligible, be re-elected as a Non-Executive Director of the Company.

2.2 That **Trent Peterson**, being eligible, be re-elected as a Non-Executive Director of the Company.

3. Remuneration Report

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

That the Remuneration Report for the year ended 27 June 2021 be adopted.

Note: The vote on this resolution is advisory only and does not bind the Directors or the Company. A voting exclusion statement applies to this resolution (see section 4 of the notes relating to voting).

4. Grant of options to Chief Executive Officer and Managing Director

To consider and, if thought fit, pass as an ordinary resolution:

That approval is given for the purposes of ASX Listing Rule 10.14 and for all other purposes, for the grant of options to the Chief Executive Officer and Managing Director, Peter King, on the terms set out in the Explanatory Memorandum.

A voting exclusion statement applies to this resolution (see section 4 of the notes relating to voting).

5. Appointment of auditor

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

That Ernst & Young, having been duly nominated by a shareholder of the Company and having consented in writing to act, be appointed as auditor of the Company.

The notes relating to voting and the Explanatory Memorandum form part of this Notice of Meeting.

By Order of the Board



Kate Sundquist

Chief Financial Officer and Company Secretary

13 October 2021

NOTES RELATING TO VOTING

1. ENTITLEMENT TO VOTE

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Board has determined that persons who are registered holders of shares in the Company as at 7.00pm (Sydney time) on 10 November 2021 will be entitled to attend and vote at the Annual General Meeting as a shareholder. Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

If more than one joint holder of shares is present at the Annual General Meeting (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

All items of business set out in the Notice of Meeting will be decided by way of a poll. On a poll, shareholders have one vote for every fully paid ordinary share held (subject to the restrictions on voting referred to below).

2. PARTICIPATING IN THE AGM ONLINE

Shareholders and proxyholders can watch and participate in the AGM virtually by logging into **web.lumiagm.com/383693478** using either a computer or a mobile device. Please refer to the user guide at www.computershare.com.au/virtualmeetingguide

Participating in the Meeting online enables shareholders and proxyholders to view the AGM live, ask questions and cast their votes during the Meeting. If you experience difficulty logging into the AGM using the Lumi AGM online platform, please contact Computershare on +61 3 9415 4024.

Online registration will open at 9.00am (Sydney Time) on Friday, 12 November 2021 (one hour before the AGM commences). Dusk recommends that participants register at least 15 minutes before the AGM is scheduled to commence.

Log into **web.lumiagm.com/383693478** and enter your registration details.

Shareholder login details:

Shareholders will need the following information in order to login to the AGM online platform:

1. Your Shareholder Reference Number (SRN) or Holder Identification Number (HIN)
2. The postcode registered on your holding if you are an Australian shareholder. Overseas shareholders should refer to the user guide available at www.computershare.com.au/virtualmeetingguide

Proxyholder login details:

Proxyholders will need to contact Computershare on +61 3 9415 4024 to obtain their login details to participate online during the AGM.

Asking questions at the AGM

During the AGM, shareholders and proxyholders will have a reasonable opportunity to ask questions or make comments via the online platform.

The Chair will seek to address as many of the more frequently raised topics as possible. It may not be possible to respond to all questions during the AGM and a number of similar questions may be grouped together and answered by the Chair or management.

Further information about how to participate using the online platform and the terms and conditions of online participation can be found in the online guide which will be available at www.computershare.com.au/virtualmeetingguide

3. TECHNICAL DIFFICULTIES

Technical difficulties may arise during the course of the virtual Annual General Meeting. The Chair has discretion as to whether and how the meeting should proceed in the event that a technical difficulty arises. In exercising his discretion, the Chair will have regard to the number of shareholders impacted and the extent to which participation in the business of the meeting is affected. Where the Chair considers it appropriate, the Chair may continue to hold the meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, shareholders are encouraged to lodge a proxy by 10.00am (Sydney time) on 10 November 2021 even if they plan to participate in the virtual Meeting.

4. VOTING EXCLUSIONS

Resolution 3

The Company will disregard any votes cast on resolution 3:

- by or on behalf of a member of the Company's key management personnel (**KMP**) whose remuneration details are included in the Company's Remuneration Report for the year ended 27 June 2021 or their closely related parties, regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the Company's KMP at the date of the meeting or their closely related parties,

unless the vote is cast as proxy for a person entitled to vote on resolution 3:

- in accordance with a direction in the proxy form; or
- by the Chair of the meeting pursuant to an express authorisation to exercise the proxy even though resolution 3 is connected with the remuneration of the KMP.

NOTES RELATING TO VOTING

Resolution 4

The Company will disregard any votes cast on resolution 4:

- cast in favour of the resolution by or on behalf of Peter King or his associates, regardless of the capacity in which the vote is cast; or
- cast as a proxy by a person who is a member of the Company's key management personnel (**KMP**) on the date of the meeting or their closely related parties.

However, votes will not be disregarded if they are cast:

- as proxy or attorney for a person entitled to vote on the resolution in accordance with a direction given to the proxy or attorney to vote on the resolution in that way; or
- by the Chair of the meeting a proxy for a person entitled to vote on the resolution, in accordance with an express authorisation to exercise undirected proxies as the Chair decides; or
- by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provide the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

5. PROXIES

- A shareholder entitled to attend and vote has a right to appoint a proxy to attend and vote instead of the shareholder. A proxy need not be a shareholder and can be either an individual or a body corporate. A shareholder can appoint a proxy by completing and returning a signed proxy form (see section 6 of these notes relating to voting, and the proxy form).
- A shareholder that is entitled to cast two or more votes may appoint two 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.
- If you wish to indicate how your proxy should vote, please mark the appropriate boxes on the proxy form. If you do not direct your proxy how to vote on a particular item of business, you are authorising your proxy to vote as they decide, subject to any applicable voting exclusions.
- Unless the Chair of the meeting is your proxy, members of the Company's KMP (which includes each of the Directors) will not be able to vote as proxy on resolutions 3 and 4 unless you direct them how to vote. If you intend to appoint any of those persons as your proxy, you should ensure that you direct that person how to vote on resolutions 3 and 4.
- If you intend to appoint the Chair of the meeting as your proxy, you can direct the Chair how to vote by marking the boxes for the relevant resolution (for example, if you wish to vote "for", "against" or to "abstain" from voting). However, if you do not mark a box next to resolutions 3 and 4, then by signing and submitting the proxy form, you will be expressly authorising the Chair to vote as he sees fit in respect of resolutions 3 and 4 even though it is connected with the remuneration of the Company's KMP.
- All resolutions will be decided by poll. On a poll, if:
 - a shareholder has appointed a proxy (other than the Chair of the meeting) and the appointment of the proxy specifies the way the proxy is to vote on the resolution; and
 - that shareholder's proxy is either not recorded as attending the meeting or does not vote on the resolution,the Chair of the meeting will, before voting on the resolution closes, be taken to have been appointed as the proxy for the shareholder for the purposes of voting on that resolution and must vote in accordance with the written direction of that shareholder.
- Please note that for proxies without voting instructions that are exercisable by the Chair of the meeting, the Chair intends to vote all available proxies in favour of each resolution.

6. PROXY FORM

To be effective a proxy form must be received no later than **10.00am (Sydney time)** on **10 November 2021** in one of the following ways:

Online: www.investorvote.com.au

Mail: Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

Facsimile: (within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

NOTES RELATING TO VOTING

7. CORPORATE REPRESENTATIVES

A body corporate that is a shareholder, or which has been appointed as a proxy, may appoint an individual to act as its representative at the Annual General Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative must ensure that the Company has received evidence of his or her appointment, including any authority under which it has been signed in the same manner, and by the same time as outlined above for proxy forms, unless it has previously been given to the Company.

8. VOTING BY ATTORNEY

A shareholder entitled to attend and vote may appoint an attorney to act on his or her behalf at the Annual General Meeting. An attorney may but need not be a member of the Company.

An attorney may not vote at the meeting unless the instrument appointing the attorney, and the authority under which the instrument is signed or a certified copy of the authority, are received by the Company in the same manner, and by the same time, as outlined above for proxy forms.

9. QUESTIONS FOR THE COMPANY BEFORE THE MEETING

Shareholders may submit written questions to the Company before the meeting. Any questions should be emailed to investorrelations@dusk.com.au by no later than 5.00pm (Sydney time) on 5 November 2021. The Chair will endeavour to address as many of the more frequently raised relevant questions as possible. However, there may not be sufficient time available at the meeting to address all of the questions raised. Please note that individual responses will not be sent to any shareholder.

10. QUESTIONS FOR THE AUDITOR BEFORE THE MEETING

Shareholders may submit written questions to the Company's auditor, Ernst & Young, regarding the content of the auditor's report or the conduct of its audit of the annual financial report for the year ended 27 June 2021.

Written questions must be received by the Company by no later than 5:00 pm (Sydney time) on 5 November 2021. Please send any written questions to:

Company Secretary

Dusk Group Limited
Level 1, Building 3
75 O'Riordan Street,
Alexandria NSW 2015

Email: investorrelations@dusk.com.au

The Company will make available to shareholders participating in the meeting a copy of the list of the relevant questions directed to the auditor that were received in writing. If written answers are tabled at the meeting, they will be made available to shareholders as soon as practicable after the meeting. The auditor is not required to provide individual responses to shareholders.

11. WEBCASTING – HOW TO WATCH THE MEETING

Shareholders, proxyholders and attorneys who participate in the virtual AGM will be able to watch and participate in proceedings through the online platform.

Others can watch a live webcast of the meeting at web.lumiagm.com/383693478

You will not be able to ask questions or vote online when using the webcast facility.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared to help shareholders understand the items of business at the forthcoming Annual General Meeting.

1. FINANCIAL REPORT

The Corporations Act requires the annual financial report of the Company for the year ended 27 June 2021 (which includes the financial statements, notes to the financial statements and Directors' declaration), and Directors' report and the auditor's report to be laid before the Annual General Meeting.

Neither the Corporations Act nor the Company's Constitution requires a vote of shareholders on the reports. However, shareholders will be given an opportunity to raise questions or comments on the management of the Company.

A reasonable opportunity will also be given to shareholders as a whole at the meeting to ask the Company's auditor questions relevant to the conduct of the audit, the preparation and content of the auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

Shareholders can access a copy of the annual report on the Company's website at <https://investors.dusk.com.au>

2. RE-ELECTION OF DIRECTORS

2.1 Re-election of John Joyce

John Joyce was appointed a Director and Chair of the Company in 2016. He brings to the Board extensive business development, sales and retail experience.

John has over 30 years' experience in senior management roles across a range of retailers and supermarkets. John previously held positions as CEO at Rebel Group and Managing Director at ALDI and currently runs his own independent advisory focused on retail and related businesses.

John has a MBA from Leeds University and is a member of the Remuneration Committee.

The Board considers John Joyce to be independent.

Recommendation

The Board (with John Joyce abstaining) recommends that shareholders vote **in favour** of John Joyce's re-election as a Director of the Company.

2.2 Re-election of Trent Peterson

Trent Peterson was appointed a Director of the Company in 2011. He brings to the Board extensive experience in finance and accounting, retailing and investment management.

Trent has over 20 years' investment and private equity experience, focused primarily on businesses operating in consumer, retail and media sectors. Trent is Managing Director of Catalyst Investment Managers and the founder and Managing Director of Catalyst Direct Capital Management.

Trent qualified as a Chartered Accountant and graduated from The University of Melbourne with a Bachelor of Commerce and is the Chair of the Remuneration Committee and a member of the Audit and Risk Committee.

The Board considers that Trent Peterson is not independent as he is a director of, and minority investor in, certain entities and funds of Catalyst, which is a substantial shareholder of dusk.

Recommendation

The Board (with Trent Peterson abstaining) recommends that shareholders vote **in favour** of Trent Peterson's re-election as a Director of the Company

3. REMUNERATION REPORT

Shareholders will have a reasonable opportunity at the meeting to ask questions about or make comments on the Remuneration Report. The Remuneration Report on pages 22 to 31 of the Company's 2021 Annual Report sets out the remuneration policies of the Company and reports on the remuneration arrangements in place for the Company's KMP during the year ended 27 June 2021.

As prescribed by the Corporations Act, the vote on the adoption of the Remuneration Report is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote and discussion at the meeting into account in setting remuneration policy for future years.

A voting exclusion statement applies to this resolution, as set out in the Notice of Meeting.

Recommendation

The Board recommends that shareholders vote **in favour** of the adoption of the Remuneration Report.

EXPLANATORY MEMORANDUM

4. GRANT OF OPTIONS TO CHIEF EXECUTIVE OFFICER AND MANAGING DIRECTOR

Pursuant to ASX Listing Rule 10.14, the Company is seeking shareholder approval for the grant of options to Peter King, the Chief Executive Officer and Managing Director (**CEO**), as his Long-Term Incentive (**LTI**) award for FY22.

ASX Listing Rule 10.14 provides that a listed company must not issue securities to a Director under an employee incentive scheme unless it obtains the approval of its shareholders. As Mr King is an Executive Director of the Company, shareholder approval is being sought for this purpose.

If shareholder approval is obtained, the options pursuant to item 4 will be granted under the Dusk Group Limited Equity Incentive Plan (the **Plan**) within 12 months of the Meeting.

Key terms of the FY22 LTI grant

The LTI grant is designed to align the interests of the CEO with the interests of shareholders by providing the opportunity to receive an equity interest in the Company through the granting of options.

It is proposed that Mr King be granted 450,000 options.

As the options form part of the CEO's remuneration, they will be issued for nil consideration. The exercise price per option payable by the CEO if the options vest and become exercisable will be the volume weighted average price (**VWAP**) of the Company's shares over the five trading days immediately prior to the grant date, rounded up to the nearest whole cent per share.

Each option entitles the CEO to acquire one ordinary share in the Company on payment of the exercise price. Options will only vest and become exercisable if the vesting conditions are satisfied. The Board has discretion to make a cash payment in lieu of an allocation of shares on vesting and exercise of options. The Board may also allow the CEO to use a cashless exercise mechanism to exercise his vested options.

The options do not entitle the CEO to dividends or voting rights however shares arising from the exercise of the options rank pari passu in all respects with other ordinary shares (including with respect to dividends and voting rights).

Performance Period

The performance period is FY22, FY23 and FY24.

Vesting conditions

Service condition

Subject to the cessation of employment provisions below, for any options to vest and become exercisable, the CEO must remain employed on a full-time basis by the Group at the vesting date and have not given notice of his resignation.

Performance conditions

The options will be subject to two separate performance conditions as follows:

- 50% of the options will be tested against the compound annual growth rate (**CAGR**) of the Company's underlying earnings per share (**EPS**); and
- 50% of the options will be tested against the CAGR of the Company's total shareholder return (**TSR**).

EPS performance condition

The EPS performance condition will be measured by reference to the CAGR of the Company's EPS over the performance period.

EPS measures the earnings generated by the Company attributable to each share on issue on a fully diluted basis.

The percentage of options that vest, if any, will be determined by reference to the following vesting schedule:

Level of achievement	Percentage of options subject to the EPS performance condition that will vest
Less than 2%	Nil
2% (threshold performance)	20%
Between 2% and 10%	Pro-rata vesting on a straight-line basis between 20% and 100%
10% or above (stretch performance)	100%

The base for EPS CAGR is \$0.143 and the end is the underlying EPS reported in the FY23 full year audited results.

EXPLANATORY MEMORANDUM

TSR performance condition

The TSR performance hurdle is structured as an absolute TSR growth target, as determined by the Board. TSR combines both share price appreciation and dividends received to show the total return to shareholders with the result expressed as a percentage of the starting share price. This percentage is then converted into a CAGR over the relevant time period.

The starting value for the TSR performance hurdle is \$3.036 representing the VWAP of the Company's shares in the five days immediately following the release of the Company's FY21 full year results announcement. The TSR closing price will be the VWAP of the Company's shares in the five days immediately following the release of the Company's FY22, FY23 and FY24 full year results announcement.

The percentage of options that vest, if any, will be determined by reference to the following vesting schedule:

Level of achievement	Percentage of options subject to the TSR performance condition that will vest
Less than 6%	Nil
6% (threshold performance)	20%
Between 6% and 15%	Pro-rata vesting on a straight-line basis between 20% and 100%
15% or above (stretch performance)	100%

Testing of the vesting conditions

Testing of the vesting conditions will occur at the end of the performance period. Calculation of the vesting conditions and achievement against the vesting conditions will be determined by the Board in its absolute discretion, having regard to any matters that it considers relevant (including any adjustments for unusual or non-recurring items that the Board considers appropriate).

Any options that do not vest will lapse immediately. Any options that vest will be exercisable until the 5th anniversary of the date of grant.

Cessation of employment

Where the employment of the CEO is terminated for cause or he resigns prior to the vesting date, all unvested options will lapse, unless otherwise determined by the Board.

If the CEO ceases employment for any other reason prior to the vesting date, a pro rata portion of the unvested options (based on the portion of the performance period that has elapsed) will remain on foot and be subject to the original vesting conditions, as though the CEO had not ceased employment.

All vested but unexercised options will remain on foot if the CEO ceases employment after the vesting date and must be exercised within 60 days.

Change of control

In the event of a likely change in control of the Company, the Board has a discretion to determine that some or all of the CEO's options will vest.

Clawback

The Board has broad "clawback" powers to determine that options lapse or shares allocated on exercise of the vested options are forfeited, or that amounts are to be repaid in certain circumstances (for example, in the case of serious misconduct).

Restrictions on dealing

The CEO must not sell, transfer, encumber, hedge or otherwise deal with options. The CEO will be free to deal with the shares allocated on exercise of the options, subject to the requirements of the Company's Securities Dealing Policy.

Additional information provided in accordance with ASX Listing Rules

- Mr King's total remuneration package as at 27 June 2021 is \$780,000, comprising 66.7% as total fixed remuneration (inclusive of superannuation) and 33.3% as the maximum amount he can earn as variable remuneration. Further details regarding Mr King's remuneration package are set out in the Remuneration Report in the Company's 2021 Annual Report.
- 450,000 options have been granted to Mr King under the Plan in prior years. As the options form part of Mr King's remuneration they are granted at no cost. No other options have been issued to the Company's Directors under the Plan.
- Mr King is the only Director entitled to receive options under the Plan.
- No loan will be made by the Company in relation to the acquisition of options.
- The Company uses options because they create share price alignment between executives and ordinary shareholders but do not provide the executives with the full benefit of share ownership (such as dividend and voting rights) unless and until the options vest and are exercised. The exercise price also requires share price appreciation for executives to receive value from their options.
- If shareholder approval is not obtained, the Board will consider alternative arrangements to appropriately remunerate and incentivise Mr King.

- Details of any options or shares issued under the Plan will be published in the Company's Annual Report relating to the period in which they were issued, along with a statement that approval for this issue was obtained under ASX Listing Rule 10.14.
- Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after these resolutions are approved and who are not named in this Notice will not participate until approval is obtained under ASX Listing Rule 10.14.

Recommendation

The Board (with Peter King abstaining) unanimously recommends that shareholders vote **in favour** of the grant of options to Peter King.

5. APPOINTMENT OF AUDITOR

Section 327B(1)(a) of the Corporations Act requires a public company to appoint an auditor at its first Annual General Meeting. Accordingly, the Company is seeking shareholder approval of the appointment of Ernst & Young as the Company's auditor.

Ernst & Young has been duly nominated for appointment as the Company's auditor by a shareholder of the Company, as required by section 328B of the Corporations Act. A copy of the shareholder's written notice of nomination is set out in Appendix A.

Recommendation

The Board recommends that shareholders vote **in favour** of the appointment of Ernst & Young as auditor of the Company.

APPENDIX A

Nomination for appointment of Ernst & Young as auditor of the Company

6 October 2021

Dusk Group Limited

Level 3

Building 1

75 O'Riordan Street

Alexandria NSW 2015

Notice of Nomination of Auditor

In accordance with section 328B(1) of the *Corporations Act 2001* (Cth), I, Anne Maree Cresswell, being a shareholder of Dusk Group Limited (the Company), hereby nominates Ernst & Young for appointment as auditor of the Company.



Anne Maree Cresswell



Dusk Group Limited
ABN 38 603 018 131

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (overseas)



Online:
www.investorcentre.com/contact

DSK

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

Dusk Group Limited Annual General Meeting

The Dusk Group Limited Annual General Meeting will be held on Friday 12 November 2021 at 10.00am (Sydney time). You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:



Control Number: 999999
SRN/HIN: I9999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

For your proxy appointment to be effective it must be received by 10.00am (Sydney time) on Wednesday 10 November 2021.



ATTENDING THE MEETING VIRTUALLY

To watch the webcast, ask questions and vote on the day of the meeting, please visit: web.lumiagm.com/383693478

For instructions refer to the online user guide www.computershare.com.au/virtualmeetingguide

Shareholders can request a hard copy of the Notice of Meeting by contacting Computershare on 1300 850 505 (within Australia) or +61 (3) 9415 4000 (overseas).



Dear Shareholder

Dusk Group Limited 2021 Annual General Meeting

On behalf of the Board of Directors I am pleased to invite you to the 2021 Annual General Meeting (AGM or meeting) of Dusk Group Limited. The AGM will be held as a virtual meeting on Friday November 12 at 10:00am (Sydney time).

Due to the ongoing health and safety impacts of COVID-19, Shareholders will be able to attend, watch, vote and ask questions at the 2021 AGM online at web.lumiagm.com/383693478, in real time. Other relevant details, including how to participate online, are set out in the Notice of Meeting.

Notice of Meeting

Our Notice of Meeting is available for Shareholders online at www.investorvote.com.au. Hard copies of the Notice of Meeting will not be sent by post. Shareholders can request a hard copy of the Notice of Meeting by contacting Computershare on 1300 850 505 (within Australia) or + 61 (03) 9415 4000 (overseas).

AGM Information

Online voting will be available and our Notice of Meeting provides further instructions on how to vote and ask questions online during the meeting as well as how to submit questions and appoint a proxy in advance of the meeting.

Shareholder Resolutions

At the AGM, the CEO, Peter King, and I will update Shareholders on the operations and performance of dusk.

The AGM allows you to vote on matters important to Shareholders and the Board of Directors encourage Shareholders to attend the AGM via the online platform. While you are able to vote during the meeting, Shareholders are encouraged to vote (by lodging a proxy) ahead of the meeting. The following resolutions (as detailed in the Notice of Meeting) will be considered at the AGM:

- The re-election of John Joyce as a Non-Executive Director
- The re-election of Trent Peterson as a Non-Executive Director
- The adoption of the 2021 Remuneration Report
- The grant of options to the CEO, Peter King as his LTI award for FY2022
- The appointment of the auditor

Shareholder Questions

The AGM also provides an opportunity for the Board to hear directly from Shareholders. If you wish to submit questions to the Company or the auditor in advance of the AGM, you may do so by emailing investorrelations@dusk.com.au or via investorvote.com.au by 5:00pm (Sydney time) 5 November 2021. We intend to address as many of the more frequently asked questions at the meeting. However, there may not be sufficient time at the AGM to address all questions raised. Please note that individual responses will not be sent to Shareholders.

On behalf of the Board, I thank you for your continued support and look forward to welcoming you at our AGM.

John Joyce
Chairman
13 October 2021

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dusk Group Limited
ABN: 38 603 018 131
dusk.com.au

Level 3, Building 1 North, 75-85 O'Riordan Street, Alexandria, NSW, 2015



Dusk Group Limited
ABN 38 603 018 131

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 **10.00am (Sydney time)** on **Wednesday 10 November 2021**.

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the individual or body corporate you wish to appoint as your proxy is someone other than the Chairman of the Meeting, please write the name of that person in Step 1.

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.

If your named proxy does not attend the Meeting, the Chairman of the Meeting will become your proxy. If your named proxy attends the Meeting but does not vote on a poll on a resolution in accordance with your directions, the Chairman of the Meeting will become your proxy in respect of that resolution.

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: 185968

SRN/HIN:

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.

☐ **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.

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Dusk Group Limited hereby appoint

☐ the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Dusk Group Limited to be held as a virtual meeting on Friday 12 November 2021 at 10.00am (Sydney 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 Resolutions 3 and 4 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 3 and 4 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 3 and 4 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.

		For	Against	Abstain
Resolution 2.1	The re-election of John Joyce as a Non-Executive Director	☐	☐	☐
Resolution 2.2	The re-election of Trent Peterson as a Non-Executive Director	☐	☐	☐
Resolution 3	The adoption of the 2021 Remuneration Report	☐	☐	☐
Resolution 4	Grant of options to the CEO, Peter King as his LTI award for FY2022	☐	☐	☐
Resolution 5	The appointment of the auditor	☐	☐	☐

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

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