

DATADOT TECHNOLOGY LIMITED
ACN 091 908 726

NOTICE OF ANNUAL GENERAL MEETING

The 2020 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: Offices of Boardroom Group
Level 12, Grosvenor Place
225 George Street
Sydney, NSW, 2000

Date: Thursday, 26 November 2020

Time: 11.00 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 2020.

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: Cancellation of Employee Loan Scheme Shares – David Williams

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

"That 12,094,809 shares in the Company issued to Mr David Williams pursuant to the Employee Share and Loan Scheme be cancelled and the capital of the Company be reduced accordingly."

Resolution 4: Cancellation of Employee Loan Scheme Shares – Steve Delepine

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

"That 6,745,076 shares in the Company issued to Mr Steve Delepine pursuant to the Employee Share and Loan Scheme be cancelled and the capital of the Company be reduced accordingly."

Voting Exclusion Statement

The Company will disregard any votes cast on Resolutions 3 and 4 by a person who participated in the issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed, and any associates of those persons, other than votes cast:

- (a) by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

Resolution 5: Amendment of Company Constitution to allow sale of small holdings

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 4.5

“4.5 Small holdings

The Company may sell the shares of holders of parcels which are less than marketable parcels (as defined in the Listing Rules), no more than once in any 12 month period, provided the following terms are followed:

- (a) *Those holders must be notified in writing of the intended sale;*
- (b) *Those holders must be given at least 6 weeks' notice before the small holdings sale takes place;*
- (c) *A holder may 'opt out' of the sale by notifying the Company in writing before the expiry of the period specified in the notice given pursuant to Rule 4.5(b) that they wish to remain as a shareholder;*
- (d) *The Company (or the purchaser/s) must pay the costs of sale;*
- (e) *The holding must still be less than a marketable parcel at the date of sale; and*
- (f) *Proceeds of the sale must be sent promptly to the former holders after the sale provided that the proceeds of the sale will not be sent until the Company has received any share certificates for the shares (or the Company is satisfied that the share certificates have been lost or destroyed).”*
- (g) *The power to sell lapses after the announcement of a takeover. However the procedure may be started again after the close of the offers made under the takeover.*

Resolution 6: Amendment of Company Constitution relating to restricted securities to comply with Listing Rule 15.12

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 12.2:-

- “12.2** *In respect of any restricted securities issued after 1 December 2019 the following conditions will apply:-*
- (a) *A holder of restricted securities must not dispose of, or agree or offer to dispose of the securities during the escrow period applicable to those securities except as permitted by the Listing Rules or ASX.*
- (b) *If the restricted securities are in the same class as quoted securities, the holder will be taken to have agreed in writing that the restricted securities are to be kept on the Company's issuer sponsored sub register and are to have a holding lock applied for the duration of the escrow period applicable to those securities.*
- (c) *The Company will refuse to acknowledge any disposal (including, without limitation, to register any transfer) of restricted securities during the escrow period applicable to those securities except as permitted by the Listing Rules or ASX.*
- (d) *A holder of restricted securities will not be entitled to participate in any return of capital on those securities during the escrow period applicable to those securities except as permitted by the Listing Rules or ASX.*
- (e) *If a holder of restricted securities breaches a restriction deed or a provision of the Company's constitution restricting a disposal of those securities, the holder will not be entitled to any dividend or distribution, or to exercise any voting rights, in respect of those securities for so long as the breach continues.”*

Meeting attendance.

In addition to physical attendance where COVID -19 guidelines will be strictly observed, the Company is providing the opportunity for shareholders to view the meeting proceedings by electronic link.

If you wish to electronically view the meeting please send a pre-registration request to email agm2020@datadotid.com.

The relevant link will be sent 24 hours prior to the commencement of the meeting. Voting by Proxy will need to be completed separately in accordance with the below instructions.

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. Proxies 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 Tuesday 24 November 2020.

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

Online

www.votingonline.com.au/DDTagm2020

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 Tuesday 24 November 2020. 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



Patrick Raper
Company Secretary
23 October 2020

DATADOT TECHNOLOGY LIMITED
ACN 091 908 726
EXPLANATORY MEMORANDUM

This Explanatory Memorandum relates to the 2020 Annual General Meeting of the Company to be held at the offices of Boardroom Group, at Level 12, Grosvenor Place, 225 George Street, New South Wales 2000 at 11:00am on Thursday, 26 November 2020.

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 recommends that Shareholders vote for this resolution.

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 2019 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.

Resolution 3: Cancellation of Employee Loan Scheme Shares – David Williams

This is a special resolution.

In FY 2018 the Company introduced an Employee Share Loan Scheme ("Scheme"). Under the Scheme:-

- (a) David Williams the then CEO of the Company was issued 12,094,809 Shares at an issue price of \$0.027; and
- (b) the Company granted David Williams a loan for the whole consideration of \$326,560 for the Shares which was repayable 12 months after the final date of entitlement to the shares.

Following the appointment of a new Board of Directors after the EGM of the Company held on 13 May 2019, the Board determined that the Scheme would cease to apply other than for the 3 senior employees who were participating in the Scheme at that time.

Mr Williams ceased to be employed by the Company on 26 August 2019.

Under the Scheme rules at the conclusion of his employment with the Company Mr Williams had 12 months from the date of conclusion of his employment to repay the whole of the loan but if he failed to do so all rights to the 12,094,809 Shares issued under the Scheme would be forfeited by the Company on the basis that upon cancellation of those shares the loan of \$326,560 will be extinguished.

Pursuant to s.256C(2)(a) of the Corporations Act the cancellation of the Shares requires a special resolution passed at a general meeting of the Company as the cancellation is a selective reduction of capital of the Company.

The Company therefore now seeks Shareholder approval to cancel the 12,094,809 Shares issued to Mr Williams pursuant to the Scheme.

The Board recommends that Shareholders vote for this resolution.

Resolution 4: Cancellation of Employee Loan Scheme Shares – Steve Delepine

This is a special resolution.

In FY 2018 the Company introduced an Employee Share Loan Scheme (“Scheme”). Under the Scheme:-

(a) Steve Delepine the then Vice President of Development was issued 12,094,809 Shares at an issue price of \$0.027; and

(b) the Company granted Steve Delepine a loan for the whole consideration of \$326,560 for the Shares which was repayable 12 months after the final date of entitlement to the shares.

Following the appointment of a new Board of Directors after the EGM of the Company held on 13 May 2019, the Board determined that the Scheme would cease to apply other than for the 3 senior employees who were participating in the Scheme at that time.

Mr Delepine ceased to be employed by the Company on 17 May 2019.

Under the Scheme rules at the conclusion of his employment with the Company Mr Delepine had 12 months from the date of conclusion of his employment to repay the whole of the loan but if he failed to do so all rights to the 12,094,809 Shares issued under the Scheme would be forfeited by the Company on the basis that upon cancellation of those shares the loan of \$ 326,560 will be extinguished.

In 2017 Mr Delepine was awarded a bonus in the amount of \$60,419. Payment of the bonus was partly deferred and under certain circumstances the Board had the option to pay the unpaid bonus amount in shares. 12 months after the conclusion of his employment on 17 May 2019, the unpaid amount of the bonus payable to Mr Delepine was paid in full in shares by way of allocation of 5,349,733 of the Employee Loan Scheme Shares to the payment.

Pursuant to s.256C(2)(a) of the Corporations Act the cancellation of the Shares requires a special resolution passed at a general meeting of the Company as the cancellation is a selective reduction of capital of the Company.

The Company therefore now seeks Shareholder approval to cancel 6,745,076 shares being the net remaining Shares issued to Mr Delepine pursuant to the Scheme.

The Board recommends that Shareholders vote for this resolution.

Resolution 5: Amendment of Company Constitution to allow a minimum holding Share Buy Back

For an ASX listed company a ‘marketable parcel’ of shares should have a minimum value of \$500 (see ASX Operating Rules Procedures). Normally a buyer cannot acquire a holding costing less than \$500, although for various reasons a shareholder can end up with a lesser value holding - most commonly because the share price has fallen.

A ‘small holding’ is a shareholding which is less than a ‘marketable parcel’ ie worth less than \$500 which, for a holder, may be difficult and/or expensive to sell. As an ancillary matter, it may also be expensive for the company to maintain these small holdings ie, with minimum share registry fees and other administrative costs. (The ASX prefers the term ‘small holding’ rather than ‘unmarketable parcel’ as the latter may imply the holding is not capable of being sold.)

ASX Listing Rule 15.13 (Small Holdings) allows a company to sell the shares of holders of unmarketable parcels, no more than once in any 12 month period, provided its Constitution makes provision for such and the following terms are followed:

- a) Shareholders must be notified in writing of the intended sale
- b) Shareholders must be given at least 6 weeks' notice before the small holdings sale takes place
- c) Shareholders must be given the ability to 'opt out' of the sale - ie, to advise that they wish to remain as shareholders
- d) The company (or the purchaser/s) must pay the costs of sale
- e) The holding must still be an unmarketable parcel at the date of sale
- f) Proceeds must be sent promptly to former holders after the sale provided that the proceeds of the sale will not be sent until the Company has received any share certificates for the shares (or the Company is satisfied that the share certificates have been lost or destroyed.
- g) The power to sell lapses after the announcement of a takeover. However the procedure may be started again after the close of the offers made under the takeover.

The Company seeks approval of Shareholders to amend the Constitution to permit the Company to sell ‘small holdings’ on terms which comply with the terms specified in Listing Rule 15.13.

The Board recommends that Shareholders vote for this resolution.

Resolution 6: *Amendment of Company Constitution relating to restricted securities to comply with Listing Rule 15.12*

On 1 December 2019 Rule 15.12 of the ASX Listing Rules were amended requiring ASX listed companies to include in their Constitutions conditions relating to issue or any restricted securities after that date.

The Company seeks approval of Shareholders to amend the Constitution to include a new Rule 12.2 which sets out the conditions required to comply with Listing Rule 15.12.

The Board recommends that Shareholders vote for this resolution.

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.

Group means DataDot Technology Limited and its subsidiary companies.

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.