



ASX Announcement

11 May 2020

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**DataDot Technology Limited – Rights Issue Offer Document**

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DataDot Technology Limited (“**Company**”) ACN 091 9087 26 (ASX: DDT) advises that the attached Rights Issue Offer Document has today been dispatched either by mail or by email to all Shareholders holding shares as at the previously announced Record Date of 7 May 2020.

This announcement has been approved for release by the Directors.

For further details contact:

DataDot Technology Limited  
**Brad Kellas**  
**Managing Director**  
Email: [brad@datadotdid.com](mailto:brad@datadotdid.com)

**About DataDot:** DataDot Technology Limited provides world leading asset identification, management, protection and authentication solutions that deliver great value to customers. For more information please visit [www.datadotdna.com](http://www.datadotdna.com).



# Rights Issue Offer Document

## DataDot Technology Ltd

ABN 54 091 908 726

This is an offer to Eligible Shareholders to participate in a pro rata non-renounceable rights issue of 1 New Share for every 3 Existing Shares held at the Record Date of Thursday 7 May 2020, at an Issue Price of \$0.004 per New Share to raise up to approximately \$1.07 million. The Company is also raising \$785,453.30 through a placement to sophisticated investors due to be settled on 8 May 2020.

### Important Notice

This Offer Document is important and requires your immediate attention.

Certain terms and abbreviations used in this Offer Document are defined in the Glossary.

References to Australian dollars or \$ are references to the lawful currency of Australia. Any discrepancies between the totals and the sum of all the individual components in the tables contained in this Offer Document are due to rounding.

In this Offer Document, references to “you” are references to Eligible Shareholders and references to “your Entitlement” are references to the Entitlement and Acceptance Form of Eligible Shareholders.

The Offer to which this Offer Document relates complies with the requirements of section 708AA of the Corporations Act and accordingly, this Offer Document is without Disclosure under Part 6D.2 of the Corporations Act and is not required to be lodged or registered with ASIC. This Offer Document is for information purposes and is not and does not purport to be a prospectus or other disclosure document for the purposes of the Corporations Act. Accordingly, this Offer Document does not contain all of the information which would be required to be disclosed in a prospectus or other disclosure document, and does not necessarily contain all the information that prospective investors may require in order to make an informed investment decision regarding, or about the rights attaching to, the New Shares offered under this Offer Document.

It should be read in its entirety. If you do not understand its content or are in doubt as to the course you should follow, you should consult your stockbroker or professional adviser without delay.

This Offer opens on Monday 11 May 2020 and closes at 5.00 pm Sydney time on 29 May 2020. The Shortfall Offer opens on 2 June and closes 5.00 Sydney time on 9 June 2020. Valid acceptances must be received before those closing times. Please read the instructions in this document and on the accompanying Entitlement and Acceptance Form regarding the acceptance of your Entitlement.

Applications for New Shares by Eligible Shareholders, can only be made by using or following the instructions on an Entitlement and Acceptance Form sent with this Offer Document.

# Contents

Page

Important dates	3
Key issues	4
Important information	4
This Offer Document is not a Prospectus	
Professional advice	
Foreign jurisdictions	
No representations other than in this Offer	
No Entitlement trading	
Future performance	
Privacy	
Defined terms and conditions	
Section 1 - Details of the Offer	6
Section 2 - Action required by Eligible Shareholders	9
Section 3 - Purpose and effect of the Offer	11
Section 4 - Risk factors	11
Section 5 - Additional information	12
Glossary	14
Corporate Directory	15

## Important Dates

### Indicative Timetable for Offer

Event	Date
Trading Halt requested	Thursday, 30 April, 2020
Announcement of Capital Restructure	Friday, 1 May 2020
Trading halt lifted – DDT shares recommence trading on ASX	Monday, 4 May, 2020
Record Date for Rights Issue	Thursday, 7 May 2020
Placement to sophisticated investors closes	Friday, 8 May, 2020
Issue of Placement Shares	Friday, 8 May, 2020
Rights Issue documentation finalised and dispatched to shareholders as at the Record Date	Monday, 11 May, 2020
Rights Issue Offer closes	Friday, 29 May, 2020
Settlement of New Shares under the Rights Issue	Monday, 1 June, 2020
Issue of New Shares under Rights Issue	Tuesday, 2 June, 2020
Dispatch of holding statements for New Shares issued under the Rights Issue	Tuesday, 2 June, 2020
Offer of Shortfall Shares to participants arising from Shortfall	Tuesday, 2 June, 2020
Commence trading on ASX of New Shares issued under the Rights Issue	Wednesday, 3 June, 2020
Close and settlement of Shortfall Offer	Tuesday, 9 June, 2020
Issue of new shares and dispatch of holding statements of New Shares issued under the Shortfall Offer.	Monday, June 15, 2020
Commence trading on ASX of new shares issued under the Shortfall Offer	Tuesday 16 June 2020

<sup>1</sup> This timetable is indicative only and may change without notice at the Company's discretion or subject to the requirements of the ASX Listing Rules. DataDot Technology Limited has the ability at its discretion to make changes including to extend the closing date for the Rights Issue or the Shortfall Offer at any time prior to the issue of the New Shares under each offer and/or to accept late applications for each offer.

## Key Issues

Description	Answer
The issuer.	DataDot Technology Limited
The offer.	Non-renounceable pro rata rights issue to raise approximately \$1.07 million (before expenses of the Offer).
Terms of the Offer	1 New Share for each 3 Existing Shares at an Issue Price of \$0.004 per New Share. As the issue is non-renounceable, Eligible Shareholders do not have the right to sell their Entitlements. Eligible Shareholders have the opportunity to subscribe for all, part or none of their Entitlement to New Shares. If the issue is undersubscribed then the Shortfall Shares will be offered to Eligible Shareholders who took up their Entitlement in full.
Use of net proceeds	The proceeds of the Rights Issue and the Placement will be used to repay Convertible Note debt, and provide liquidity and funding in the medium-term should the country experience a prolonged global COVID-19 pandemic.
Eligible Shareholders	Eligible Shareholders on DataDot Technology's share register as at 7:00pm Sydney local time on the Record Date which is Thursday 7 May 2020.
Impact on your shareholding	If you do not take up your Entitlement, your shareholding in DataDot Technology will be diluted with respect to your right to any future earnings and net assets of DataDot Technology.
Expenses payable by DataDot Technology.	The maximum total expenses of the Offer are expected to be approximately \$20,000 (exclusive of GST).
Further Information.	If you require advice as to whether to accept your Entitlement, you should read the continuous disclosure announcements on DataDot Technology's website or seek professional advice from your legal, investment or other professional advisor.
Broker Handling Fees.	There are none.
Offer Date	This Offer is dated 11 May 2020.
Applying for New Shares.	Return your Entitlement and Acceptance Form and the Application Money before 5:00pm Sydney time on the Closing Date - 29 May 2020 to: <b>By mail:</b> DataDot Technology Ltd <b>By hand delivery:</b> Boardroom Pty Ltd C/- Boardroom Pty Limited                      Level 12, GPO Box 3993    225 George St, Sydney NSW 2001    SYDNEY NSW 2000  Alternatively, payment can be made by BPAY by following the instructions set out on the Entitlement and Acceptance Form.

## Important Information

### This Offer Document is not a Prospectus

It does **not** contain all of the information that an investor would find in a prospectus or which may be required to make an informed investment decision regarding, or about the rights attaching to, the New Shares offered by this Offer Document. It has not been and will not be lodged with ASIC. Neither ASIC nor ASX or their respective officers take any responsibility for the content of this Offer Document or for the merits of the investment to which this Offer relates.

As an Eligible Shareholder of DataDot Technology this Offer Document is important and requires your immediate attention.

You should read the entire Offer Document before deciding whether to invest in the New Shares. Please carefully read the instructions on the accompanying Entitlement and Acceptance Form regarding the acceptance of your Entitlement under the Offer. If you have any questions regarding your Entitlement or the Offer, please contact your legal, investment or other professional adviser.

## **Professional advice**

The information in this Offer Document is not financial product advice and does not take into account your investment objectives, financial situation or particular needs. It is important that you read this Offer Document in its entirety before deciding whether to take up your Entitlement to New Shares and Shortfall Shares. In particular, you should consider the risk factors that could affect the performance of DataDot Technology, some of which are outlined in Section 4. You should carefully consider these factors in light of your personal circumstances (including financial and taxation issues) and seek professional guidance before deciding whether to take up your Entitlement. If you have any questions you should seek professional advice from your legal, investment or other professional adviser.

## **Foreign jurisdictions**

This Offer Document does not, and is not intended to constitute an offer, invitation or issue in places which, or to any person to whom, it would be unlawful to make such an offer, invitation or issue.

Due to the cost of complying with overseas legal requirements DataDot Technology is of the view that the Offer should not be made to other overseas Shareholders (ie. those without registered addresses in Australia or New Zealand) (Foreign Shareholders).

The distribution of this Offer in jurisdictions outside Australia and New Zealand may be restricted by law and persons who come into possession of this Offer outside Australia and New Zealand should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

Accordingly, this Offer does not constitute an offer or invitation in any place outside Australia and New Zealand where, or to any person to whom, it would be unlawful to make such an offer or invitation. No action has been taken to register or qualify the New Shares or to otherwise permit an offering of the New Shares outside Australia and New Zealand. Residents of other jurisdictions should consider doing so using Australian domiciled entities, including nominee companies affiliated with Australian broking firms.

## **No Entitlement trading**

Entitlements are non-renounceable and will not be tradeable on the ASX or otherwise transferable. Accordingly, you cannot withdraw your application for New Shares once it is accepted.

## **No representations other than in this Offer**

No person is authorised to give any information or make any representation in connection with the Offer which is not contained in this Offer Document. Any information or representation not contained in this Offer Document may not be relied on as having been authorised by DataDot Technology or the Directors.

## **Future performance**

Except as required by law, and only to the extent so required, none of DataDot Technology, its Directors or any other person warrants or guarantees the future performance of DataDot Technology or any return on any investment made pursuant to this Offer.

## **Privacy**

By filling out the Entitlement and Acceptance Form to apply for New Shares, you are providing information to DataDot Technology (directly and/or via the Share Registry) that may constitute personal information for the purposes of the Privacy Act 1988 (Cth). DataDot Technology (and the Share Registry on its behalf) collects, holds and uses personal information provided on an Entitlement and Acceptance Form in order to assess your application and administer your holding of Shares.

If you do not provide the information requested in the Entitlement and Acceptance Form, DataDot Technology and the Share Registry may not be able to process or accept the form.

## **Defined terms and conditions**

Certain terms and abbreviations used in this Offer Document are defined in the Glossary.

## **Section 1 – Details of the Offer**

### **1.1 Description of the Offer**

The Offer consists of a total of 267,772,730 New Shares offered by DataDot Technology by way of a pro rata non-renounceable rights issue to raise approximately \$1.07 million (before expenses of the Offer).

If you are an Eligible Shareholder, you are being offered an Entitlement to acquire 1 New Share for every 3 Existing Shares held as at the Record Date.

The Issue Price per New Share is \$0.004.

Your Entitlement to New Shares is rounded up to the nearest whole number.

The Entitlements are non-renounceable, meaning you do not have the right to sell or otherwise transfer your Entitlement. You have the opportunity to subscribe for all, additional, part or none of your Entitlement to New Shares.

The Closing Date for receipt of the Entitlement and Acceptance Form and payment of the Application Money from Eligible Shareholders is 5:00pm Sydney time on 29 May 2020, or such other date as the Directors may determine, subject to the requirements of the ASX's Listing Rules and any other applicable law. The minimum subscription for each Eligible Shareholder is 125,000 New Shares or the full Entitlement of the Eligible Shareholder if that full Entitlement is less than 125,000 New Shares.

### **1.2 Ranking of New Shares**

The New Shares will be fully paid and rank equally in all respects with Existing Shares.

### **1.3 Opening and Closing Dates**

The Company will accept Entitlement and Acceptance Forms or acceptances by BPAY® from 11 May 2020 (**Opening Date**) until 5.00pm Sydney time on 29 May 2020 (**Closing Date**) or such later date as the Directors in their absolute discretion shall determine, subject to the requirements of the ASX Listing Rules.

### **1.4 Issue**

The allotment of New Shares to Applicants is expected to occur in accordance with the timetable on page 1. It is the responsibility of Applicants to determine their allocation prior to trading in New Shares. Applicants who sell New Shares before they receive their new holding statements following the issue of New Shares to them will do so at their own risk.

### **1.5 Shortfall Offer**

Any New Shares under the Offer that are not taken up by Eligible Shareholders will form part of the Shortfall and will be offered to other Eligible Shareholders who took up their Entitlement in full and elected to participate by ticking the box on the Entitlement and Acceptance Form.

Shortfall Shares will be issued at the issue price of \$0.004 per Shortfall Share and will have the same rights as the New Shares.

The Shortfall Offer is a separate offer and will open on 2 June 2020 and close at 5.00pm Sydney time on 9 June 2020.

The terms set out in this Offer Document apply to the Shortfall Offer except as expressly specified in this Section or unless the context otherwise requires.

The number of Shortfall Shares that will be offered to eligible participants is pro-rated to their % holding at the Record Date. This pro rata calculation will form the basis for the number of shares available to each participant in the Shortfall Offer.

Eligible Shareholders may accept the Shortfall Offer by lodging a completed Shortfall Acceptance Form and paying the Application Money for the Shortfall Shares or by payment by BPAY® before 5.00pm on 9 June 2020. Any late application or payment will invalidate the Shareholders participation in the Shortfall Offer.

### **1.6 Acceptance**

Lodgement of a completed Entitlement and Acceptance Form or a Shortfall Acceptance Form or payment by BPAY® creates a legally binding contract between the Applicant and the Company for the number of New Shares or Shortfall Shares applied for and is not revocable. The Entitlement and Acceptance Form and Shortfall Acceptance Form do not need to be signed to be a binding acceptance of New Shares or Shortfall

Shares. If the Entitlement and Acceptance Form or Shortfall Acceptance Form is not completed correctly it may still be treated as valid. If payment is made by BPAY® the Entitlement and Acceptance Form and the Shortfall Acceptance Form are not required to be completed as the payment of the Application Money is deemed to be acceptance by the Shareholder. The Directors' decision as to whether to treat the acceptance as valid and how to construe, amend or complete the Entitlement and Acceptance Form or the Shortfall Acceptance Form is final.

### **1.7 Application Monies**

Until the time of issue of New Shares or Shortfall Shares, DataDot Technology will hold all Application Monies in relation to those New Shares or Shortfall Shares in a purpose specific bank account. Interest earned on any Application Monies (whether or not allotment takes place) will remain the property of DataDot Technology.

### **1.8 No underwriting**

The offer is not underwritten.

### **1.9 Foreign Shareholders**

This Offer is made only to Shareholders with a registered address in Australia or New Zealand. Due to the cost of complying with overseas legal requirements DataDot Technology is of the view that the Offer should not be made to other overseas Shareholders (ie. those without registered addresses in Australia or New Zealand) (Foreign Shareholders).

This Offer does not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer. DataDot Technology is not required to make offers under this Offer Document to Foreign Shareholders. Where this Offer Document has been dispatched to Shareholders domiciled outside Australia or New Zealand and where the country's securities code and/or legislation prohibits or restricts in any way the making of the offers contemplated by this Offer, this Offer Document is provided for information purposes only.

Shareholders resident in Australia or New Zealand holding Shares on behalf of persons who are resident overseas are responsible for ensuring that taking up Entitlements under the Offer does not breach regulations in the relevant overseas jurisdiction.

Return of a duly completed Entitlement and Acceptance Form or Shortfall Acceptance Form will be taken by DataDot Technology to constitute a representation that there has been no breach of such regulations.

### **1.10 Taxation**

The taxation consequences of investing in the New Shares will depend on your particular circumstances. It is your responsibility to make your own enquiries concerning the taxation consequences of an investment in DataDot Technology. If you are in doubt as to the consequences of an investment, you should consult with your taxation or other professional adviser before investing.

### **1.11 ASX official quotation of New Shares**

The Company will apply to ASX for official quotation of the New Shares. If ASX does not grant permission for official quotation of the New Shares, all Application Monies will be returned, without interest, as soon as practicable.

### **1.12 CHESS**

The Company participates in the Clearing House Electronic Sub-register System (**CHESS**) operated by ASX Settlement Pty Ltd (**ASTC**), a wholly owned subsidiary of ASX, in accordance with the ASX Listing Rules and ASTC Settlement Rules.

Under CHESS, the Company will not issue certificates to Applicants. Instead, Applicants will receive a statement on their holdings in the Company of New Shares.

If the Applicant is broker sponsored, the ASTC will send them a CHESS statement.

The CHESS statement will set out the number of New Shares issued under this Offer Document, provide the details of a Shareholder's holder identification number, the participant identification number of the sponsor and the terms and conditions applicable to the New Shares.

If you are registered on the issuer sponsored sub-register, your statement will be dispatched by the Share

Registry and will contain the number of New Shares issued to you under this Offer Document and your security reference number.

A CHESSE statement or issuer sponsored statement will routinely be sent to Shareholders at the end of any calendar month during which the balance of their shareholding changes. Shareholders may request a statement at any other time, however, a charge may apply for additional statements.

### **1.13 Enquiries**

If you require advice as to whether to accept your Entitlement, you should seek professional advice from your legal, investment or other professional adviser.

### **1.14 Impact of the Offer on your Shareholding**

The issue of New Shares pursuant to the offer is not expected to have any material effect or consequence on the control of DataDot Technology. However, to the extent that any Shareholder does not take up their Entitlement to the New Shares under the Offer, that Shareholder's percentage holding in DataDot Technology will be diluted by those Shareholders who take up some or all of their Entitlement.

## **Section 2 – Action required by Eligible Shareholders**

### **2.1 What Eligible Shareholders may do**

The number of New Shares to which Eligible Shareholders are entitled (your Entitlement) is shown on the accompanying Entitlement and Acceptance Form.

If you take up your full Entitlement under the Offer, you will not have your shareholding in DataDot Technology diluted.

As an Eligible Shareholder, you may:

- take up all of your Entitlement (refer to Section 2.3);
- take up part of your Entitlement and allow the balance to lapse (refer Section 2.4);
- allow all your Entitlement to lapse (refer 2.4).

Eligible Shareholders who do not take up their Entitlement to New Shares, or who take up part of their Entitlement will have their Shareholding in DataDot Technology diluted.

### **2.2 Eligible Shareholders**

Eligible Shareholders are persons who are registered as a holder of Existing Shares as at the Record Date (being 7:00pm Sydney local time) Monday, 7 May 2020 and who have an address on the share register in Australia or New Zealand.

### **2.3 Taking up all of your Entitlement**

If you wish to take up all of your Entitlement, complete the accompanying Entitlement and Acceptance Form for New Shares in accordance with the instructions set out in that form and follow the steps set out in Section 2.5 which includes acceptance by payment by BPAY®.

### **2.4 Taking up part or none of your Entitlement and allowing the balance to lapse**

If you wish to take up part of your Entitlement and allow the balance to lapse, complete the accompanying Entitlement and Acceptance Form for the number of New Shares you wish to take up and follow the steps required in accordance with Section 2.5. If you take no further action, the balance of your Entitlement will lapse. Your Entitlement is non-renounceable, which means that Eligible Shareholders who do not wish to accept some or all of their Entitlement cannot sell or trade all or part of their Entitlement.

### **2.5 How do I accept all, or part, of my Entitlement**

You may accept all or part of your Entitlement by following the instructions set out below. You should read this Offer Document in its entirety before deciding to complete and lodge your Entitlement and Acceptance Form.

#### **(a) Payment by Cheque**

The relevant Entitlement and Acceptance Form must be accompanied by the Application Money which is payable by a cheque in Australian dollars drawn on an Australian branch of an Australian bank for the Issue Price of the New Shares for which application is made. All cheques must be made payable to 'DataDot Technology Ltd – Offer Account' and crossed 'Not Negotiable'. Do not forward cash or money orders. Receipts for Application Monies will not be issued.

Completed Entitlement and Acceptance Forms and accompanying cheques must be returned to the following address no later than 5.00pm Sydney time on 29 May 2020.

#### **By mail:**

DataDot Technology Ltd  
c/o Boardroom Pty Limited  
GPO Box 3993  
SYDNEY NSW 2001

#### **By hand delivery:**

DataDot Technology Limited,  
c/o Boardroom Pty Limited  
Level 12, 225 George St  
SYDNEY

**(b) Payment by BPAY®**

A BPAY® option is also available. If you are accepting all or part of your Entitlement and payment is being made by BPAY®, you are not required to return the Entitlement and Acceptance Form unless you wish to participate in the Shortfall Offer.

Your BPAY® payment must be received by no later than 5.00pm Sydney time 29 May 2020.

If using the BPAY® payment option, you must contact your bank, credit union or building society to make payment from your cheque, savings or credit card account. Refer to the Entitlement and Acceptance Form for the Biller Code and Customer Reference Number. Shareholders who have multiple holdings will have multiple Customer Reference Numbers. Payment will only be accepted in Australian dollars drawn on an Australian bank.

**2.6 Acceptance of applications under the Offer**

Completing and lodging an Entitlement and Acceptance Form for the Offer or making a payment by BPAY® is an offer by you to DataDot Technology to subscribe for the number of New Shares so applied for at the Issue Price on the terms and conditions set out in this Offer Document and the Entitlement and Acceptance Form.

An application may be accepted in respect of the full amount applied for without further notice to the relevant Eligible Shareholder. Acceptance of an application will give rise to a binding contract with acceptance to take place upon quotation of the New Shares on ASX.

No stamp duty, brokerage or commission is payable by Applicants.

**2.7 Application for Shortfall Shares**

You may apply for Shortfall Shares by completing the Shortfall Acceptance Form which will be emailed to you on 2 June 2020 in accordance with the instructions on that form and by following the instructions below.

You may pay your Application Monies for the Shortfall Shares:-

- (a) by cheque in Australian dollars drawn on an Australian branch of an Australian bank and made payable to 'DataDot Technology Ltd – Offer Account' and crossed 'Not Negotiable'; or
- (b) By BPAY® following the instructions on the Shortfall Acceptance Form, You do not need to return the Shortfall Acceptance Form if paying by BPAY®.

Completed Shortfall Acceptance Forms and accompanying cheques must be returned to the address specified in 2.5(a) above in time to be received in the DataDot Technology bank account as cleared funds no later than 5.00pm Sydney time on 9 June 2020.

Your BPAY® payment must be received by no later than 5.00pm Sydney time 9 June 2020.

## Section 3 – Purpose and effect of the Offer

### 3.1 Overview

The Directors are proceeding with this Offer for the purposes referred to in Section 3.2. If this Offer is fully subscribed:

- the New Shares issued pursuant to this Offer will constitute approximately 21% of the total number of issued Shares immediately after the allotment of the New Shares; and
- the maximum total number of Shares on issue after the Issue will be 1,267,454,245. The Rights Issue will provide DataDot Technology with net proceeds of up to approximately \$1.07m before issue expenses of up to approximately \$20,000 (exclusive of GST as applicable).

### 3.2 Purpose of the Offer and use of proceeds

The purpose of the Offer and the Placement is to raise additional equity funding to enable DataDot Technology to repay Convertible Note debt of \$1,150,000, to pay the costs of the issue, to fortify the financial position of the Company, and to provide working capital in the case there is a sustained impact on operations and performance of the Company due to the COVID-19 pandemic.

### 3.3 Impact on DataDot Technology capital structure

The table in this section shows the current structure of DataDot Technology and its capital structure on completion of the Rights Issue:

Shares	Number of securities
Existing shares as at 7 May 2020	803,318,190
New Shares issued in Placement to sophisticated investors	196,363,325
New Shares assuming full subscription *	267,772,730
Total Shares assuming full subscription	<b>1,267,454,245</b>

\* Subject to rounding up of acceptances

## Section 4 – Risk factors

### 4.1 Overview

There are a number of factors, both specific to DataDot Technology and of a general nature, which may affect the future operating and financial performance of DataDot Technology and the outcome of an investment in DataDot Technology.

There can be no guarantees that DataDot Technology will achieve its stated objectives, that forecasts will be met or that forward looking statements will be realised.

This section describes certain, but not all, risks associated with an investment in DataDot Technology. Prior to making an investment decision, prospective investors should carefully consider the following risk factors, as well as the other information contained in this Offer Document, in the Company's announcements on ASX, or of which they are otherwise aware.

### 4.2 Specific risk factors

#### (a) Share Market

Share market conditions are affected by factors such as economic conditions and the general economic outlook, changes in investor sentiment towards particular market sectors, war, terrorism or health pandemics, and may affect listed shares prices regardless of the Company's operating performance.

#### (b) Foreign Currency Risks

The Company's products are principally sold throughout the world in USD or GBP or Euros or SAR. As a result, any significant and/or sustained fluctuations in the exchange rate between the Australian and US and GBP and Euro and SAR currencies could have a material adverse effect on the Company's operations, financial position (including revenue and profitability) and performance.

### **(c) Economic Factors**

Factors such as inflation, currency fluctuation, interest rates, supply and demand and industrial disruption have an impact on operating costs, commodity prices and stock market prices. The Company's future possible profitability and the market price of its quoted Shares can be affected by these factors, which are beyond the control of the Company and its Directors.

### **(d) Government Policy**

Changes in Government, monetary policies, taxation and other laws and actions including such matters as compulsory marking of motor vehicles for anti-theft identification can have a significant influence on the outlook for the Company and the returns to investors.

### **(e) Operational Risk**

The occurrence of operational risks such as manufacturing plant failures or defective materials and product ingredients could result in product delivery failures, product recalls and could result damages occurring to third parties and may give rise to claims against the Company.

### **(f) Financing**

The future capital requirements of the Company will depend on many factors including operating losses (if any) sustained by the **company**, manufacturing equipment requirements and continuing research and development activities. An inability to obtain additional funding (if required) could have a material adverse effect on the Company's business and the price of its Shares.

### **(g) Reliance on Strategic Partners**

The Company has a number of manufacturing partners and distributors around the world. Their performance and lack of development of new markets and products could have an adverse impact on the performance of the company.

### **(h) Reliance on Key Executives**

The success of the Company is dependent upon retaining its current and future experienced personnel. Although key executives have fixed term employment contracts (subject to contractual or statutory termination rights), the continued involvement of certain key Directors, employees and consultants cannot be assured.

## **Section 5. Additional information**

### **5.1 Expenses of the Offer**

Expenses connected with the Offer will be borne by DataDot Technology. The approximate expenses of the Offer (excluding GST where applicable) including legal fees, share registry fees, ASX listing fees, printing and mail fees and other general costs are estimated to be up to approximately \$20,000.

### **5.2 Disclosure**

This Offer Document contains an Offer to subscribe for continuously quoted securities (as defined in the Corporations Act) of DataDot Technology and has been prepared in accordance with section 708AA of the Corporations Act. In broad terms, section 708AA relates to rights issues by certain companies that do not require the provision of a prospectus or other disclosure document. Accordingly, the level of disclosure in this Offer Document is significantly less than that required in a prospectus. Eligible Shareholders should therefore rely upon their own knowledge of DataDot Technology, refer to disclosures already made by it to ASX, information on our website [www.DataDotDNA.com/au](http://www.DataDotDNA.com/au) and refer to their professional adviser before deciding to accept the Offer.

### **5.3 Disclaimer and Forward Looking Statements**

This Offer Document may contain forward-looking statements which are identified by words such as 'may', 'could', 'believes', 'estimates', 'targets', 'expects', or 'intends' and other similar words that involve risks and uncertainties.

These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this Offer Document, are expected to take place.

Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of our Company, the Directors and our management.

We cannot and do not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Offer Document will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.

We have no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Offer Document, except where required by law.

These forward looking statements are subject to various risk factors that could cause our actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in Section 4 of this Offer Document.

To the maximum extent permitted by law DataDot Technology and its officer, employees, agents, associates and its advisors do not make any representation or warranty, express or implied, as to the currency, accuracy, reliability or completeness of such information or likelihood of fulfillment of any forward looking statements (including, without limitation, liability for negligence).

DataDot Technology does not guarantee any particular rate of return or the performance of DataDot Technology nor does it guarantee the repayment of capital from DataDot Technology or any particular tax treatment.

#### **5.4 Governing Law**

The Offer and contracts formed on acceptance of the Entitlement and Acceptance Form are governed by the law of New South Wales, Australia. Each applicant submits to the non-exclusive jurisdiction of the courts of New South Wales, Australia.

## Glossary

**ABN** means Australian Business Number.

**Applicant** means an Eligible Shareholder who submits an Entitlement and Acceptance Form or a Shortfall Acceptance Form.

**Application Money** means the monies received from persons applying for Shares pursuant to the terms of the Offer or the Shortfall Offer.

**ASIC** means the Australian Securities and Investments Commission.

**ASTC** means ASX Settlement Pty Ltd (ABN 49 008 504 532)

**ASTC Settlement Rules** means the operating rules of the ASTC and, to the extent they are applicable, the operating rules of the ASX and the operating rules of the Australian Clearing House Pty Ltd.

**ASX** means the ASX Limited (ABN 98 008 624 691).

**ASX Listing Rules** means the listing rules of ASX.

**Board** means the board of directors of DataDot Technology.

**Business Day** means a day on which ASX is open for trading in terms of the operating rules of the ASX markets and clearing and settlement facilities.

**Company or DataDot Technology** means DataDot Technology Ltd (ABN 54 091 908 726).

**Closing Date** means 5:00pm (Sydney time), 29 May 2020.

**Corporations Act** means the Corporations Act 2001 (Cth)

**Directors** means the directors of DataDot Technology as set out in the Corporate Directory.

**Eligible Shareholder** means a person who is a Shareholder on the Record Date who is not a Foreign Shareholder.

**Entitlement** means the non-renounceable right of an Eligible Shareholder to subscribe for New Shares under the Offer.

**Entitlement and Acceptance Form** means the personalised form attached to or accompanying this Offer.

**Existing Shares** means Shares on issue on the Record Date for the Offer.

**Foreign Shareholder** means a Shareholder described in Section 1.9.

**GST** means goods and services tax.

**Issue Price** means the issue price of \$0.004 per New Share.

**New Shares** means the Shares offered under this Offer or the Shortfall Offer.

**Offer** means the offer of Entitlements to New Shares under this Offer.

**Offer Document** means this document and any supplementary or replacement offer document.

**Placement** means the placement to sophisticated investors to raise \$785,453.30

**Record Date** means the date for determining Entitlements under the Offer, being 7.00pm. Sydney local time on 7 May 2020.

**Rights Issue** means the issue of New Shares upon receipt of valid acceptances under this Offer.

**Shareholder** means a holder of Shares.

**Share Registry** means Boardroom Pty Limited.

**Shares** means ordinary shares in DataDot Technology.

**Shortfall** means the total number of New Shares not taken up by Eligible Shareholders pursuant to their Entitlements.

**Shortfall Acceptance Form** means the personalised form attached to or accompanying the Shortfall Offer.

**Shortfall Shares** means any New Shares not taken up by Eligible Shareholders pursuant to their Entitlements.

**Shortfall Offer** is as defined in Section 1.5

## **Corporate Directory**

### **Board of Directors**

Ray Carroll – Chairman  
Brad Kellas – Managing Director  
David Lloyd – Non Executive Director

**Company Secretary** – Patrick Raper

### **Registered Office and Principal Place of Business**

8 Ethel Ave,  
Brookvale NSW 2100 Australia  
Telephone: (02) 8977 4900 Website: [www.DataDotDNA.com.au](http://www.DataDotDNA.com.au)

### **Auditors**

Audit Only  
110 George Street, Parramatta, NSW 2150, Australia

### **Share Registry**

Boardroom Pty Limited  
Level 12, 225 George Street, Sydney NSW 2000, Australia  
Telephone: (02) 9290 9600 Facsimile: (02) 9279 0664  
Free Call: 1300 737 760 Website: [www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)

### **Home Exchange**

Australian Securities Exchange Ltd (ASX) ASX code **DDT**  
Exchange Centre, 20 Bridge Street, Sydney NSW 2000, Australia



ACN: 091 908 726

BoardRoom

All correspondence to  
Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001

Tel: 1300 389 922 (within Aust)  
Tel: + 61 3 9415 4610 (outside Aust)  
Fax: + 61 2 9279 0664

[www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)  
[corporateactions@boardroomlimited.com.au](mailto:corporateactions@boardroomlimited.com.au)

## NON RENOUNCEABLE ENTITLEMENT OFFER ENTITLEMENT AND ACCEPTANCE FORM

Subregister:

HIN / SRN:

Entitlement No:

Number of Shares held  
at 7:00 pm AEST  
on 7 May 2020  
(Record Date):

**OFFER CLOSES: 5.00pm (AEST) FRIDAY, 29 MAY 2020**

### A Entitlement Acceptance

(1) If you wish to accept **YOUR FULL ENTITLEMENT**, please note your Entitlement and requisite Application Amount specified below and return this Form together with your **PAYMENT** by cheque or money order **or alternatively make a payment by BPAY in which case you DO NOT NEED TO RETURN THIS FORM UNLESS YOU ARE APPLYING TO PARTICIPATE IN THE SHORTFALL OFFER AS INDICATED IN SECTION B.**

Entitlement New Shares	Offer Price (per New Share)	Application Amount \$
	\$0.004	

(2) If you wish to accept only **PART OF YOUR ENTITLEMENT** please complete the boxes below with the **NUMBER OF NEW SHARES** you wish to accept under your Entitlement and the requisite Application Amount and return this Form together with your **PAYMENT** by cheque or money order **or alternatively make a payment by BPAY in which case you DO NOT NEED TO RETURN THIS FORM.**

Part Acceptance of Entitlement New Shares	Offer Price (per New Share)	Application Amount \$
	\$0.004	

### B Participation in Shortfall Offer

If you have accepted **YOUR FULL ENTITLEMENT** and wish to participate in the Shortfall Offer which opens on 2 June 2020 please complete the boxes below and return this form to Boardroom by email to [corporateactions@boardroomlimited.com.au](mailto:corporateactions@boardroomlimited.com.au).

YES I wish to participate in the Shortfall Offer	My email address for the progression of this participation is as below.
Tick Here: <input type="checkbox"/>	

If the person completing this Form is acting for the Eligible Shareholder, the return of this Form, together with payment of the requisite Application Amount or payment by BPAY, will constitute acceptance of the Entitlement Offer by the Eligible Shareholder, and if that person is acting under Power of Attorney, he/she states that he/she has not received notice of revocation and that he/she has authority to accept the Entitlement Offer.

### Payment Instructions

Payment may only be made by BPAY®, cheque or money order. Cash will not be accepted via mail or at Boardroom Pty Limited. Payments cannot be made at any bank.

**REFER OVERLEAF FOR INSTRUCTIONS**

## Payment Option 1 – BPAY®

	<b>Bill Code:</b> <b>CRN:</b>	<b>Telephone &amp; Internet Banking - BPAY®</b> Contact your bank, credit union or building society to make this payment from your cheque, credit or savings account. More info: <a href="http://www.bpay.com.au">www.bpay.com.au</a> ® Registered to BPAY Ltd ABN 69 079 137 518
<ul style="list-style-type: none"><li>To pay via BPAY® please contact your participating financial institution</li><li>If paying by BPAY®, you do not need to complete and return the Entitlement and Acceptance Form unless you are applying to participate in the shortfall Offer as indicated in Section B.</li></ul>		

## Payment Option 2 – Cheque or bank draft

- Only cheques or bank drafts in Australian dollars and drawn on a bank or financial institution in Australia will be accepted.
- Your cheque or bank draft must be made payable to "DataDot Technology Limited" and crossed Not Negotiable.
- Please ensure that you submit the correct amount. Incorrect payments may result in your application being rejected.

### Please enter your contact details in case we need to contact you in relation to your application

CONTACT NAME	EMAIL ADDRESS	TELEPHONE

This document is of value and requires your immediate attention. If in doubt, please consult your stockbroker, solicitor, accountant or other professional advisor without delay.

The offer to which this Entitlement and Acceptance Form relates does not constitute an offer to any person who is not an Eligible Shareholder, and in particular is not being made to Shareholders with registered addresses outside Australia or New Zealand. This Entitlement and Acceptance Form does not constitute an offer in the United States of America (or to, or for the account or benefit of, US Persons) or in any jurisdiction in which, or to any persons to whom, it would not be lawful to make such an offer.

### ACCEPTANCE OF THE OFFER

By either returning the Entitlement and Acceptance Form together with your payment of the requisite Application Amount to Boardroom, or making payment by BPAY®, by 5.00pm (AEDT) on 29 May 2020:

- you represent and warrant that you have read and understood and agree to the terms set out in this Form and acknowledge you have read the entire Offer Document issued in connection with the Entitlement Offer;
- you represent and warrant that you are not located in the United States or a U.S. Person and are not acting for the account or benefit of a U.S. Person or any other foreign person;
- you provide authorisation to be registered as the holder of New Shares acquired by you and agree to be bound by the constitution of DataDot Technology Limited; and
- your application to acquire New Shares is irrevocable and may not be varied or withdrawn except as allowed by law.

### HOW TO ACCEPT NEW SHARES OFFERED

- BPAY® payment method:** The requisite Application Amount payable by you in order to accept your Entitlement in full is shown in **Section A** on the first page of this Form. If you accept your full Entitlement and wish to apply for additional New Shares under the Shortfall Offer, please also complete **Section B**. Contact your Australian bank, credit union or building society to make this payment from your cheque, savings or credit account. For more information visit: [www.bpay.com.au](http://www.bpay.com.au). Refer to the front of this form for the Biller Code and Customer Reference Number. Payments must be received by BPAY® before 5.00 pm (AEDT) on 29 May 2020.

If the BPAY® payment is for any reason not received in full, the Company may treat you as applying for as many New Shares as will be paid for by the cleared funds. Shareholders using the BPAY® facility will be bound by the provisions relating to this Offer. **You are not required to submit this Form if you elect to make payment using BPAY® unless you are applying to participate in the Shortfall Offer as indicated in Section B.**

- Cheque payment method:** The requisite Application Amount payable by you in order to accept your Entitlement in full is shown in **Section A** on the first page of this Form. If you accept your full Entitlement and wish to apply for Additional New Shares, please also complete **Section B**. Send your cheque/bank draft and the completed Form to Boardroom Pty Limited at the address shown below so as to reach the Share Registry before the close of the Offer at 5.00 pm (AEDT) on 29 May 2020. A reply-paid envelope is enclosed for your convenience.

- PAYMENT - OVERSEAS RESIDENTS**

Eligible Shareholders who are overseas must obtain a bank draft in Australian currency payable on a bank in Australia, or where the Eligible Shareholder has an account with a bank in Australia, by a cheque drawn on that bank within Australia.

Overseas eligible shareholders are advised to ensure their form and payment are posted to Australia by airmail.

Personal cheques drawn on overseas banks in Australian or any foreign currency will not be accepted. These will be returned and the acceptance deemed to be invalid.

**Mailing Address:**  
Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001

**Hand Delivery Address:**  
Boardroom Pty Limited  
Level 12, 225 George Street  
Sydney NSW 2000

### Privacy Statement:

Boardroom Pty Limited advises that Chapter 2C of the Corporations Act 2001 (Cth) requires information about you as a Shareholder (including your name, address and details of the Shares you hold) to be included in the public register of the entity in which you hold Shares. Information is collected to administer your Shareholding and if some or all of the information is not collected then it might not be possible to administer your Shareholding. Your personal information may be disclosed to the entity in which you hold Shares. You can obtain access to your personal information by contacting us at the address or telephone number shown on the Application Form. Our privacy policy is available on our website (<https://www.boardroomlimited.com.au/corp/privacy-policy>).