



## Notice of Annual General Meeting

**DataDot Technology Limited ACN 091 908 726**

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Date: Monday 15 November 2021

Time: 10:00am (Sydney time)

Place: This Annual General Meeting (**Meeting**) will be conducted as a virtual Meeting, accessible online.

**IMPORTANT INFORMATION REGARDING COVID-19:** Due to COVID-19 pandemic, the Meeting will be held as a virtual Meeting. If you wish to virtually attend the Meeting, please pre-register in advance for the virtual Meeting by sending an email to [ddtagm2021@datadotid.com](mailto:ddtagm2021@datadotid.com)

### Lodging Proxy Votes

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

**Important Notes:** Shareholders should read this Notice in full.

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

**DATADOT TECHNOLOGY LIMITED**  
**ACN 091 908 726**

**NOTICE OF ANNUAL GENERAL MEETING**

The 2021 Annual General Meeting of members of DataDot Technology Limited is to be held at the date and time, and to conduct the business, itemised below.

**Venue:** Virtual Meeting  
**Date:** Monday 15 November 2021  
**Time:** 10.00 a.m. (Sydney time)

**BUSINESS OF THE MEETING**

**Financial Statements and Reports**

To receive and consider the Financial Statements and Reports of the Directors and Auditor for the financial year ended 30 June 2021.

**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 Raymond Carroll**

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

*“That Mr Ray Carroll, 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**

### **Appointment of Auditor**

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

*“That, for the purposes of section 327B (1) of the Corporations Act 2001 and for all other purposes, AMW (Audit) Pty Limited T/As AMW Audit having been nominated by a Shareholder and consented in writing to act as auditor of the Company, be appointed auditor of the Company, effective immediately”.*

### **Meeting attendance.**

#### **IMPORTANT NOTICE REGARDING ATTENDANCE, COVID-19 AND THE VIRTUAL MEETING**

Due to the global COVID-19 pandemic, the Company has taken steps to ensure all Shareholders can participate in the Meeting virtually while maintaining the health and safety of shareholders, directors and staff, and abiding by Federal and State Government requirements and guidelines regarding COVID-19. Shareholders will not be able to attend the Meeting in person.

If you wish to electronically view the Meeting please send a pre-registration request to email [ddtagm2021@datadotid.com](mailto:ddtagm2021@datadotid.com) giving details of your shareholding.

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

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

- (1) participating in the virtual Meeting – you must pre-register as noted above ;
- (2) appointing the Chair as their proxy (and where desired, direct the Chair how to vote on a Resolution) by completing and returning the Proxy Form; or
- (3) lodging their votes online at <https://www.votingonline.com.au/ddtagm2021>

### **Virtual Meeting**

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

Shareholders are encouraged to submit questions in advance of the Meeting to the Company. Questions must be submitted to email [ddtagm2021questions@datadotid.com](mailto:ddtagm2021questions@datadotid.com) at least 48 hours before the Meeting.

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

### **Other Information**

The Explanatory Memorandum accompanies and forms part of this Notice.

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

### **Voting by Proxy**

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

The proxy does not need to be a shareholder of the Company. A Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the Shareholder's votes. 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 Friday 12 November 2021.

<b>Boardroom Pty Limited (hand deliveries)</b>	Boardroom Pty Limited Level 12 225 George St Sydney NSW 2000
<b>Boardroom Pty Limited (postal deliveries)</b>	Boardroom Pty Limited GPO Box 3993 Sydney NSW 2001
<b>Fax number for lodgment</b>	02 9290 9655

### **Voting Online**

To vote on line you should visit the following website: [www.votingonline.com.au/DDTagm2021](http://www.votingonline.com.au/DDTagm2021)

A form of proxy is provided with this Notice.

### **Entitlement to Vote**

In accordance with Section 1074E(2)(g)(i) of the Corporations Act and Regulation 7.11.37 of the Corporations Regulations, the Company has determined that for the purposes of the Meeting all Shares will be taken to be held by the persons who held them as registered Shareholders at 7.00 p.m. (Sydney time) on Saturday 13 November 2021. 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**  
**15 October 2021**

**DATADOT TECHNOLOGY LIMITED**  
**ACN 091 908 726**  
**EXPLANATORY MEMORANDUM**

This Explanatory Memorandum relates to the 2021 Annual General Meeting of the Company to be held as a virtual meeting at 10:00am on Monday, 15 November 2021.

**Financial Report and Reports of the Directors and Auditor**

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

**Resolution 1: Remuneration Report**

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

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

**The Board unanimously recommends that Shareholders vote for this resolution.**

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

**Resolution 2: Re-election of Raymond Carroll**

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 Carroll retires and seeks re-election.

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

Mr Carroll was the driving force behind the establishment and success of Australia's National Motor Vehicle Theft Reduction Council (NMVTRC) and served as its Executive Director for over 19 years. He is an internationally recognised authority on developing and implementing strategic solutions to crime issues and holds a Bachelor Degree in Criminal Justice Administration.

In his former role, Mr Carroll devised the world's first comprehensive criteria and performance specification for whole of vehicle marking. His endorsement and advocacy for DataDot's micro-

dot identification system nationally and internationally was the catalyst for the acceptance and growth of micro-dot identification in multiple markets across the world.

Mr Carroll's appointment brings to the Company an unsurpassed level of experience in fostering collaboration across multiple industry sectors, government agencies and the community sector to achieve desired outcomes. He secured and managed over \$40 million dollars in direct funding to the NMVTRC and generated over \$600 million expenditure by government agencies and motor related industries to implement NMVTRC facilitated reforms. During his tenure, vehicle crime in Australia reduced by over 70% delivering on-going insurance and community savings of more than \$400 million per year in vehicle crime related costs.

At DataDot, Mr Carroll has presided as Chairman over the significant improvement in the performance of the Company and its achievement of profitability.

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

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

### **Resolution 3                      Appointment of Auditor**

AuditOnly (AO) was appointed auditor of the Company at the 2019 AGM following the resignation of BDO East Coast Partnership ("BDO ECP") and ASIC's consent to the resignation in accordance with s329(5) of the Corporations Act 2001 ("the Act").

The change of auditor arose following a public tender for audit services conducted by the Company.

AO has now advised the Company that it is restructuring its audit practice following a merger with AMW (Audit) Pty Limited T/As AMW Audit (AMW Audit) to provide for audits to be conducted by AMW Audit rather than AO. AMW Audit is an authorised audit company and the Principal of AO will join AMW Audit and initially will remain as the partner on the DDT audit.

Pursuant to section 328B of the Act, the Company received a valid notice of nomination of auditor that nominated AMW Audit to be appointed as the auditor of the Company. A copy of the nomination is attached as Annexure A to this Notice of Meeting.

AMW Audit has provided the Company with its written consent to act, subject to shareholders' approval being granted, as the Company's auditor in accordance with s328A(1) of the Act.

In accordance with s327B(1)(b) of the Act, an ordinary resolution is required at this Annual General Meeting to appoint AMW Audit as the Company's auditor and Shareholders' approval is sought to that appointment.

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

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

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**Glossary** - In this Notice and Explanatory Memorandum:

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

**Board** means the board of Directors.

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

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

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

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

**Director** means a director of the Company.

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

**Explanatory Memorandum** means the explanatory memorandum attached to the Notice.

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

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

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

**Notice** means this notice of meeting.

**Proxy Form** means the proxy form attached to the Notice.

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

**Shareholder** means a shareholder of the Company.

The Directors  
DataDot Technology Limited  
8 Ethel Ave  
Brookvale, NSW, 2100

23 August 2021

Dear Directors

**RE: NOMINATION OF AMW AUDIT AS AUDITORS**

The undersigned being a member of DataDot Technology Limited hereby nominate AMW Audit Pty Ltd. for appointment as auditor of the company at the forthcoming annual general meeting.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Brad Charles Kellas', written in a cursive style.

Brad Charles Kellas  
Shareholder



**All Correspondence to:**

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

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** [www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)

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

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:00am (AEDT) on Saturday, 13 November 2021.**

### 🖥 TO VOTE ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/ddtagm2021>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

### 📱 BY SMARTPHONE



Scan QR Code using smartphone  
QR Reader App

### TO VOTE BY COMPLETING THE PROXY FORM

#### STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

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

##### Appointment of a Second Proxy

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

To appoint a second proxy you must:

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

#### STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

##### Proxy which is a Body Corporate

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

#### STEP 3 SIGN THE FORM

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

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

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

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

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

#### STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:00am (AEDT) on Saturday, 13 November 2021.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

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

- 🖥 **Online** <https://www.votingonline.com.au/ddtagm2021>  
+ 61 2 9290 9655
- 📠 **By Fax** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia
- ✉ **By Mail** Boardroom Pty Limited  
Level 12, 225 George Street,  
Sydney NSW 2000 Australia
- 👤 **In Person**

☐**Your Address**

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

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

**PROXY FORM****STEP 1 APPOINT A PROXY**

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

☐

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

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held virtually at <https://web.lumiagm.com/385-689-961> on **Monday, 15 November 2021 at 10:00am (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

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

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

**STEP 2 VOTING DIRECTIONS**

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

		For	Against	Abstain*
Resolution 1	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Election of Director – Mr Raymond Carroll	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**STEP 3 SIGNATURE OF SECURITYHOLDERS**

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2021