



D A M S T R A

# NOTICE OF ANNUAL GENERAL MEETING 2020



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## NOTICE OF ANNUAL GENERAL MEETING

**DAMSTRA HOLDINGS LIMITED ACN 610 571 607**

**TIME:** 9:00am AEDT

**DATE:** Monday, 16 November 2020

### Important notice

This Notice should be read in conjunction with the Explanatory Memorandum. The Explanatory Memorandum contains important information about the matters to be considered at the Annual General Meeting of Damstra Holdings Limited to assist Shareholders to determine how to vote on the Resolutions set out in this Notice.

Should you wish to discuss any of the matters detailed in this Notice, please do not hesitate to contact the Company Secretary on +61 3 9614 2444 or [chodges@cdplus.com.au](mailto:chodges@cdplus.com.au).

### Notice of Annual General Meeting of Shareholders of Damstra Holdings Limited

Notice is given that the annual general meeting of Shareholders of Damstra Holdings Limited (ACN 610 571 607) (**Damstra** or the **Company**) will be held on **Monday, 16 November 2020** at **9:00am AEDT**.

The Meeting will be streamed live for Shareholders to view and participate. Please see page 3 for details.

# IMPORTANT INFORMATION

## Your vote is important

The business of the Meeting affects your shareholding and your vote is important.

## Voting eligibility

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7:00pm AEDT on Saturday, 14 November 2020.

## Voting in person at the Meeting

Due to continuing developments in relation to COVID-19, Shareholders will not be able to attend or vote at the Meeting in person. The Meeting will be streamed live via webcast for Shareholders to view the Meeting.

The Company urges all Shareholders to please utilise the online facilities offered. Shareholders will be able to view the live webcast of the Meeting, vote online in real time and ask Directors questions online.

For further information, please see the section below titled '*Direct voting during the Meeting*' and the Online Shareholders' Meeting Guide attached to this Notice.

## Voting by proxy or online prior to Meeting

To submit a direct vote prior to the Meeting, or to appoint a proxy online, please go to:

- [www.investorvote.com.au](http://www.investorvote.com.au) and follow the instructions on your Voting Form; or
- [www.intermediaryonline.com](http://www.intermediaryonline.com) for Intermediary Online subscribers.

You may also appoint a proxy by completing and signing the enclosed Voting Form and returning it by the time and in accordance with the instructions set out on the Voting Form. Proxies will be able to view the live webcast of the Meeting, vote online in real time in accordance with their proxy instructions and ask Directors questions online. For further information, please see the Online Shareholders' Meeting Guide attached to this Notice.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy; and
- the proxy need not be a Shareholder of the Company; and
- 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 the Shareholder appoints 2 proxies and the appointment does not specify the proportion or number of the Shareholders' votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

## Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular Resolution and if it does:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the Resolution, the proxy must not vote on a show of hands; and
- if the proxy is the Chair, the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the Chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

# IMPORTANT INFORMATION

Continued

## Transfer of non-chair proxy to Chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular Resolution at the Meeting; and
- the appointed proxy is not the Chair; and
- at the Meeting, a poll is duly demanded on the Resolution; and
- either of the following applies:
  - the proxy is not recorded as attending the Meeting; or
  - the proxy does not vote on the Resolution,

the Chair is taken, before voting on the Resolution closes, to have been appointed as the proxy for the purposes of voting on the Resolution at the Meeting.

## Direct voting

In accordance with rule 5.9(a) of the Constitution, the Directors have:

- determined that for the Meeting, a shareholder that is entitled to attend and vote at the Meeting may submit a direct vote; and
- approved the matters specified below as the means by which Shareholders may deliver a direct vote.

A Shareholder entitled to attend and vote at the Meeting may direct vote by:

- delivering prior to the Meeting a valid notice of their voting intention by means of a direct vote; or
- delivering a direct vote during the Meeting if participating online.

## Direct voting prior to the Meeting

A Shareholder may deliver a direct vote by indicating on the Voting Form that they are casting their vote directly and then placing a mark in one of the boxes opposite each item of business on the Voting Form. All of the Shareholder's shares will be voted in accordance with such direction, unless the Shareholder indicates that their direction is:

- to vote only a portion of their votes on any item; or
- to cast their votes in different ways on any item, by inserting the number of shares in the appropriate box or boxes.

If a Shareholder indicates that they are lodging their votes directly and then does not mark any of the boxes on a given item, no direct vote will be recorded on that item.

If a Shareholder indicates that they are delivering their votes directly and then marks more than one box on an item, their vote on that item will be invalid. If a Shareholder inserts a number of shares in boxes on any item that in total exceeds the number of shares that the Shareholder holds as at the voting entitlement time, the Shareholder's vote on that item will be invalid, unless the Shareholder inserted the number of shares in one box only, in which case it will be taken to be valid for the total number of shares held at that time.

### Direct voting during the Meeting

Shareholders who wish to participate in the Meeting online may do so:

- from their computer, by entering the URL in their browser: **<http://web.lumiagm.com/364961766>** or
- from their mobile device by either entering the URL in their browser: **<https://web.lumiagm.com>** or by using the Lumi AGM app, which is available by downloading the app from the Apple App Store or Google Play Store.

If you choose to participate in the Meeting online, you can log in to the Meeting by entering:

- the meeting ID for the Meeting, which is: **364961766**
- your username, which is your SRN/HIN
- your password, which is the postcode registered to your holding if you are an Australian shareholder. Overseas shareholders should refer to Online Shareholders' Meeting Guide attached to this Notice for password details.

Attending the Meeting online enables Shareholders to view the Meeting live and to also ask questions and cast direct votes at the appropriate times whilst the Meeting is in progress.

More information regarding participating in the Meeting online, including browser requirements, is detailed in the Online Shareholders' Meeting Guide attached to this Notice.

Shareholders who submit direct votes appoint the Chair as their representative for the purposes of rule 5.5 of the Constitution (determination of quorum).

However, Shareholders who submit direct votes will not be entitled to the following rights of Shareholders attending the Meeting by proxy, attorney or representative:

- to join in the election of the chairman of the Meeting under rule 5.6(c) of the Constitution if there is a vacancy in the chairman; or
- to object to the qualification of a voter under rule 5.10(h) of the Constitution.

### Corporate representatives

A Shareholder that is a body corporate may appoint an individual to act as its representative at the Meeting by providing a duly executed certificate of appointment of corporate representative (**Certificate**). Unless otherwise specified in the Certificate, the representative may exercise all or any of the powers that the body corporate may exercise at the Meeting or in voting on a Resolution. A Certificate is available upon request from the Share Registry.

Appointments must be lodged in advance of the Meeting with the Company's Share Registry.



# BUSINESS OF THE ANNUAL GENERAL MEETING

## ORDINARY BUSINESS

### 1. Financial Statements and Reports

To receive and consider the Annual Report of the Company for the financial year ended 30 June 2020, including the financial statements, Directors' Report, the Remuneration Report and the auditor's report.

### 2. Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as a **non-binding resolution**:

*"**THAT**, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's Annual Report for the financial year ended 30 June 2020."*

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

#### Voting Exclusion Statement:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of any Restricted KMP Voter. However, a Restricted KMP Voter may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- the Restricted KMP Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- the Restricted KMP Voter is the Chair and the appointment of the Chair as proxy:
  - does not specify the way the proxy is to vote on this Resolution; and
  - expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

### 3. Resolution 2 – Re-Election of Director – Mr Drew Fairchild

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

*"**THAT** Mr Drew Fairchild, having retired from his office as Director in accordance with rule 6.1(f)(i)(B) of the Constitution and ASX Listing Rule 14.5, and being eligible, having offered himself for re-election, be re-elected as a Director of the Company."*

The Chair intends to vote all undirected proxies in favour of this Resolution.

### 4. Resolution 3 – Re-Election of Director – Mr Johannes Risseuw

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

*"**THAT** Mr Johannes Risseuw, having retired from his office as Director in accordance with rules 6.1(f)(i)(B) of the Constitution and ASX Listing Rule 14.4, and being eligible, having offered himself for re-election, be re-elected as a Director of the Company."*

The Chair intends to vote all undirected proxies in favour of this Resolution.

#### 5. Resolution 4 – Re-Election of Director – Mr Morgan Hurwitz

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

***“THAT Mr Morgan Hurwitz, having retired from his office as Director in accordance with rules 6.1(f)(ii)(B) of the Constitution and ASX Listing Rule 14.4, and being eligible, having offered himself for re-election, be re-elected as a Director of the Company.”***

The Chair intends to vote all undirected proxies in favour of this Resolution.

#### 6. Resolution 5 – Election of Director – Mrs Sara La Mela

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

***“THAT Mrs Sara La Mela, having retired from her office as Director in accordance with rules 6.1(e) of the Constitution and ASX Listing Rule 14.4, and being eligible, having offered herself for election, be elected as a Director of the Company.”***

The Chair intends to vote all undirected proxies in favour of this Resolution.

#### 7. Resolution 6 – Ratification of prior issue of Shares issued under ASX Listing Rule 7.1

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

***“THAT, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue and allotment of 2,054,793 Tranche 1 Shares under ASX Listing Rule 7.1 to the APE Mobile Vendors on 28 February 2020 on the terms and conditions as set out in the Explanatory Memorandum.”***

#### Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by, or on behalf of, any person who participated in the issue of the securities the subject of this Resolution, and any other person who will obtain a material benefit as a result of the issue of the securities (except as benefit solely by reason of being a holder of ordinary securities in the Company), or any of their Associates. However, the Company need not disregard a vote cast in favour of this Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair of the Meeting to vote on this Resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on this Resolution; and
  - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Chair intends to vote all undirected proxies in favour of this Resolution.

# BUSINESS OF THE ANNUAL GENERAL MEETING

Continued

## 8. Resolution 7 – Approval of issue of Shares under ASX Listing Rule 7.1

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

***“THAT, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue and allotment of up to 684,931 Tranche 2 Shares to the APE Mobile Vendors on the terms and conditions as set out in the Explanatory Memorandum.”***

### Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by, or on behalf of, any counterparty to the agreement in respect of the acquisition of APE Mobile and any person who is expected to participate in, or will obtain a material benefit as a result of, the proposed issue of the securities the subject of this Resolution (except as benefit solely by reason of being a holder of ordinary securities in the Company) or any of their Associates. However, the Company need not disregard a vote cast in favour of this Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair of the Meeting to vote on this Resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on this Resolution; and
  - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Chair intends to vote all undirected proxies in favour of this Resolution.

## 9. Resolution 8 – Approval of Director participation in Equity Incentive Plan and issue of ZPOs to Christian Damstra

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

***“THAT, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the issue of 130,193 ZPOs to Christian Damstra, Chief Executive Officer and Executive Director of the Company, on the terms and conditions set out in the Explanatory Memorandum.”***

### Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by, or on behalf of, any Director and any person who is eligible to participate in the EIP who is an Associate of a Director or a person whose relationship with the Company, Director or their Associate is such that, in ASX's opinion, the acquisition should be approved by Shareholders, or any of their respective Associates. However, the Company need not disregard a vote cast in favour of this Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair of the Meeting to vote on this Resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on this Resolution; and
  - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.



Further, a vote must not be cast on this Resolution by a member of the Key Management Personnel or a Closely Related Party of such a member acting as a proxy if their appointment does not specify the way the proxy is to vote on this Resolution. However, a vote may be cast by such persons if:

- it is cast by a member of the Key Management Personnel or their Closely Related Parties as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, and it is not cast on behalf of Christian Damstra or his Affiliates; or
- it is cast by the Chair (who is a member of the Key Management Personnel) as a proxy and the proxy appointment expressly authorises the Chair to exercise the proxy even though this resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

The Chair intends to vote all undirected proxies in favour of this Resolution.

#### 10. Resolution 9 – Approval of Director participation in Equity Incentive Plan and issue of ZPOs to Johannes Risseuw

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

***“THAT, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the issue of 130,193 ZPOs to Johannes Risseuw, Chairman and Executive Director of the Company, on the terms and conditions set out in the Explanatory Memorandum.”***

##### Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by, or on behalf of, any Director and any person who is eligible to participate in the EIP who is an Associate of a Director or a person whose relationship with the Company, Director or their Associate is such that, in ASX’s opinion, the acquisition should be approved by Shareholders or any of their respective Associates. However, the Company need not disregard a vote cast in favour of this Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair of the Meeting to vote on this Resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on this Resolution; and
  - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Further, a vote must not be cast on this Resolution by a member of the Key Management Personnel or a Closely Related Party of such a member acting as a proxy if their appointment does not specify the way the proxy is to vote on this Resolution. However, a vote may be cast by such persons if:

- it is cast by a member of the Key Management Personnel or their Closely Related Parties as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, and it is not cast on behalf of Johannes Risseuw or his Affiliates; or
- it is cast by the Chair (who is a member of the Key Management Personnel) as a proxy and the proxy appointment expressly authorises the Chair to exercise the proxy even though this resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

The Chair intends to vote all undirected proxies in favour of this Resolution.

# BUSINESS OF THE ANNUAL GENERAL MEETING

Continued

## 11. Resolution 10 – Approval of Director participation in Equity Incentive Plan and issue of PPOs to Christian Damstra

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

***"THAT, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the issue of 395,068 PPOs to Christian Damstra, Chief Executive Officer and Executive Director of the Company, on the terms and conditions set out in the Explanatory Memorandum."***

### Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by, or on behalf of, any Director and any person who is eligible to participate in the EIP who is an Associate of a Director or a person whose relationship with the Company, Director or their Associate is such that, in ASX's opinion, the acquisition should be approved by Shareholders or any of their respective Associates. However, the Company need not disregard a vote cast in favour of this Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair of the Meeting to vote on this Resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on this Resolution; and
  - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Further, a vote must not be cast on this Resolution by a member of the Key Management Personnel or a Closely Related Party of such a member acting as a proxy if their appointment does not specify the way the proxy is to vote on this Resolution. However, a vote may be cast by such persons if:

- it is cast by a member of the Key Management Personnel or their Closely Related Parties as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, and it is not cast on behalf of Christian Damstra or his Affiliates; or
- it is cast by the Chair (who is a member of the Key Management Personnel) as a proxy and the proxy appointment expressly authorises the Chair to exercise the proxy even though this resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

The Chair intends to vote all undirected proxies in favour of this Resolution.

## 12. Resolution 11 – Approval of Director participation in Equity Incentive Plan and issue of PPOs to Johannes Risseeuw

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

***"THAT, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the issue of 395,068 PPOs to Johannes Risseeuw, Chairman and Executive Director of the Company, on the terms and conditions set out in the Explanatory Memorandum."***

### Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by, or on behalf of, any Director and any person who is eligible to participate in the EIP who is an Associate of a Director or a person whose relationship with the Company, Director or their Associate is such that, in ASX's opinion, the acquisition should be approved by Shareholders or any of their respective Associates. However, the Company need not disregard a vote cast in favour of this Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair of the Meeting to vote on this Resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on this Resolution; and
  - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Further, a vote must not be cast on this Resolution by a member of the Key Management Personnel or a Closely Related Party of such a member acting as a proxy if their appointment does not specify the way the proxy is to vote on this Resolution. However, a vote may be cast by such persons if:

- it is cast by a member of the Key Management Personnel or their Closely Related Parties as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, and it is not cast on behalf of Johannes Risseeuw or his Affiliates; or
- it is cast by the Chair (who is a member of the Key Management Personnel) as a proxy and the proxy appointment expressly authorises the Chair to exercise the proxy even though this resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

The Chair intends to vote all undirected proxies in favour of this Resolution.

# BUSINESS OF THE ANNUAL GENERAL MEETING

Continued

## 13. Resolution 12 – Approval of Director participation in Equity Incentive Plan and issue of Retention Options to Christian Damstra

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

***“THAT, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the issue of 491,073 Retention Options to Christian Damstra, Chief Executive Officer and Executive Director of the Company, on the terms and conditions set out in the Explanatory Memorandum.”***

### Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by, or on behalf of, any Director and any person who is eligible to participate in the EIP who is an Associate of a Director or a person whose relationship with the Company, Director or their Associate is such that, in ASX's opinion, the acquisition should be approved by Shareholders or any of their respective Associates. However, the Company need not disregard a vote cast in favour of this Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair of the Meeting to vote on this Resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on this Resolution; and
  - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Further, a vote must not be cast on this Resolution by a member of the Key Management Personnel or a Closely Related Party of such a member acting as a proxy if their appointment does not specify the way the proxy is to vote on this Resolution. However, a vote may be cast by such persons if:

- it is cast by a member of the Key Management Personnel or their Closely Related Parties as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, and it is not cast on behalf of Christian Damstra or his Affiliates; or
- it is cast by the Chair (who is a member of the Key Management Personnel) as a proxy and the proxy appointment expressly authorises the Chair to exercise the proxy even though this resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

The Chair intends to vote all undirected proxies in favour of this Resolution.

## 14. Resolution 13 – Approval of Director participation in Equity Incentive Plan and issue of Retention Options to Johannes Risseuw

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

***“THAT, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the issue of 491,073 Retention Options to Johannes Risseuw, Chairman and Executive Director of the Company, on the terms and conditions set out in the Explanatory Memorandum.”***

### Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by, or on behalf of, any Director, and any person who is eligible to participate in the EIP who is an Associate of a Director or a person whose relationship with the Company, Director or their Associate is such that, in ASX's opinion, the acquisition should be approved by Shareholders or any of their respective Associates. However, the Company need not disregard a vote cast in favour of this Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair of the Meeting to vote on this Resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on this Resolution; and
  - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Further, a vote must not be cast on this Resolution by a member of the Key Management Personnel or a Closely Related Party of such a member acting as a proxy if their appointment does not specify the way the proxy is to vote on this Resolution. However, a vote may be cast by such persons if:

- it is cast by a member of the Key Management Personnel or their Closely Related Parties as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, and it is not cast on behalf of Johannes Risseeuw or his Affiliates; or
- it is cast by the Chair (who is a member of the Key Management Personnel) as a proxy and the proxy appointment expressly authorises the Chair to exercise the proxy even though this resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

The Chair intends to vote all undirected proxies in favour of this Resolution.

#### 15. Resolution 14 – Appointment of Auditor

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

*"THAT, pursuant to and in accordance with section 327B(1)(a) of the Corporations Act and for all other purposes, PricewaterhouseCoopers, having been nominated by the Board upon the Company becoming a public company and consented in writing to act in the capacity of auditor, be appointed as auditor of the Company on the terms and conditions in the Explanatory Memorandum."*

The Chairman intends to vote all undirected proxies in favour of this Resolution.

#### 16. OTHER BUSINESS

To transact any other business which may legally be brought before the Meeting.

**Dated: 16 October 2020**

**By order of the Board**



**Carlie Hodges**  
**Company Secretary**

# EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolution.

## 1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the Annual Report of the Company for the financial year ended 30 June 2020 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report.

The Company will not provide a hard copy of the Annual Report to Shareholders unless specifically requested to do so. The Company's Annual Report is available on its website at <https://www.damstratechnology.com/investors>.

Shareholders will be given a reasonable opportunity to ask questions and make comments on these reports, and on the management of the Company, and to ask questions of the auditor.

## 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

### 2.1 General

The Corporations Act requires that, at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and other Key Management Personnel of the Company. The Remuneration Report is part of the Directors' Report contained in the Annual Report. The Chair must allow a reasonable opportunity for its Shareholders to ask questions about or make comments on the Remuneration Report at the Annual General Meeting.

### 2.2 Voting consequences

Under the Corporations Act, a company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at two consecutive annual general meetings, at least 25% of the votes cast on a resolution in respect of a remuneration report vote against the adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to a vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting. If a Spill Resolution is put to shareholders, all of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting. Following the Spill Meeting each person whose election or re-election as a director of the company was approved will continue as a director of the company.

### 2.3 Previous voting results

As this is the Company's first annual general meeting, Shareholders have not previously voted in respect of a remuneration report. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.



## 2.4 Proxy voting restrictions

Shareholders appointing a proxy for this Resolution should note the following:

| Person appointed as proxy             | Where directions are given on Voting Form | Where no directions are given on Voting Form  |
|---------------------------------------|---|---|
| Key Management Personnel <sup>1</sup> | Vote as directed                          | Unable to vote <sup>3</sup>   |
| Chair <sup>2</sup>                    | Vote as directed                          | Able to vote at discretion of proxy if expressly authorised to do so under the Voting Form <sup>4</sup> |
| Other                                 | Vote as directed                          | Able to vote at discretion of proxy   |

### Notes:

- 1 Refers to Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of that Key Management Personnel.
- 2 Refers to the Chair (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report), or a Closely Related Party of the Chair.
- 3 Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.
- 4 The Voting Form notes it is the Chair's intention to vote all undirected proxies in favour of all Resolutions.

## 3. RESOLUTION 2 TO RESOLUTION 4 – RE-ELECTION OF DIRECTORS

### 3.1 General

Rule 6.1(f) of the Constitution requires that an election of Directors must take place each year and, excluding the Managing Director and any Director appointed to fill a casual vacancy who must retire under rule 6.1(e):

- one third of remaining Directors; and
- any Director who, if they did not retire, will at the conclusion of the meeting have been in office for three or more years or for three or more annual general meetings since they were last elected to office,

must retire from office. Rule 6.1(i) of the Constitution allows a Director who retires under rule 6.1(f) to be eligible for re-election at that meeting. Mr Johannes Risseeuw and Mr Drew Fairchild were each appointed to the Board on 1 April 2016. Mr Morgan Hurwitz was appointed to the Board on 21 November 2016. Accordingly, in accordance with rule 6.1(f)(i)(B) of the Constitution, each of Messrs Fairchild, Risseeuw and Hurwitz must retire as Director at the Meeting and, being eligible, will stand for re-election.

To allow for orderly Board succession and maintain the desired mix of skills across the Directors, Drew Fairchild, Johannes Risseeuw and Morgan Hurwitz have each agreed to stand for re-election.

Personal particulars of the Directors are set out below.

### 3.2 Mr Drew Fairchild

Drew has more than 20 years' experience as a Chief Financial Officer and entrepreneur, having commenced his career with Shell Australia, becoming Finance Director and a member of the Board.

Prior to his appointment as a Non-Executive Director, Drew assisted the Company as an adviser during the buy-out of the Company from the Programmed Group.

Prior to joining Damstra, Drew worked as a Chief Financial Officer within both Fulton Hogan and Cleanaway, and founded an oil and gas investment fund which was sponsored by Intermediate Capital Group plc.

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## 3.3 Mr Johannes Risseeuw

Johannes is the former Vice President, Mergers & Acquisitions, Asia Pacific at Shell, where he drove billion dollar plus transactions across Australia, Singapore, Hong Kong, Malaysia and the Middle East.

Previously Chief Investment Officer of Questus Energy, focused on the acquisition and management of oil and gas assets, and Chief Operating Officer at Skilled Group Limited.

## 3.4 Mr Morgan Hurwitz

Morgan is a senior IT executive with over 25 years' experience developing technology strategies and implementing technology across a range of industries in Australia and internationally.

Prior to joining Damstra, Morgan was the President of Supply Chain and Chief Information Officer at Linfox, global Chief Information Officer at Orica Limited, and held a number of senior IT roles within Shell in Melbourne and London.

## 3.5 Board Recommendation

The Board (other than Drew Fairchild who has abstained from making a recommendation on Resolution 2 due to his personal interest) recommends that you vote in favour of Resolution 2.

The Board (other than Johannes Risseeuw who has abstained from making a recommendation on Resolution 3 due to his personal interest) recommends that you vote in favour of Resolution 3.

The Board (other than Morgan Hurwitz who has abstained from making a recommendation on Resolution 4 due to his personal interest) recommends that you vote in favour of Resolution 4.

Each of the Directors currently intends to vote their respective shareholdings in favour of each Resolution.

## 4. RESOLUTION 5 – ELECTION OF DIRECTOR – MRS SARA LA MELA

### 4.1 General

Rule 6.1(e) of the Constitution requires that, if a person has been appointed as a Director by the Board either to fill a casual vacancy or as an addition to the existing Directors under rule 6.1(d) of the Constitution, that Director must retire from office at the next annual general meeting following their appointment. Rule 6.1(i) of the Constitution allows a Director who retires under rule 6.1(e) to be eligible for re-election at that meeting.

Mrs La Mela was appointed as a Director by the Board under rule 6.1(d) of the Constitution on 1 October 2020. Accordingly, Mrs La Mela will retire as Director at the Meeting and, being eligible, will stand for election.

The Board's policy on board composition is to ensure that there is an appropriate mix of skills and experience in order to provide the Board with the necessary knowledge required to meet the Damstra objectives. Following a detailed recruitment process, the Board determined that Damstra would benefit from the addition of Sara La Mela's skills and experience. Appropriate checks as to her background and experience were undertaken before her appointment. In addition, an assessment was undertaken based on Damstra's director independence guidelines. On that basis, the Board is satisfied that Sara is an independent Director. The Board is pleased to recommend Sara for election by Shareholders.

Personal particulars for Mrs La Mela are set out below.

### 4.2 Mrs Sara La Mela

Sara has extensive experience as a senior technology executive in both Australia and the United States, serving in various roles at both Twitter and Google. At Twitter she was a founding member of its global sales team. Sara has served as the Chief Operating Officer of Local Measure for the last six years, a business that provides a next-generation customer experience platform to help identify, understand and engage customers around the world to drive loyalty.

Since its initial public offering in June 2019, Sara has served as a Director at Whispir Limited (ASX:WSP). Whispir is a global SaaS company, providing a communications workflow platform that automates communications between organisations and people across all digital channels.

#### 4.3 Board Recommendation

The Board (other than Sara La Mela who has abstained from making a recommendation on this Resolution due to her personal interest) recommends that you vote in favour of this Resolution. Each of the Directors currently intends to vote their respective shareholdings in favour of this Resolution.

### 5. RESOLUTION 6 AND RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER ASX LISTING RULE 7.1 AND APPROVAL OF ISSUE OF SHARES UNDER ASX LISTING RULE 7.1 TO THE APE MOBILE VENDORS

#### 5.1 General

On 27 February 2020, the Company announced that it had acquired Applied Project Experience Pty. Ltd. (**APE Mobile**). As part consideration for the acquisition of APE Mobile, the Company agreed to issue up to 2,739,724 Shares to the APE Mobile Vendors at a deemed issued price of the 15-day VWAP of Shares immediately prior to completion of the acquisition, being \$1.095 per Share, in the following tranches:

- 2,054,793 Shares issued under the Company's 15% Placement Capacity (defined below) on 28 February 2020 (**Tranche 1 Shares**); and
- up to 684,931 Shares to be issued on, or as reasonably practicable after, 26 November 2020 (**Tranche 2 Shares**).

The issue of the Tranche 1 Shares did not breach ASX Listing Rules 7.1.

Under Resolution 6, the Company is seeking Shareholder ratification of the issue of the Tranche 1 Shares pursuant to ASX Listing Rule 7.4. Such approval will refresh the Company's ability to issue that number of securities under its 15% Placement Capacity in the future.

Under Resolution 7, the Company is further seeking Shareholder approval of the proposed issue of the Tranche 2 Shares pursuant to ASX Listing Rule 7.1.

#### 5.2 ASX Listing Rules 7.1 and 7.4

Broadly speaking, subject to certain exceptions prescribed under the ASX Listing Rules, ASX Listing Rule 7.1 limits the number of securities that a company may issue without shareholder approval over any 12-month period to 15% of the total of the number of shares the company had on issue at the start of the 12 month period (**15% Placement Capacity**).

ASX Listing Rule 7.4 allows for shareholders to subsequently approve an issue of, or agreement to issue, securities, provided the issue did not breach ASX Listing Rule 7.1 at the time of issue.

At the time of issue, the issue of the Tranche 1 Shares did not fall within any exception in ASX Listing Rule 7.2. As the issue has not yet been approved by Shareholders, the Tranche 1 Shares are using up a part of the Company's 15% Placement Capacity, reducing the Company's capacity to issue further equity securities without shareholder approval under ASX Listing Rule 7.1 for the 12 month period following the issue of the Tranche 1 Shares.

The Directors consider it prudent to retain the flexibility and capacity to issue additional securities in accordance with ASX Listing Rule 7.1 if circumstances require and, accordingly, seek Shareholders' ratification of the issue of the Tranche 1 Shares and approval of the issue of the Tranche 2 Shares as set out in Resolution 6 and Resolution 7 respectively.

#### 5.3 Summary of issue of Tranche 1 Shares under Resolution 6

Under Resolution 6, Shareholders are being asked to ratify the issue of the Tranche 1 Shares in accordance with ASX Listing Rule 7.4. If they do, the issue is taken to have been approved under ASX Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without Shareholder approval under that Rule and the Company's capacity to issue that number of securities under its 15% Placement Capacity will be restored.

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If Resolution 6 is passed, the Tranche 1 Shares will be excluded in calculating the Company's 15% Placement Capacity, effectively increasing the number of equity securities it can issue without obtaining Shareholder approval over the 12-month period following the issue date. If Resolution 6 is not passed, the Tranche 1 Shares will be included in calculating the Company's 15% Placement Capacity, effectively decreasing the number of equity securities it can issue without obtaining Shareholder approval over the 12-month period following the issue date.

For the purpose of ASX Listing Rule 7.5, the following information is provided:

- (a) the Tranche 1 Shares were issued to the APE Mobile Vendors without disclosure under Chapter 6D of the Corporations Act. No related parties or their Associates were allotted Tranche 1 Shares;
- (b) the number of Tranche 1 Shares for which Shareholder ratification is being sought is 2,054,793 Tranche 1 Shares issued under the Company's 15% Placement Capacity;
- (c) the Tranche 1 Shares are Shares, rank pari passu with the other Shares on issue and are on the same terms as the other Shares on issue;
- (d) the Tranche 1 Shares were issued on 28 February 2020;
- (e) the Tranche 1 Shares were issued for nil cash consideration. The Tranche 1 Shares were issued at a deemed price of \$1.095 per Tranche 1 Share as part consideration for the acquisition of APE Mobile;
- (f) the material terms of the agreement to acquire APE Mobile under which the Tranche 1 Shares were issued are set out in the announcement released by the Company to the ASX on 27 February 2020; and
- (g) a voting exclusion statement is included in this Notice.

## 5.4 Summary of issue of Tranche 2 Shares under Resolution 7

Under Resolution 7, Shareholders are being asked to approve the issue of the Tranche 2 Shares under ASX Listing Rule 7.1. The issue of the Tranche 2 Shares contemplated by Resolution 7 does not fit within any of the exceptions in ASX Listing Rule 7.2. The effect of this Resolution will be to allow the Company to issue the Tranche 2 Shares without using the Company's 15% Placement Capacity.

If Resolution 7 is passed, it will permit the Company to proceed with the issue of the Tranche 2 Shares no later than 3 months after the date of the Meeting (or such longer period as allowed by the ASX). In addition, the issue of the Tranche 2 Shares will be excluded in calculating the Company's 15% Placement Capacity, effectively increasing the number of equity securities it can issue without obtaining Shareholder approval over the 12-month period following the issue date. If Resolution 7 is not passed, the Tranche 2 Shares will be issued under the Company's 15% Placement Capacity. This means that the Tranche 2 Shares will be included in calculating the Company's 15% Placement Capacity, effectively decreasing the number of equity securities it can issue without obtaining Shareholder approval over the 12-month period following the issue date.

For the purpose of ASX Listing Rule 7.3, the following information is provided:

- (a) the Tranche 2 Shares will be issued to the APE Mobile Vendors without disclosure under Chapter 6D of the Corporations Act. No related parties or their Associates are proposed to be issued Tranche 2 Shares;
- (b) the maximum number of Tranche 2 Shares for which Shareholder approval is being sought is 684,931 Tranche 2 Shares. As disclosed in the Company's ASX Announcement dated 27 February 2020, if the Company makes a warranty claim under the share sale agreement with the APE Vendors before 26 November 2020, the number of Tranche 2 Shares to be issued will be reduced to reflect the value of such claims once resolved;
- (c) the Tranche 2 Shares to be issued are Shares, will rank pari passu with the other Shares on issue and will be on the same terms as the other Shares on issue;
- (d) the Tranche 2 Shares are expected to be issued on, or as reasonably practicable after, 26 November 2020, and in any event no later than 3 months after the date of the Meeting or such later date as the permitted by the ASX;

- (e) the Tranche 2 Shares will be issued for nil cash consideration. The Tranche 2 Shares will be issued at a deemed price of \$1.095 per Tranche 1 Share as part consideration for the acquisition of APE Mobile;
- (f) the material terms of the agreement to acquire APE Mobile under which the Tranche 2 Shares will be issued are set out in the announcement released by the Company to the ASX on 27 February 2020; and
- (g) a voting exclusion statement is included in this Notice.

### 5.5 Board Recommendation

The Board recommends that you vote in favour of Resolution 6 and Resolution 7. Each of the Directors currently intend to vote their respective shareholdings in favour of these Resolutions.

## 6. RESOLUTION 8 TO RESOLUTION 13 – APPROVAL OF DIRECTOR PARTICIPATION IN EQUITY INCENTIVE PLAN AND ISSUE OF OPTIONS TO DIRECTORS

### 6.1 General

Subject to obtaining the relevant Shareholder approvals, the Company has agreed to issue the following Options under the EIP:

- (a) the following Options to Christian Damstra, Chief Executive Officer and Executive Director, (or his nominee):
  - (i) in respect of the outcome of Mr Damstra's deferred variable remuneration opportunity for the financial year ended 30 June 2020 (**FY20**):
    - (1) 130,193 Options with a zero exercise price (**ZPOs**) (being the subject of Resolution 8); and
    - (2) 395,068 Options with a premium exercise price (**PPOs**) (being the subject of Resolution 10); and
  - (ii) 491,073 Options to reward performance and retain key talent (**Retention Options**) (being the subject of Resolution 12).
- (b) the following Options to Johannes Risseuw, Chairman and Executive Director, (or his nominee):
  - (i) in respect of the outcome of Mr Risseuw's deferred variable remuneration opportunity for FY20:
    - (1) 130,193 ZPOs (being the subject of Resolution 9); and
    - (2) 395,068 PPOs (being the subject of Resolution 11); and
  - (ii) 491,073 Retention Options (being the subject of Resolution 13).

### 6.2 Summary of Chapter 2E of the Corporations Act

Under section 208 of the Corporations Act, for a public company to give a financial benefit to a related party (such as a Director of the Company), the public company or entity must obtain the approval of the company's members unless the giving of the financial benefit falls within an exception set out in sections 210 and 216 of the Corporations Act.

Section 229 of the Corporations Act defines "financial benefit" broadly and includes, as an example of a "financial benefit", the issuing of securities or the granting of an option to a related party. Accordingly, the proposed issue of Options to Christian Damstra and Johannes Risseuw under Resolution 8 to Resolution 13 constitutes the provision of a financial benefit to a related party.

In respect of each Resolution, the disinterested Directors consider that the proposed issue of the Options under each respective Resolution constitutes reasonable remuneration to the respective Director and, as such, falls within the exception set out in section 211 of the Corporations Act. In reaching this view, the disinterested Directors considered:

- (a) the position and responsibilities of each of Mr Damstra and Mr Risseuw;
- (b) the Company's reliance on each Executive Director;
- (c) the time commitment and workload required of each Executive Director to drive the Company's strategies and objectives;

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- (d) the considerable contribution that each of Mr Damstra and Mr Risseeuw, respectively, have made and continue to make to the growth of the Company's business;
- (e) the need for the Company to effectively incentivise the Company's Executive Directors while aligning the incentive with increasing shareholder value;
- (f) the desirability of preserving cash resources within the Company;
- (g) the composition and value of the remuneration packages of executive directors of other ASX-listed companies of similar size and circumstances to that of the Company; and
- (h) the terms of the Options in light of the Company's business objectives and the current Share price.

The Board believes that the Options are an effective remuneration and incentive tool which preserves the cash reserves of the Company whilst providing valuable remuneration and incentive to Mr Damstra and Mr Risseeuw.

Accordingly, Shareholders are being asked to approve the issue of the Options in accordance with ASX Listing Rule 10.14 only.

## 6.3 Summary of ASX Listing Rule 10.14

ASX Listing Rule 10.14 requires Shareholder approval to be obtained in respect of an issue of equity securities (which includes Options) under an employee incentive plan to a Director of the Company. If approval is given under ASX Listing Rule 10.14, approval is not required under ASX Listing Rules 7.1 or 10.11.

If Resolution 8 to Resolution 13 (inclusive) are approved, the grant of Options to Mr Damstra and Mr Risseeuw will not be included in calculating the Company's 15% Placement Capacity.

If Shareholders do not approve one or more of the resolutions to grant the Options, the proposed grants will not proceed. In that circumstance, issues may arise with the competitiveness of Mr Damstra's or Mr Risseeuw's (as relevant) total remuneration package and alignment of rewards with other senior executives in the Company. The Board would then need to consider alternative remuneration arrangements which are consistent with the Company's remuneration principles, including providing equivalent cash incentives.

## 6.4 Technical information required by ASX Listing Rule 10.15

For the purposes of ASX Listing Rule 10.15, the following information is provided:

### (a) Securities to be issued

The securities proposed to be issued are as follows:

- (i) to Christian Damstra, being a Director of the Company (for the purposes of ASX Listing Rule 10.14.1), or his nominee, which would be an Associate of Mr Damstra (for the purposes of ASX Listing Rule 10.14.2):
  - (1) 130,193 ZPOs (being the subject of Resolution 8);
  - (2) 395,068 PPOs (being the subject of Resolution 10); and
  - (3) 491,073 Retention Options (being the subject of Resolution 12); and
- (ii) to Johannes Risseeuw, being a Director of the Company (for the purposes of ASX Listing Rule 10.14.1), or his nominee, which would be an Associate of Mr Risseeuw (for the purposes of ASX Listing Rule 10.14.2):
  - (1) 130,193 ZPOs (being the subject of Resolution 9);
  - (2) 395,068 PPOs (being the subject of Resolution 11);
  - (3) 491,073 Retention Options (being the subject of Resolution 13).



**(b) Current Remuneration Package**

Mr Damstra's current remuneration package is as follows:

- (i) US\$331,173 base salary;
- (ii) US\$13,025 superannuation (401(k));
- (iii) US\$103,007 other allowance;
- (iv) Retention equity: AU\$275,000. The number of securities to be issued will be determined based on the fair market value as at the respective grant date and subject to obtaining Shareholder approval; and
- (v) 125% of base salary as incentive as follows:
  - (1) 33% cash;
  - (2) 33.5% PPOs. The number of PPOs to be issued will be determined based on the fair market value as at the respective grant date and subject to obtaining Shareholder approval; and
  - (3) 33.5% ZPOs. The number of ZPOs to be issued will be determined based on the fair market value as at the respective grant date and subject to obtaining Shareholder approval.

Mr Risseeuw's current remuneration package is as follows:

- (i) AU\$396,826 base salary;
- (ii) AU\$21,694 superannuation;
- (iii) Retention equity: AU\$275,000. The number of securities to be issued will be determined based on the fair market value as at the respective grant date and subject to obtaining Shareholder approval; and
- (iv) 125% of base salary as incentive as follows:
  - (1) 33% cash;
  - (2) 33.5% PPOs. The number of PPOs to be issued will be determined based on the fair market value as at the respective grant date and subject to obtaining Shareholder approval; and
  - (3) 33.5% ZPOs. The number of ZPOs to be issued will be determined based on the fair market value as at the respective grant date and subject to obtaining Shareholder approval.

**(c) Previous grants under the EIP**

Mr Damstra (or his nominee) has previously been issued the following securities under the EIP, each granted for nil (\$0) grant price:

- (i) 982,142 Options issued under the EIP exercisable at \$1.53 per Option and expiring on 16 October 2034, subject to vesting conditions; and
- (ii) 200,000 Options issued under the EIP exercisable at \$0.00 per Option and expiring on 16 October 2034, subject to vesting conditions.

Mr Risseeuw (or his nominee) has previously been issued the following securities under the EIP, each granted for nil (\$0) grant price:

- (i) 982,142 Options issued under the EIP exercisable at \$1.53 per Option and expiring on 16 October 2034, subject to vesting conditions; and
- (ii) 200,000 Options issued under the EIP exercisable at \$0.00 per Option and expiring on 16 October 2034, subject to vesting conditions.

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## (d) Summary of Option terms

The proposed issue of the Options pursuant to Resolution 8 to Resolution 13 are seen as a cost effective way of providing Mr Damstra and Mr Risseeuw tangible incentives to enhance the performance of the Company and to seek to further align Mr Damstra's and Mr Risseeuw's interests with those of Shareholders by linking their remuneration with the short and long term performance of the Company.

The Company attributes the following value to each Option:

- (i) \$0.88 per ZPO on the basis of the Black Scholes valuation methodology as at 30 September 2020;
- (ii) \$0.29 per PO on the basis of the Binomial valuation methodology as at 30 September 2020; and
- (iii) \$0.56 per Retention Option on the basis of the Binomial valuation methodology as at 30 September 2020.

The material terms of the ZPOs (the subject of Resolution 8 and Resolution 9) are as follows:

- (i) nil (\$0) exercise price per ZPO;
- (ii) the ZPOs will be issued for nil consideration. Accordingly, no loan will be provided in respect of the issue or exercise of the ZPOs;
- (iii) the ZPOs will expire on 30 September 2035;
- (iv) each ZPO is exercisable into one Share;
- (v) the ZPOs will vest as follows:
  - (1) 25% of ZPOs will not be subject to vesting;
  - (2) subject to the relevant Director remaining continuously employed as at the relevant vesting date:
    - A. 25% of ZPOs will vest on the date the Company's full year financial results for the financial year ended 30 June 2021 are released to ASX (expected to be in or around August 2021);
    - B. 25% of ZPOs will vest on the date the Company's full year financial results for the financial year ended 30 June 2022 are released to ASX (expected to be in or around August 2022); and
    - C. 25% of ZPOs will vest on the date the Company's full year financial results for the financial year ended 30 June 2023 are released to ASX (expected to be in or around August 2023); and
- (vi) other material terms of the ZPOs are set out in Annexure A to this Notice. As the ZPOs are to be issued under the EIP, the terms of the EIP will also apply to the ZPOs.

The material terms of the PPOs (the subject of Resolution 10 and Resolution 11) are as follows:

- (i) exercise price of \$3.25 per PPO, being 170% of the VWAP over the 5 trading days immediately prior to 30 September 2020;
- (ii) the PPOs will be issued for nil consideration and no loan will be provided in respect of the PPOs. The relevant Director may exercise the PPOs by cash or by way of a cashless exercise under the terms of the EIP. If all PPOs are exercised by the relevant Executive Director paying the exercise price in cash to the Company, the Company will receive \$3.25 per PPO exercised, being a total of \$1,283,971 payable by each Executive Director;
- (iii) the PPOs will expire on 30 September 2026;
- (iv) each PPO is exercisable into one Share;
- (v) the PPOs will vest as follows:
  - (1) 25% of PPOs will not be subject to vesting;
  - (2) subject to the relevant Director remaining continuously employed as at the relevant vesting date;

- A. 25% of PPOs will vest on the date the Company's full year financial results for the financial year ended 30 June 2021 are released to ASX (expected to be in or around August 2021);
- B. 25% of PPOs will vest on the date the Company's full year financial results for the financial year ended 30 June 2022 are released to ASX (expected to be in or around August 2022); and
- C. 25% of PPOs will vest on the date the Company's full year financial results for the financial year ended 30 June 2023 are released to ASX (expected to be in or around August 2023); and

(vi) other material terms of the PPOs are set out in Annexure A to this Notice. As the PPOs are to be issued under the EIP, the terms of the EIP will also apply to the PPOs.

The material terms of the Retention Options (the subject of Resolution 12 and Resolution 13) are as follows:

- (i) exercise price of \$3.25 per Retention Option, being 170% of the VWAP over the 5 trading days immediately prior to 30 September 2020;
- (ii) the Retention Options will be issued for nil consideration and no loan will be provided in respect of the Retention Options. The relevant Director may exercise the Retention Options by cash or by way of a cashless exercise under the terms of the EIP. If all Retention Options are exercised by the relevant Executive Director paying the exercise price in cash to the Company, the Company will receive \$3.25 per Retention Option exercised, being a total of \$1,595,987.25 payable by each Executive Director;
- (iii) the Retention Options will expire on 30 September 2026;
- (iv) each Retention Option is exercisable into one Share;
- (v) subject to the relevant Director remaining continuously employed as at the relevant vesting date, the Retention Options will vest as follows:
  - (1) one third of Retention Options will vest on 30 September 2021;
  - (2) one third of Retention Options will vest on 30 September 2022; and
  - (3) one third of Retention Options will vest on 30 September 2023; and
- (vi) other material terms of the Retention Options are set out in Annexure A to this Notice. As the Retention Options are to be issued under the EIP, the terms of the EIP will also apply to the Retention Options.

**(e) Timing of issue**

The Options will be issued as soon as reasonably practicable following the Meeting and, in any event, by no later than 3 years after the date of the Meeting.

**(f) EIP terms**

A summary of the terms of the EIP is set out in the Company's replacement prospectus dated 30 September 2019. A full copy of the EIP is available on the ASX platform or from the Company by contacting the Company Secretary on +61 3 9614 2444 or at [chodges@cdplus.com.au](mailto:chodges@cdplus.com.au).

**(g) Annual Reporting**

Details of any securities issued under the EIP will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.

**(h) Voting exclusion statement**

A voting exclusion statement is included in the Notice for the purpose of Resolution 8 to Resolution 13.

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## 6.5 Board Recommendation

The Board (other than Christian Damstra) recommends that you vote in favour of Resolution 8, Resolution 10 and Resolution 12. Mr Damstra has abstained from making a recommendation to Shareholders in respect of these Resolutions due to his material personal interest in the outcome of them.

The Board (other than Johannes Risseeuw) recommends that you vote in favour of Resolution 9, Resolution 11 and Resolution 13. Mr Risseeuw has abstained from making a recommendation to Shareholders in respect of these Resolutions due to his material personal interest in the outcome of them.

## 7. RESOLUTION 14 – APPOINTMENT OF AUDITOR

### 7.1 General

Section 327B(1)(a) of the Corporations Act requires a public company to appoint an auditor at its first annual general meeting. Accordingly, the Company is seeking shareholder approval of the appointment of PricewaterhouseCoopers as the Company's auditor.

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

### 7.2 Board Recommendation

The Board recommends that you vote in favour of this Resolution.

## GLOSSARY

|   |   |
|---|---|
| <b>\$</b>   | means Australian dollars.   |
| <b>15% Placement Capacity</b>                     | has the meaning ascribed to it in section 5.2 of the Explanatory Memorandum.  |
| <b>AEDT</b>                                       | means Australian Eastern Daylight Time as observed in Melbourne, Victoria, Australia.   |
| <b>Annual General Meeting or Meeting</b>          | means the meeting convened by the Notice.   |
| <b>Annual Report</b>                              | means the annual financial report of the Company for the year ended 30 June 2020.   |
| <b>APE Mobile</b>                                 | means Applied Project Experience Pty. Ltd. ACN 139 343 436.   |
| <b>APE Mobile Vendors</b>                         | means the shareholders of APE Mobile prior to the acquisition by the Company.   |
| <b>Associate</b>                                  | has the meaning given to it in ASX Listing Rule 19.12.  |
| <b>ASX</b>  | means ASX Limited ACN 008 624 691 or the financial market operated by ASX Limited, as the context requires.   |
| <b>ASX Listing Rules</b>                          | means the Listing Rules of ASX.   |
| <b>Auditor's Report</b>                           | means the auditor's report contained in the Annual Report.  |
| <b>Board</b>                                      | means the current board of Directors of the Company.  |
| <b>Chair</b>                                      | means the chairperson of the Meeting.   |
| <b>Closely Related Party</b>                      | of a member of the Key Management Personnel means: <ul style="list-style-type: none"> <li>(a) a spouse or child of the member;</li> <li>(b) a child of the member's spouse;</li> <li>(c) a dependent of the member or the member's spouse;</li> <li>(d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;</li> <li>(e) a company the member controls; or</li> <li>(f) a person prescribed by the <i>Corporations Regulations 2001</i> (Cth).</li> </ul> |
| <b>Company or Damstra</b>                         | means Damstra Holdings Limited ACN 610 571 607.   |
| <b>Constitution</b>                               | means the constitution of the Company.  |
| <b>Corporations Act</b>                           | means the <i>Corporations Act 2001</i> (Cth).   |
| <b>Director's Report</b>                          | means the director's report contains in the Annual Report.  |
| <b>Directors</b>                                  | means the current directors of the Company.   |
| <b>EIP</b>  | means the Company's Equity Incentive Plan.  |
| <b>EIP Rules</b>                                  | means the rules governing the EIP.  |
| <b>Explanatory Memorandum</b>                     | means the explanatory memorandum accompanying this Notice.  |
| <b>Key Management Personnel</b>                   | has the same meaning as in the accounting standards and broadly includes those 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.   |
| <b>Notice or Notice of Annual General Meeting</b> | means this notice of Annual General Meeting, including the Explanatory Memorandum and the Voting Form.  |
| <b>Option</b>                                     | means an option to subscribe for a Share in the capital of the Company.   |
| <b>PPOs</b>                                       | has the meaning ascribed to it in section 6.1 of the Explanatory Memorandum.  |
| <b>PricewaterhouseCoopers</b>                     | means PricewaterhouseCoopers ABN 52 780 433 757.  |

## GLOSSARY

Continued

|                             |   |
|-----------------------------|---|
| <b>Related Party</b>        | has the meaning given to it in ASX Listing Rule 19.12.  |
| <b>Remuneration Report</b>  | means the remuneration report set out in the Directors' Report contained in the Company's Annual Report.  |
| <b>Resolution</b>           | means a resolution set out in the Notice of General Meeting.  |
| <b>Restricted KMP Voter</b> | is one of the following persons who or on whose behalf a vote on a Resolution must not be cast (in any capacity):<br><br>(a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or<br><br>(b) a Closely Related Party of such a member. |
| <b>Retention Options</b>    | has the meaning ascribed to it in section 6.1 of the Explanatory Memorandum.  |
| <b>Share</b>                | means a fully paid ordinary share in the capital of the Company.  |
| <b>Share Registry</b>       | means the share registry of the Company, being Computershare Investor Services Pty Limited.   |
| <b>Shareholder</b>          | means a holder of a Share.  |
| <b>Special Resolution</b>   | means that at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative) must be in favour of a Resolution for it to be passed.                                 |
| <b>Spill Meeting</b>        | has the meaning ascribed to it in section 2.2 of the Explanatory Memorandum.  |
| <b>Spill Resolution</b>     | has the meaning ascribed to it in section 2.2 of the Explanatory Memorandum.  |
| <b>Tranche 1 Shares</b>     | has the meaning ascribed to it in section 5.1 of the Explanatory Memorandum.  |
| <b>Tranche 2 Shares</b>     | has the meaning ascribed to it in section 5.1 of the Explanatory Memorandum.  |
| <b>Voting Form</b>          | means the voting form accompanying the Notice.  |
| <b>VWAP</b>                 | means volume weighted average price.  |
| <b>ZPOs</b>                 | has the meaning ascribed to it in section 6.1 of the Explanatory Memorandum.  |



## ANNEXURE A – TERMS OF OPTIONS THE SUBJECT OF RESOLUTION 8 TO RESOLUTION 13

### Eligible Person

The holder may, subject to the terms of the EIP Rules, submit an application to nominate a holder of the Options (**Nominated Affiliate**). The Nominated Affiliate must be one of the following:

- (a) an immediate family member; or
- (b) a company whose members comprise no persons other than the holder or their immediate family members.

### Nature of Awards

Each Option constitutes a right to receive one (1) Share in the capital of the Company, subject to the terms and conditions of the EIP Rules.

### Quotation

Options will not be quoted on the ASX or any other recognised exchange however any resulting Shares will be quoted on the ASX at, or promptly after, the date the holder receives those Shares.

### Vesting Conditions

The Options are subject to vesting conditions. If the vesting conditions are satisfied and/or otherwise waived by the Board then, in accordance with the EIP Rules, a vesting notice will be sent to the holder by the Company. Unless and until the vesting notice is issued by the Company, the Options will not be considered to have vested.

### Exercise of Options

Following the date of the issue of a confirmation notice in respect of an Option, the holder may exercise that Option by:

- (a) delivering an exercise notice to (or as directed by) the Company; and
- (b) paying the exercise price (if any) to (or as directed by) the Company, at any time that:
  - (i) is between the date of the issue (or deemed issue) of the confirmation notice and the relevant expiry date; and
  - (ii) the holder is permitted to exercise the Options under the Company's Securities Trading Policy.
- (c) If an Option is not exercised by its expiry date, that Option will automatically lapse and be forfeited.

# ANNEXURE A – TERMS OF OPTIONS THE SUBJECT OF RESOLUTION 8 TO RESOLUTION 13

Continued

## Settlement Mechanism

### ZPOs

Upon exercise of a ZPO, the Board will determine whether the ZPO will be Equity Settled and/or Cash Settled (as defined in the EIP Rules).

If a ZPO is to be Equity Settled, the Company will arrange for the holder to receive the requisite number of Shares. The Company may do this by issuing, allocating and/or causing to be transferred to the holder the number of Shares to which the holder is entitled.

If a ZPO is to be Cash Settled, the holder will receive a cash payment equal to the VWAP on the ASX for the 5 trading days prior to the day on which the ZPO is validly exercised, or as otherwise determined by the Board (acting reasonably). An amount may be deducted by the Company from the cash payment on account of any applicable tax the Company is required to withhold or any superannuation amount the Company is required to pay in connection with the payment of the cash amount.

### PPOs and Retention Options

PPOs will only be Equity Settled.

After the valid exercise of that PPO, the Company will issue, allocate or cause to be transferred to the holder the number of Shares to which the holder is entitled.

## Disposal restrictions

The Options may not be disposed of, or otherwise dealt with, unless the disposal is approved by the Board in its absolute discretion or is effected by force of law on death or legal incapacity to the holder's personal representative.

Except as set out in the Company's Securities Trading Policy and applicable laws, no specific disposal restrictions apply to any resulting Shares that the holder receives as a result of the exercise of the Options.

## Change of Control Event

Notwithstanding the terms of the EIP Rules, if the Board resolves for the purpose of the EIP that a change of control event will occur, or a change of control event has actually occurred, the Board will waive the vesting conditions applicable to the unvested Options and a vesting notice will be sent to the holder by the Company unless it determines otherwise that an alternative treatment will apply to those unvested Options.

## ANNEXURE B – NOTICE OF NOMINATION OF AUDITOR

7 October 2020

The Directors  
Damstra Holdings Limited  
Level 1, 38-40 Garden Street  
South Yarra  
VIC 3141

Dear Directors

### **Nomination of Company Auditor**

Pursuant to section 328B(1) of the *Corporations Act 2001* (Cth), I, Christian Damstra, being a member of Damstra Holdings Limited ACN 610 571 607 (**Company**):

- a) hereby nominate PricewaterhouseCoopers ABN 52 780 433 757 of 2 Riverside Quay, Southbank VIC 3006 for appointment as auditor of the Company at the next annual general meeting of the Company to be held on or about 16 November 2020; and
- b) propose that the Directors of the Company be authorised to agree their remuneration.

Please distribute copies of this notice in accordance with section 328B(3) of the *Corporations Act 2001* (Cth).

Yours sincerely



**Christian Damstra**



# DAMSTRA

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Damstra Holdings Limited  
ACN 610 571 607

## Need assistance?



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



**Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)

DTC

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



## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be received by **9:00am (AEDT) Saturday 14 November 2020**.

# Voting Form

## How to Vote on Items of Business

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

### VOTE DIRECTLY

**Voting 100% of your holding:** Mark either the For, Against or Abstain box opposite each item of business. Your vote will be invalid on an item if you do not mark any box OR you mark more than one box for that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement.

### APPOINTMENT OF PROXY

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### SIGNING INSTRUCTIONS FOR POSTAL FORMS

**Individual:** Where the holding is in one name, the securityholder must sign.

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

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

### PARTICIPATING IN THE MEETING

#### Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

## Lodge your Form:

XX

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 999999**  
**SRN/HIN: I999999999**  
**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

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

### By Fax:

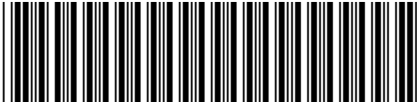
1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

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

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

# Voting Form

Please mark ☒ to indicate your directions

## Step 1

### Indicate How Your Vote Will Be Cast *Select one option only*

XX

At the Annual General Meeting of Damstra Holdings Limited to be held as a virtual meeting on Monday, 16 November 2020 at 9:00am (AEDT) and at any adjournment or postponement of that meeting, I/We being member/s of Damstra Holdings Limited direct the following:

A **Vote Directly** ☐ Record my/our votes strictly in accordance with directions in Step 2. **PLEASE NOTE:** A Direct Vote will take priority over the appointment of a Proxy. For a valid Direct Vote to be recorded you must mark FOR, AGAINST, or ABSTAIN on each item.

OR

B **Appoint a proxy to vote on your behalf** I/We hereby appoint: ☐ **The Chairman of the Meeting** **OR**  **PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s). or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit).

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on **Items 1, 8, 9, 10, 11, 12, 13** (except where I/we have indicated a different voting intention in step 2) even though **Items 1, 8, 9, 10, 11, 12, 13** are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on **Items 1, 8, 9, 10, 11, 12, 13** by marking the appropriate box in step 2.

## Step 2

### Items of Business

**PLEASE NOTE:** If you have appointed a proxy and you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority. If you are directly voting and you mark the **Abstain** box for an item, it will be treated as though no vote has been cast on that item and no vote will be counted in computing the required majority.

|   | For                      | Against                  | Abstain                  |    | For                      | Against                  | Abstain                  |
|---|--------------------------|--------------------------|--------------------------|----|--------------------------|--------------------------|--------------------------|
| 1 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 9  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 10 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 11 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 12 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 13 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 14 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |    |                          |                          |                          |
| 8 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |    |                          |                          |                          |

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## Step 3

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

|   |                      |  |      |
|---|----------------------|--|------|
| Individual or Securityholder 1                      | Securityholder 2     | Securityholder 3   | / /  |
| <input type="text"/>                                | <input type="text"/> | <input type="text"/>   |      |
| Sole Director & Sole Company Secretary              | Director             | Director/Company Secretary   | Date |
| <b>Update your communication details (Optional)</b> |                      |  |      |
| Mobile Number                                       | Email Address        | By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically |      |
| <input type="text"/>                                | <input type="text"/> |  |      |





# DAMSTRA

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Damstra Holdings Limited  
ACN 610 571 607

## Need assistance?



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



**Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)

DTC

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



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **9:00 am (AEDT)** **Saturday, 14 November 2020.**

## Damstra Holdings Limited Annual General Meeting

This year, as part of the Australian Government's response to the Coronavirus crisis, temporary modifications have been made to the *Corporations Act 2001* under the *Corporations (Coronavirus Economic Response) Determination (No.3) 2020*.

These modifications allow notices of meeting, and other information regarding a meeting to be provided online where it can be viewed and downloaded. We are relying on technology to facilitate shareholder engagement and participation in the meeting. Details of where you can access the notice of meeting, lodge a proxy and participate in the meeting are contained in this letter.

### Meeting date and location:

The Annual General Meeting of Damstra Holdings Limited will be a virtual meeting, which will be conducted online on Monday, 16 November 2020 at 9:00 am (AEDT).

### Attending the meeting online:

If you choose to participate online on the day of the meeting you will be able to view a live webcast of the meeting, ask the Directors questions online and submit your vote in real time.

### Webcast and Questions

To view the live webcast and ask questions online you will need to visit **insert link to webcast**

### Voting

To vote online during the meeting you will need to visit **[web.lumiagm.com/333841798](http://web.lumiagm.com/333841798)** on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Internet Explorer 11, Edge or Firefox. Please ensure your browser is compatible. For further instructions on how to participate online please view the online meeting user guide at [https://www.computershare.com/news/Lumi\\_Lite\\_Online\\_Voting\\_Guide.pdf](https://www.computershare.com/news/Lumi_Lite_Online_Voting_Guide.pdf)

## Access the meeting documents and lodge your proxy online:

### Online:

Access the meeting documents and lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 999999**

**SRN/HIN: I9999999999**

**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.



# Online meeting guide

## Getting started

If you choose to participate online you will be able to view a live webcast of the meeting, ask the Directors questions online and submit your votes in real time. To participate online visit <https://web.lumiagm.com> on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Internet Explorer 11, Edge or Firefox. Please ensure your browser is compatible.

### To log in, you must have the following information:

#### Meeting ID

Meeting ID as provided in the Notice of Meeting.

#### Australian residents

- > **Username**  
(SRN or HIN) and
- > **Password**  
(postcode of your registered address).

#### Overseas Residents

- > **Username**  
(SRN or HIN) and
- > **Password** (three-character country code) e.g. New Zealand - NZL; United Kingdom - GBR; United States of America - USA; Canada - CAN.

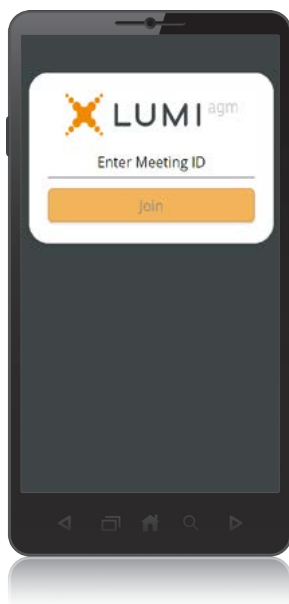
A full list of country codes is provided at the end of this guide.

#### Appointed Proxies

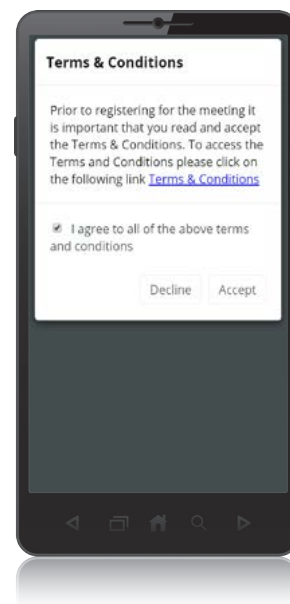
To receive your unique username and password, please contact Computershare Investor Services on +61 3 9415 4024 during the online registration period which will open 1 hour before the start of the meeting.

## Participating at the meeting

- 1 To participate in the meeting you will be required to enter the unique 9-digit Meeting ID as provided in the Notice of Meeting.



- 2 To proceed into the meeting, you will need to read and accept the Terms & Conditions



## Icon descriptions



Voting icon, used to vote. Only visible when the Chair opens the poll.



Home page icon, displays meeting information.



Questions icon, used to ask questions.



The broadcast bar allows you to view and listen to the proceedings.

- 3 To register as a securityholder**, select 'Securityholder or Proxy' and enter your SRN or HIN and Postcode or Country Code.



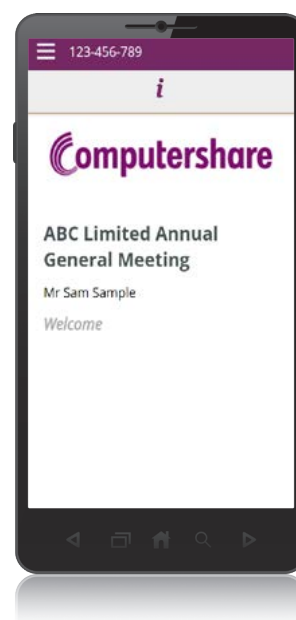
- 4 To register as a proxyholder**, select 'Securityholder or Proxy' and you will need your username and password as provided by Computershare. In the 'SRN or HIN' field enter your username and in the 'Postcode or Country Code' field enter your password.



- 5 To register as a guest**, select 'Guest' and enter your name and email address.



- 6** Once logged in, you will see the home page, which displays the meeting title and name of the registered securityholder or nominated proxy.



## Icon descriptions



Voting icon, used to vote. Only visible when the Chair opens the poll.



Home page icon, displays meeting information.

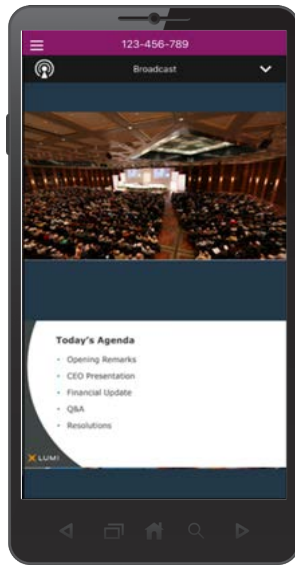



Questions icon, used to ask questions.

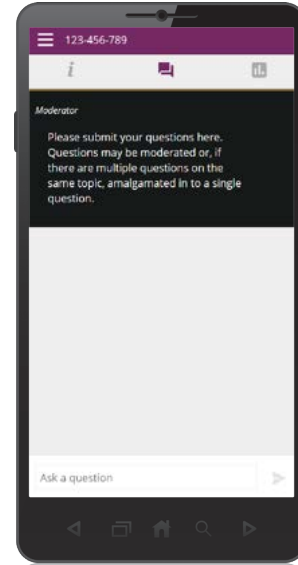



The broadcast bar allows you to view and listen to the proceedings.

- 7 To view the webcast you must tap the broadcast arrow on your screen and press the play button. Toggle between the up and down arrow to switch between screens.

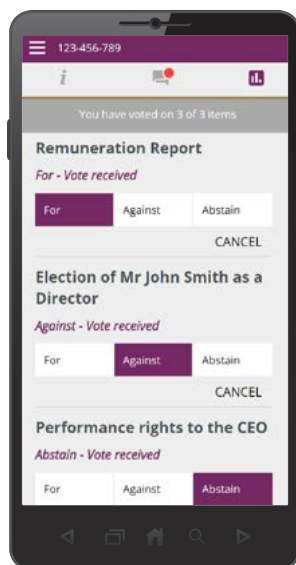


- 8 To ask a question tap on the question icon , type your question in the chat box at the bottom of the screen and select the send icon. Confirmation that your message has been received will appear.



- 9 When the Chair declares the poll open:
- > A voting icon  will appear on screen and the meeting resolutions will be displayed
  - > To vote, tap one of the voting options. Your response will be highlighted
  - > To change your vote, simply press a different option to override


The number of items you have voted on or are yet to vote on, is displayed at the top of the screen. Votes may be changed up to the time the Chair closes the poll.



## Icon descriptions

 Voting icon, used to vote. Only visible when the Chair opens the poll.

 Home page icon, displays meeting information.

 Questions icon, used to ask questions.

 The broadcast bar allows you to view and listen to the proceedings.

### For Assistance

If you require assistance before or during the meeting please call +61 3 9415 4024

## COUNTRY CODES

Select your country code from the list below and enter it into the 'Postcode or Country Code' field.

|                                 |                                 |                                |                                  |                                   |
|---------------------------------|---------------------------------|--------------------------------|----------------------------------|-----------------------------------|
| <b>ABW</b> ARUBA                | <b>DEU</b> GERMANY              | <b>KHM</b> CAMBODIA            | <b>PRK</b> KOREA DEM PEOPLES     | <b>TJK</b> TAJIKISTAN             |
| <b>AFG</b> AFGHANISTAN          | <b>DJI</b> DJIBOUTI             | <b>KIR</b> KIRIBATI            | REPUBLIC OF                      | <b>TKL</b> TOKELAU                |
| <b>AGO</b> ANGOLA               | <b>DMA</b> DOMINICA             | <b>KNA</b> ST KITTS AND NEVIS  | <b>PRT</b> PORTUGAL              | <b>TKM</b> TURKMENISTAN           |
| <b>AIA</b> ANGUILLA             | <b>DNK</b> DENMARK              | <b>KOR</b> KOREA REPUBLIC OF   | <b>PRY</b> PARAGUAY              | <b>TLS</b> EAST TIMOR             |
| <b>ALA</b> ALAND ISLANDS        | <b>DOM</b> DOMINICAN REPUBLIC   | <b>KWT</b> KUWAIT              | <b>PSE</b> PALESTINIAN TERRITORY | DEMOCRATIC REP OF                 |
| <b>ALB</b> ALBANIA              | <b>DZA</b> ALGERIA              | <b>LAO</b> LAO PDR             | OCCUPIED                         | <b>TMP</b> EAST TIMOR             |
| <b>AND</b> ANDORRA              | <b>ECU</b> ECUADOR              | <b>LBN</b> LEBANON             | <b>PYF</b> FRENCH POLYNESIA      | <b>TON</b> TONGA                  |
| <b>ANT</b> NETHERLANDS ANTILLES | <b>EGY</b> EGYPT                | <b>LBR</b> LIBERIA             | <b>QAT</b> QATARPL NEPAL         | <b>TTO</b> TRINIDAD & TOBAGO      |
| <b>ARE</b> UNITED ARAB EMIRATES | <b>ERI</b> ERITREA              | <b>LBY</b> LIBYAN ARAB         | <b>NRU</b> NAURU                 | <b>TKM</b> TURKMENISTAN           |
| <b>ARG</b> ARGENTINA            | <b>ESH</b> WESTERN SAHARA       | JAMAHIRIYA                     | <b>NZL</b> NEW ZEALAND           | <b>TLS</b> EAST TIMOR             |
| <b>ARM</b> ARMENIA              | <b>ESP</b> SPAIN                | <b>LCA</b> ST LUCIA            | <b>OMN</b> OMAN                  | DEMOCRATIC REP OF                 |
| <b>ASM</b> AMERICAN SAMOA       | <b>EST</b> ESTONIA              | <b>LIE</b> LIECHTENSTEIN       | <b>PAK</b> PAKISTAN              | <b>TMP</b> EAST TIMOR             |
| <b>ATA</b> ANTARCTICA           | <b>ETH</b> ETHIOPIA             | <b>LKA</b> SRI LANKA           | <b>PAN</b> PANAMA                | <b>TON</b> TONGA                  |
| <b>ATF</b> FRENCH SOUTHERN      | <b>FIN</b> FINLAND              | <b>LSO</b> LESOTHO             | <b>PCN</b> PITCAIRN ISLANDS      | <b>TTO</b> TRINIDAD & TOBAGO      |
| TERRITORIES                     | <b>FJI</b> FIJI                 | <b>LTU</b> LITHUANIA           | <b>PER</b> PERU                  | <b>TZA</b> TANZANIA UNITED        |
| <b>ATG</b> ANTIGUA AND BARBUDA  | <b>FLK</b> FALKLAND ISLANDS     | <b>LUX</b> LUXEMBOURG          | <b>PHL</b> PHILIPPINES           | REPUBLIC OF                       |
| <b>AUS</b> AUSTRALIA            | (MALVINAS)                      | <b>LVA</b> LATVIA              | <b>PLW</b> PALAU                 | <b>UGA</b> UGANDA                 |
| <b>AUT</b> AUSTRIA              | <b>FRA</b> FRANCE               | <b>MAC</b> MACAO               | <b>PNG</b> PAPUA NEW GUINEA      | <b>UKR</b> UKRAINE                |
| <b>AZE</b> AZERBAIJAN           | <b>FRO</b> FAROE ISLANDS        | <b>MAF</b> ST MARTIN           | <b>POL</b> POLAND                | <b>UMI</b> UNITED STATES MINOR    |
| <b>BDI</b> BURUNDI              | <b>FSM</b> MICRONESIA           | <b>MAR</b> MOROCCO             | <b>PRI</b> PUERTO RICO           | OUTLYING                          |
| <b>BEL</b> BELGIUM              | <b>GAB</b> GABON                | <b>MCO</b> MONACO              | <b>PRK</b> KOREA DEM PEOPLES     | <b>URY</b> URUGUAY                |
| <b>BEN</b> BENIN                | <b>GBR</b> UNITED KINGDOM       | <b>MDA</b> MOLDOVA REPUBLIC OF | REPUBLIC OF                      | <b>USA</b> UNITED STATES OF       |
| <b>BFA</b> BURKINA FASO         | <b>GEO</b> GEORGIA              | <b>MDG</b> MADAGASCAR          | <b>PRT</b> PORTUGAL              | AMERICA                           |
| <b>BGD</b> BANGLADESH           | <b>GGY</b> GUERNSEY             | <b>MDV</b> MALDIVES            | <b>PRY</b> PARAGUAY              | <b>UZB</b> UZBEKISTAN             |
| <b>BGR</b> BULGARIA             | <b>GHA</b> GHANA                | <b>MEX</b> MEXICO              | <b>PSE</b> PALESTINIAN TERRITORY | <b>VAT</b> HOLY SEE (VATICAN CITY |
| <b>BHR</b> BAHRAIN              | <b>GIB</b> GIBRALTAR            | <b>MHL</b> MARSHALL ISLANDS    | OCCUPIED                         | STATE)                            |
| <b>BHS</b> BAHAMAS              | <b>GIN</b> GUINEA               | <b>MKD</b> MACEDONIA FORMER    | <b>PYF</b> FRENCH POLYNESIA      | <b>VCT</b> ST VINCENT & THE       |
| <b>BIH</b> BOSNIA & HERZEGOVINA | <b>GLP</b> GUADELOUPE           | YUGOSLAV REP                   | <b>QAT</b> QATAR                 | GRENADINES                        |
| <b>BLM</b> ST BARTHELEMY        | <b>GMB</b> GAMBIA               | <b>MLI</b> MALI                | <b>REU</b> REUNION               | <b>VEN</b> VENEZUELA              |
| <b>BLR</b> BELARUS              | <b>GNB</b> GUINEA-BISSAU        | <b>MLT</b> MALTA               | <b>ROU</b> ROMANIA               | <b>VGB</b> BRITISH VIRGIN ISLANDS |
| <b>BLZ</b> BELIZE               | <b>GNQ</b> EQUATORIAL GUINEA    | <b>MMR</b> MYANMAR             | <b>RUS</b> RUSSIAN FEDERATION    | <b>VIR</b> US VIRGIN ISLANDS      |
| <b>BMU</b> BERMUDA              | <b>GRC</b> GREECE               | <b>MNE</b> MONTENEGRO          | <b>RWA</b> RWANDA                | <b>VNM</b> VIETNAM                |
| <b>BOL</b> BOLIVIA              | <b>GRD</b> GRENADA              | <b>MNG</b> MONGOLIA            | <b>SAU</b> SAUDI ARABIA KINGDOM  | <b>VUT</b> VANUATU                |
| <b>BRA</b> BRAZIL               | <b>GRL</b> GREENLAND            | <b>MNP</b> NORTHERN MARIANA    | OF                               | <b>WLF</b> WALLIS AND FUTUNA      |
| <b>BRB</b> BARBADOS             | <b>GTM</b> GUATEMALA            | ISLANDS                        | <b>SCG</b> SERBIA AND            | <b>WSM</b> SAMOA                  |
| <b>BRN</b> BRUNEI DARUSSALAM    | <b>GUF</b> FRENCH GUIANA        | <b>MOZ</b> MOZAMBIQUE          | MONTENEGRO                       | <b>YEM</b> YEMEN                  |
| <b>BTN</b> BHUTAN               | <b>GUM</b> GUAM                 | <b>MRT</b> MAURITANIA          | <b>SDN</b> SUDAN                 | <b>YMD</b> YEMEN                  |
| <b>BUR</b> BURMA                | <b>GUY</b> GUYANA               | <b>MSR</b> MONTSERRAT          | <b>SEN</b> SENEGAL               | DEMOCRATIC                        |
| <b>BVT</b> BOUVET ISLAND        | <b>HKG</b> HONG KONG            | <b>MTQ</b> MARTINIQUE          | <b>SGP</b> SINGAPORE             | <b>YUG</b> YUGOSLAVIA SOCIALIST   |
| <b>BWA</b> BOTSWANA             | <b>HMD</b> HEARD AND MCDONALD   | <b>MUS</b> MAURITIUS           | <b>SGS</b> STH GEORGIA & STH     | FED REP                           |
| <b>BLR</b> BELARUS              | ISLANDS                         | <b>MWI</b> MALAWI              | SANDWICH ISL                     | <b>ZAF</b> SOUTH AFRICA           |
| <b>CAF</b> CENTRAL AFRICAN      | <b>HND</b> HONDURAS             | <b>MYS</b> MALAYSIA            | <b>SHN</b> ST HELENA             | <b>ZAR</b> ZAIRE                  |
| REPUBLIC                        | <b>HRV</b> CROATIA              | <b>MYT</b> MAYOTTE             | <b>SJM</b> SVALBARD & JAN MAYEN  | <b>ZMB</b> ZAMBIA                 |
| <b>CAN</b> CANADA               | <b>HTI</b> HAITI                | <b>NAM</b> NAMIBIA             | <b>SLB</b> SOLOMON ISLANDS       | <b>ZWE</b> ZIMBABWE               |
| <b>CCK</b> COCOS (KEELING)      | <b>HUN</b> HUNGARY              | <b>NCL</b> NEW CALEDONIA       | <b>SLE</b> SIERRA LEONE          |                                   |
| ISLANDS                         | <b>IDN</b> INDONESIA            | <b>NER</b> NIGER               | <b>SLV</b> EL SALVADOR           |                                   |
| <b>CHE</b> SWITZERLAND          | <b>IMN</b> ISLE OF MAN          | <b>NFK</b> NORFOLK ISLAND      | <b>SMR</b> SAN MARINO            |                                   |
| <b>CHL</b> CHILE                | <b>IND</b> INDIA                | <b>NGA</b> NIGERIA             | <b>SOM</b> SOMALIA               |                                   |
| <b>CHN</b> CHINA                | <b>IOT</b> BRITISH INDIAN OCEAN | <b>NIC</b> NICARAGUA           | <b>SPM</b> ST PIERRE AND         |                                   |
| <b>CIV</b> COTE D'IVOIRE        | TERRITORY                       | <b>NIU</b> NIUE                | MIQUELON                         |                                   |
| <b>CMR</b> CAMEROON             | <b>IRL</b> IRELAND              | <b>NLD</b> NETHERLANDS         | <b>SRB</b> SERBIA                |                                   |
| <b>COD</b> CONGO DEMOCRATIC     | <b>IRN</b> IRAN ISLAMIC         | <b>NOR</b> NORWAY              | <b>STP</b> SAO TOME AND          |                                   |
| REPUBLIC OF                     | REPUBLIC OF                     | <b>PL</b> NEPAL                | PRINCIPE                         |                                   |
| <b>COG</b> CONGO PEOPLES        | <b>IRQ</b> IRAQ                 | <b>NRU</b> NAURU               | <b>SUR</b> SURINAME              |                                   |
| REPUBLIC OF                     | <b>ISL</b> ICELAND              | <b>NZL</b> NEW ZEALAND         | <b>SVK</b> SLOVAKIA              |                                   |
| <b>COK</b> COOK ISLANDS COL     | <b>ISM</b> BRITISH ISLES        | <b>OMN</b> OMAN                | <b>SVN</b> SLOVENIA              |                                   |
| COLOMBIA                        | <b>ISR</b> ISRAEL               | <b>PAK</b> PAKISTAN            | <b>SWE</b> SWEDEN                |                                   |
| <b>COM</b> COMOROS              | <b>ITA</b> ITALY                | <b>PAN</b> PANAMA              | <b>SWZ</b> SWAZILAND             |                                   |
| <b>CPV</b> CAPE VERDE           | <b>JAM</b> JAMAICA              | <b>PCN</b> PITCAIRN ISLANDS    | <b>SYC</b> SEYCHELLES            |                                   |
| <b>CRI</b> COSTA RICA           | <b>JEY</b> JERSEY               | <b>PER</b> PERU                | <b>SYR</b> SYRIAN ARAB REPUBLIC  |                                   |
| <b>CUB</b> CUBA                 | <b>JOR</b> JORDAN               | <b>PHL</b> PHILIPPINES         | <b>TCA</b> TURKS AND CAICOS      |                                   |
| <b>CXR</b> CHRISTMAS ISLAND     | <b>JPN</b> JAPAN                | <b>PLW</b> PALAU               | ISLANDS                          |                                   |
| <b>CYM</b> CAYMAN ISLANDS       | <b>KAZ</b> KAZAKHSTAN           | <b>PNG</b> PAPUA NEW GUINEA    | <b>TCO</b> CHAD                  |                                   |
| <b>CYP</b> CYPRUS               | <b>KEN</b> KENYA                | <b>POL</b> POLAND              | <b>TGO</b> TOGO                  |                                   |
| <b>CZE</b> CZECH REPUBLIC       | <b>KGZ</b> KYRGYZSTAN           | <b>PRI</b> PUERTO RICO         | <b>THA</b> THAILAND              |                                   |