

ASX Code: FDV

14 April 2022

2022 Annual General Meeting

In accordance with Listing Rule 3.17, please see attached copy of the following documents:

1. Notice of Annual General Meeting 2022;
2. Proxy Form;
3. A Letter to Shareholders regarding arrangements for the 2022 Annual General Meeting as dispatched to Shareholders in lieu of the Notice of Meeting; and
4. Notice and Voting Access Letter.

- ENDS -

The release of this announcement was authorised by the Board of Directors of Frontier Digital Ventures Limited.

For more information, please contact:

Company

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About FDV

Frontier Digital Ventures (FDV) is a leading owner and operator of online marketplace businesses in fast growing emerging markets. Currently, FDV's portfolio consists of 16 market leading companies, operating across 20 markets in FDV LATAM, FDV Asia and FDV MENA. FDV works alongside local management teams across property, automotive and general classifieds, providing strategic oversight and operational guidance which leverages FDV's deep classifieds experience and proven track record. FDV seeks to unlock further monetisation opportunities beyond the typical classifieds revenue, to grow the equity value of its operating companies and realise their full potential. Find out more at frontierdv.com.

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of Shareholders of Frontier Digital Ventures Limited (**FDV** or the **Company**) will be held as follows:

Date: **Tuesday, 17 May 2022**

Time: **1.00pm (AEST) (11:00am (MYT))**

Venue: **Virtually via <https://us02web.zoom.us/j/81819816674>**

Business

Financial statements and reports

To receive and consider the Company's annual financial report, including the directors' report and the auditor's report for the year ended 31 December 2021.

1. Adoption of Remuneration report

To consider and, if thought fit, to pass the following resolution as a **non-binding ordinary resolution**:

"That the Company adopt the remuneration report for the year ended 31 December 2021 in accordance with section 250R(2) of the Corporations Act 2001 (Cth)."

Notes:

The vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement: The Company will disregard any votes cast on this Resolution 1:

- by or on behalf of a member of the Company's Key Management Personnel (KMP) whose remuneration details are disclosed in the remuneration report for the year ended 31 December 2021 or their closely related parties, in any capacity; or
- as a proxy by a person who is a member of the Company's KMP at the date of the meeting or their closely related parties.

However, votes will not be disregarded if they are cast as proxy for a person who is entitled to vote on Resolution 1:

- (a) in accordance with the directions on the proxy form; or
- (b) by the person chairing the Meeting, in accordance with an express authorisation to exercise the proxy even though Resolution 1 is connected with the remuneration of KMP; or
- (c) by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - i. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - ii. the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Chairman intends to vote all available undirected proxies in favour of this Resolution 1.

2. Re-election of Mr Anthony Klok as a Director

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

"That Mr Anthony Klok, who retires by rotation in accordance with the Company's Constitution and, being eligible for re-election, be re-elected as a Director of the Company."

3. Election of Ms Po Yih Ming (Frances Po) as a Director

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

“That Ms Frances Po, being appointed to the Board of Directors of the Company on 8 November 2021, in accordance with the Company’s Constitution and, being eligible for election, be elected as a Director of the Company.”

4. Approval to issue ordinary shares to Non-Executive Director Mr Mark Licciardo

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

“That for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise the Company to issue Mr Mark Licciardo or his nominee fully paid ordinary shares in accordance with the terms summarised in the Explanatory Memorandum.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of Mr Mark Licciardo, any of his associates, and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) unless the vote is cast:

- (a) by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides; or
- (c) by 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 the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Chairman intends to vote all available undirected proxies in favour of this Resolution 4.

5. Ratification of issue of 23,333,334 ordinary shares pursuant to ASX Listing Rule 7.4

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

“That in accordance with ASX Listing Rule 7.4, the Company ratifies and approves for the purposes of ASX Listing Rule 7.1, the issue of 23,333,334 fully paid ordinary shares in the capital of the Company, details of which are set out in the Explanatory Memorandum.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 5 by any participant in the placement as outlined in the Explanatory Memorandum accompanying this notice of Meeting and any of their associates, unless the vote is cast:

- (a) by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides; or
- (c) by 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 the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Chairman intends to vote all available undirected proxies in favour of this Resolution 5.

Other business

To consider any other business that may lawfully be brought forward in accordance with the Constitution of the Company or the law.

Other information

An Explanatory Memorandum accompanies and forms part of this notice of Annual General Meeting.

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

Voting by proxy

Any Shareholder entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote instead of that Shareholder. The proxy does not need to be a Shareholder of the Company and can be either an individual or a body corporate. A Shareholder can appoint a proxy by completing and returning a signed proxy form.

A Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the Shareholder's votes.

If a Shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it:

- a) appoints an individual as its corporate representative to exercise its powers at the meeting, in accordance with section 250D of the *Corporations Act 2001* (Cth) (the **Corporations Act**); and
- b) provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the meeting.

If you wish to indicate how your proxy should vote, please mark the appropriate boxes on the proxy form. If you do not direct your proxy how to vote on a particular item of business, you are authorising your proxy to vote as they decide, subject to any applicable voting exclusions.

If your proxy does not attend the Meeting, the Chairman will become your proxy by default. The Chairman intends to vote in favour of all resolutions on the agenda.

If you appoint the Chairman of the Meeting as your proxy or the Chairman of the Meeting is appointed as your proxy by default, and you do not provide any voting directions on your proxy form, by completing and returning the proxy form you will be expressly authorising the Chairman of the Meeting to cast your vote as he sees fit. If you intend to appoint a member of the KMP (other than the Chairman) or any of their closely related parties as your proxy on Resolution 1, please ensure that you direct them how to vote on Resolution 1.

Proxies must be:

- (a) lodged at the Company's share registry, Computershare Investor Services Pty Limited; or
- (b) submit online at www.investorvote.com.au using your secure access information as per the details on the proxy form; or
- (c) faxed to the fax number specified below

no later than 1:00pm (AEST) (11:00am (MYT)) on Sunday, 15 May 2022.

Address (postal deliveries): C/-Computershare Investor Services Pty Limited, GPO Box 242, Melbourne VIC 3001, Australia

Fax number for lodgement: (within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

The proxy form has been enclosed. Please read all instructions carefully before completing the proxy form.

Live Online Voting

How to submit your vote during the Meeting

To vote during the Meeting, you can log in by entering the following URL <https://meetnow.global/M799KMJ> on your computer, tablet or smartphone. Online registration will open 30 minutes before the Meeting.

To make the registration process quicker, please have your SRN/HIN and registered postcode or country code ready. Proxyholders will need to contact the call centre before the Meeting to obtain their login details.

To vote in the Meeting online follow the instructions below.

1. Click on 'Join Meeting Now'.
2. Enter your SRN/HIN. Proxyholders will need to contact Computershare on +61 3 9415 4024 one hour prior to the Meeting to obtain their login details.
3. Enter your postcode registered to your holding if you are an Australian securityholder. If you are an overseas securityholder select the country of your registered holding from the drop-down list.
4. Accept the Terms and Conditions and 'Click Continue'.

You can cast votes at the appropriate times while the Meeting is in progress.

For full details on how to log on and vote online, please refer to the user guide www.computershare.com.au/onlinevotingguide.

Custodian Voting

Shareholders who are subscribers of Intermediary Online, please submit your votes electronically via www.intermediaryonline.com

Entitlement to vote

In accordance with section 1074E(2)(g)(i) of the Corporations Act and regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Company has determined that for the purposes of the meeting shares will be taken to be held by the persons who held them as registered Shareholders at 7.00 pm (AEST) on Sunday, 15 May 2022. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Voting Intentions

Subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of all resolutions on the agenda.

In respect of all available undirected proxies, subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of all resolutions on the agenda.

Questions and Comments by Shareholders at the Meeting

In accordance with the Corporations Act, a reasonable opportunity will be given to Shareholders - as a whole - to ask questions or make comments on the management of the Company at the Annual General Meeting.

Similarly, a reasonable opportunity will be given to Shareholders - as a whole - to ask questions to the Company's external Auditor, Deloitte Touche Tohmatsu, relevant to:

- (a) the conduct of the audit;
- (b) the preparation and contents of the audit;
- (c) the accounting policies adopted by the Company in relation to the preparation of its financial statements; and
- (d) the independence of the Auditor in relation to the conduct of the audit.

Shareholders may also submit a written question to Deloitte Touche Tohmatsu if the question is relevant to the content of the audit report or the conduct of its audit of the Company's financial report for the year ended 31 December 2021.

Relevant written questions to Deloitte Touche Tohmatsu must be submitted no later than 5:00pm (AEST) on Tuesday, 10 May 2022. A list of those questions will be available to Shareholders attending the meeting. Deloitte Touche Tohmatsu will answer questions at the meeting.

Please send written questions for Deloitte Touche Tohmatsu to:

By facsimile - +61 3 9602 4709;

Post to – C/ Mertons Corporate Services Pty Ltd – Level 7, 330 Collins Street, Melbourne VIC 3000

by no later than 5:00pm (AEST) on Tuesday 10 May 2022.

By order of the Board

A handwritten signature in black ink, appearing to read 'Mark Licciardo', with a stylized flourish at the end.

Mark Licciardo
Company Secretary

14 April 2022

Explanatory Memorandum

This Explanatory Memorandum sets out further information regarding the proposed resolutions to be considered by Shareholders of Frontier Digital Ventures Limited (**FDV** or the **Company**) at the 2022 Annual General Meeting to be held on Tuesday, 17 May 2022 commencing at 1.00pm (AEST) (11:00am (MYT)) via Zoom webinar at <https://us02web.zoom.us/j/81819816674>.

The Directors recommend that Shareholders read this Explanatory Memorandum before determining whether or not to support the resolutions.

Financial statements and reports

Under section 317 of the Corporations Act, FDV is required to lay its annual financial report, directors' report and auditor's report before its Shareholders at its Annual General Meeting. The annual financial report is submitted for Shareholders' consideration and discussion at the Annual General Meeting as required. Meeting attendees are invited to direct questions to the Chairman in respect of any aspect of the report they wish to discuss. There is no requirement, either in the Corporations Act or the Company's Constitution, for Shareholders to approve the reports.

Representatives of FDV's auditor, Deloitte Touche Tohmatsu, will be present for discussion purposes on matters of relevance to the audit.

Shareholders can access a copy of the annual report on the Company's website at www.frontierdv.com.

Resolution 1 – Adoption of Remuneration report

Resolution 1 provides Shareholders the opportunity to vote on FDV's remuneration report. The remuneration report is contained in the directors' report. Under section 250R(2) of the Corporations Act, FDV must put the adoption of its remuneration report to a vote at its Annual General Meeting.

This vote is advisory only and does not bind the Directors or FDV.

The Board will consider the outcome of the vote and comments made by Shareholders on the remuneration report at this meeting when reviewing FDV's remuneration policies. If 25% or more of the votes that are cast are voted against the adoption of the remuneration report at two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of FDV's directors other than the managing director must be offered up for election.

Key Management Personnel (including Directors) and their closely related parties must not cast a vote on the remuneration report, unless as holders of directed proxies for Shareholders eligible to vote on Resolution 1.

Shareholders are encouraged to cast their votes on this resolution. The Chairman intends to vote all available undirected proxies in favour of this resolution. If you wish to vote "against" or "abstain" you should mark the relevant box in the attached proxy form.

Board recommendation and undirected proxies. Noting that as each Director of the Company has a personal interest in their own remuneration the subject of this resolution, the Board does not consider it appropriate to make a recommendation to Shareholders in relation to voting on Resolution 1. The Chairman of the meeting intends to vote all available undirected proxies in **FAVOUR** of Resolution 1.

Resolution 2 – Re-election of Mr Anthony Klok

Pursuant to Clause 8.1 of the Company's Constitution and ASX Listing Rule 14.4 Mr Anthony Klok will retire and seeks re-election.

Mr Klok was appointed to the Board on 21 December 2017 and is non-executive Chairman of the Company.

Mr Klok has more than 35 years' advisory and operational experience in diverse areas including legal, corporate advisory, media and technology and internet businesses. Mr Klok is an experienced lawyer and senior executive with considerable experience in sourcing, negotiating and investing in online and technology companies.

Mr Klok has significant Board experience within the online classifieds sector as a former non-executive Director of both Carsales and Seek. Mr Klok currently holds board positions with Frontier Digital Ventures, Prospecta, Genero and Camms. Previous board positions included Fox Sports, Carsales, Seek, NineMSN, Ticketek, Sydney SuperDome, Wizard, Betfair and on a number of early stage technology companies.

Mr Klok holds a double degree of Bachelor of Commerce and Laws from the University of Tasmania.

Having regard to the ASX Principles, the Company's Board considers Mr Klok as an independent director.

Board recommendation and undirected proxies. The Board, Mr Klok aside, recommends that Shareholders vote in **FAVOUR** of Resolution 2. The Chairman of the meeting intends to vote all available undirected proxies in **FAVOUR** of Resolution 2.

Resolution 3 – Election of Ms Po Yih Ming (Frances Po)

Pursuant to Clause 8.1 of the Company's Constitution and ASX Listing Rule 14.4 Ms Frances Po seeks election as a Director of the Company.

Ms Po was appointed to the Board on 8 November 2021 as non-executive Director of the Company.

Ms Po spent more than 36 years specialising in taxation and was a Tax Partner at PricewaterhouseCoopers ("PwC") Malaysia until her retirement in July 2019. During her career at PwC, she held various senior leadership roles including Business unit leader for International Tax Services / Mergers & Acquisitions Tax from 2012-2019, and Tax business unit leader for Energy, Utilities, Multimedia & Infocommunication ("EUMI") from 2005-2012.

Ms Po was a member of the Tax EXCO (Tax Leadership team) and also held the role of Tax people partner for several years. Mr Po has worked with some of the largest global private equity funds and corporations in restructuring, mergers & acquisitions and corporate advisory. She is currently an independent non-executive Director at Sentral REIT Management Sdn Bhd; manager of Sentral REIT (KLSE:5123). Sentral REIT owns and invests in income-producing commercial property assets. She brings listed company experience in a fund specialising in the property vertical.

Ms Po graduated with a Bachelor of Accounting (Hons) from University Malaya. She is a Chartered Accountant with the Malaysian Institute of Accountants, a Fellow of the Chartered Tax Institute of Malaysia and a member of the Institute of Corporate Directors Malaysia.

Having regard to the ASX Principles, the Company's Board considers Ms Po as an independent director.

Board recommendation and undirected proxies. The Board, Ms Po aside, recommends that Shareholders vote in **FAVOUR** of Resolution 3. The Chairman of the meeting intends to vote all available undirected proxies in **FAVOUR** of Resolution 3.

Resolution 4 – Approval to issue ordinary shares to Mr Licciardo

Mr Licciardo, (the Related Party) executed a Letter of Appointment pursuant to which the Related Party agreed to provide services to the Company as a Non-Executive Director.

In consideration of the appointment, the Company agreed to pay the Related Party (or an entity nominated by them), the annual rate of \$60,000 in ordinary shares for the period 1 January 2021 – 31 December 2021 (Related Party Shares).

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue of Related Party Shares constitutes giving a financial benefit and Mr Licciardo is a related party of the Company by virtue of being a Director. Therefore the issue of the Related Party Shares falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. Accordingly, the issue of the Related Party Shares requires the approval of Shareholders under Listing Rule 10.11.

Therefore, the Company is seeking shareholder approval for all purposes, including ASX Listing Rules 10.11, for the grant of the relevant fully paid ordinary shares to Mr Licciardo.

If Resolution 4 is passed, the Company will be able to proceed with the issue of the Related Party Shares to Mr Licciardo within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Related Party Shares (because approval is being obtained under Listing Rule 10.11), the issue of the Related Party Shares will not use up any of the Company's 15% placement capacity under Listing Rule 7.1.

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of the Related Party Shares. In this instance, the Company would use its existing cash reserves to satisfy payment of the Directors' fees.

The Board, Mr Licciardo aside, recommends that Shareholders approve the grant of a total of 40,323 fully paid ordinary shares in the capital of the Company to Mark Licciardo. A voting exclusion statement is included in the Notice of Meeting.

The proposed grant is in respect of fully paid ordinary shares at a valuation of \$1.488 (being the Volume Weighted Average Price (VWAP) for the period 1 January 2021 to 31 December 2021) per share that are to be issued as the Directors' remuneration, subject to Shareholder approval and priced in line with the agreement with Mr Licciardo. The ordinary fully paid shares will be issued on the same terms and conditions as the Company's existing shares.

Remunerating a Director in this manner reduces the cash cost to the Company and aligns the reward to Directors with those of Shareholders. The fully paid ordinary shares will be issued *pari passu* to existing securities and not subject to a trading lock. The shares will be issued within one month from the date of the Meeting.

Board recommendation and undirected proxies. The Board, Mr Licciardo aside, recommends that Shareholders vote in **FAVOUR** of Resolution 4. The Chairman of the meeting intends to vote all available undirected proxies in **FAVOUR** of Resolution 4.

Resolution 5 - Ratification of issue of 23,333,334 ordinary shares pursuant to ASX Listing Rule 7.4

On 22 December 2021 and 30 December 2021, the Company issued 19,577,465 and 3,755,869 fully paid ordinary shares respectively (a total of 23,333,334 ordinary shares) in the capital of the Company at an issue price of \$1.50 per share to institutional and professional investors (**Placement Shares**), in conjunction with a Securities Purchase Plan (**SPP**) announced to the ASX on 17 December 2021. Vesparum Capital acted in an independent capital markets advisory role for the Company in relation to the issue.

The Placement Shares were issued pari passu to the existing ordinary fully paid shares.

The purpose of the issue was to fund the upfront cash consideration for OLX Group's 37.5% interest in Encuentra24 as part of the acquisition of all of the issued capital in Ecuatra24, a leading general classifieds marketplace in Panama, Costa Rica, Guatemala, El Salvador and Nicaragua, as announced to the ASX on 17 December 2021. Funds raised also were used for the purpose of balance sheet flexibility, to fund future M&A activities and deferred/contingent consideration.

ASX Listing Rule 7.1 imposes a cap on the number of securities that a company may issue within the 12-month period. ASX Listing Rule 7.4 provides that an issue of equity securities made without Shareholder approval under Listing Rule 7.1 is treated as having been made with Shareholder approval for the purposes of Listing Rule 7.1 if the holders of ordinary securities subsequently approve it, and the issue did not breach Listing Rule 7.1. The issues of the shares described below did not breach any Listing Rules and shareholder ratification to those issues is now sought.

In order to restore the Company's capacity to issue shares, it is proposed that the Shareholders ratify the issue of 23,333,334 ordinary shares as detailed below. Ratification provides the Company with flexibility in capital management and allows the Company to make further issues for working capital or other purposes as required.

If Resolution 5 is passed, the issue of the Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without shareholder approval over the 12 month period following 30 December 2021.

If Resolution 5 is not passed, the issue of the Placement Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12-month period following 30 December 2021.

Information required by Listing Rule 7.5

In accordance with ASX Listing Rule 7.5, Shareholders are provided the following information:

The number of securities issued	23,333,334 Ordinary Shares
The price at which the securities were issued	\$1.50 per share
The date on which the securities were issued	22 December 2021 and 30 December 2021
The terms of the securities	Fully paid ordinary shares on the same basis as all listed shares on issue
The names of the persons to whom the entity issued the securities or the basis on which those persons were determined	The shares were issued to existing and new sophisticated, professional and institutional investors under the Placement and were introduced by Bell Potter Securities Limited and Morgans Corporate Limited acting as Joint Lead Managers.

The use (or intended use) of the funds raised	To fund the upfront cash consideration for OLX Group's 37.5% interest in Encuentra24, for balance sheet flexibility, to fund M&A pipeline and deferred/contingent consideration.
A voting exclusion statement	A voting exclusion statement is included under Resolution 5 in this Notice of Meeting.

Board recommendation and undirected proxies. The Board recommends that Shareholders vote in **FAVOUR** of Resolution 5. The Chairman of the meeting intends to vote all available undirected proxies in **FAVOUR** of Resolution 5.

Glossary

In this Explanatory Memorandum, and the Notice of Meeting:

Annual Report means the 2021 Annual Report, a copy of which may be obtained from the Company's website at <https://frontierdv.com/financial-statements/>

AGM or Meeting means the Annual General Meeting of the Company to be held virtually via the online platform at <https://us02web.zoom.us/j/81819816674> on 17 May 2022 commencing at 1:00pm (AEST) / 11:00am (MYT)

Associate has the meaning given to that term in the Corporations Act.

ASX means ASX Limited ABN 98 008 624 491 or the market operated by it, as the context requires.

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

Auditor's Report means the report of the Auditor regarding its audit of the Company, and its controlled entities, which accompanies the Financial Report.

Board means the board of directors of the Company.

Company or FDV means Frontier Digital Ventures Limited.

Constitution means the Constitution of the Company.

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

Director means a director of the Company.

Directors' Report means the report of the Directors, which accompanies the Financial Report.

Explanatory Memorandum means this explanatory memorandum which forms part of the Notice of Meeting.

Financial Report means the consolidated annual financial report of Frontier Digital Ventures Limited for the year ended on 31 December 2021 that accompanies the Notice.

Key Management Personnel has the same meaning as in the accounting standards as defined in section 9 of the Corporations Act (so the term 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).

Meeting means the Annual General Meeting of the Company the subject of this Notice of Meeting scheduled to occur on Tuesday, 17 May 2022.

Notice means the notice for the Meeting accompanying this Explanatory Memorandum.

Placement means the ordinary share placement to institutional and professional investors undertaken by the Company on 17 December 2021.

Proxy Forms means the proxy form enclosed with this Explanatory Memorandum in relation to the Resolutions.

Related Body Corporate has the meaning given to that term in the Corporations Act.

Remuneration Report means the remuneration report of the Company that forms part of the Directors' Report.

Resolutions means each of the resolutions set out in the Notice.

SPP means the Share Purchase Plan announced to the ASX on 17 December 2021.

Shareholder means a holder of a Share.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share.

VWAP Volume Weighted Average Price

FDV

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

Need assistance?



Phone:

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



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **1:00pm (AEST) / 11:00am (MYT) on Sunday, 15 May 2022.**

Proxy Form

How to Vote on Items of Business

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

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/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I999999999

PIN: 99999

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

By Mail:

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

By Fax:

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



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

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

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.



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I ND

Proxy Form

Please mark ☒ to indicate your directions

Step 1

Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Frontier Digital Ventures Limited hereby appoint



the Chairman
of the Meeting

OR

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Frontier Digital Ventures Limited to be held as a virtual meeting on Tuesday, 17 May 2022 at 1:00pm (AEST) / 11:00am (MYT) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1 and 4 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1 and 4 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1 and 4 by marking the appropriate box in step 2.

Step 2

Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Adoption of Remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Anthony Klok as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Ms Po Yih Ming (Frances Po) as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval to issue ordinary shares to Non-Executive Director Mr Mark Licciardo	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Ratification of issue of 23,333,334 ordinary shares pursuant to ASX Listing Rule 7.4	<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

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

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

F D V

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Computershare



14 May 2022

Frontier Digital Ventures Limited (FDV) - Annual General Meeting 2022

Dear Shareholder

Frontier Digital Ventures Limited is pleased to invite the shareholders to attend the Annual General Meeting (**AGM**) to be held at **1:00pm (AEST)** on **Tuesday, 17 May 2022 (11.00am Malaysian Time)**.

ASIC announced on 2 March 2022 that they will allow virtual-only meetings under ASIC Corporations (Virtual-only Meetings) Instrument 2022/129 until 31 May 2022. In accordance with section 7 of the ASIC Corporations (Virtual-only Meetings) Instrument 2022/129, the Board passed a resolution that it would be unreasonable for the Company to hold the Meeting wholly or partially at one or more physical venues due to the impact of COVID-19. The Board has made the decision based on the interests of safety and the requirements to comply with current Federal and State Government guidelines and restrictions.

Accordingly, the Company's Meeting will be held virtually via a live Zoom webinar. The online meeting link can be accessed at <https://us02web.zoom.us/j/81819816674>. Further information on how to participate in the Meeting is provided in the Notice of Meeting (**Notice**) and on our website at www.frontierdv.com.

The voting for the AGM will be supported by the Company's Share Registrar, Computershare Investor Services Pty Limited.

Live Online Voting

Shareholders and proxyholders will be able to vote at the meeting online by visiting <https://meetnow.global/M799KMJ> on a smartphone, tablet or computer (using the latest version of Chrome, Safari, Edge and Firefox).

Online voting registration will commence 30 minutes prior to the start of the meeting.

For full details on how to log on and vote online, please refer to the user guide www.computershare.com.au/onlinevotingguide.

In accordance with section 253RA(2) of the Corporations Act 2001 (Cth), the Notice, accompanying explanatory statement and annexures (the **Meeting Materials**) are being made available to shareholders electronically. This means that:

- You are able to access the Meeting Materials, including the 2021 Annual Report, online at the Company's website, www.frontierdv.com; and
- A complete copy of the Meeting Materials has been posted on the Company's ASX market announcements page.

Voting through Proxy

Shareholders may also vote at this Meeting by completing and lodging their Proxy Form online at www.investorvote.com.au using your secure access information as per the details on the proxy form. For more details please follow the instructions on the Proxy Form.

Important Note: For your voting instructions to be valid and counted towards this meeting please ensure that your online lodgement is received no later than **1:00pm (AEST) on Sunday 15 May 2022**

(11.00am Malaysian Time). Voting instructions received after this time will not be valid for the scheduled meeting.

As a valued shareholder of the Company, we look forward to your participation in the Meeting.



Mark Licciardo
Company Secretary
Frontier Digital Ventures Limited

Need assistance?



Phone:

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



Online:

www.investorcentre.com/contact

FDV

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

Frontier Digital Ventures Limited Annual General Meeting

The Frontier Digital Ventures Limited Annual General Meeting will be held on Tuesday, 17 May 2022 at 1:00pm (AEST) / 11:00am (MYT). You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

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



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

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

For your proxy appointment to be effective it must be received by 1:00pm (AEST) / 11:00am (MYT) on Sunday, 15 May 2022.



ATTENDING THE MEETING VIRTUALLY

To view the live webcast and ask questions on the day of the meeting you will need to visit <https://us02web.zoom.us/j/81819816674>

To vote online during the meeting you will need to visit <https://meetnow.global/M799KMJ>
For instructions refer to the online user guide www.computershare.com.au/onlinevotingguide

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.