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ASX Announcement
ASX: DUB

18 October 2024

Retail Entitlement Offer

Dubber Corporation Limited (ASX: DUB) (**Dubber** or the **Company**) is pleased to advise that, in respect of its fully underwritten 1 for 1 pro rata accelerated non-renounceable entitlement offer (**Entitlement Offer**) that was announced on Friday, 11 October 2024, the retail component of the Entitlement Offer (**Retail Entitlement Offer**) opens today. The Retail Entitlement Offer is made under the prospectus lodged by the Company with ASIC and ASX on Friday, 11 October 2024 (**Prospectus**).

The Company advises that it will today complete despatch of following documents:

- to Eligible Retail Shareholders (as defined the Prospectus) who have nominated to receive documents from the Company by electronic means, the Prospectus and personalised Entitlement and Acceptance Form by such electronic means; and
- to other Eligible Retail Shareholders, the enclosed letter notifying them of the Retail Entitlement Offer and providing instructions on how to participate in the Retail Entitlement Offer (including how to access a copy of the Prospectus and personalised Entitlement and Acceptance Form).

Eligible Retail Shareholders should carefully read the Prospectus for further details about the Retail Entitlement Offer.

For further information on the Entitlement Offer, please call the Company's share registry on 1300 103 392 (within Australia) or +61 2 9068 1925 (outside Australia) at any time between 8.30am and 7.00pm (Melbourne time), Monday to Friday. Alternatively, you should contact your broker, solicitor, accountant, financial adviser or other professional adviser.

This announcement is authorised for release to ASX by Executive Director Peter Pawlowitsch.

About Dubber Corporation Limited

Dubber enables Communication Service Providers to unlock the potential of the network - turning every conversation into a source of value for differentiated innovation, retention, and revenue. Listed on the ASX, Dubber is one of the market leaders in conversational intelligence and unified conversational recording - embedded at the heart of over 210 Communication Service Provider networks and services.

For more information visit: www.dubber.net or contact:

Peter Pawlowitsch
Executive Director
investor@dubber.net



Disclaimer

The information in this announcement does not constitute investment or financial product advice (nor tax, accounting or legal advice) nor any recommendation to acquire securities in the Company. It does not take into account any individual's investment objectives, financial situation or particular needs. Before making an investment decision, prospective investors should consider the appropriateness of the information having regard to their own objectives, financial situation and needs and seek appropriate advice, including financial, legal, accounting and taxation advice appropriate to their jurisdiction. Dubber is not licensed to provide financial product advice in respect of the securities in the Company.

This announcement is not and should not be considered an invitation or offer to acquire or sell shares in Dubber or any other financial products, or a solicitation to invest in or refrain from investing in shares in Dubber or any other financial products. This announcement is for information purposes only and it is not a prospectus, disclosure document, product disclosure statement or other offering document under Australian law or any other law.

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18 October 2024

Dear Shareholder

Notice to Eligible Retail Shareholders of Accelerated Non-Renounceable Entitlement Offer

We write to you as the registered holder of fully paid ordinary shares (**Shares**) in Dubber Corporation Limited (ACN 089 145 424) (ASX:DUB) (**Dubber** or **Company**) as at 7.00pm (Melbourne time) on 15 October 2024 (**Record Date**).

Pursuant to the prospectus lodged with ASX and ASIC on 11 October 2024 (**Prospectus**), Dubber is undertaking a fully underwritten pro-rata accelerated non-renounceable entitlement offer of 1 New Share for every 1 existing Share held by Eligible Shareholders on the Record Date at an issue price of \$0.015 per New Share to raise up to approximately \$13.9 million (before costs) (**Entitlement Offer**), together with a placement to raise approximately \$11.1 million (before costs) (**Placement**) (together, the **Offers**).

Capitalised terms used, but not defined in this letter have the meaning given in the Prospectus.

The Prospectus relating to the Entitlement Offer has been given to ASX and is available to view on the ASX website at <https://www.asx.com.au/markets/trade-our-cash-market/announcements.dub>. Further details regarding the Entitlement Offer have also been announced to the ASX and are available on ASX's website.

Further information on the Entitlement Offer is detailed in this Prospectus. You should read the entirety of the Prospectus carefully, and the Company's ASX announcements before deciding whether to participate in the Entitlement Offer.

An investment in the Company is highly speculative and subject to a range of risks, which are detailed in Section 7 of the Prospectus. Before applying for New Shares, you should satisfy yourself that you have a sufficient understanding of the risks involved in making an investment in the Company. If you are in any doubt about the Entitlement Offer, whether you should participate in the Entitlement Offer or how such participation will affect you, you should seek independent financial and taxation advice before making a decision as to whether or not to take up any New Shares under the Entitlement Offer.

Dubber Corporation Limited will not be printing/dispatching hard copies of the Prospectus or Entitlement and Acceptance Forms. Instead, an electronic copy of the Prospectus and your Entitlement and Acceptance Form is available and accessible by you (using your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) from your latest Holding Statement, and your postcode) at the following link: <https://investor.automic.com.au>.

Shareholders should read the Prospectus in full prior to making an application under the Entitlement Offer. Your application under the Entitlement Offer must be made by making payment in accordance with the personalised payment instructions on your Entitlement and Acceptance Form which is available through Automic's online Investor Portal.



How to Access the Entitlement Offer:

1. **ONLINE** - The Prospectus and personalised Entitlement Form can be accessed via: <https://investor.automic.com.au/#/home>
2. **PAPER** - Request a paper copy of the Prospectus and the personalised Entitlement Form by contacting the Company's Share Registry on 1300 103 392 (within Australia) or: +61 2 9068 1925 (outside Australia) between 8:30am and 7:00pm (Melbourne time).

To download the Prospectus and your personalised Entitlement and Acceptance Form, you have the following 3 choices:

I already have an online account with the Automic Share registry	I don't have an online account with Automic – but wish to register for one	I don't have an online account with Automic – but want to use Automic for this Entitlement Offer only
<p>https://investor.automic.com.au</p> <p>Select: "Existing Users Sign In"</p> <p>Once you have successfully signed in, click on "Documents and Statements"</p> <p>Download the Prospectus and Entitlement and Acceptance Form</p> <p>Do not return your Entitlement and Acceptance Form</p>	<p>https://investor.automic.com.au/#/signup</p> <p>Select: DUBBER CORPORATION LIMITED from the dropdown list in the ISSUER field.</p> <p>Enter you holder number SRN / HIN (from your latest Holding Statement)</p> <p>Enter Postcode (Aust only) or Country of Residence (if not Australia)</p> <p>Tick box "I am not a robot", then Next.</p> <p>Complete prompts</p> <p>Once you have successfully signed in, click on "Documents and Statements"</p> <p>Download the Prospectus and Entitlement and Acceptance Form</p> <p>Do not return your Entitlement and Acceptance Form</p>	<p>https://investor.automic.com.au/#/loginsah</p> <p>Select: DUBBER CORPORATION LIMITED from the dropdown list in the ISSUER field</p> <p>Enter you holder number SRN / HIN (from your latest Holding Statement)</p> <p>Enter Postcode (Aust only) or Country of Residence (if not Australia)</p> <p>Tick box "I am not a robot", then Access</p> <p>Once you have successfully signed in, click on "Documents and Statements"</p> <p>Download the Prospectus and Entitlement and Acceptance Form</p> <p>Do not return your Entitlement and Acceptance Form</p>

If you are unable to access <https://investor.automic.com.au> online, you can obtain a copy of the Prospectus and your personalised Entitlement and Acceptance Form – initially by calling the Share Registry on 1300 103 392 or emailing corporate.actions@automicgroup.com.au and asking them to mail a paper copy of the Prospectus and your personalised Entitlement and Acceptance Form to you free of charge. After your request has been acknowledged by Automic you will need to provide your SRN or HIN and postcode to complete this request. To participate in the Entitlement Offer using these paper copy documents, you will still need to make payment via BPay® or via Electronic Funds Transfer (EFT). For New Zealand shareholders please follow the instructions on your Entitlement and Acceptance Form to make payment via Electronic Funds Transfer (EFT).

The Offer closes at 5:00pm (Melbourne time) on 6 November 2024.



Key Features of the Entitlement Offer

The Entitlement Offer is available to Eligible Retail Shareholders registered at 7:00pm (Melbourne time) on the Record Date whose registered address is in Australia and New Zealand. The Entitlement Offer is not being extended to any shareholders with addresses outside these jurisdictions.

The Entitlement Offer is non-renounceable and therefore your Entitlements will not be tradeable on the ASX or otherwise transferable.

All of the New Shares will rank equally with the existing Shares on issue in the Company from the date of allotment. Further details regarding the rights and liabilities attaching to Shares is contained in the Prospectus.

Purpose of the Offers

The proceeds from the Entitlement Offer and Placement are intended to be used for working capital as the Company continues to build market awareness of the Dubber solution capability and drive sales growth (particularly in the new area of conversation intelligence), reducing tax liabilities¹, supporting recovery efforts in respect of the previously announced allegedly misappropriated funds, and costs of the Offers.

For further details on the alleged misappropriation of funds see Company Update lodged with ASX on 10 April 2024 for details.

Prospectus

Details of the Offers are contained in the Prospectus, including disclosure regarding the potential control implications for the Company.² The Prospectus can be accessed from the ASX and Company websites, www.asx.com.au and <http://www.dubber.net/> respectively.

It is important that you read the Prospectus carefully before deciding whether to participate in the Offers and seek advice from your financial adviser if you have any queries. This notice is to inform you of the Offers. You are not required to do anything in respect to this letter.

Indicative Retail Entitlement Offer Timetable

Key event	Date
Entitlement Offer Record Date	7.00pm, Tuesday 15 October 2024
Retail Entitlement Offer opens	Friday, 18 October 2024
Issue and allotment of New Shares under the Placement and Institutional Entitlement Offer	Monday, 21 October 2024
Notice of Annual General Meeting released to the ASX	Tuesday, 29 October 2024
Retail Entitlement Offer closes (Closing Date)	Wednesday, 6 November 2024
Announcement of results of Retail Entitlement Offer	Monday, 11 November 2024
Retail Entitlement Offer Settlement Date	Tuesday, 12 November 2024

¹ For further information on the risk associated with outstanding ATO tax liabilities, see Section 7.1 of the Prospectus.

² For further information on the potential control implications for the Company, see Section 3.7, 7.1.20 and 7.1.21 of the Prospectus.



Key event	Date
Issue and allotment of New Shares under Retail Entitlement Offer (Issue Date)	Wednesday, 13 November 2024
Despatch of holding statements for New Shares issued under the Retail Entitlement Offer	Thursday, 14 November 2024
New Shares issued under Retail Entitlement Offer commence trading on ASX on a normal settlement basis	Thursday, 14 November 2024

All dates and times are indicative only and subject to change. Unless otherwise specified, all times and dates refer to Melbourne time. Dubber reserves the right to amend any or all of these dates and times, with the consent of the Joint Lead Managers, subject to the Corporations Act, the ASX Listing Rules and other applicable laws. In particular, Dubber reserves the right to extend the Closing Date and to accept late applications under the Offer without prior notice. Any extension of the Closing Date will have a consequential effect on the Issue Date for New Shares under the Offer. Any changes to the timetable will be posted on Dubber's website at www.dubber.net.

For further information about the Entitlement Offer, please call the Share Registry, Automic Registry Services, on 1300 103 392 (within Australia) or +61 2 9068 1925 (outside Australia) between 8:30am and 7:00pm (Melbourne time).

You should also consult your broker, solicitor, accountant or other professional adviser to evaluate whether or not to participate in the Entitlement Offer.

On behalf of the Board, I thank you for your ongoing support.

Yours faithfully

Neil Wilson

Non-Executive Chairman

Dubber Corporation Limited

This letter is issued by Dubber Corporation Limited (ACN 089 145 424). This letter is not a prospectus or offering document under Australian law or any other law. It is for information purposes only and does not constitute an offer, invitation or recommendation to subscribe for, retain or purchase any New Shares in any jurisdiction. This letter does not constitute financial product advice and does not and will not form part of any contract for the acquisition of New Shares.

This letter does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States or to any person acting for the account or benefit of any person in the United States, or in any other jurisdiction in which such an offer or solicitation would be illegal.

Nothing contained in this document constitutes investment, legal, tax or other advice. The information in this document is general information only, and does not take into account your individual objectives, taxation position, financial situation or needs. Please read the Prospectus, and if you are unsure of your position, please seek professional advice from your stockbroker, solicitor, accountant or other professional adviser.

IMPORTANT NOTICE TO NOMINEES: Because of legal restrictions, you must not send copies of this letter nor any material relating to the Retail Entitlement Offer to any of your clients (or any other person) in the United States or any other person acting for the account or benefit of persons in the United States or to any person in any other jurisdiction outside of Australia and New Zealand. Failure to comply with these restrictions may result in violations of applicable securities laws. The provision of this document is not, and should not be considered as, financial product advice. The information in this document is general information only, and does not take into account your individual objectives, taxation position, financial situation or needs. If you are unsure of your position, please contact your accountant, tax advisor, stockbroker or other professional advisor.