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ASX Announcement
ASX: DUB

18 October 2024

Notification to Ineligible Retail Shareholders

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**).

Enclosed is a letter to be despatched today to Ineligible Retail Shareholders (as defined in the Prospectus) in connection with 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.

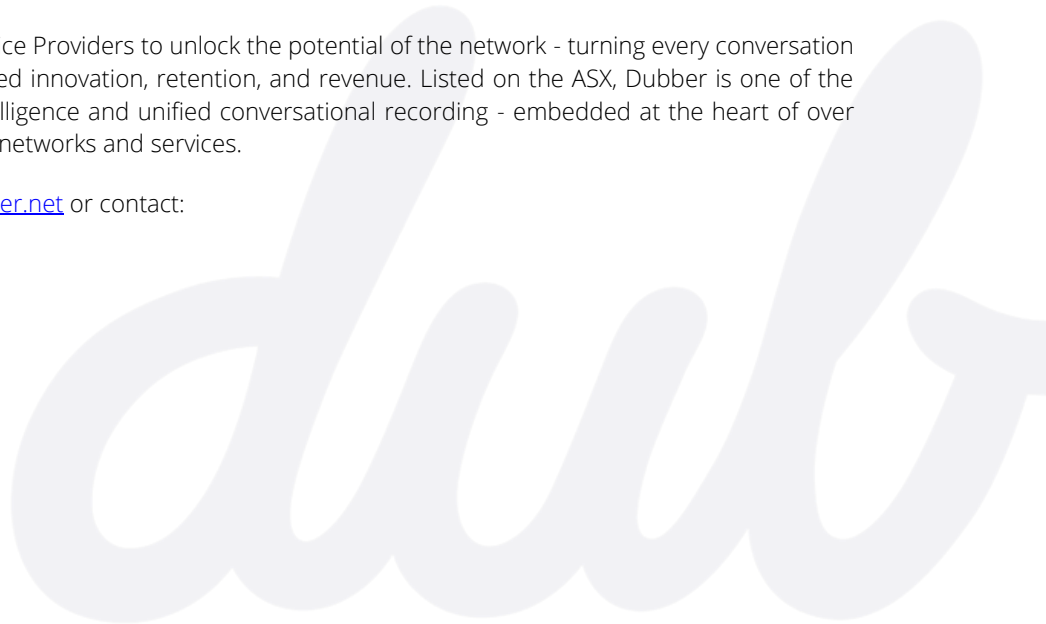
This announcement is authorised for release to ASX by Executive Director Peter Pawlowitsch.

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
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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

Accelerated Non-Renounceable Entitlement Offer - Notification to Ineligible Retail Shareholders

Pursuant to the prospectus lodged with ASX and ASIC on 11 October 2024 (**Prospectus**), Dubber Corporation Limited (ACN 089 145 424) (ASX:DUB) (**Dubber** or **Company**) is undertaking a fully underwritten pro-rata accelerated non-renounceable entitlement offer (**Entitlement Offer**) of new fully paid ordinary shares in Dubber (**New Shares**) on a 1 for 1 basis, at an issue price of \$0.015 per New Share to raise approximately \$13.90 million (before costs), together with a two tranche placement to raise approximately \$11.1 million (before costs) (**Placement**) (together, the **Offers**). The second tranche of the Placement is subject to shareholder approval.

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

Morgans Corporate Limited (**Morgans**) and Unified Capital Partners Pty Ltd acted as the underwriters to the Offers, and also acted as the joint lead managers and joint bookrunners to the Offers.

The Entitlement Offer comprises a fully underwritten institutional component (**Institutional Entitlement Offer**) and a fully underwritten retail component (**Retail Entitlement Offer**). The Institutional Entitlement Offer and first tranche of the Placement have already closed and the results were announced to ASX on Tuesday, 15 October 2024.

This letter is to inform you about the Retail Entitlement Offer and to explain why you will not be able to subscribe for New Shares under the Retail Entitlement Offer. This letter is not an offer to issue New Shares to you, nor an invitation to you to apply for New Shares. **You are not required to do anything in response to this letter.**

Eligibility Criteria

Shareholders who are eligible to participate in the Retail Entitlement Offer (**Eligible Retail Shareholders**) are those persons who:

- (a) are entered on the Company's share register at 7.00pm (Melbourne time) on Tuesday, 15 October 2024 (**Record Date**);
- (b) have a registered address in Australia or New Zealand as noted on the Company's share register;
- (c) are not in the United States and are not a person (including nominees or custodians) acting for the account or benefit of a person in the United States;
- (d) were not invited to participate in the Institutional Entitlement Offer and were not treated as ineligible institutional shareholders under the Institutional Entitlement Offer (other than as a nominee or custodian, in each case in respect of other underlying holdings); and
- (e) are eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer.

Dubber has determined, pursuant to section 9A(3) of the *Corporations Act 2001* (Cth) (**Corporations Act**) and ASX Listing Rule 7.7.1(a), and having regard to a range of factors, that it would be unreasonable on this occasion to make offers to shareholders under the Retail Entitlement Offer in all countries outside Australia or New Zealand. This is due to the legal and regulatory requirements in countries other than Australia or New Zealand, and the potential costs to Dubber of complying with these requirements, compared with the relatively small number of shareholders in those countries, the



relatively small number of existing fully paid ordinary shares in Dubber they hold and the relatively low value of New Shares for which those shareholders would otherwise be entitled to subscribe.

Unfortunately, according to our records, you do not satisfy the eligibility criteria for an Eligible Retail Shareholder as stated above. Accordingly, in compliance with ASX Listing Rule 7.7.1(b) and section 9A(3) of the Corporations Act, Dubber wishes to advise you that it will not be extending the Retail Entitlement Offer to you and you will not be able to subscribe for New Shares under the Retail Entitlement Offer. You will not be sent the documents relating to the Retail Entitlement Offer or be able to subscribe for New Shares under the Retail Entitlement Offer.

Nominee

The Company appointed Berne No. 132 Nominees Pty. Limited as nominee for the purposes of section 615 of the Corporations Act to sell the New Shares, which would otherwise be issued to ineligible shareholders.

Such New Shares were sold for \$0.015 per New Share to institutional investors at the time of the Placement and Institutional Entitlement Offer. As the proceeds of the sale did not exceed the costs of the sale, ineligible shareholders will not receive any proceeds from the sale.

Further information

If you have any questions in relation to the above matters, 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. For other questions, you should consult your broker, solicitor, accountant, financial adviser or other professional adviser.

On behalf of Dubber, we regret that you are not eligible to participate in the Entitlement Offer and thank you for your continued support.

Yours faithfully

A handwritten signature in blue ink, appearing to read "Neil Wilson".

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. If you are unsure of your position, please seek professional advice from your stockbroker, solicitor, accountant or other professional adviser.