

13 January 2021

Madeleine Green, Senior Adviser, Listings Compliance (Perth)
ASX Compliance Pty Ltd Level 40, Central Park
152-158 St George's Terrace
PERTH WA 6000

Dear Madeleine:

Dough Limited Aware Query

Dough Limited (ASX: DOU) ("the Company") refers to your letter dated 7 January 2021 and provides the following responses to ASX's questions. Defined terms in this letter have the meanings ascribed to them in your letter:

1. *Does DOU consider the Information to be information that a reasonable person would expect to have a material effect on the price or value of its securities? If the answer to this question is "no", please advise the basis for that view.*

Yes.

2. *Please provide the following information:*

- 2.1. *The date and time discussions were first initiated between DOU and the Vendors regarding a potential transaction between DOU the Vendors regarding Goodments.*
- 2.2. *The dates, times and details of any subsequent discussions between DOU and the Vendors regarding a potential transaction between DOU the Vendors regarding Goodments.*
- 2.3. *The date and time that any non-binding term sheet (if any) between DOU and the Vendors and/or Goodments was signed regarding the Goodments Agreement.*

On Wednesday, 21 October 2020, CEO Andy Taylor (on behalf of the Company) started discussions about a potential opportunity with Goodments. Discussions between the Company and Goodments progressed over the course of November 2020 however negotiations remained incomplete during this period - the terms of the transaction had not been put to the Company's Board and not every aspect of the transaction had been confirmed.

Negotiations continued and on 9 December 2020, DOU and Goodments signed a non-binding term sheet which included the indicative terms and provisions regarding the acquisition of the Goodments' business. Following the execution of this non-binding term sheet, the Company sought ASX confirmation in respect of the application of the ASX Listing Rules to the proposed acquisition of Goodments. Such confirmation was received from ASX (after market) on Friday, 18 December 2020.

On 5 January 2020, the Company then progressed to a binding term sheet with Goodments, the "Goodments Agreement" referred to in your letter.

3. *When did DOU first become aware of the Goodments Agreement? In answering this question please confirm that date and time (AEST) that the Goodments Agreement was executed and any other relevant date and time, having regard to the definition of 'aware' in the Listing Rules.*

The Goodments Agreement was executed at 8:30pm AEST on 5 January 2021.

4. *If DOU first became aware of the Information (or any part of it) before 6 January 2021, did DOU make any announcement prior to 6 January 2021, which disclosed details of the Goodments Agreement? If so, please provide details. If not, please explain why this information was not released to the market at an earlier time, commenting specifically on when you believe DOU was obliged to release the information under Listing Rules 3.1 and 3.1A and what steps DOU took to ensure that the information was released promptly and without delay.*

The Company requested a trading halt effective prior to the opening of the market on Monday, 21 December 2020, being the first trading day following confirmation from ASX regarding the application of the Listing Rules to the transaction.

The Company executed the Goodments Agreement after market hours on Tuesday, 5 January 2021 and lodged an announcement to this effect pre-market on Wednesday, 6 January 2021, being the earliest opportunity following its execution.

5. *If DOU first became aware of the Information (or any part of it) before 6 January 2021, did DOU rely on the provisions of Listing Rule 3.1A not to release the Information (or any part of it)? If so, please detail which provisions of Listing Rule 3.1A DOU was relying on.*

Prior to the Company's announcement dated 6 January 2021, the Company relied on the second dot point in Listing Rule 3.1A.1, as prior to execution of the Goodments Agreement, the Company's negotiations with Goodments concerned an incomplete proposal or negotiation.

6. *Please confirm that DOU is complying with the Listing Rules and, in particular, Listing Rule 3.1.*

Confirmed.

7. *Please confirm that DOU's responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of DOU with delegated authority from the board to respond to ASX on disclosure matters.*

The responses to the questions above have been authorised and approved by the Board of the Company.

About Dough

Dough is a purpose-led, capital-lite fintech company taking an AI first approach to disrupting the business model of banking – helping people manage and grow their money to live financially healthier. Dough's long-term vision is to become a fully autonomous, subscription based financial control centre.

For more information contact:

Investor

info@dough.com

Media

press@dough.com



7 January 2021

Mr Derek Hall
Company Secretary
Dough Limited

By email:

Dear Mr Hall

Dough Limited ('DOU'): Aware Query

ASX refers to the following:

- A. DOU's announcement entitled, '*Dough partners Humm to launch BNPL offering, raises \$12m*' lodged on ASX's Market Announcements Platform ('MAP') on 1 December 2020 which stated that DOU had received firm commitments from institutional and sophisticated investors for a placement of \$12 million ('Placement').
- B. The Appendix 2A lodged on MAP on Monday, 7 December 2020, which stated that the shares pursuant to the Placement were issued on Monday, 7 December 2020.
- C. The prospectus dated 7 December 2020 issued in accordance with section 713 of the Corporations Act 2001 (Cth) ('Cleansing Prospectus') lodged on MAP on Monday, 7 December 2020.
- D. The Listing Rule Chapter 11 submissions dated Friday, 11 December 2020 provided to ASX by DOU's lawyers in relation to the proposed acquisition by DOU of Goodments Pty Ltd ('Goodments') and further submissions provided on Tuesday, 15 December 2020 and Wednesday, 16 December 2020 ('Submissions').
- E. DOU's request for a trading halt in its securities dated Monday, 21 December 2020 pending the release of an announcement in relation to a proposed acquisition and subsequent request for suspension in its securities dated Wednesday, 23 December 2020.
- F. DOU's announcement entitled, '*Dough to acquire millennial-focused investing app Goodments*' lodged on MAP on 6 January 2021 which stated that DOU had signed a binding term sheet with the vendors of Goodments ('Vendors') to acquire 100% of the issued capital in Goodments ('Goodments Agreement') ('Information').
- G. Listing Rule 3.1, which requires a listed entity to immediately give ASX any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities.
- H. The definition of "aware" in Chapter 19 of the Listing Rules, which states that:

"an entity becomes aware of information if, and as soon as, an officer of the entity (or, in the case of a trust, an officer of the responsible entity) has, or ought reasonably to have, come into possession of the information in the course of the performance of their duties as an officer of that entity" and section 4.4 in Guidance Note 8 Continuous Disclosure: Listing Rules 3.1 – 3.1B "When does an entity become aware of information."
- I. Listing Rule 3.1A, which sets out exceptions from the requirement to make immediate disclosure, provided that each of the following are satisfied.

"3.1A Listing rule 3.1 does not apply to particular information while each of the following is satisfied in relation to the information:

3.1A.1 One or more of the following applies:

- *It would be a breach of a law to disclose the information;*
- *The information concerns an incomplete proposal or negotiation;*
- *The information comprises matters of supposition or is insufficiently definite to warrant disclosure;*
- *The information is generated for the internal management purposes of the entity; or*
- *The information is a trade secret; and*

3.1A.2 *The information is confidential and ASX has not formed the view that the information has ceased to be confidential; and*

3.1A.3 *A reasonable person would not expect the information to be disclosed.”*

- J. ASX’s policy position on the concept of “confidentiality”, which is detailed in section 5.8 of Guidance Note 8 *Continuous Disclosure*: Listing Rules 3.1 – 3.1B. In particular, the Guidance Note states that:

“Whether information has the quality of being confidential is a question of fact, not one of the intention or desire of the listed entity. Accordingly, even though an entity may consider information to be confidential and its disclosure to be a breach of confidence, if it is in fact disclosed by those who know it, then it ceases to be confidential information for the purposes of this rule.”

Request for information

Having regard to the above, ASX asks DOU to respond separately to each of the following questions and requests for information:

1. Does DOU consider the Information to be information that a reasonable person would expect to have a material effect on the price or value of its securities? If the answer to this question is “no”, please advise the basis for that view.
2. Please provide the following information:
 - 2.1 The date and time discussions were first initiated between DOU and the Vendors regarding a potential transaction between DOU the Vendors regarding Goodments.
 - 2.2 The dates, times and details of any subsequent discussions between DOU and the Vendors regarding a potential transaction between DOU the Vendors regarding Goodments.
 - 2.3 The date and time that any non-binding term sheet (if any) between DOU and the Vendors and/or Goodments was signed regarding the Goodments Agreement.
3. When did DOU first become aware of the Goodments Agreement? In answering this question please confirm that date and time (AEST) that the Goodments Agreement was executed and any other relevant date and time, having regard to the definition of ‘aware’ in the Listing Rules.
4. If DOU first became aware of the Information (or any part of it) before 6 January 2021, did DOU make any announcement prior to 6 January 2021, which disclosed details of the Goodments Agreement? If so, please provide details. If not, please explain why this information was not released to the market at an earlier time, commenting specifically on when you believe DOU was obliged to release the information under Listing Rules 3.1 and 3.1A and what steps DOU took to ensure that the information was released promptly and without delay.

-
5. If DOU first became aware of the Information (or any part of it) before 6 January 2021, did DOU rely on the provisions of Listing Rule 3.1A not to release the Information (or any part of it)? If so, please detail which provisions of Listing Rule 3.1A DOU was relying on.
 6. Please confirm that DOU is complying with the Listing Rules and, in particular, Listing Rule 3.1.
 7. Please confirm that DOU's responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of DOU with delegated authority from the board to respond to ASX on disclosure matters.

When and where to send your response

This request is made under Listing Rule 18.7. Your response is required as soon as reasonably possible and, in any event, by no later than **3:00 PM AWST Thursday, 14 January 2021**. You should note that if the information requested by this letter is information required to be given to ASX under Listing Rule 3.1 and it does not fall within the exceptions mentioned in Listing Rule 3.1A, DOU's obligation is to disclose the information 'immediately'. This may require the information to be disclosed before the deadline set out in the previous paragraph and may require DOU to request a trading halt immediately.

Your response should be sent to me by e-mail at **ListingsCompliancePerth@asx.com.au**. It should not be sent directly to the ASX Market Announcements Office. This is to allow me to review your response to confirm that it is in a form appropriate for release to the market, before it is published on the ASX Market Announcements Platform.

Suspension

If you are unable to respond to this letter by the time specified above, ASX will likely suspend trading in DOU's securities under Listing Rule 17.3.

Listing Rules 3.1 and 3.1A

In responding to this letter, you should have regard to DOU's obligations under Listing Rules 3.1 and 3.1A and also to Guidance Note 8 *Continuous Disclosure*: Listing Rules 3.1 – 3.1B. It should be noted that DOU's obligation to disclose information under Listing Rule 3.1 is not confined to, nor is it necessarily satisfied by, answering the questions set out in this letter.

Release of correspondence between ASX and entity

We reserve the right to release a copy of this letter, your reply and any other related correspondence between us to the market under listing rule 18.7A.

Questions

If you have any questions in relation to the above, please do not hesitate to contact me.

Yours sincerely

Madeleine Green
Senior Adviser, Listings Compliance (Perth)