

# DATADOT TECHNOLOGY LIMITED

ACN 091 908 726

## NOTICE OF ANNUAL GENERAL MEETING

The 2018 Annual General Meeting of members of DataDot Technology Limited is to be held at the date and time, and to conduct the business, itemised below.

**Venue:** BDO Boardroom  
Level 11  
1 Margaret St  
Sydney  
New South Wales 2000

**Date:** Friday, 23 November 2018

**Time:** 11.00 a.m. (Sydney time)

### BUSINESS OF THE MEETING

#### Financial Statements and Reports

To receive and consider the Financial Statements and Reports of the Directors and Auditor for the financial year ended 30 June 2018.

#### Resolution 1: Remuneration Report

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

*"In accordance with Section 250R of the Corporations Act, the Company adopts the Remuneration Report as set out in the Directors' Report."*

#### Voting Exclusion Statement

The Company will disregard any votes on Resolution 1 by or on behalf of a member of the Key Management Personnel of the Company (including Directors) ("**KMP**"), or their closely related parties. However, the Company need not disregard a vote cast by a KMP or closely related party of the KMP if:

- (a) the person is acting as proxy and the proxy form specifies how the proxy is to vote, and the vote is not cast on behalf of a person who is otherwise excluded from voting on this Resolution as described above; or
- (b) the person is the Chair voting an undirected proxy which expressly authorises the Chair to vote the proxy on a resolution connected with the remuneration of a member of the KMP.

**Note:** The vote on this resolution is advisory only and does not bind the Directors or the Company. However, as more than 25% of shareholders voted against the equivalent resolution at the 2017 AGM, the company is obliged to put an additional conditional resolution (see Resolution 4) to shareholders if more than 25% of shareholders vote against adoption of the remuneration report for financial year 2018.

## **Resolution 2: Re-election of Director – Mr Gary Flowers**

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

*“That Mr Gary Flowers, who retires by rotation in accordance with clause 6.4(a) of the Company’s constitution and, being eligible, offers himself for re-election as a Director of the Company, is hereby re-elected as a Director of the Company.”*

## **Resolution 3: Re-election of Director – Mr Temogen Hield**

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

*“That Mr Temogen Hield, having been appointed a Director since the last annual general meeting and who retires in accordance with clause 6.2(c) of the Company’s Constitution, and, being eligible, offers himself for re-election as a Director of the Company, is hereby re-elected as a Director of the Company.”*

## **CONTINGENT BUSINESS**

**Condition for Resolution 4: The following resolution will be put to Shareholders ONLY if 25% or more of the votes cast on Resolution 1 are against that Resolution. The Explanatory Memorandum further explains the circumstances in which Resolution 4 will be put to the Meeting.**

## **Resolution 4: Spill Resolution**

If the condition (described above) is satisfied, to consider, and if thought fit, to pass the following resolution as an **ordinary resolution**:

*“That:*

- (a) a meeting of the Company’s members be held within 90 days of the date of this Annual General Meeting (“**Spill Meeting**”);*
- (b) all the Directors in office when the resolution to approve the Remuneration Report for the financial year ended 30 June 2018 was passed (excluding the Managing Director, Mr Temogen Hield) and who remain in office at the time of the Spill Meeting, cease to hold office immediately before the end of the Spill Meeting; and*
- (c) resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting are put to the vote at the Spill Meeting.”*

## **Voting Exclusion Statement**

The Company will disregard any votes on Resolution 4 by or on behalf of a member of the Key Management Personnel of the Company (including Directors) (“**KMP**”), or their closely related parties. However, the Company need not disregard a vote cast by a KMP or closely related party of the KMP if:

- (a) the person is acting as proxy and the proxy form specifies how the proxy is to vote, and the vote is not cast on behalf of a person who is otherwise excluded from voting on this Resolution as described above; or*
- (b) the person is the Chair voting an undirected proxy which expressly authorises the Chair to vote the proxy on a resolution connected with the remuneration of a member of the KMP.*

## Other Information

The Explanatory Memorandum accompanies and forms part of this Notice.

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 of the Company entitled to attend and vote at the 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. 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. Proxies must be:

- (a) lodged at the Company's share registry, Boardroom Pty Limited; or
- (b) faxed at the fax number specified below,

not later than 10.00 a.m. (Sydney time) on Wednesday 21 November 2018.

### Boardroom Pty Limited (hand deliveries)

Boardroom Pty Limited  
Level 12  
225 George St  
Sydney NSW 2000

### Boardroom Pty Limited (postal deliveries)

Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001

### Fax number for lodgment

02 9290 9655

### Online

[www.votingonline.com.au/DDTagm2018](http://www.votingonline.com.au/DDTagm2018)

A form of proxy is provided with this notice.

## Entitlement to Vote

In accordance with Section 1074E(2)(g)(i) of the Corporations Act and Regulation 7.11.37 of the Corporations Regulations, the Company has determined that for the purposes of the Meeting all shares will be taken to be held by the persons who held them as registered Shareholders at 7.00 p.m. (Sydney time) on Wednesday 21 November 2018. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

By Order of the Board  
**DataDot Technology Limited**



Patrick Raper  
**Company Secretary**  
**22 October 2018**

# **DATADOT TECHNOLOGY LIMITED**

**ACN 091 908 726**

## **EXPLANATORY MEMORANDUM**

This Explanatory Memorandum relates to the 2018 Annual General Meeting of the Company to be held in the BDO Boardroom, Level 11, 1 Margaret Street Sydney on Friday, 23 November 2018 at 11.00 a.m.

### **Financial Report and Reports of the Directors and Auditor**

This item allows Shareholders the opportunity to consider the Financial Report, Directors' Report and Auditor's Report of the Company. Under Section 317 of the Corporations Act the Company is required to lay these three reports, together comprising the Company's Annual Report, before its Shareholders at the Meeting.

#### **Resolution 1                      Remuneration Report**

The Board is committed to creating value for Shareholders by applying the Company's funds productively and responsibly. A portion of the funds available to the Company are applied to remunerate your Management and Directors.

The Company strives to have a remuneration structure that enables it to recruit and retain the capable staff needed to grow the business, while being in line with the Company's culture and reinforcing its values.

The Board's approach to that remuneration structure is set out in the Remuneration Report, which is contained in the Directors' Report, and the Board submits its remuneration report to Shareholders for consideration and adoption under a non-binding resolution.

Whilst the resolution is advisory only and does not bind the Directors or the Company, the Board will take the outcome of the vote into account when considering the Company's remuneration policy.

The Chairman will allow reasonable opportunity for Shareholders to ask about, or make comments on the Remuneration Report.

The Chairman intends to exercise all undirected proxies in favour of Resolution 1. If the Chairman is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chairman with an express authorisation to vote the proxy in accordance with the Chairman's intention.

**The Board recommends that shareholders vote for this Item.**

#### **Resolution 2:                      Re-election of Gary Flowers**

Under Rule 6.4 of the Company's Constitution one-third of the Company's Directors, other than the Managing Director, must retire from office annually, and if eligible may offer themselves for re-election. Accordingly, Mr Flowers retires and seeks re-election.

Mr Flowers joined the Board as a non-executive Director on 27 November 2007. Until 2007 Mr Flowers was Managing Director and CEO of Australian Rugby Union, CEO of SANZAR and a

Council Member of the International Rugby Board. He was previously National Managing Partner of Sparke Helmore Lawyers.

He is currently Chairman of Mainbrace Constructions Pty Limited, Chairman of NSW Institute of Sport, Chairman of Northern Star Investments Pty Ltd, and Member of the Investment Committee of Propertylink Australian Industrial Partnership. Mr Flowers is a member of the Audit and Risk Management Committee and a member of the Remuneration and Nomination Committee.

**The Board, other than Mr Flowers, recommends the re-election of Mr Flowers as a Director.**

### **Resolution 3: Re-election of Mr Temogen Hield**

During the year, Mr Hield was appointed as a Director of the Company by the Board to fill a casual vacancy. Pursuant to Rule 6.2(c) of the Company's Constitution, any director so appointed must retire at the Company's next annual general meeting and is eligible for re-election. Accordingly, Mr Hield seeks re-election.

Mr Hield joined the Board as Managing Director on 24 November 2017, having previously been appointed CEO on 26 August 2015. Mr Hield is an accomplished senior executive with strong experience in strategy, innovation, business development and customer engagement. He has held a number of senior leadership roles, his most recent prior to DataDot being Chief Operating Officer and Chief Innovation Officer of eftpos Payments Australia Limited. He has a track record of successful product development and delivery, particularly in the digital space.

Prior to his executive career in the payments industry Mr Hield was a partner of an international law firm in Hong Kong. He holds Masters and Bachelor of Law degrees and a Bachelor of Science degree with a major in computer science.

**The Board, other than Mr Hield, recommends the reappointment of Mr Hield as a director.**

### **Resolution 4 - Spill Resolution**

The Corporations Act sets out a "two-strikes" rule. This rule provides that if at least 25% of the votes cast on the adoption of the remuneration report at two consecutive annual general meetings are against adopting the remuneration report, Shareholders will have the opportunity to vote on a "spill resolution".

At the 2017 annual general meeting, more than 25% of the votes cast on the resolution to adopt the remuneration report were against adopting the report. This constitutes the first strike.

If at least 25% of the votes cast on Resolution 1 are against adopting the remuneration report at the Meeting this will constitute a second strike and Resolution 4 will be put to the Meeting ("**Spill Resolution**").

If less than 25% of the votes cast on Resolution 1 to adopt the remuneration report are cast against its adoption, there will be no second strike and Resolution 4 will not be put to the meeting.

The Spill Resolution will be considered as an ordinary resolution. If the Spill Resolution is passed, a further meeting of shareholders known as a "Spill Meeting" must be held within 90 days.

At the Spill Meeting, all of the Non-Executive Directors (assuming Mr Flowers is re-elected at the Meeting) will cease to hold office and will seek re-election as a director of the Company at the Spill Meeting.

The Board considers the following factors to be relevant to a Shareholder's decision on how to vote on the Spill Resolution:

- the Board's action to address the concerns expressed by Shareholders in relation to remuneration issues, as demonstrated by the important changes to the remuneration strategy, governance and framework as set out in the remuneration report for the financial year 2018, and this is further reflected by the fact that when Mr Flowers was appointed Chairman there was no increase to his remuneration, and accordingly is paid less than the previous Chairman;
- each of the Non-Executive Directors (Gary Flowers and Stephe Wilks) have previously received strong support from Shareholders at the time of their election or re-election (as the case may be) and again at the extraordinary general meeting of the Company held in April 2018; and
- the disruption and significant cost involved in convening a Spill Meeting.

The Chairman intends to exercise all undirected proxies against Resolution 4. If the Chairman is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 4, by signing and returning the Proxy Form, you are considered to have provided the Chairman with an express authorisation to vote the proxy in accordance with the Chairman's intention.

**The Board recommends that shareholders vote against this Item.**

## Glossary

In this Notice and Explanatory Memorandum:

**Auditor's Report** means the auditor's report in the Financial Report.

**Board** means the board of Directors.

**Chairman** means the person appointed to chair the Meeting convened by this Notice.

**Company** means DataDot Technology Limited (ACN 091 908 726).

**Constitution** means the constitution of the Company as at the commencement of the Meeting.

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

**Director** means a director of the Company.

**Directors' Report** means the annual directors' report prepared under chapter 2M of the Corporations Act for the Company and its controlled entities.

**Explanatory Memorandum** means the explanatory memorandum attached to the Notice.

**Financial Report** means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

**Key Management Personnel** means 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 to which this Notice relates.

**Notice** means this notice of meeting.

**Proxy Form** means the proxy form attached to the Notice.

**Share** means an ordinary share in the capital of the Company.

**Shareholder** means a shareholder of the Company.