Digital Investment Group
5/26-36 High Street Northcote, Vic, 3070

31 October 2026

Annual General Meeting 2026

Dear Shareholders,

On behalf of the Board of Directors, I invite you to attend and participate in the 2026 Annual General Meeting (**AGM**) of Digital Investment Group Limited. The AGM will be held on Wednesday, 25 November 2026 at 9.30am (AEST) at the offices of Minter Ellison, Level 20, 447 Collins Street, Melbourne.

Details of the business of the AGM are in the attached Notice of Meeting and Explanatory Statement.

Before shareholders review the AGM Notice and consider the business to be conducted at the AGM, it is appropriate that I bring shareholders up to speed on important recent developments relevant to the Company.

Following the sales of the Infocept and National Fleet Finance businesses in late May / June 2025, the Board went into FY26 with four key priorities:

- maximising the value of the Company's sole remaining business – Makesure Consulting;
- finalising the AAT proceedings (the objections to the ATO's re-assessment of earlier R&D and GST credits) on as favourable terms as practicable;
- raising external funding sufficient to materially reduce the outstanding longer term debts of the Company (and, in particular, the debts owed to the noteholders); and
- progressing an exit strategy for the shareholders.

In setting the above priorities, the Board was very aware it faced a difficult task if it was to achieve any of its objectives. As indicated at FY25 AGM, the poor overall performance of both the Infocept and National Fleet Finance businesses (both of which were materially adversely affected by the Covid years and the subsequent inflationary pressures in the economy) left the Company with significant debt and minimal working capital to invest in the Makesure business and in lifting the value of the Company's shares.

With the hard work and dedicated efforts of our CEO, Rob Wallace and his team, the FY26 goal to lift sales revenues at Makesure to in excess of $6.0M and to be profitable has been achieved. In FY27, on an annualised basis, Makesure's sales revenues will likely exceed $8.0M. Makesure is continuing to win business from both existing and numerous new clients. However, while Makesure is now financially stronger, there continues to be a shortage of working capital necessary to take full advantage of its opportunities.

While Makesure is the positive news for the Company, your Board has had limited success only in disputing the ATO's disallowance of the Company's FY17 R&D tax credit and its claimed GST input tax credits for the years FY16 to FY20.

In respect of the AAT proceedings, as:

- the legal costs of prosecuting the Company's objections were mounting rapidly; and
- the Company had the burden of proving its entitlement to the R&D tax credit (despite the ATO having initially allowed them in full),

your Board assessed the risks in continuing the proceedings were such that it had no real choice but to seek resolution at the AAT ordered mediation in February 2026. The objection claim was ultimately settled (and a Deed of Release signed) in August 2026. Based on the new revised assessments, the current debt to the ATO is circa $1.3M (which compares favourably to the revised assessments totally $2.2M which were challenged in the AAT proceedings). The Company will need to pay the outstanding balance to the ATO in the near future.

On the third priority, despite the appointment of advisers, numerous meetings and presentations, the Company has not been able to raise any material new equity capital in FY26. In large part, the lack of

success reflects the difficulty faced by all small companies seeking to raise capital in the current economic and market conditions. While the Company has minimised its monthly overhead costs (it no longer has any employees and it shares premises with Makesure), the lack of additional capital has materially hindered the Company's plans to grow the Makesure business and stymied all efforts by the Board to reduce the Company's indebtedness.

While the absence of new equity was not for want of trying, the Board was unanimous in its view in early 2026 that, if it did not act, the Company's future and any return to shareholders would be very uncertain. Therefore, in conjunction with its capital raising efforts, the Board resolved to also pursue the parallel path of seeking a buyer for the Makesure business. While it was not the opportune time to sell the Makesure business, if new capital could not be raised, that sale was the only realistic and practical option for resolving the Company's debt issues.

The sale negotiations are well-advanced. It is likely (but not certain) an agreement for the sale of all the issued shares of Makesure Consulting Pty Ltd will be executed in the coming weeks. While confidentiality requirements prevent your Board from disclosing details of the likely buyer, the sale price and other terms, the Board is satisfied from discussions with other interested parties that the sale terms are competitive with, or better than, any other offer the Company was likely to receive for the Makesure business. Further details will be advised to shareholders as and when that is possible.

In the Board's opinion, the sale option was the only course open to the Company if it was to be able to satisfy all outstanding debts in a time frame necessary to minimize the risk to the Company of some form of external administration.

I look forward to addressing the above issues and as many of your other questions as practicable at the AGM.



Don Clarke
Chair

Digital Investment Group
5/26-36 High Street Northcote, Vic, 3070

Digital Investment Group Limited

ACN 608 992 534

Notice of 2026 Annual General Meeting and Explanatory Statement

The 2026 Annual General Meeting of the Company will be held on:

Date: Wednesday, 25 November 2026

Time: 9.30am (Melbourne time)

Place: Level 20, 447 Collins Street, Melbourne

Physical meeting only

The 2026 Annual General Meeting (AGM) of the Company will be both a physical and, subject to one limitation, an on-line meeting (it may be viewed on-line at the following web address - https://www.digltd.com.au/investor). Shareholders and proxies attending the meeting will be able to participate in, ask questions and vote at the meeting. Shareholders attending the meeting on-line will be able to participate in and ask questions at the meeting, but will not be able to vote at the meeting. However, all shareholders and proxies will have the opportunity to submit questions and to vote prior to the meeting.

An important purpose of the AGM is to allow shareholders to vote on matters put to the AGM. Those shareholders (or proxies) attending the meeting will be able to vote at the meeting. If you are unable to attend the AGM in person (or by proxy), you will need to appoint a proxy to vote on your behalf (a Proxy form is enclosed with this Notice of Meeting) and vote prior to the meeting (please refer to the Important Information).

Further information, including how to register, appoint a proxy, vote and submit questions on any matters related to the AGM, is detailed under the 'Important Information' heading following the Notice of Meeting.

2026 Annual Report

A copy of the Company's 2026 Annual Report (including the Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2026) is accessible on the Company's website at the following address – www.digltd.com.au/investor.

31 October 2026

TO: **The Shareholders**

Digital Investment Group Limited

On behalf of the Board of Directors, you are invited to attend and participate in the 2026 Annual General Meeting (**AGM** or **Meeting**) of Digital Investment Group Limited. The AGM will be held on Wednesday, 25 November 2026 at 9.30am (AEST) at the offices of Minter Ellison, Level 20, 447 Collins Street, Melbourne.

AGM

The Company has elected to hold its 2026 AGM as both a physical and on-line Meeting. Shareholders unable to physically attend the Meeting will be able to view and listen to the meeting on-line (as was the case in 2025) but will not be able to vote at the Meeting. The relevant details of how Shareholders may participate in the Meeting, ask questions and/or vote are set out in the Notice of Meeting.

Notice of Meeting

An electronic copy of the Notice of Meeting is available for all security holders on-line at www.digltd.com.au/investor.

As permitted by the Corporations Act 2001, hard copies of the Notice of Meeting and proxy form will not be sent by post to Shareholders.

AGM information on our website

The AGM information on our website (located at www.digltd.com.au) provides the information you need if you wish to attend and participate in the Meeting or view it on-line.

It includes a guide to the Company's AGM and a copy of the Notice of Meeting. Proxy voting before the AGM will be available, and the Notice of Meeting provides further instructions on how to vote, how to ask a question on-line ahead of the AGM and how to appoint a proxy in advance of the Meeting.

Meeting

At the AGM, our Chief Executive Officer (Rob Wallace) will provide an update on the operations of the Company in FY26 (i.e. the year ended 30 June 2026) and in the period after the end of that financial year. Information on the Group's financial and operational performance, including any material update on the information contained in the 2026 Annual Report, will be provided at the Meeting. The Annual Report for the year ended 30 June 2026 is available on the Company's website at www.digltd.com.au.

Questions

The AGM is an important opportunity for the Board to hear directly from shareholders. If you wish to submit questions in advance of the AGM, you may do so by emailing the Company Secretary at investor@digltd.com.au.

We hope to address as many of the more frequently asked questions as practicable at the AGM.

Don Clarke
Chair

DIGITAL INVESTMENT GROUP LIMITED
ACN 608 992 534

NOTICE OF MEETING

Wednesday 25 November 2026 at 9.30am

Notice is given that the 2026 annual general meeting of the members (**Shareholders**) of Digital Investment Group Limited (**Company** or **DIG**) will be held on Wednesday, 25 November 2026 at 9.30am (Melbourne time) at the offices of MinterEllison, Level 20, 447 Collins Street, Melbourne.

Information on attendance, participation and voting at the Meeting is available on the Company's website at www.digltd.com.au/investor.

The Explanatory Statement that accompanies and forms part of this Notice of Meeting describes in more detail the matters to be considered at the Meeting. Please ensure that you read the Explanatory Statement in full.

BUSINESS

1. Financial statements and reports

To receive and consider the:

- Financial Report;
- Directors' Report; and
- Auditor's Report,

for the Company for the financial year ended 30 June 2026.

2. Election of Directors

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

Resolution 1

That Mr Don Clarke, a director retiring in accordance with the Company's constitution and being eligible, be re-elected as a director of the Company.

Resolution 2

That Mr Rob Wallace, a person nominated in accordance with the Company's constitution and being eligible, be elected as a director of the Company.

NOTES

Your vote is important

Your vote is important. Please vote by submitting your proxy form 48 hours prior to the Meeting or by attending and voting at the Meeting.

Voting eligibility

In accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), for the purposes of the Meeting, only those persons registered as the holders of Shares as at 7.00pm (AEST) on 23 November 2026

will be eligible to vote as Shareholders. This means that if you are not the registered holder of a Share (or Shares) at that time and date, you will not be entitled to vote that Share (or those Shares) at the Meeting.

Voting in person

You will be able to vote in person at the Meeting. If you do not attend the Meeting (in person, by proxy or attorney), for your vote to count, you must submit your proxy form not less than 48 hours prior to the Meeting. If you are attending the Meeting on-line, it will not be possible for you to vote at the Meeting.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return it to the Company no later than 48 hours before the commencement of the Meeting. Proxies received after this time will not be effective for voting at the Meeting. See further details below.

Completed Proxy Forms may be lodged:

By Mail:	Digital Investment Group Limited Unit 5, 26 - 36 High Street, Northcote Vic 3070 Australia
By email:	investor@digltd.com.au

Questions and Comments from Shareholders

In accordance with the Corporations Act, a reasonable opportunity will be given to Shareholders at the Meeting to ask questions or make comments on the financial statements for the year ended 30 June 2026 (the financial year under review), the events subsequent to 30 June 2026 and the management of the Company at the AGM.

Similarly, Shareholders are also able to ask the Company's external auditor, Ashfords, questions relevant to the accounting policies adopted by the Company in relation to the Financial Report, the conduct of the audit, the independence of the auditor in relation to the conduct of the audit and the preparation and content of the Auditor's Report. Any Shareholder wishing to ask a question of Ashfords must submit any written questions to the Company or the auditor in advance of the Meeting by email to the Company Secretary:

- By email to: investor@digltd.com.au;
- By mail to: Company Secretary,
Digital Investment Group Limited,
Unit 5, 26 - 36 High Street, Northcote Vic 3070 Australia

Questions must be received by the Company no later than five (5) days before the Meeting.

Details of the written questions will be made available to Shareholders attending the Meeting. Questions will be collated and, during the Meeting, the Company will seek to address as many of the more frequently raised topics as possible.

If there is not sufficient time available at the Meeting to address all topics raised, the Company will endeavour to provide a subsequent written answer to each question submitted. The Company cannot guarantee that an individual response will be sent to each Shareholder

Proxy forms and voting

- A Shareholder entitled to attend and vote at the Meeting has the right to vote by proxy.
- A Shareholder who is entitled to cast two or more votes may appoint up to two proxies and, in the case of such an appointment, may specify the proportion or number of votes each proxy is appointed to exercise.
- If a Shareholder appoints two proxies and the appointment does not specify the proportion or number of the Shareholder's votes which each proxy may exercise, each proxy may exercise half of the votes.
- Proxies may be appointed using the enclosed proxy form (**Proxy Form**). Detailed instructions for appointing a proxy are provided on the back of the Proxy Form.

- Proxy appointments (and any necessary supporting document) must be received by the Company no later than **48 hours before the commencement of the Meeting**. Proxies received after this deadline will **not** be effective for the scheduled Meeting.
- If a Proxy Form is signed on behalf of a Shareholder under a power of attorney, then either the original power of attorney, or a certified copy of it, must be lodged together with the Proxy Form (before the deadline for the lodgement of proxies), unless the power of attorney has already been sighted by the Company.
- Voting on the Resolutions before the Meeting will ordinarily be by a show of hands unless there is a specific request for a vote by way of a poll. The result of the poll on each Resolution will be announced as soon as practicable after the conclusion of the poll and the results advised to all Shareholders by notice published on the Company's website.
- If the same person (such as the Chair of the Meeting) is appointed as proxy for two or more Shareholders and those Shareholders have specified different ways for the proxy to vote on an item of business, each proxy will be voted in accordance with the direction specified in the relevant proxy.

Appointing the chair of the Meeting as your proxy

The Proxy Form accompanying this Notice contains detailed instructions regarding completion of the Proxy Form in circumstances where a Shareholder wishes to appoint the chair of the Meeting as his or her proxy. You should read those instructions carefully. Please also note:

- The Chair intends to exercise all available proxies by voting in favour of the Resolutions on the agenda.
- If you do not wish the Chair of the Meeting to exercise your proxy in accordance with the Chair's stated voting intentions on the Resolutions, you should ensure that a box other than the 'For' box is clearly marked for each of the Resolutions in the Proxy Form.

Explanatory Notes

Please read the enclosed Explanatory Statement for an explanation of the business of the AGM.

Definitions

Words that are defined in the Glossary have the same meaning when used in the Notice unless the context or the definitions in the Glossary provide otherwise.

By Order of the Board
Don Clarke
Director
Digital Investment Group Limited

Dated: 31 October 2026

DIGITAL INVESTMENT GROUP LIMITED
ABN 62 608 992 534

EXPLANATORY STATEMENT

INTRODUCTION

The purpose of this Explanatory Statement (which is included in and forms part of the Notice of Meeting) is to provide Shareholders with an explanation of the business and the resolutions to be considered at the Annual General Meeting (**AGM** or **Meeting**) of the Company for the year ended 30 June 2026, which Meeting is to be held at the offices of MinterEllison, Level 20, 447 Collins Street, Melbourne on Wednesday, 25 November, 2026 at 9.30am (Melbourne time) and to assist Shareholders to determine how they wish to vote on each resolution.

FINANCIAL STATEMENTS AND REPORTS

The Company's financial report (including the financial statements and Directors' declaration) and the reports of the Directors and auditor for the financial year ended 30 June 2026 will be tabled at the AGM (as required by section 317 of the *Corporations Act 2001* (Cth)).

The Annual Report (which includes the Directors', Auditor's and Financial Reports) is available on the Company's website at the following address: www.digltd.com.au/investor An electronic copy of the Annual Report has been sent to all Shareholders who have provided their email address to the Company.

During the discussion of this item of business, Shareholders will be given a reasonable opportunity to ask questions and make comments relevant to:

- the content of the 2026 financial statements and reports (including the Directors' and Auditor's reports);
- the conduct of the audit;
- the preparation and content of the Auditor's Report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements;
- the independence of the auditor (in the context of the conduct of the audit); and
- the business, operations and management of the Company generally.

Shareholders unable to attend the Meeting will also be able to ask questions of the Company and of Ashfords (the Company's auditor) relevant to the above matters by submitting written questions to the Company in advance of the Meeting. Written questions must be received by the Company by no later than 5 business days before the date of the AGM. During this item of business, any written answers provided by Ashfords to any questions directed to that firm will be tabled.

For questions submitted by Shareholders to the Company in advance of the Meeting, where appropriate and practical to do so, the Company will provide answers to any such written questions at the Meeting. In all other cases, the Company will provide written answers to the Shareholders within 10 business days after the Meeting.

As there is no formal requirement for the Company and/or its Shareholders to formally adopt the 2026 financial statements of the Company, the Shareholders will neither be asked nor be required to vote on this item of business.

ELECTION OF DIRECTORS (Resolutions 1 & 2)

Clause 75 of the Company's Constitution requires that, at each annual general meeting, one-third of the Directors must retire from office, or if their number is not a multiple of three, then the number nearest to but not exceeding one-third of the Directors must retire from office. The Managing Director is exempt under clause 85 of the Company's constitution from the requirement to retire by rotation.

The retirement of Directors by rotation is also subject to the requirement, in clause 75.1 of the Company's constitution, that a Director must retire from office at the conclusion of the third annual general meeting after

the Director was last elected. Clause 75.4 of the Company's constitution provides that a retiring Director remains in office until the end of the meeting and will be eligible for re-election at the meeting.

Resolution 1 - Re-Election of Mr Don Clarke

As the Company has three Directors, the Constitution of the Company requires that at least one of the Directors must retire from office at the Meeting. Mr Clarke is a director in office at the present time. He has agreed to face re-election this year and, as he is eligible for re-election, Mr Clarke is seeking re-election as a Director at the Meeting. Unless Mr Clarke is re-elected at the Meeting, he will retire from office as a director at the conclusion of the Meeting.

Biographical details of Mr Clarke are listed below.

Don Clarke LLB Hons

Independent, Non-Executive Director (since 2015)

Mr Clarke was a corporate partner of the law firm, Minter Ellison from 1988 to 2015. He continues with the firm as a consultant. He has extensive commercial law and business experience from over 30 years advising ASX listed and private companies across a broad range of industries on corporate law, governance and investment issues.

Don was a non-executive director (and Deputy Chair) of Webjet Limited from January 2008 to September 2024. Subsequently, he was Chair of Webjet Group Limited from September 2024 to 19 May 2026. He remains a Director of another ASX listed company, Zoono Group Limited, and is a former director of ASX listed companies - Opthea Limited, Avecho Biotechnology Limited, Polynovo Limited and WCM Global Long Short Limited. In addition, he is also a director of several private companies.

The Board (other than Mr Clarke) unanimously recommends that the Shareholders vote in favour of Resolution 1.

Resolution 2 - Election of Mr Rob Wallace

As the Company is required by the Corporations Act to have three Directors, with the consent of Mr Rob Wallce, the Board has nominated Mr Wallace to fill the vacancy on the Board. If elected, Mr Wallace will face re-election in future years in accordance with the provisions of the Constitution of the Company.

Biographical details of Mr Wallace are listed below.

Rob Wallace – CEO of the Company (from July 2025 to date)

Rob Wallace is a seasoned executive with extensive experience in the Australian recruitment industry, where he has built and led high-performance teams, driven business growth, and delivered innovative solutions to meet the evolving needs of clients and candidates.

With a proven track record of success in the recruitment space, Rob has played a pivotal role in scaling businesses and introducing cutting-edge technological advancements to enhance operational efficiency and talent acquisition strategies. This is particularly the case with Makesure Consulting Pty Ltd (Makesure), which Rob founded and has led for over a decade.

Rob's strategic mindset and forward-thinking approach make him a key driver of technology adoption in the recruitment sector, bridging the gap between traditional business models and next-generation solutions.

Within Makesure, Rob has delivered measurable results and implemented technology-driven strategies. He has been able to identify growth opportunities, build a high-performing team and deliver tailored solutions to businesses.

The Board unanimously recommends that the Shareholders vote in favour of Resolution 2.

VOTING

Unless a poll is called, voting on the Resolutions will be by a show of hands. To vote, Shareholders must lodge a proxy or attend the Meeting (in person, by proxy or by attorney). Details of how to vote by lodging a proxy or attending the Meeting are set out in the Notice of Meeting.

QUERIES

If you have any queries about the Meeting or the Resolutions being considered at the Meeting, please contact the Company's General Manager (Rob Wallace) by telephone on +61 448 888 884.

Don Clake
Director
DIGITAL INVESTMENT GROUP LIMITED

Dated: 31 October 2026

GLOSSARY

In this Notice and Explanatory Statement:

AGM or **Meeting** means the 2026 Annual General Meeting of the Company to be held at 9.30am on Wednesday, 25 November 2026.

Annual Report means the annual report of the Company for the financial year ended 30 June 2026.

Auditor's Report means the auditor's report for the financial year ended 30 June 2026, as set out in the Annual Report.

Board means the board of directors of the Company.

Company or **DIG** means Digital Investment Group Limited ACN 608 992 534.

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

Directors mean the directors of the Company and **Director** means any one of them.

Explanatory Statement means this explanatory statement that accompanies, and is incorporated as part of, the Notice of Meeting.

Financial Report means the financial report of the Company for the financial year ended 30 June 2026, as set out in the Annual Report.

Notice or **Notice of Meeting** means this Notice of Meeting and the accompanying Explanatory Statement.

Resolution means a resolution set out in the Notice of Meeting.

Share means a fully paid ordinary share in the Company.

Shareholder means a holder of at least one Share.

Notice of Annual General Meeting

Final Audit Report 2026-11-02

Created:	2026-11-02
By:	Rob Wallace (rob.wallace@makesure.com.au)
Status:	Signed
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Signer don.clarke@minterellison.com entered name at signing as Don Clarke
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