

# Digital Investment Group Limited

ACN 608 992 534

## Notice of Annual General Meeting and Explanatory Statement

The 2023 Annual General Meeting of the Company is to be held virtually via webcast

on: **Date:** Thursday, 29 February, 2024

**Time:** 10.00am (Melbourne time)

### **Virtual meeting**

The 2023 Annual General Meeting (AGM) of the Company will be held virtually (on-line only). Your participation in the AGM is important to us and, while there will be no physical meeting which shareholders and proxies can attend, shareholders are invited to join the meeting via webcast where they will still have the opportunity to submit questions.

An important purpose of the AGM is to allow you to vote on matters put to the AGM. As those attending will not be able to vote at the meeting, you will need to appoint a Proxy. A Proxy form is also enclosed with this letter.

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

### **2023 Annual Report**

A copy of the Company's 2023 Annual Report (including the Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2023) is accessible on the Company's website at the following address – [www.digltd.com.au/investor](http://www.digltd.com.au/investor)

February 7, 2024

Dear Shareholder

On behalf of the Board of Directors, I am pleased to invite you to attend and participate in the 2023 Annual General Meeting (**AGM**) of Digital Investment Group Limited. The AGM will be held on Thursday, 29 February, 2024 at 10.00am (AEST).

### **Virtual AGM**

The Company has again elected to hold its 2023 AGM as a virtual meeting. Holding the meeting in this manner significantly reduces the cost of convening the AGM. While Shareholders will only be able to attend the meeting on-line, the relevant details of how Shareholders may participate 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](http://www.digltd.com.au/investor)

As permitted by recent changes to the Corporations Act 2001 (following the COVID-19 pandemic), 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](http://www.digltd.com.au)) provides the information you need to attend and participate in the Meeting.

It includes an on-line guide to the Company's virtual AGM and access to the Notice of Meeting. On-line voting 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, I will provide an update on the operations and performance of the Company in FY23 (i.e. the year ended 30 June 2023) and since the end of that financial year. Further information on the Group's financial and operational performance is also provided in the Annual Report for the year ended 30 June 2023, which is available on the Company's website at [www.digltd.com.au](http://www.digltd.com.au).

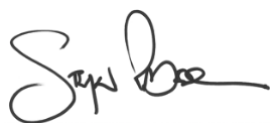
### **Questions**

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](mailto:investor@digltd.com.au)

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

On behalf of the Board, I thank you for your continued support and look forward to welcoming you at our virtual AGM.

Yours sincerely



Steve Prideaux  
Managing Director

## MEETING NOTES

### Participating in a virtual AGM

The 2023 Annual General Meeting (AGM) will be held entirely on-line.

Your participation in the AGM is important to us and, while there will not be a physical meeting, Shareholders can attend via the webcast where you will have the ability to submit questions.

### How to attend and participate in the AGM

You can attend and ask questions in real time at the AGM:

- From your computer or mobile device by entering the following URL address in your web browser:  
<https://us06web.zoom.us/j/83847242725?pwd=tAaZMuZFaYpXHozmrbonRT3OSgIYCX.1> ; or
- Via telephone - to join via teleconference, prior to meeting, please email [investor@digltd.com.au](mailto:investor@digltd.com.au). You will be sent a telephone number and pin access code for either your choice of Melbourne, Sydney, Brisbane, Adelaide or Perth. You will receive dial-in details upon registration.

Further information on how to attend and participate online is set out in the Notice of Meeting available on our website at [www.digltd.com.au/investor](http://www.digltd.com.au/investor)

**DIGITAL INVESTMENT GROUP LIMITED**  
**ABN 62 608 992 534**

**NOTICE OF MEETING**

**Thursday 29 February 2024 at 10.00am**

Notice is given that the 2023 annual general meeting of the members (**Shareholders**) of Digital Investment Group Limited (**Company** or **DIG**) will be held virtually (for details on how to participate, see below) on Thursday, 29 February 2024 at 10.00am (Melbourne time).

To attend the Meeting, you will need to do the following:

- Via your computer or mobile device - entering the following URL address in your web browser: <https://us06web.zoom.us/j/83847242725?pwd=tAaZMuZFaYpXHozmrbonRT3OSgIYCX.1>; or
- Via telephone - to join via teleconference, prior to meeting, please email investor@digltd.com.au You will be sent a telephone number and pin access code for either your choice of Melbourne, Sydney, Brisbane, Adelaide or Perth. You will receive dial-in details upon registration

Further information on how to attend and participate online in the Meeting is available on the Company's website at [www.digltd.com.au/investor](http://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 you 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 2023.

**2. Election of Director**

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

***Resolution 1***

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

**NOTES**

**Your vote is important**

The business of the Meeting may affect your Shareholding. Therefore, your vote is important. Please vote by submitting your proxy form 48 hours prior to the Meeting. You will not be able to vote 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 5.00pm on 28 February 2024 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 in respect of that Share (or those Shares) at the Meeting.

## **Voting in person**

You will not be able to vote in person at the Meeting. To vote, you must submit your proxy form not less than 48 hours prior to the Meeting.

## **Voting by proxy**

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

Completed Proxy Forms may be lodged:

By Facsimile: + 61 3 9923 6949

By Mail: Digital Investment Group Limited  
G02, 181-185 St Kilda Road, St Kilda 3182

By email: investor@digltd.com.au

## **Questions and Comments from Shareholders**

In accordance with the Corporations Act, reasonable opportunity will be given to Shareholders to ask about or make comments on the financial statements for the year ended 30 June 2023 and the management of the Company at the AGM. You will be able to submit questions by joining the live webcast via the following link: <https://us06web.zoom.us/j/83847242725?pwd=tAaZMuZFaYpXHozmrbonRT3OSgIYCX.1>

Similarly, Shareholders are also able to ask the Company's external auditors, Ashfords Auditors 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.

Shareholders can submit written questions to the Company or the auditor in advance of the AGM by email to the Company Secretary:

- By email to: investor@digltd.com.au;
- By mail to: Company Secretary,  
Digital Investment Group Limited,  
G02, 181-185 St Kilda Road, St Kilda, 3182

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

Details of the written questions will be made available to Shareholders attending the Meeting. Questions will be collated and, during the Meeting, the Chairman 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 all Resolutions before the Meeting will be 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.

- The chair intends to exercise all available proxies by voting in favour of all Resolutions on the agenda.
- If you do not wish the chair of the Meeting to exercise the proxy in accordance with the chair's stated voting intentions on a Resolution, 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  
**Steve Prideaux**  
**Director**  
**Digital Investment Group Limited**

Dated: 7 February, 2024

**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 of the Company for the year ended 30 June 2023, which Meeting is to be held virtually on Thursday, 29 February 2024 at 10.00am (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 2023 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](http://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 about, and make comments on, the financial report (including the Directors' and Auditor's reports) and on the business, operations and management of the Company generally.

Shareholders will also be able to ask questions of the Company and of Ashfords (the Company's auditor) relevant to the content of the 2023 financial statements, 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 and the independence of the auditor (in the context of the conduct of the audit).

Shareholders may submit written questions to the Company relevant to the content of the 2023 financial statements (including the Auditor's Report) or the conduct of the audit of the financial statements of the Company. Written questions of the Company 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 Moore Stephens 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.

Shareholders will neither be asked nor be required to vote on this item of business.

**ELECTION OF DIRECTOR (Resolution 1)**

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 (Mr Stephen Prideaux) 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.

**Re-election of Mr Donald Clarke**

While all Directors have been re-elected as Directors of the Company within the last two years, as the Constitution of the Company requires that one-third of the Directors (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 each year, Mr Clarke has agreed to face re-election this year and, as such, unless re-elected at the Meeting, he will

retire from office as a Director at the conclusion of the Meeting. As Mr Clarke is eligible for re-election, he is seeking re-election as a Director at the Meeting.

Biographical details of Mr Mullins are set out below.

**Mr Donald Clarke** (Independent, Non-Executive Director)

Mr Clarke is a former corporate partner of the law firm, Minter Ellison, a position he held for over 25 years until June 2015. He continues with the firm as a consultant. He has extensive commercial law and business experience from over 35 years advising ASX listed and large private companies across a broad range of industries on corporate law, governance and investment issues.

Don is currently a non-executive director of two ASX listed companies;

- Deputy Chairman of Webjet Limited (one of Australia's leading on-line travel companies); and
- Zoono Group Limited

He is a former director of ASX listed companies - Opthea Limited, Avecho Biotechnology Limited, Polynovo Limited and WCM Global Long Short Limited. 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.

## **VOTING**

Voting on the Resolution will be by a poll. To vote, as the Meeting is a virtual meeting, Shareholders must lodge a proxy. There will be no direct voting at the Meeting. Details of how to vote by lodging a proxy are set out in the Notice of Meeting.:

## **QUERIES**

If you have any queries about the Meeting or the Resolution being considered at the Meeting, please contact the Company Secretary (Stephen Prideaux) by telephone on +61 437 881 814

**Steve Prideaux**

**Director**

**DIGITAL INVESTMENT GROUP LIMITED**

Dated: 7 February, 2024



## GLOSSARY

In this Notice and Explanatory Statement:

**AGM or Meeting** means the Meeting of the Company, to be held virtually, at 10.00am on 29 February 2024

**Annual Report** means the annual report of the Company for the financial year ended 30 June 2023.

**Auditor's Report** means the auditor's report for the financial year ended 30 June 2023, as set out in the Annual Report.

**Board** means the board of directors of the Company.

**Company or DIG** means Digital Investment Group Limited ABN 62 608 992 534.

**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.

**Financial Report** means the financial report for the financial year ended 30 June 2023, 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.