

Digital Investment Group Limited

ACN 608 992 534

Notice of Annual General Meeting and Explanatory Statement

The 2024 Annual General Meeting of the Company is to be held virtually via webcast on:

Date: Wednesday, 18 December 2024

Time: 9.30am (Melbourne time)

Place: Level 20, 447 Collins Street, Melbourne

The Meeting

The 2024 Annual General Meeting (AGM) of the Company will be a physical meeting only. It will not be broadcast on-line or by webcast. You will only be able to participate in the AGM by attending the meeting at which shareholders and proxies will have the opportunity to submit questions.

An important purpose of the AGM is to allow you to vote on matters put to the AGM. Those attending the meeting will be able to vote at the meeting. If you are unable to attend, or do not attend, the Meeting, you will need to appoint a proxy to vote on your behalf. A Proxy form is enclosed with this Notice of Meeting.

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.

2024 Annual Report

A copy of the Company's 2024 Annual Report (including the Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2024) is accessible on the Company's website at the following address – www.digltd.com.au/investor

25 November 2024

Dear Shareholder

On behalf of the Board of Directors, I invite you to attend and participate in the 2024 Annual General Meeting (AGM) of Digital Investment Group Limited. The AGM will be held on Wednesday, 18 December 2024 at 9.30am (AEST) at the offices of Minter Ellison, Level 20, 447 Collins Street, Melbourne.

The AGM

The Company has elected to hold its 2024 AGM as a physical meeting only. While Shareholders will not be able to attend the meeting on-line, as has been the case in recent years, the relevant details of how Shareholders may participate in the Meeting 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 to attend and participate in the Meeting.

It includes a guide to the Company's AGM and access to the Notice of Meeting. 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 FY24 (i.e. the year ended 30 June 2024) 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 2024, which 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 18 December 2024 at 9.30am

Notice is given that the 2024 annual general meeting of the members (**Shareholders**) of Digital Investment Group Limited (**Company** or **DIG**) will be held on Wednesday, 18 December 2024 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 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 2024.

2. Election of Director

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

Resolution 1

That Mr Stephen Prideaux, a director retiring in accordance with the Company's constitution, and being eligible, be elected as a director of the Company.

3. Appointment of Auditor

To consider and, if thought fit, pass the following resolution as a special resolution:

Resolution 2

That pursuant to section 328B of the Corporations Act and for all other purposes, Ashfords, having previously been nominated by a shareholder and consented in writing to act as auditor, be confirmed as the auditor of the Company and to hold office as the auditor of the Company until such time as it retires from or is removed from office in accordance with the requirements of the Corporations Act..

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 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 on 16 December 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 be able to vote in person at the Meeting. If you do not attend the Meeting (in person, by proxy or attorney), in order for your vote to count, 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 Mail: Digital Investment Group Limited
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, reasonable opportunity will be given at the Meeting to Shareholders to ask questions or make comments on the financial statements for the year ended 30 June 2024 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.

Shareholders can also submit 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,
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 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 the relevant Resolution(s) 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
Adam Legg
Company Secretary
Digital Investment Group Limited

Dated: 25 November 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 (**AGM** or **Meeting**) of the Company for the year ended 30 June 2024, which Meeting is to be held at the offices of MinterEllison, Level 20, 447 Collins Street, Melbourne on Wednesday, 18 December 2024 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 2024 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 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 2024 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 2024 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 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.

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 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.

Election of Mr Stephen Prideaux

As the Company has three Directors, as noted above, the Constitution of the Company requires that at least one of the Directors must retire from office at the Meeting. Mr Prideaux, who as the Managing Director of the Company has previously been exempt from retirement by rotation, has agreed to face election this year

and, as such, unless elected at the Meeting, he will retire from office as a Director at the conclusion of the Meeting. As Mr Prideaux is eligible for election, he is seeking election as a Director at the Meeting.

Biographical details of Mr Prideaux are set out below.

Mr Stephen Prideaux (Non-Executive Director)

Stephen was an Executive Director and the Group CEO until 1 July 2024. On and from that date, while having resigned as Group CEO, he has continued to perform nominated executive duties for the Company.

Stephen was one of the Company's founder and remains a significant shareholder. He has over 30 years of management experience in the retail, licensing and franchising sector and has won several prestigious industry awards, State and National, for excellence.

Prior experience includes the role of Vice President of Commercial Operations APAC for NYSE listed Blockbuster Inc. During his period of leadership, the Company grew from 9% market share to well over 30% and progressed from a period of sustained losses to consecutive years of multimillion-dollar earnings. Prior to assuming that role, Stephen founded and grew his own chain of 30 video stores operating in both Victoria and New South Wales (which business was sold to Blockbuster in 2002).

Stephen joined the DIG Group officially in February 2012 with Miiy Pty Ltd and is a passionate brand builder and has successfully coached and mentored several successful entrepreneurs in recent times.

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

CONFIRMATION OF AUDITOR (Resolution 2)

Ordinarily, under section 327C of the Corporations Act, an auditor appointed to fill a vacancy in the office of auditor of a company holds office until the next annual general meeting of the company. Under section 328B of the Corporations Act, to confirm the continued appointment of Ashfords as the auditor of the Company, a shareholder must give written notice to the Company nominating Ashfords for appointment (a copy of the notice is included in this Notice of Meeting) and the Shareholders of the Company must confirm the appointment by a special resolution at the Meeting.

In accordance with section 328B of the Corporations Act, notice in writing nominating Ashfords as auditor has been given to the Company by a Shareholder (copy enclosed). Ashfords has previously provided to the Company, and has not withdrawn, its written consent to act as auditor of the Company, in accordance with section 328A(1) of the Corporations Act.

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

VOTING

Voting on the Resolutions will be by a poll. 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 Resolution being considered at the Meeting, please contact the Company Secretary (Stephen Prideaux) by telephone on +61 437 881 814

Adam Legg
Company Secretary
DIGITAL INVESTMENT GROUP LIMITED

Dated: 25 November 2024

GLOSSARY

In this Notice and Explanatory Statement:

AGM or Meeting means the Meeting of the Company to be held 9.30am on 18 December 2024.

Annual Report means the annual report of the Company for the financial year ended 30 June 2024.

Auditor's Report means the auditor's report for the financial year ended 30 June 2024, 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.

Financial Report means the financial report for the financial year ended 30 June 2024, 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.