



ASX Release

Friday, 25 September 2020

NOTICE OF ANNUAL GENERAL MEETING

DUG Technology Ltd (**ASX:DUG**) (**DUG** or the **Company**) is pleased to advise that the 2020 Annual General Meeting will be held at 7.00am (AWST) on Friday 30 October 2020, as a virtual meeting.

Attached are copies of the following documents in relation to the Annual General Meeting:

- Notice of Annual General Meeting 2020;
- Online Meeting Guide;
- Proxy Form; and
- Letter to Shareholders (who have not elected to receive notices by email)

On Monday 28 September 2020, an email will be sent to shareholders with instructions on how to vote online and view copies of the Notice of Meeting and Annual Report and a printed copy of the Letter to Shareholders and Proxy Form will be dispatched by mail to shareholders (who have not elected to receive notices by email).

A copy of the Company's Annual Report which was released to ASX today, is available on the DUG website.

Authorised for release by the Chief Financial Officer

ENDS

For more information:

Jackie Barry

Investor Relations

T +61 8 9287 4100

E investor@dug.com

DUG Investor Centre: www.dug.com/investor-centre

About DUG

DUG is a technology company at the forefront of high-performance computing with a strong foundation in applied physics. DUG's innovative hardware and software solutions for the global technology and resource sectors enable clients to leverage large and complex datasets. The Company provides cloud-based, high-performance computing as a service (HPCaaS), multi-tiered support for technology onboarding and code optimisation, and integrated services. DUG has offices in Perth, London, Houston and Kuala Lumpur. The Company designs, owns and operates some of the largest and greenest supercomputers on Earth.

To learn more, please visit www.dug.com



DUG TECHNOLOGY LTD

ACN 169 944 334

NOTICE OF ANNUAL GENERAL MEETING

AND

EXPLANATORY MEMORANDUM

Date of Meeting: Friday 30 October 2020

Time of Meeting: 7.00am (AWST)

in light of the COVID-19 health crisis, the Company has decided that special arrangements will apply to the Meeting. In the interests of public health and safety, the Company has determined not to allow Shareholders to physically attend the Annual General Meeting. Instructions outlining how Shareholders will be able to participate in the Meeting are set out in the Virtual Meeting Guide on Page 3 of the Notice of Annual General Meeting.

This Notice of Annual General Meeting and Explanatory Memorandum should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their legal, financial or other professional adviser prior to voting.

DUG TECHNOLOGY LTD
ACN 169 944 334
NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of **DUG Technology Ltd** ACN 169 944 334 (**DUG** or **the Company**) will be held at 7.00am (AWST), on Friday 30 October 2020. Due to the extraordinary circumstances presented by the COVID-19 health crisis, the Meeting will be held virtually. Instructions on how Shareholders will be able to participate in the Meeting are set out in the Virtual Meeting Guide on page 3 of this Notice of Annual General Meeting.

This Notice of Meeting incorporates, and should be read together with, the Explanatory Memorandum and the Proxy Form.

ITEMS OF BUSINESS

Item 1. Financial Statements and Reports

To receive and consider the Company's Annual Report, Directors' Report and Auditor's Report for the financial year ended 30 June 2020.

Note: A Resolution of Shareholders is not required for this item of business.

Item 2. Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, pass the following non-binding resolution as an **advisory Resolution**:

"That, for the purposes of section 250R(2) of the Corporations Act, the Remuneration Report for the Company for the financial year ended 30 June 2020 be adopted."

The vote on this Resolution is advisory only and does not bind the Directors or the Company. However please refer to the Explanatory Memorandum for an explanation of the consequences of 25% or more eligible votes being cast against this resolution.

Voting exclusion statement:

In accordance with the Corporations Act, a vote must not be cast (in any capacity) on Resolution 1 by or on behalf of a member of the Company's Key Management Personnel (KMP), details of whose remuneration are included in the Remuneration Report for the Company or a Closely Related Party of such a member.

However, under the Corporations Act, this voting exclusion does not apply to a vote if:

- it is cast by a person as a proxy appointed in writing by a person entitled to vote that specifies how the proxy is to vote on Resolution 1; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote as an undirected proxy that expressly authorises the Chairman to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the KMP.

If you intend to appoint a member of the KMP (such as one of the Directors) or a Closely Related Party of such a member as your proxy, please ensure that you direct them how to vote on Resolution 1. If you intend to appoint the Chairman of the Meeting as your proxy, you can direct him how to vote by marking the appropriate box in the Proxy Form for Resolution 1 (for example, if you wish to vote for, against, or abstain from voting), or you can choose not to mark any of the boxes for Resolution 1 and give the Chairman your express authority to vote your undirected proxy as he sees fit even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the KMP (in which case, the Chairman will vote in favour of Resolution 1).

Item 3. Resolution 2 – Re-election of Ms Louise Bower as a Director

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

“That Ms Louise Bower, who retires by rotation in accordance with Clause 49 of the Constitution of the Company, and being eligible for re-election, be re-elected as a Director of the Company.”

Item 4. Other Business

To transact any other business that may be lawfully brought forward in accordance with the Constitution of the Company and the Corporations Act.

BY ORDER OF THE BOARD

Simon Davey
Company Secretary
Dated: 25 September 2020

Virtual Meeting Guide

In light of the COVID-19 health crisis, the Company has decided that special arrangements will apply to the Meeting. In the interests of public health and safety, the Company has determined **not to allow Shareholders to physically attend the Annual General Meeting**.

The Board considers that the health, safety and welfare of the Company's staff, its Shareholders and other stakeholders is of paramount importance. The Annual General Meeting will be accessible to all Shareholders virtually via Lumi, a virtual meeting platform, further details of which are set out below.

Participating at the Annual General Meeting

The online AGM will take place at 7.00am (AWST) on Friday 30 October 2020.

Shareholders, proxies and corporate representatives may view and participate in the meeting online by their computers, smartphone or tablet or other electronic device by entering the following URL into their browser: <https://web.lumiagm.com/389099345>. The latest version of Chrome, Safari, Internet Explorer 11, Edge or Firefox is required.

To log in to, view and participate (including to submit votes and questions in real time) during the meeting, shareholders will need their Shareholder Reference Number (SRN) or Holder Identification Number (HIN) and password (which is the postcode of your registered address in Australia or, for overseas residents, is your 3 character country code set out in the Online Meeting Guide attached to this Notice). Proxyholders will need their unique username and password which may be obtained by contacting the Company's Share Registry on +61 3 9415 4024 during the online registration period which will open 1 hour before the start of the meeting.

The Meeting ID for the AGM is: 389-099-345.

Detailed instructions on how to log in to Lumi to view, vote and ask questions during the meeting are set out in the Online Meeting Guide which is attached to this Notice.

We recommend logging in to the virtual meeting platform at least 15 minutes prior to the scheduled start time for the AGM. Online registration for the AGM will open 1 hour before the start of the meeting.

Voting by Proxy

Information in relation to Voting by Proxy is outlined in the **Voting and Proxies** section below.

Voting using the virtual meeting platform

Detailed instructions on how to log in to Lumi to view, vote and ask questions during the meeting are set out in the Online Meeting Guide which is attached to this Notice.

Voting will be open until the Chairman of the AGM closes the AGM.

The results of the voting on resolutions will be announced to the ASX promptly after the meeting.

Questions

Shareholders are encouraged to **submit questions in advance of the Annual General Meeting** by email to the Company Secretary at investor@dug.com.

Shareholders participating using the virtual meeting platform will also have the opportunity to **submit questions during the Meeting** in respect to the formal items of business as well as general questions in respect to the Company and its operations.

Enquiries

Shareholders are encouraged to contact the Company Secretary on +61 8 9287 4100 or by email at investor@dug.com if they have any queries in respect of the special arrangements applying to the Annual General Meeting.

Voting and Proxies

1. Determination of Shareholding and Voting Entitlement

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)*, the Board has determined that a person's entitlement to vote at the Meeting will be the entitlement of that person set out in the register of members as at 4.00pm (AWST) on Wednesday, 28 October 2020.

Accordingly, transactions registered after that time will be disregarded in determining a Shareholder's entitlements to attend and vote at the Meeting.

2. Voting by Members at the Annual General Meeting

A Shareholder attending online will be taken to be present at the Annual General Meeting and will be entitled to exercise all rights which the Shareholder is granted under the constitution of the Company or the Corporations Act.

Voting at the Annual General Meeting in respect of each of the Resolutions will be conducted by way of a poll as outlined in the **Virtual Meeting Guide** above.

3. Important Voting Information

The Company encourages all Shareholders to submit a proxy and to direct that proxy how to vote on each Resolution.

The Chairman of the Annual General Meeting intends to vote all undirected proxies in favour of each Resolution subject to any voting restrictions and exclusions. However, the Chairman of the Meeting is not permitted to vote an undirected proxy on Resolution 1 (Remuneration Report) unless the proxy expressly authorises the Chairman to exercise the proxy on such Resolution even if it is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel.

In respect of Resolution 1, if you intend to appoint a member of the KMP (such as one of the Directors other than the Chairman) or a Closely Related Party of such a member as your proxy, please ensure that you direct them how to vote on that Resolution by marking the appropriate box for that Resolution in the Proxy Form.

If you intend to appoint the Chairman as your proxy for Resolution 1, you can direct the Chairman how to vote by marking the appropriate box for that Resolution in the Proxy Form. Alternatively, in relation to the Chairman only, you can choose not to mark a box and give the Chairman your express authority to exercise your undirected proxy even if the Resolution concerned is connected directly or indirectly with the remuneration of a member of the KMP (in which case, as outlined above, the Chairman will vote in favour of Resolution 1 subject to any voting restrictions and exclusions).

If the Directors or another KMP (other than the Chairman) or a Closely Related Party is your proxy, and you fail to provide a voting direction as outlined above in Resolution 1, your vote will not be cast in respect of this Resolution.

4. Proxies

A Shareholder who is entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on behalf of the Shareholder. Where the Shareholder is entitled to cast 2 or more votes, the Shareholder may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

If the Shareholder appoints 2 proxies and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, each proxy may exercise half of the votes (disregarding fractions).

A proxy need not be a Shareholder of the Company.

If an additional Proxy Form is required, the Company's share registry, Computershare Investor Services Pty Limited, will supply it on request. Telephone 1300 850 505 (toll free) from within Australia or +61 3 9415 4000 from overseas during business hours.

The Proxy Form contains important information and other instructions which you should read carefully.

Any instrument or proxy deposited or received by the Company in which the name of the appointee is not filled in will be deemed to be given in favour of the Chairman of the Meeting to which it relates.

Proxies given by corporate Shareholders must be executed in accordance with their constitution or signed by a duly authorised officer or attorney.

A proxy may decide whether to vote on any motion, except where the proxy is required by law or the constitution of the Company to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with the direction. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit (subject to the restrictions and exclusions outlined under "**Important Voting Information**" above).

To be effective, the instrument appointing a proxy (and a power of attorney or other authority, if any, under which it is signed or a certified copy of the power of attorney or other authority) must be received by the Company not less than 48 hours prior to the Annual General Meeting, that is, by 7.00am (AWST) on Wednesday 28 October 2020:

- on-line by going to www.investorvote.com.au and logging in using the control number found or by scanning the QR Code, found on the front of your Proxy Form, with your mobile device and inserting your SRN/HIN and postcode; or
- at the Company's share registry, Computershare Investor Services Pty Limited, GPO Box 242, Melbourne VIC 3001, Australia or by facsimile on fax number 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).
- Intermediary online subscribers (Institutions/Custodians) may lodge their proxy instruction online by visiting www.intermediaryonline.com.

Any revocations or proxies must be received at one of these places before commencement of the Meeting.

5. Bodies Corporate

A Shareholder which is a body corporate and which is entitled to attend and vote at a Meeting of Shareholders of the Company may appoint an individual as a representative to exercise all or any of the powers the body corporate may exercise at the meeting or in the capacity of a Shareholder's proxy. The appointment may be a standing one. Unless otherwise specified in the appointment, the representative may exercise, on that body corporate's behalf, all of the powers that the body could exercise at a meeting or in voting on a resolution. Shareholders

can download and fill out the 'Appointment of Corporate Representative' form from the Computershare website: <https://www-au.computershare.com/Investor/>.

The form is available by clicking on the 'Printable Forms' tab on the information menu.

To be effective, evidence of the appointment must be returned in the same manner and by the same time as specified for proxy appointments (above).

6. Definitions

Certain terms used in this Notice of Annual General Meeting and Explanatory Memorandum are defined in the "Definitions" section of the Explanatory Memorandum. Those defined terms also apply to the enclosed Proxy Form, unless the context requires otherwise.

DUG TECHNOLOGY LTD
ACN 169 944 334
EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of Shareholders of DUG Technology Ltd ACN 169 944 334 (**DUG** or **the Company**) in connection with the business to be considered at the Annual General Meeting of Shareholders to be held online at 7.00am (AWST) on Friday 30 October 2020. Details of how a Shareholder can participate online at the virtual Annual General Meeting are set out in the Notice of Meeting.

The Explanatory Memorandum is incorporated in, and forms part of, the accompanying Notice of Annual General Meeting. The purpose of this Explanatory Memorandum is to provide Shareholders with information relevant to the Resolutions to be put to Shareholders at the Annual General Meeting.

Certain terms used in this Explanatory Memorandum, the Notice of Meeting and the Proxy Form have the meaning give to them in the “Definitions” section located at the end of this Explanatory Memorandum unless the context requires otherwise.

Details of the items of business to be considered at the Annual General Meeting are set out below and in the Notice of Annual General Meeting.

Your Directors recommend that Shareholders carefully read this Explanatory Memorandum and the Notice of Annual General Meeting in full before making a decision in relation to any of the Resolutions. If Shareholders are in any doubt about what to do, they should consult their legal, financial or other professional adviser.

Item 1. Financial Statements and Reports

The Company’s Annual Report, for the period 1 July 2019 to 30 June 2020 is available on the Company’s website at www.dug.com and will be sent to Shareholders who have requested to receive a printed copy.

The Corporations Act requires that the Annual Report, Directors’ Report and Auditor’s Report be presented to the Meeting. Apart from the matters involving remuneration which are required to be voted upon, the Corporations Act does not require a vote of Shareholder at the Meeting on such reports or statements, however Shareholders will be given ample opportunity to raise questions with respect to these reports and statements at the Meeting.

The Annual Report and Directors’ Report will be tabled and discussed at the Meeting and the Directors will be available to answer questions from Shareholders. In addition, and as required under section 250RA of the Corporations Act, a representative of the Company’s auditors, Moore Australia Audit (WA), will be present to answer any questions about the conduct of the audit or the preparation and content of the Auditor’s Report.

A Shareholder Resolution is not required in respect of this item of business.

Item 2. Resolution 1 – Adoption of Remuneration Report

The Corporations Act requires listed entities to put a Remuneration Report relating to director and executive remuneration for each financial year to a resolution of members at their annual general meeting. The Remuneration Report for the Company is included in the Company’s 2020 Annual Report.

Under section 250R(3) of the Corporations Act, the vote on the Remuneration Report is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

If, at 2 consecutive annual general meetings of the Company, 25% or more of the votes cast on a resolution that the Remuneration Report be adopted are against the adoption of the Remuneration Report, the Company will be required to put to Shareholders a resolution at the second annual general meeting proposing the calling of an extraordinary general meeting to consider the election of Directors of the Company (known as a “**spill resolution**”).

If more than 50% of Shareholders vote in favour of the spill resolution, the Company must convene an extraordinary general meeting (known as a “**spill meeting**”) within 90 days of the spill resolution. All of the Directors who were in office when the Remuneration Report (being, the report laid before the second annual general meeting) was approved by the Board (other than the Managing Director) will cease to hold office immediately before the end of the spill meeting but may stand for re-election at the spill meeting. Following the spill meeting, those persons whose re-election as Directors is approved will remain Directors of the Company.

In compliance with section 300A of the Corporations Act, the Remuneration Report sets out the Company’s policy for determining the nature and amount of remuneration for the Directors and specified executive officers of the Company. The Board has a policy of ensuring that remuneration paid to Directors and management is market competitive while at the same time aligned to the achievement of strategic objectives and the creation of value for Shareholders.

During this item of business, there will be opportunity for Shareholders at the Annual General Meeting to comment on and ask questions about the Remuneration Report.

Resolution 1 is proposed as an ordinary resolution and will be passed if more than 50% of the votes cast by Shareholders entitled to vote are in favour of that Resolution. However, please refer above for an explanation of the consequences of 25% or more of the eligible vote being cast against Resolution 1.

Shareholders’ attention is drawn to the voting exclusion statement in relation to Resolution 1 in the Notice of Annual General Meeting.

Recommendation

Noting that each Director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, your Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

Item 3. Resolution 2 – Re-election of Ms Louise Bower as a Director

In accordance with Clause 49 of Company’s Constitution, Ms Louise Bower retires by rotation and being eligible, submits herself for re-election at the Annual General Meeting as a Director.

Ms Bower was appointed as a Director on 5 June 2014

Ms Bower is the Company’s Chief Financial Officer and is responsible for global commercial operations including financial planning, management of financial risk, and governance. Ms Bower held financial roles in different industry sectors and jurisdictions, including South Africa and the UK, prior to joining DUG in 2009. Ms Bower holds an honours degree in accounting science and a chartered accountant qualification.

Recommendation

As Ms Bower possesses highly relevant skills and experience, she is a promotor of diversity and your Directors (other than Ms Bower as an abstention) unanimously recommend that Shareholders vote in favour of Resolution 2.

Definitions

The following terms and abbreviations used in the Notice of Meeting, this Explanatory Memorandum and the Proxy Form have the following meanings:

Annual General Meeting or **Meeting** means the 2020 Annual General Meeting of the Company convened by the Notice of Annual General Meeting.

ASX means ASX Limited ACN 008 624 691.

ASX Listing Rules means the official listing rules of ASX.

AWST means Australian Western Standard Time.

Auditor means Moore Stephens - Perth, Chartered Accountants.

Board means the Board of Directors of DUG.

Closely Related Parties has the meaning given in the Corporations Act.

Company means DUG Technology Ltd ACN 169 944 334.

Constitution means the constitution of DUG.

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

Directors means all of the directors of the Company as at the date of this Notice of Meeting.

DUG or **the Company** means DUG Technology Ltd ACN 169 944 334.

Explanatory Memorandum means this explanatory memorandum which accompanies, and is incorporated as part of, the Notice of Meeting and includes any documents annexed to it or incorporated by reference.

HIN means Holding Identification Number.

Key Management Personnel means the Directors of the Company (including the Chairman) and other employees having authority and responsibility for planning, directing and controlling activities of the Company, directly or indirectly.

Meeting or **Annual General Meeting** means the 2020 Annual General Meeting of the Company convened by the Notice of Annual General Meeting.

Notice of Meeting means the notice of meeting which accompanies this Explanatory Memorandum.

Proxy Form means the Proxy Form which accompanies this Explanatory Memorandum.

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

Shareholder means registered holders of Shares.

Share Registry means Computershare Investor Services Pty Limited.

Shares means fully paid ordinary shares in the capital of the Company.

SRN means Shareholder Reference Number.

Online meeting guide

Getting started

If you choose to participate online you will be able to view a live webcast of the meeting, ask the Directors questions online and submit your votes in real time. To participate online visit <https://web.lumiagm.com> on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Internet Explorer 11, Edge or Firefox. Please ensure your browser is compatible.

To log in, you must have the following information:

Meeting ID

Meeting ID as provided in the Notice of Meeting.

Australian residents

- > **Username** (SRN or HIN) and
- > **Password** (postcode of your registered address).

Overseas Residents

- > **Username** (SRN or HIN) and
- > **Password** (three-character country code) e.g. New Zealand - NZL; United Kingdom - GBR; United States of America - USA; Canada - CAN.

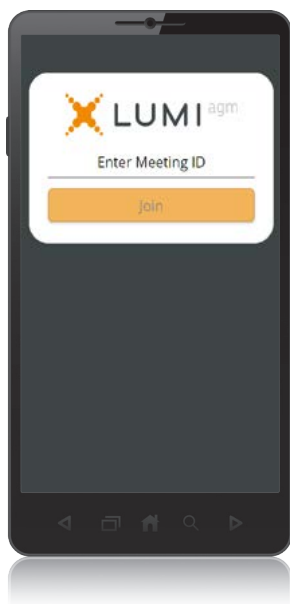
A full list of country codes is provided at the end of this guide.

Appointed Proxies

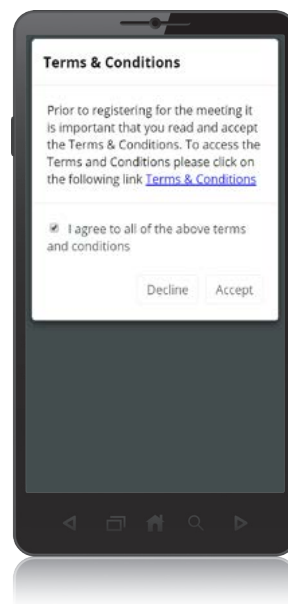
To receive your unique username and password, please contact Computershare Investor Services on +61 3 9415 4024 during the online registration period which will open 1 hour before the start of the meeting.

Participating at the meeting

- 1 To participate in the meeting you will be required to enter the unique 9-digit Meeting ID as provided in the Notice of Meeting.



- 2 To proceed into the meeting, you will need to read and accept the Terms & Conditions



Icon descriptions



Voting icon, used to vote. Only visible when the Chair opens the poll.



Home page icon, displays meeting information.



Questions icon, used to ask questions.



The broadcast bar allows you to view and listen to the proceedings.

- 3 To register as a securityholder**, select 'Securityholder or Proxy' and enter your SRN or HIN and Postcode or Country Code.



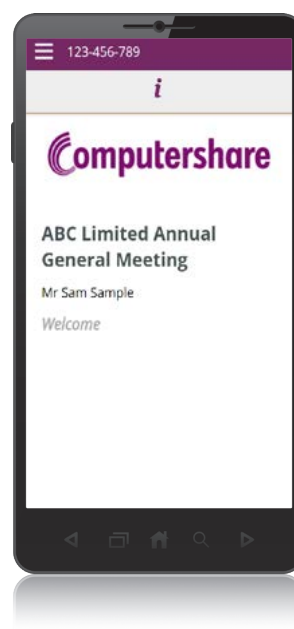
- 4 To register as a proxyholder**, select 'Securityholder or Proxy' and you will need your username and password as provided by Computershare. In the 'SRN or HIN' field enter your username and in the 'Postcode or Country Code' field enter your password.



- 5 To register as a guest**, select 'Guest' and enter your name and email address.



- 6** Once logged in, you will see the home page, which displays the meeting title and name of the registered securityholder or nominated proxy.



Icon descriptions



Voting icon, used to vote. Only visible when the Chair opens the poll.



Home page icon, displays meeting information.

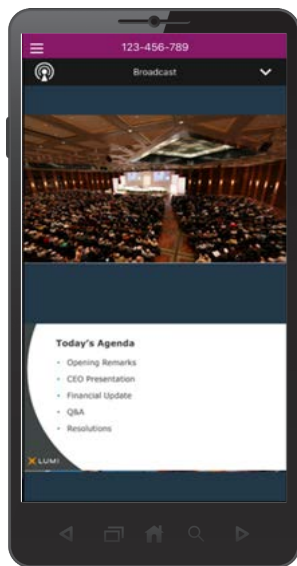



Questions icon, used to ask questions.

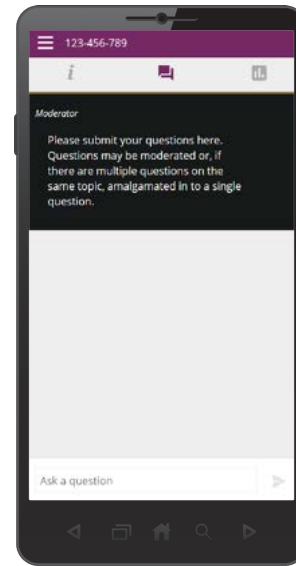



The broadcast bar allows you to view and listen to the proceedings.

- 7 To view the webcast you must tap the broadcast arrow on your screen and press the play button. Toggle between the up and down arrow to switch between screens.

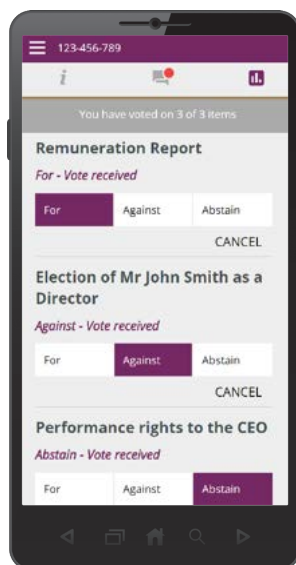


- 8 To ask a question tap on the question icon , type your question in the chat box at the bottom of the screen and select the send icon. Confirmation that your message has been received will appear.




- 9 When the Chair declares the poll open:
- > A voting icon  will appear on screen and the meeting resolutions will be displayed
 - > To vote, tap one of the voting options. Your response will be highlighted
 - > To change your vote, simply press a different option to override


The number of items you have voted on or are yet to vote on, is displayed at the top of the screen. Votes may be changed up to the time the Chair closes the poll.



Icon descriptions

 Voting icon, used to vote. Only visible when the Chair opens the poll.

 Home page icon, displays meeting information.

 Questions icon, used to ask questions.

 The broadcast bar allows you to view and listen to the proceedings.

For Assistance

If you require assistance before or during the meeting please call +61 3 9415 4024

COUNTRY CODES

Select your country code from the list below and enter it into the 'Postcode or Country Code' field.

ABW ARUBA	DEU GERMANY	KHM CAMBODIA	PRK KOREA DEM PEOPLES	TJK TAJIKISTAN
AFG AFGHANISTAN	DJI DJIBOUTI	KIR KIRIBATI	REPUBLIC OF	TKL TOKELAU
AGO ANGOLA	DMA DOMINICA	KNA ST KITTS AND NEVIS	PRT PORTUGAL	TKM TURKMENISTAN
AIA ANGUILLA	DNK DENMARK	KOR KOREA REPUBLIC OF	PRY PARAGUAY	TLS EAST TIMOR
ALA ALAND ISLANDS	DOM DOMINICAN REPUBLIC	KWT KUWAIT	PSE PALESTINIAN TERRITORY	DEMOCRATIC REP OF
ALB ALBANIA	DZA ALGERIA	LAO LAO PDR	OCCUPIED	TMP EAST TIMOR
AND ANDORRA	ECU ECUADOR	LBN LEBANON	PYF FRENCH POLYNESIA	TON TONGA
ANT NETHERLANDS ANTILLES	EGY EGYPT	LBR LIBERIA	QAT QATARPL NEPAL	TTO TRINIDAD & TOBAGO
ARE UNITED ARAB EMIRATES	ERI ERITREA	LBY LIBYAN ARAB	NRU NAURU	TKM TURKMENISTAN
ARG ARGENTINA	ESH WESTERN SAHARA	JAMAHIRIYA	NZL NEW ZEALAND	TLS EAST TIMOR
ARM ARMENIA	ESP SPAIN	LCA ST LUCIA	OMN OMAN	DEMOCRATIC REP OF
ASM AMERICAN SAMOA	EST ESTONIA	LIE LIECHTENSTEIN	PAK PAKISTAN	TMP EAST TIMOR
ATA ANTARCTICA	ETH ETHIOPIA	LKA SRI LANKA	PAN PANAMA	TON TONGA
ATF FRENCH SOUTHERN	FIN FINLAND	LSO LESOTHO	PCN PITCAIRN ISLANDS	TTO TRINIDAD & TOBAGO
TERRITORIES	FJI FIJI	LTU LITHUANIA	PER PERU	TZA TANZANIA UNITED
ATG ANTIGUA AND BARBUDA	FLK FALKLAND ISLANDS	LUX LUXEMBOURG	PHL PHILIPPINES	REPUBLIC OF
AUS AUSTRALIA	(MALVINAS)	LVA LATVIA	PLW PALAU	UGA UGANDA
AUT AUSTRIA	FRA FRANCE	MAC MACAO	PNG PAPUA NEW GUINEA	UKR UKRAINE
AZE AZERBAIJAN	FRO FAROE ISLANDS	MAF ST MARTIN	POL POLAND	UMI UNITED STATES MINOR
BDI BURUNDI	FSM MICRONESIA	MAR MOROCCO	PRI PUERTO RICO	OUTLYING
BEL BELGIUM	GAB GABON	MCO MONACO	PRK KOREA DEM PEOPLES	URY URUGUAY
BEN BENIN	GBR UNITED KINGDOM	MDA MOLDOVA REPUBLIC OF	REPUBLIC OF	USA UNITED STATES OF
BFA BURKINA FASO	GEO GEORGIA	MDG MADAGASCAR	PRT PORTUGAL	AMERICA
BGD BANGLADESH	GGY GUERNSEY	MDV MALDIVES	PRY PARAGUAY	UZB UZBEKISTAN
BGR BULGARIA	GHA GHANA	MEX MEXICO	PSE PALESTINIAN TERRITORY	VAT HOLY SEE (VATICAN CITY
BHR BAHRAIN	GIB GIBRALTAR	MHL MARSHALL ISLANDS	OCCUPIED	STATE)
BHS BAHAMAS	GIN GUINEA	MKD MACEDONIA FORMER	PYF FRENCH POLYNESIA	VCT ST VINCENT & THE
BIH BOSNIA & HERZEGOVINA	GLP GUADELOUPE	YUGOSLAV REP	QAT QATAR	GRENADINES
BLM ST BARTHELEMY	GMB GAMBIA	MLI MALI	REU REUNION	VEN VENEZUELA
BLR BELARUS	GNB GUINEA-BISSAU	MLT MALTA	ROU ROMANIA	VGB BRITISH VIRGIN ISLANDS
BLZ BELIZE	GNQ EQUATORIAL GUINEA	MMR MYANMAR	RUS RUSSIAN FEDERATION	VIR US VIRGIN ISLANDS
BMU BERMUDA	GRC GREECE	MNE MONTENEGRO	RWA RWANDA	VNM VIETNAM
BOL BOLIVIA	GRD GRENADA	MNG MONGOLIA	SAU SAUDI ARABIA KINGDOM	VUT VANUATU
BRA BRAZIL	GRL GREENLAND	MNP NORTHERN MARIANA	OF	WLF WALLIS AND FUTUNA
BRB BARBADOS	GTM GUATEMALA	ISLANDS	SCG SERBIA AND	WSM SAMOA
BRN BRUNEI DARUSSALAM	GUF FRENCH GUIANA	MOZ MOZAMBIQUE	MONTENEGRO	YEM YEMEN
BTN BHUTAN	GUM GUAM	MRT MAURITANIA	SDN SUDAN	YMD YEMEN
BUR BURMA	GUY GUYANA	MSR MONTSERRAT	SEN SENEGAL	DEMOCRATIC
BVT BOUVET ISLAND	HKG HONG KONG	MTQ MARTINIQUE	SGP SINGAPORE	YUG YUGOSLAVIA SOCIALIST
BWA BOTSWANA	HMD HEARD AND MCDONALD	MUS MAURITIUS	SGS STH GEORGIA & STH	FED REP
BLR BELARUS	ISLANDS	MWI MALAWI	SANDWICH ISL	ZAF SOUTH AFRICA
CAF CENTRAL AFRICAN	HND HONDURAS	MYS MALAYSIA	SHN ST HELENA	ZAR ZAIRE
REPUBLIC	HRV CROATIA	MYT MAYOTTE	SJM SVALBARD & JAN MAYEN	ZMB ZAMBIA
CAN CANADA	HTI HAITI	NAM NAMIBIA	SLB SOLOMON ISLANDS	ZWE ZIMBABWE
CCK COCOS (KEELING)	HUN HUNGARY	NCL NEW CALEDONIA	SLE SIERRA LEONE	
ISLANDS	IDN INDONESIA	NER NIGER	SLV EL SALVADOR	
CHE SWITZERLAND	IMN ISLE OF MAN	NFK NORFOLK ISLAND	SMR SAN MARINO	
CHL CHILE	IND INDIA	NGA NIGERIA	SOM SOMALIA	
CHN CHINA	IOT BRITISH INDIAN OCEAN	NIC NICARAGUA	SPM ST PIERRE AND	
CIV COTE D'IVOIRE	TERRITORY	NIU NIUE	MIQUELON	
CMR CAMEROON	IRL IRELAND	NLD NETHERLANDS	SRB SERBIA	
COD CONGO DEMOCRATIC	IRN IRAN ISLAMIC	NOR NORWAY	STP SAO TOME AND	
REPUBLIC OF	REPUBLIC OF	PL NEPAL	PRINCIPE	
COG CONGO PEOPLES	IRQ IRAQ	NRU NAURU	SUR SURINAME	
REPUBLIC OF	ISL ICELAND	NZL NEW ZEALAND	SVK SLOVAKIA	
COK COOK ISLANDS COL	ISM BRITISH ISLES	OMN OMAN	SVN SLOVENIA	
COLOMBIA	ISR ISRAEL	PAK PAKISTAN	SWE SWEDEN	
COM COMOROS	ITA ITALY	PAN PANAMA	SWZ SWAZILAND	
CPV CAPE VERDE	JAM JAMAICA	PCN PITCAIRN ISLANDS	SYC SEYCHELLES	
CRI COSTA RICA	JEY JERSEY	PER PERU	SYR SYRIAN ARAB REPUBLIC	
CUB CUBA	JOR JORDAN	PHL PHILIPPINES	TCA TURKS AND CAICOS	
CXR CHRISTMAS ISLAND	JPN JAPAN	PLW PALAU	ISLANDS	
CYM CAYMAN ISLANDS	KAZ KAZAKHSTAN	PNG PAPUA NEW GUINEA	TCO CHAD	
CYP CYPRUS	KEN KENYA	POL POLAND	TGO TOGO	
CZE CZECH REPUBLIC	KGZ KYRGYZSTAN	PRI PUERTO RICO	THA THAILAND	



DUG Technology Ltd
ABN 99 169 944 334

DUG

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **7:00am (AWST)**
Wednesday, 28 October 2020.

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999
SRN/HIN: I9999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/we being a member/s of DUG Technology Ltd hereby appoint

☐

the Chairman
of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of DUG Technology Ltd to be held virtually on Friday, 30 October 2020 at 7:00am (AWST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 1 (except where I/we have indicated a different voting intention in step 2) even though Item 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Item 1 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Ms Louise Bower as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

DUG

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Computershare



28 September 2020



DUG Technology Ltd 2020 Annual General Meeting

Dear Shareholders

On behalf of the Board of DUG Technology Ltd (**DUG**), notice is given of the 2020 Annual General Meeting to be held as a virtual meeting at 7.00am (AWST) on Friday 30 October 2020 (**AGM or Meeting**).

In accordance with the COVID-19 guidelines provided by the Commonwealth and State governments, the Federal Treasurer has issued a Determination that permits companies to hold fully virtual annual general meetings. Following those guidelines, there will not be a physical venue for you to attend.

Furthermore, this year the DUG Notice of Meeting and Explanatory Memorandum (**Notice of Meeting**) will not be mailed to Shareholders. Instead, it is available for you to view and download on the DUG website at: <https://dug.com/investor-centre/asx-announcements/>

DUG is pleased to adopt these measures as not only does it give all shareholders equal opportunity to attend the AGM wherever they reside geographically, but it also offers a greener solution without the requirement to print the Notice of Meeting. DUG is always looking at ways to reduce carbon emissions.

As you have not elected to receive notices by email, a copy of your personalised proxy form is enclosed for your convenience.

Your participation in the AGM is important to us. The AGM will be made accessible to shareholders via an online platform hosted by Lumi, which will include the facility for shareholders to ask questions in relation to the business of the meeting and to vote in real-time at the meeting.

How to participate in the AGM online

Shareholders, proxies and corporate representatives may participate in the AGM via the online platform and view the meeting live from their computer, smartphone or tablet by entering the following URL into their browser: <https://web.lumiagm.com/389099345>

To log in, view and participate (including to submit votes and questions in real time) during the meeting, shareholders will need their Shareholder Reference Number (SRN) or Holder Identification Number (HIN) and password (which is the postcode of your registered address in Australia or, for overseas residents, your 3 character country code as set out in the Online Meeting Guide attached to the Notice of Meeting).

The Meeting ID for the AGM is: 389-099-345.

The online platform will allow shareholders to view the meeting, vote and ask questions in real-time.

We invite and encourage shareholders to submit questions in advance of the AGM. Questions may be submitted by email at investor@dug.com.

Further instructions on how to participate online via Lumi are available in the online meeting guide attached to the Notice of Meeting.

How to submit your vote in advance of the AGM

If you will not be able to attend the AGM, you can participate in the meeting by lodging a directed proxy vote online at www.investorvote.com.au by logging in and using the control number or scanning the QR code (which can be found on the front of your proxy form) with your mobile device and inserting your SRN/HIN and postcode; or by returning your completed proxy form to DUG's Share Registry in any other manner noted in the Notice of Meeting.

In order to be valid, completed proxy forms must be received no later **than 7.00am (AWST) on Wednesday 28 October 2020.**

Your Directors recommend that Shareholders carefully read the Notice of Meeting in full before making a decision in relation to any of the Resolutions. If Shareholders are in any doubt as to how they should vote, they should seek advice from their legal, financial or other professional adviser prior to voting.

Shareholders are encouraged to contact the Company Secretary by email at investor@dug.com or phone on +61 8 9287 4100 if they have any queries in respect of the special arrangements applying to the meeting or are having difficulties obtaining a copy of the Notice of Meeting.

On behalf of all the Directors of DUG, we look forward to your participation at the AGM and thank you for your continued support.

Yours faithfully

Matthew Lamont

Managing Director