Notice of Annual General Meeting and Explanatory Memorandum

DGL Group Limited ACN 002 802 646

Date: Tuesday 14 November 2023 Time: 10.00am (Melbourne time)

Place: Address

RACV Club

501 Bourke Street

Level 2, Bayside Room 4

Melbourne Victoria

THIS IS AN IMPORTANT DOCUMENT

If you are in doubt as to what to do with this document, please immediately see your legal adviser, financial adviser or stockbroker.

The Annual General Meeting will be held at the above address.

Notice of Annual General Meeting

The annual general meeting of shareholders (**AGM**) of DGL Group Limited ACN 002 802 646 (**DGL** or **Company**) will be held physically at RACV Club 501 Bourke Street, Level 2, Bayside Room 4, Melbourne, Victoria at 10.00am on Tuesday, 14 November 2023 for the purpose of considering and, if thought fit, passing the resolutions set out below (**Notice**). Registration will open from 9.30am (Melbourne time).

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

Business

Please note that additional information concerning the proposed resolutions is contained in the Explanatory Memorandum that accompanies and forms part of this Notice.

1. Financial statements and reports

To receive and consider:

- (a) the financial statements;
- (b) the Directors' Report; and
- (c) the Auditor's Report,

of DGL for the year ended 30 June 2023.

Note: There is no requirement for the shareholders to approve these reports.

2. Adoption of the Remuneration Report

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

'That the Remuneration Report of DGL (which forms part of DGL's 2023 Annual Report) for the financial year ended 30 June 2023 be adopted.'

Note: This resolution is advisory only and does not bind DGL or the directors of DGL (**Directors**).

Voting exclusions apply to this item – please see the voting exclusions on page 7.

3. Re-election of Directors

To consider and, if thought fit, pass the following resolutions:

(a) Re-election of Timothy Hosking

'That Timothy Hosking, a Director who was appointed by Directors since the 2022 annual general meeting and being eligible for re-election, be and is hereby re-elected a Director of the Company.'

(b) Re-election of John West

'That John West, a Director who was appointed by Directors since the 2022 annual general meeting and being eligible for re-election, be and is hereby re-elected a Director of the Company.'

4. Further information

For detailed information on the above Agenda items, please refer to the Explanatory Memorandum on pages 8 to 10.

By order of the Board

Andrew Draffin
Company Secretary
9 October 2023

Information on attending in person or virtually, voting, proxies, corporate representatives and attorneys

How to attend the AGM in person

If you wish to attend the AGM in person, you will need to register to gain access to the AGM. Registration will also enable you to ask questions and to vote in person.

To help with the registration process, you are encouraged to bring your shareholder details (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)). You can find your SRN/HIN on the Welcome Letter or other documentation you received when you first became a DGL shareholder. If you are unable to locate your SRN/HIN, the registration team will be able to look up your shareholder details when you arrive at the AGM. Alternatively, you may also contact Link Market Services (DGL's Share Registry) on +61 1300 554 474 or at registrars@linkmarketservices.com.au. For security reasons, your SRN/HIN can only be sent by post to your registered postal address and cannot be provided on the day of the AGM. Your SRN/HIN cannot be provided by email or phone. Shareholders who need a copy of their SRN/HIN are strongly encouraged to contact Link Market Services as soon as possible, to avoid any delivery delays.

If you are appointed as a proxy, please identify yourself to the registration team.

If you will not be attending the AGM in person on Tuesday 14 November 2023, we invite and encourage you to lodge a directed proxy and ask questions in advance.

If it is necessary for DGL to give further updates on the arrangements for the AGM, we will inform you through our investor website (www.dglgroup.com) and the ASX Market Announcements Platform.

Asking questions

A discussion will be held on all items of business to be considered at the AGM.

Shareholders will have a reasonable opportunity to ask questions during the AGM at the physical location, including an opportunity to ask question of DGL's external auditor.

To ensure that as many shareholders as possible have the opportunity to speak, we ask that all shareholders observe the following when asking questions:

- all shareholder questions should be stated clearly and should be relevant to the business of the AGM, including matters arising from the Annual Report, Directors' Report (including the Remuneration Report) and Auditor's Report, and general questions about the performance, business or management of DGL;
- if a shareholder has more than one question on an item, all questions should be asked at the one time; and
- shareholders should not ask questions at the AGM regarding personal matters or those that are commercial in confidence.

If you wish to register questions in advance of the AGM, you are invited to do so. A Shareholder Question Form has been sent to shareholders and is available on DGL's website at www.dglgroup.com.

Written questions must be received by DGL or Link Market Services Limited by 10.00am (Melbourne time) on Tuesday, 7 November 2023, and can be submitted online, by mail, or in person (as set out on the top of the Shareholder Question Form).

We will attempt to address the more frequently asked questions in the Chair and CEO's presentations at the AGM.

Voting

Eligibility to vote

DGL has determined that, in accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), DGL's shares quoted on ASX Limited at 10.00am on Sunday, 12 November 2023 will be taken, for the purposes of the annual general meeting, to be held by the persons who held them at that time. Accordingly, those persons are entitled to attend and vote at the AGM.

Shareholders may vote by either attending in person or by appointing a proxy.

All resolutions by poll

In accordance with clause 44.2(c) of DGL's constitution, the Chair intends to call a poll on each of the resolutions proposed at the AGM. Each resolution considered at the AGM will therefore be conducted by poll, rather than a show of hands. The Chair considers voting by poll to be in the best interests of the shareholders as a whole, and to ensure the proportionate representation of shareholders voting at the AGM.

Proxies

A shareholder who is entitled to attend and vote at the AGM may appoint up to two proxies to attend and vote on behalf of that shareholder. If you require an additional proxy form, please contact the Company's share registry Link Market Services on +61 1300 554 474.

If a shareholder appoints two proxies, the appointment of the proxies may specify the proportion or the number of that shareholder's votes that each proxy may exercise. If the appointment does not so specify, each proxy may exercise half of the votes. Fractions of votes will be disregarded.

Where a shareholder appoints more than one proxy, neither proxy is entitled to vote on a show of hands.

A proxy need not be a shareholder of DGL.

To be effective, DGL must receive the completed proxy form and, if the form is signed by the shareholder's attorney, the authority under which the proxy form is signed (or a certified copy of the authority) by no later than 10.00am (Melbourne time) on Sunday, 12 November 2023.

Proxies may be lodged with DGL, along with the power of attorney or other authority (if any) under which the proxy form is signed:

by mail, to Link Market Services Limited, using the enclosed reply envelope to:

C/- Link Market Services Limited, Locked Bag A14, Sydney, South NSW 1235, Australia.

by facsimile:

+61 2 9287 0309

online, by logging into the following website address:

https://investorcentre.linkgroup.com/voting/dgl, using the holding details as shown on your proxy form and select 'voting' and follow the prompts to lodge your vote.

by hand delivery, to Link Market Services Limited at Parramatta Square, Level 22, Tower 6,

10 Darcy Street, Parramatta NSW 2150 Australia.

Proxies given by corporate shareholders must be executed in accordance with their constitutions 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 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.

If a shareholder appoints the chairperson of the AGM as the shareholder's proxy and does not specify how the chairperson is to vote on an item of business, the chairperson will vote, as proxy for that shareholder, in favour of that item on a poll.

Voting by Corporate Representatives

A shareholder or proxy that is a corporation is entitled to attend and vote at the AGM, may appoint an individual to act as its corporate representative. DGL must receive evidence of the appointment of a corporate representative prior to the AGM and the appointment must be in accordance with the *Corporations Act 2001* (Cth) (Corporations Act).

Voting by Attorney

A shareholder entitled to attend and vote at the AGM is entitled to appoint an attorney to attend and vote at the AGM on the shareholder's behalf. An attorney need not be a shareholder of DGL.

The power of attorney appointing the attorney must be duly executed and specify the name of each of the shareholder, DGL and the attorney, and also specify the meetings at which the appointment may be used. The appointment may be a standing one.

To be effective, the power of attorney must also be returned in the same manner, and by the same time, as outlined above for proxy appointment forms.

Evidence of execution

If any instrument (including a proxy appointment form or appointment of corporate representative) returned to DGL is completed by an individual or a corporation under power of attorney, the power of attorney under which the instrument is signed, or a certified copy of that power of attorney, must accompany the instrument unless the power of attorney has previously been noted by DGL or DGL's share registry.

Voting Exclusions

The Corporations Act and the ASX Listing Rules require that certain persons must not vote, and that DGL must disregard any votes cast by or on behalf of certain persons, on the resolutions to be considered at the AGM. These voting exclusions are described below.

Voting Exclusions for Item 2 – Adoption of the Remuneration Report

DGL will disregard any votes cast on the resolution proposed in item 2:

- (a) by or on behalf of any Key Management Personnel (**KMP**) member whose remuneration details are included in the Remuneration Report, or any of their closely related parties, regardless of the capacity in which the votes are cast; or
- (b) by any person who is a KMP member at the date of the AGM, or any of their closely related parties, as a proxy,

unless the votes are cast as a proxy for a person who is entitled to vote on item 2:

- (c) in accordance with their directions on how to vote as set out in the proxy appointment; or
- (d) by the Chair of the AGM in accordance with an express authorisation in the proxy appointment to cast the votes even if item 2 is connected directly or indirectly with the remuneration of a KMP member.

If you are a member of the KMP or a closely related party of a member of the KMP (or are acting on behalf of any such person) and purport to cast a vote on item 2 that vote will be disregarded by DGL (as indicated above). You may also be liable for breach of the voting restrictions in the Corporations Act if you cast a vote that DGL will disregard.

Defined terms used in these Voting Exclusions

For the purposes of these voting exclusions:

The **KMP** are those persons having authority and responsibility for planning, directing and controlling the activities of the DGL consolidated group, either directly or indirectly. This includes all Directors (Executive and Non-Executive). The KMP for the DGL consolidated group during the year ended 30 June 2023 are listed in a section titled 'Key Management Personnel' in DGL's Annual Report for the year ended 30 June 2023.

A **closely related party** of a KMP member means:

- (a) a spouse or child of the member; or
- (b) a child of the member's spouse; or
- (c) a dependant of the member or of the member's spouse; or
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the DGL consolidated group; or
- (e) a company the member controls.

DGL will also apply these voting exclusions to persons appointed as an attorney by a shareholder to attend and vote at the AGM under a power of attorney, as if they were appointed as a proxy.

Explanatory Memorandum

1. Item 1 – Financial statements and reports

The *Corporations Act 2001* (Cth) (**Corporations Act**) requires the financial report (which includes the financial statements and Directors' declaration), the Directors' Report and Auditor's Report to be laid before the AGM. There is no requirement either in the Corporations Act or DGL's constitution for shareholders to approve the financial report, the Directors' Report or the Auditor's Report.

This agenda item is intended to provide shareholders with the opportunity to raise questions on the financial statements and reports contained in DGL's 2023 Annual Report, and on the performance of DGL generally.

Shareholders will be given a reasonable opportunity at the AGM to ask questions and make comments on these reports. It is not the purpose of the AGM for the financial statements and reports to be accepted, rejected or modified in any way.

2. Item 2 – Adoption of Remuneration Report

The Corporations Act requires DGL to include in the Directors' Report a detailed remuneration report setting out certain prescribed information relating to Directors' and executives' remuneration (**Remuneration Report**) and submit this for adoption by resolution of the shareholders at the AGM.

Please refer to pages 14- 16 of DGL's 2023 Annual Report, which sets out the Remuneration Report. A copy of the 2023 Annual Report can be found on DGL's website at www.dglinvestors.com/investor-centre/?page=Results-centre or by contacting DGL's share registry, Link Market Services.

The Remuneration Report includes:

- (a) an explanation of DGL's remuneration strategy and guiding principles;
- (b) an explanation of DGL's policies in relation to the nature and amount of the remuneration of the KMP;
- (c) a description of the relationship between such policies and DGL's performance;
- (d) if an element of remuneration is performance based, an explanation why the performance conditions were chosen and how performance is measured against those conditions; and
- (e) remuneration details for the KMP.

During this item, there will be an opportunity for shareholders at the AGM to comment on and ask questions about the Remuneration Report and shareholders are asked to adopt the Remuneration Report.

The vote on the resolution in item 2 is advisory only and will not bind the Directors or DGL. However, the Board recognises the vote is an indication of shareholder sentiment and will take the outcome of the vote into consideration when reviewing DGL's remuneration practices and policies.

Under the Corporations Act, if at least 25% of the votes cast on the resolution in item 2 at the AGM are against adoption of the Remuneration Report, then:

- (a) if comments are made on the Remuneration Report at the AGM, DGL's remuneration report for the financial year ending 30 June 2024 will be required to include an explanation of the Board's proposed action in response or, if no action is proposed, the Board's reasons for taking no action; and
- (b) if subsequently, at DGL's 2024 Annual General Meeting, at least 25% of the votes cast on the resolution for adoption of the Remuneration Report for that financial year are cast against its adoption, DGL will be required to put to shareholders a resolution proposing that a general meeting (**Spill Meeting**) be called to consider the election of all Directors (other than any managing director) of DGL (**Spill Meeting Resolution**). The Spill Meeting

must be held within 90 days of the date of the 2024 Annual General Meeting. For any Spill Meeting Resolution to be approved, more than 50% of the votes cast on the resolution must be in favour of it. If a Spill Meeting Resolution is passed, all of the Directors (other than any managing Director) will cease to hold office immediately before the end of the Spill Meeting unless re-elected at that meeting.

Recommendation

Noting that each Director has a personal interest in their own remuneration from DGL (as described in the Remuneration Report), and that each Director (or any closely related party of a Director) is excluded from voting their shares on item 2 (as described in the *Voting Exclusions* section above), the Directors unanimously recommend that shareholders vote in favour of item 2 to adopt the Remuneration Report.

The resolution in item 2 is put to the shareholders at the AGM in fulfilment of the obligations of DGL under section 250R(2) of the Corporations Act.

3. Item 3 – Re-election of directors

(a) Re-election of Timothy Hosking

On 31 August 2023, Mr Timothy Hosking was appointed a Director by the Board. In accordance with clause 63.2 of DGL's constitution, a Director appointed by the Board holds office until the end of the next annual general meeting, at which the Director may be re-elected. Mr Hosking seeks re-election as a Director of DGL.

Mr Hosking has over 25 years' experience providing strategic, commercial and capital markets advice to public and private companies in Australia, UK and North America. He is a relationship driven, trusted strategic adviser to business owners, executives and boards, with extensive experience across a wide range of industries including industrials, technology, biotech, healthcare and financial services.

Mr Hosking was most recently Managing Director Investment Banking at Canaccord Genuity (Australia). Previous roles include Head of Strategy ANZ Institutional Bank, Director JP Morgan Australia, and Head of Strategy AXA Australia.

Mr Hosking is a graduate member of the Australian Institute of Company Directors and holds a Bachelor of Mechanical Engineering (Hons), and Bachelor of Economics (Accounting), from the University of Adelaide.

The Board has determined that Mr Hosking is an independent Director.

(b) Re-election of Mr John West

On 31 August 2023, Mr John West was appointed a Director by the Board. In accordance with clause 63.2 of DGL's constitution, a Director appointed by the Board holds office until the end of the next annual general meeting, at which the Director may be re-elected. Mr West seeks re-election as a Director of DGL.

Mr West has over 50 years' experience in the Transport and Logistics Industry and currently serves as Managing Director of John West Logistics Pty Ltd, which specialises in Contract Logistics, running a fleet of 200+ vehicles throughout Australia and New Zealand. John West Logistics is not in direct competition with DGL, and no conflict of interest will arise between the parties as a result of Mr West's appointment.

Mr West has and continues to participate in industry bodies and advisory councils including the Australian Trucking Association, the Australian Road Transport Industrial Organisation and National Road Transport association.

Mr West held a seat on the Queensland Rail board for five years and his input continues to be sought from time to time by Government and other advisory bodies or committees.

The Board has determined that Mr West is an independent Director.

Recommendation

The Directors (in each case with the relevant candidate abstaining) unanimously recommend that shareholders vote in favour of the respective re-election of each of the above candidates.



LODGE YOUR VOTE

ONLINE

https://investorcentre.linkgroup.com

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BY MAIL

DGL Group Limited C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia

BY FAX

+61 2 9287 0309

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BY HAND

Link Market Services Limited Parramatta Square, Level 22, Tower 6, 10 Darcy Street, Parramatta NSW 2150

① ALL

ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474



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PROXY FORM

I/We being a member(s) of DGL Group Limited and entitled to participate in and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at 10:00am (Melbourne time) on Tuesday, 14 November 2023 at RACV Club 501 Bourke Street Level 2, Bayside Room 4 Melbourne Victoria (the Meeting) and at any postponement or adjournment of the Meeting.

Important for Resolution 2: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 2, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an \boxtimes

Resolutions

For Against Abstain*

TEP 2

3(a) Re-election of Mr Timothy

Adoption of the Remuneration

Hosking as a Director of DGL

3(b) Re-election of Mr John West as a Director of DGL



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

SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual) Joint Shareholder 2 (Individual) Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary Director/Company Secretary (Delete one) Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. Please note: you cannot change ownership of your shares using this form.

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS - PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to participate in the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to participate in the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by 10:00am (Melbourne time) on Sunday, 12 November 2023, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

https://investorcentre.linkgroup.com

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link https://investorcentre.linkgroup.com into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

DGL Group Limited C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

*During business hours Monday to Friday (9:00am - 5:00pm)