

NOTICE
OF ANNUAL
GENERAL
MEETING 2024

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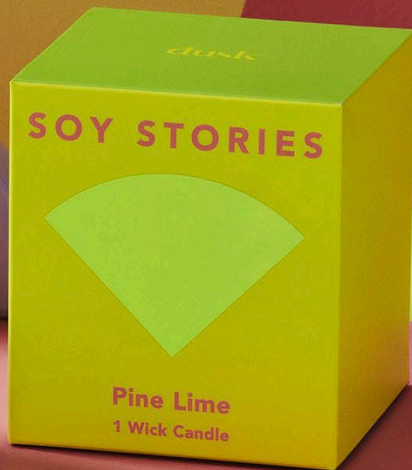


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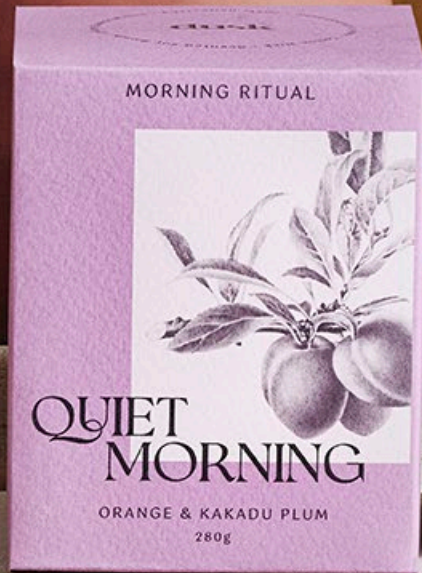
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the 2024 Annual General Meeting (**AGM or meeting**) of Dusk Group Limited (**dusk or the Company**) will be held in Room 2 on Level 1 at the Hilton Hotel, 488 George Street, Sydney at **10.30am (Sydney time) on Monday, 18 November 2024**.

Shareholders should monitor the Company's website and ASX announcements where updates will be provided if it becomes necessary or appropriate to make alternative arrangements for the holding or conduct of the AGM.



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AGENDA ITEMS

1. FINANCIAL REPORT, DIRECTORS' REPORT AND AUDITOR'S REPORT

To receive and consider the financial report, directors' report and auditor's report for the Company and its controlled entities for the year ended 30 June 2024.

2. RE-ELECTION OF DIRECTORS

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

- 2.1 That John Joyce, being eligible, be re-elected as a Director of the Company.
- 2.2 That Trent Peterson, being eligible, be re-elected as a Director of the Company.

3. ADOPTION OF REMUNERATION REPORT

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

That the Remuneration Report for the year ended 30 June 2024 be adopted.

Note: The vote on this resolution is advisory only and does not bind the Directors or the Company. A voting exclusion statement applies to this resolution (see section 2 of the notes relating to voting).

4. ISSUE OF PERFORMANCE RIGHTS TO CHIEF EXECUTIVE OFFICER AND MANAGING DIRECTOR

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

That approval is given for the purposes of ASX Listing Rule 10.14 and for all other purposes, for the grant of performance rights to the Chief Executive Officer and Managing Director, Vlad Yakubson, on the terms set out in the Explanatory Memorandum.

Note: A voting exclusion statement applies to this resolution (see section 2 of the notes relating to voting).

The notes relating to voting and the Explanatory Memorandum form part of this Notice of Meeting.

By Order of the Board

Gordon Squire
Chief Financial Officer and Company Secretary

18 October 2024

NOTES RELATING TO VOTING

1. ENTITLEMENT TO VOTE

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Board has determined that persons who are registered holders of shares in the Company as at 7.00pm (Sydney time) on Saturday, 16 November 2024 will be entitled to attend and vote at the AGM as a shareholder. Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

If more than one joint holder of shares is present at the AGM (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

All items of business set out in the Notice of Meeting will be decided by way of a poll. On a poll, shareholders have one vote for every fully paid ordinary share held (subject to the restrictions on voting referred to below).

2. VOTING EXCLUSIONS

Resolution 3

The Company will disregard any votes cast on resolution 3:

- by or on behalf of a member of the Company's key management personnel (**KMP**) whose remuneration details are included in the Company's Remuneration Report for the year ended 30 June 2024 or their closely related parties, regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the Company's KMP at the date of the meeting or their closely related parties,

unless the vote is cast as proxy for a person entitled to vote on resolution 3:

- in accordance with a direction as to how to vote in the proxy form; or
- by the Chair of the meeting pursuant to an express authorisation to exercise the proxy even though resolution 3 is connected with the remuneration of the Company's KMP.

Resolution 4

The Company will disregard any votes cast on resolution 4:

- in favour of the resolution by or on behalf of Vlad Yakubson or his associates, regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the Company's KMP on the date of the meeting or their closely related parties,

unless the vote is cast on resolution 4:

- as proxy or attorney for a person entitled to vote on the resolution in accordance with a direction given to the proxy or attorney to vote on the resolution in that way; or
- by the Chair of the meeting a proxy for a person entitled to vote on the resolution, in accordance with an express authorisation to exercise the proxy as the Chair decides; or
- by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

3. PROXIES

- a. A shareholder entitled to attend and vote at the AGM has a right to appoint a proxy to attend and vote instead of the shareholder. A proxy need not be a shareholder and can be either an individual or a body corporate. A shareholder can appoint a proxy by completing and returning a signed proxy form (see section 4 of these notes relating to voting and the proxy form).
- b. A shareholder that is entitled to cast two or more votes may appoint up to two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the shareholder's votes.
- c. If you wish to indicate how your proxy should vote, please mark the appropriate boxes on the proxy form. If you do not direct your proxy how to vote on a particular item of business, you are authorising your proxy to vote as they decide, subject to any applicable voting exclusions.
- d. Unless the Chair of the meeting is your proxy, members of the Company's KMP (which includes each of the Directors) will not be able to vote as proxy on resolutions 3 and 4 unless you direct them how to vote. If you intend to appoint any of those persons as your proxy, you should ensure that you direct that person how to vote on resolutions 3 and 4.
- e. If you intend to appoint the Chair of the meeting as your proxy, you can direct the Chair how to vote by marking the boxes for the relevant resolution on the proxy form (for example, if you wish to vote "for", "against" or to "abstain" from voting). However, if you do not mark a box next to resolutions 3 and 4, then by signing and submitting the proxy form, you will be expressly authorising the Chair to vote as he sees fit in respect of resolutions 3 and 4 even though they are connected with the remuneration of the Company's KMP.

f. On a poll, if:

- a shareholder has appointed a proxy (other than the Chair of the meeting) and the appointment of the proxy specifies the way the proxy is to vote on the resolution; and
- that shareholder's proxy is either not recorded as attending the meeting or does not vote on the resolution,

the Chair of the meeting will, before voting on the resolution closes, be taken to have been appointed as the proxy for the shareholder for the purposes of voting on that resolution and must vote in accordance with the written direction of that shareholder.

g. Please note that for proxies without voting instructions that are exercisable by the Chair of the meeting, the Chair intends to vote all available proxies in favour of each resolution.

4. PROXY FORM

To be effective a proxy form must be completed and received no later than **11.00am (Sydney time) on Saturday, 16 November 2024** in one of the following ways:

Online: www.investorvote.com.au

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

Facsimile: (within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

5. CORPORATE REPRESENTATIVES

A body corporate that is a shareholder, or which has been appointed as a proxy, may appoint an individual to act as its representative at the AGM. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative must ensure that the Company has received evidence of his or her appointment, including any authority under which it has been signed, prior to the start of the meeting, unless it has previously been given to the Company.

6. VOTING BY ATTORNEY

A shareholder entitled to attend and vote may appoint an attorney to act on his or her behalf at the AGM. An attorney may but need not be a member of the Company.

An attorney may not vote at the meeting unless the instrument appointing the attorney, and the authority under which the instrument is signed or a certified copy of the authority, are received by the Company in the same manner, and by the same time, as outlined above for proxy forms.

7. QUESTIONS FOR THE COMPANY BEFORE THE MEETING

Shareholders may submit written questions to the Company before the meeting. Any questions should be emailed to investorrelations@dusk.com.au by no later than 5.00pm (Sydney time) on Monday, 11 November 2024. The Chair will endeavour to address as many of the more frequently raised relevant questions as possible. However, there may not be sufficient time available at the meeting to address all of the questions raised. Please note that individual responses will not be sent to any shareholder.

8. QUESTIONS FOR THE AUDITOR BEFORE THE MEETING

Shareholders may submit written questions to the Company's auditor, regarding the content of the auditor's report or the conduct of its audit of the annual financial report for the year ended 30 June 2024.

Written questions must be received by the Company by no later than 5:00 pm (Sydney time) on Monday, 11 November 2024. Please send any written questions to investorrelations@dusk.com.au

The Company will make available to shareholders participating in the meeting a copy of the list of the relevant questions directed to the auditor that were received in writing. If written answers are tabled at the meeting, they will be made available to shareholders as soon as practicable after the meeting. The auditor is not required to provide individual responses to shareholders.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared to help shareholders understand the items of business at the forthcoming AGM.

1. FINANCIAL REPORT, DIRECTORS' REPORT AND AUDITOR'S REPORT

The Corporations Act requires the annual financial report of the Company for the year ended 30 June 2024 (which includes the financial statements, notes to the financial statements and Directors' declaration), and Directors' report and the auditor's report to be laid before the AGM.

Neither the Corporations Act nor the Company's Constitution requires a vote of shareholders on the reports. However, shareholders will be given an opportunity to raise questions or comment on the management of the Company.

A reasonable opportunity will also be given to shareholders as a whole at the meeting to ask the Company's auditor questions relevant to 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 relation to the conduct of the audit.

Shareholders can access a copy of the annual report on the Company's website at <https://investors.dusk.com.au>.

2. RE-ELECTION OF DIRECTOR

2.1 Re-election of John Joyce

John Joyce was appointed a Director of the Company in 2016. He brings to the Board extensive business development, sales and retail experience.

John has over 35 years' experience in senior management roles across a range of retailers and supermarkets. John previously held positions as CEO at Rebel Group and Managing Director at ALDI and currently runs his own independent advisory focused on retail and related businesses.

John has a MBA from Leeds University and is a member of the Remuneration Committee.

The Board considers John Joyce to be independent.

Recommendation

The Board (with John Joyce abstaining) recommends that shareholders vote **in favour** of John Joyce's re-election as a Director of the Company.

2.2 Re-election of Trent Peterson

Trent Peterson was appointed a Director of the Company in 2011. He brings to the Board extensive experience in finance and accounting, retailing and investment management

Trent has over 25 years' investment and private equity experience, focused primarily on businesses operating in consumer, retail and media sectors. Trent is Managing Director of Catalyst Investment Managers and the founder and Managing Director of Catalyst Direct Capital Management.

Trent qualified as a Chartered Accountant and graduated from The University of Melbourne with a Bachelor of Commerce and is the Chair of the Remuneration Committee and a member of the Audit and Risk Committee.

The Board considers that Trent Peterson is not independent as he is a director of, and minority investor in, certain entities and funds of Catalyst, which was a substantial shareholder of dusk within the prior 3 years.

Recommendation

The Board (with Trent Peterson abstaining) recommends that shareholders vote **in favour** of Trent Peterson's re-election as a Director of the Company.

3. ADOPTION OF REMUNERATION REPORT

Shareholders will have a reasonable opportunity at the meeting to ask questions about or make comments on the Remuneration Report. The Remuneration Report on pages 24 to 35 of the Company's 2024 Annual Report sets out the remuneration policies of the Company and reports on the remuneration arrangements in place for the Company's KMP during the year ended 30 June 2024.

As prescribed by the Corporations Act, the vote on the adoption of 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 and discussion at the meeting into account in setting remuneration policy for future years.

A voting exclusion statement applies to this resolution, as set out in the Notice of Meeting.

Recommendation

The Board recommends that shareholders vote **in favour** of the adoption of the Remuneration Report.

4. ISSUE OF PERFORMANCE RIGHTS TO CHIEF EXECUTIVE OFFICER AND MANAGING DIRECTOR

Pursuant to ASX Listing Rule 10.14, the Company is seeking shareholder approval for the grant of performance rights to Vlad Yakubson, the Chief Executive Officer and Managing Director (CEO), as his Long Term Incentive (LTI) award for FY24.

ASX Listing Rule 10.14 provides that a listed company must not issue securities to a Director under an employee incentive scheme unless it obtains the approval of its shareholders. As Mr Yakubson is an Executive Director of the Company, shareholder approval is being sought for this purpose.

If shareholder approval is obtained, the performance rights pursuant to resolution 4 will be granted under the Dusk Group Limited Equity Incentive Plan (the Plan) within 12 months of the meeting.

Key terms of the FY24 LTI grant

The LTI grant is designed to align the interests of the CEO with the interests of shareholders by providing the opportunity to receive an equity interest in the Company through the granting of performance rights.

The performance measures of the performance rights focus on outcomes that are in the reasonable control of management (e.g. Earnings Per Share), and over the long-term are expected to correlate strongly with the value created for shareholders.

It is proposed that Mr Yakubson be granted 401,447 performance rights. The number of performance rights to be granted has been calculated based on the 5-day volume weighted average price (VWAP) of the Company's shares following the day of release of the Company's FY24 annual results, being \$1.11. The total value of the grant is therefore \$444,000, which equates to approximately 80% of Mr Yakubson's fixed annual remuneration of \$555,000 in FY25.

The performance rights do not entitle Mr Yakubson to dividends or voting rights however shares allocated following the vesting and exercise of performance rights rank pari passu in all respects with other ordinary shares (including with respect to dividends and voting rights).

Performance Period

The performance period is 3 financial years from 1 July 2024 to 27 June 2027.

Vesting conditions

Service condition and escrow

For any performance rights to vest, the CEO must remain employed on a full time basis by dusk at the vesting date and have not given notice of his resignation.

The service condition will be tested on the vesting date for the performance rights, being 27 June 2027. Any shares awarded under the LTI will be subject to escrow until the announcement of the FY28 financial results.

Performance conditions

The performance rights will be subject to two separate performance conditions as follows:

- 70% will be subject to the Company achieving underlying Earnings Per Share (EPS) targets over the performance period (EPS Rights); and
- 30% will be subject to the Company achieving Total Shareholder Return (TSR) targets over the performance period (TSR Rights).

EPS performance condition

The EPS performance condition will be measured by reference to the Company's EPS for the financial year ended 27 June 2027.

EPS measures the underlying earnings generated by the Company attributable to each share on issue on a fully diluted basis.

The percentage of EPS Rights that vest, if any, will be determined by reference to the following vesting schedule:

EPS in FY27	Percentage of EPS Rights that vest
Less than 15 cents	Nil
Equal to 15 cents	30%
Between 15 and 22 cents	Straight line pro rata vesting between 30% and 100%
Equal to, or above, 22 cents	100%

TSR performance condition

The TSR performance condition is structured as an absolute TSR growth target, as determined by the Board. TSR combines both share price appreciation and dividends received to show the total return to shareholders with the result expressed as a percentage of the starting share price. The percentage is then converted into a compound annual growth rate (CAGR) over the relevant performance period.

Explanatory Memorandum *continued*

The starting share price for the TSR performance hurdle is \$1.11 representing the 5-day VWAP of the Company's shares following the day of release of the Company's FY24 annual results. The TSR closing price will be the 5-day VWAP of the Company's shares following the day of release of the Company's FY27 annual results.

The percentage of TSR Rights that vest, if any, will be determined by reference to the following vesting schedule:

TSR over the performance period	Percentage of TSR Rights that vest
Less than 5% per annum	Nil
Equal to 5% per annum	30%
Between 5% and 15% per annum	Straight line pro rata vesting between 30% and 100%
Equal to, or above, 15% per annum	100%

Testing of the vesting conditions

Testing of the vesting conditions will occur at the end of the performance period. Calculation of the vesting conditions and achievement against the vesting conditions will be determined by the Board in its absolute discretion, having regard to any matters that it considers relevant (including any adjustments for unusual or non-recurring items that the Board considers appropriate).

Any performance rights that remain unvested at the end of the performance period will lapse (subject to Board discretion).

Cessation of employment

Where the employment of the CEO is terminated for cause or if he resigns, all performance rights will lapse, unless otherwise determined by the Board.

In all other circumstances, unless the Board determines otherwise, a pro rata portion of the performance rights (calculated based on the portion of the performance period that has elapsed up until the date employment ceases) will remain on foot and be tested in the ordinary course, as though Mr Yakubson had not ceased employment.

Change of control

If a change of control event occurs with respect to the Company, the Board may determine, in its discretion, the manner in which all performance rights will be dealt with. This may include determining that some or all of the performance rights will vest, lapse or remain on foot.

Clawback

The Board has broad "clawback" powers to determine that performance rights lapse, any shares allocated on vesting of performance rights are forfeited or that amounts are to be repaid in certain circumstances (for example, in the case of serious misconduct).

Restrictions on dealing

The CEO must not sell, transfer, encumber, hedge or otherwise deal with performance rights.

The CEO will be free to deal with the shares allocated on vesting of the performance rights, subject to the requirements of the Company's Securities Dealing Policy.

Additional information provided in accordance with ASX Listing Rules

- Mr Yakubson's total remuneration package as at 18 October 2024 is \$1,054,500, comprising 52.6% as total fixed remuneration (inclusive of superannuation) and 47.4% as the maximum amount he can earn as variable remuneration.
- As the performance rights form part of Mr Yakubson's remuneration they are granted at nil consideration.
- No loan will be provided to Mr Yakubson in relation to the performance rights.
- The Company uses performance rights because they seek to align the interests of executives and shareholders in creating long-term shareholder value but do not provide the executive with the full benefits of share ownership (such as dividend or voting rights) unless they vest.
- If shareholder approval is not obtained, the Board will consider alternative arrangements to appropriately remunerate and incentivise Mr Yakubson.
- No securities have previously been issued to Mr Yakubson under the Plan.
- Details of any performance rights or shares issued under the Plan will be published in the Company's Annual Report relating to the period in which they were issued, along with a statement that approval for this issue was obtained under ASX Listing Rule 10.14.
- Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after the resolution is approved and who are not named in this Notice of Meeting will not participate until approval is obtained under ASX Listing Rule 10.14.

Recommendation

The Board (with Vlad Yakubson abstaining) unanimously recommends that shareholders vote **in favour** of the grant of performance rights to Vlad Yakubson.

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