

ASX Announcement



15 October 2021

Notice of AGM & Proxy Form

Leading Australian drilling services company DDH1 Limited (**ASX: DDH**) (**DDH** or the **Company**) today releases its Notice of Meetings and Proxy Form in relation to the 2021 Annual General Meetings (**AGM**) of shareholders of DDH1 Limited, to be held as hybrid on **Thursday, 18 November 2021 at 10:30am (Perth time) at Level 8 Exchange Tower, 2 The Esplanade, Perth, Western Australia.**

This is DDH1's first AGM since DDH1 successfully listed on the Australian Securities Exchange.

To give shareholders a reasonable opportunity to participate, shareholders may attend the AGM either in person or in real time virtually using the online platform. To use the platform, shareholders can access the online platform at: <https://web.lumiagm.com/328892024>

Shareholders who elected to receive their Notice of Meeting electronically will receive an email today with a link to the Notice of Meetings, and a Notice and Access Letter will be despatched by post to all other shareholders.

The Notice of Meeting, sample Proxy Form and sample Notice and Access Letter are attached.

The Notice of Meeting and other information in relation to DDH1's 2021 AGM is available on DDH1's website at www.ddh1.com.au/investors/

This ASX announcement has been authorised for release by Sy van Dyk, Managing Director & CEO

For further information, please contact:

Sy Van Dyk

Managing Director & CEO

DDH1 Limited

(08) 9435 1700

investor.relations@ddh1.com.au

About DDH1 Limited

DDH1 Limited, which is listed on Australian Securities Exchange with the ASX ticker DDH, is a profitable Australian drilling company servicing the mining and exploration sectors. Based in Perth, Western Australia, and led by an experienced and respected management team, DDH1 is an industry leader in deep hole directional drilling.

DDH1 employs around 1,000 people and operates a fleet of 99 modern and highly specified drill rigs across its three brands – DDH1 Drilling, Ranger Drilling and Strike Drilling – to offer clients the full suite of specialised drilling services. Included in the fleet line-up are dual-purpose rigs able to perform air core and reverse circulation (RC) – a precursor for drilling deeper – and diamond core drilling to enable clients to secure high-quality mineral samples.

Central to DDH1's strategic approach is the pursuit of long-term relationships with clients, built on quality drilling services and a deep understanding of their business needs.

For more information, please visit www.ddh1.com.au

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HEAD OFFICE
21 Baile Road
Canning Vale WA 6155
P (08) 9435 1700

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DDH1 LIMITED
ABN 48 636 677 088

Notice of 2021 Annual General Meeting

Thursday 18 November 2021



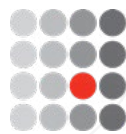
ABOUT DDH1

DDH1 Limited (ASX: DDH) is a profitable Australian drilling company servicing the mining and exploration sectors. Based in Perth, Western Australia, and led by an experienced and respected management team, DDH1 is an industry leader in deep hole directional drilling as well as reverse circulation and air core drilling.

As at June 30, DDH1 employed 997 people and operated a fleet of 98 modern and highly specified drill rigs across three brands – DDH1 Drilling, Ranger Drilling and Strike Drilling – to offer customers the full suite of specialised drilling services.

Central to DDH1's strategic approach is the pursuit of long-term relationships with customers, built on quality drilling services and a deep understanding of their business needs.

OUR BRANDS



DDH1
DRILLING



RANGER
DRILLING

strike
DRILLING

OUR MISSION

To provide a matrix of drilling technologies to obtain spatially accurate representative geological information for the discovery, assessment and extension of economic mineral occurrences.



OUR STRATEGY IS THE PURSUIT OF LONG-TERM RELATIONSHIPS WITH CUSTOMERS

Your Invitation to Attend Our First Annual General Meeting of Shareholders

Dear Shareholder,

On behalf of the Board of Directors, I am pleased to invite you to the 2021 Annual General Meeting (AGM) of DDH1 Limited (DDH1). This is our first AGM since DDH1 successfully listed on the Australian Securities Exchange (ASX) on 9 March 2021.

The AGM will be held on **Thursday, 18 November 2021 at 10:30am (Perth time)** at Level 8 Exchange Tower, 2 The Esplanade, Perth, Western Australia.



The health and safety of our shareholders, employees and the wider community is of paramount importance to DDH1. In light of the continued uncertainty and potential health risks associated with the COVID-19 pandemic and as our AGM will include a physical meeting, we ask that attendees observe social distancing and any other government requirements that apply based on the COVID-19 situation at the time. If it becomes necessary or appropriate to make alternative arrangements for the meeting, we will provide further information through the ASX Market Announcements Platform.

We are also providing shareholders who are unable to join us in-person at the AGM with the ability to participate in the AGM via an online platform that will allow shareholders to listen to the meeting, submit questions and vote in real time online.

We encourage shareholders to vote and submit questions in advance of the meeting. Further details are set out in this Notice of Meeting and the accompanying guide on participating in the AGM and voting.

At the AGM, our Managing Director and CEO, Sy van Dyk, will provide an update on DDH1's strategy, operations and performance. Further information on the Company's performance is also provided in our 2021 Annual Report, which is available on DDH1's website DDH1.com.au/investors/

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

Yours sincerely,



Diane Smith-Gander AO

Chairperson

15 October 2021

KEY DATES

Deadline for lodgement of voting instructions

10:30am (Perth time) on Tuesday, 16 November 2021

Determination of voting eligibility

4:00pm (Perth time) on Tuesday, 16 November 2021

Annual General Meeting

10:30am (Perth time) on Thursday, 18 November 2021

QUERIES

If you have any queries regarding the matters contained in the Meeting documents, please call the Company Secretary on +61 8 9435 1700

LOCATION OF MEETING





Participating at the AGM

The DDH1 Limited (Company) Annual General Meeting (AGM) will be held at **10:30am (Perth time) on Thursday, 18 November 2021, at Level 8 Exchange Tower, 2 The Esplanade, Perth, Western Australia.**

In response to Government restrictions and the potential health risks arising from the ongoing COVID-19 pandemic, the AGM will be held as a physical meeting in Perth, Western Australia and virtually through an online platform.

Appropriate social distancing measures will be in place to comply with applicable restrictions for physical gatherings. If you attend the AGM in person, you will be required to adhere to COVID-19 protocols in place at the time of the Meeting.

As the situation regarding the management of COVID-19 continues to evolve, Shareholders are encouraged to monitor the Company's website and ASX announcements for any further updates in relation to the arrangements for the AGM.

If it becomes necessary to make alternative arrangements for holding the AGM, the Company will give Shareholders as much notice as practicable.

How to Participate in the AGM Online

To give Shareholders a reasonable opportunity to participate, Shareholders may attend the AGM in real time virtually using the online platform. To use the platform, you will require a computer, tablet or mobile device with an internet connection.

You can access the online platform from your device by entering the following URL address in your web browser: <https://web.lumiagm.com/328892024>

The online platform will enable Shareholders to:

- view the AGM presentation materials and listen to the AGM live;
- ask questions and make comments online during the AGM; and
- vote in real time on resolutions, which will be conducted by a Poll.

Important information: To participate and vote online, you will need your Security Holder Number (SRN) and postcode. If participating online, Shareholders should register at least 15 minutes before the meeting.

How to Submit Your Vote in Advance of the Meeting

Shareholders may also appoint a proxy to vote on their behalf through the voting website investorvote.com.au

Proxy votes must be received by **10:30am (Perth time) on Tuesday, 16 November 2021.**

Instructions on how to appoint a proxy are available at investorvote.com.au and under "Voting by Proxy" on page 5 of this Notice.

How to Ask Questions – Before and at the AGM

The Company is committed to making sure that all Shareholders have a reasonable opportunity to participate in the Shareholder meetings.

Questions can be submitted in advance of the meeting by emailing questions to DDH1's Company Secretary at investor.relations@DDH1.com.au

Shareholders can also ask questions on the day of the AGM.

Written questions (including questions to the Auditor) should be submitted no later than the fifth business day before the AGM, being Thursday, 11 November 2021. Written questions to the Auditor should relate to the content of the Auditor's Report and the conduct of the Audit. The Auditor will also be in attendance at the AGM.

The Chairperson of the AGM will endeavour to address as many of the more frequently raised relevant questions and comments as possible during the course of the AGM. However, there may not be sufficient time available at the AGM to address all the questions and comments raised.

Please note that individual responses will not be sent to Shareholders.



How to Vote at the AGM

Eligibility to Vote

Pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Directors have determined that the shareholding of each Shareholder for the purpose of ascertaining voting entitlements for the AGM will be as it appears in the Company's share register at **4:00pm (Perth time) on Tuesday, 16 November 2021**

A Shareholder can attend and vote at the Meeting (in person or online). Alternatively, Shareholders may appoint a proxy to attend and vote at the AGM. See below **Voting by Proxy**.

All Resolutions will be Conducted by Poll

Voting on all resolutions will be conducted by a poll as determined by the Chairperson of the Meeting, subject to the requirements of the Corporations Act and the Company's Constitution.

The Chairperson of the Meeting will open the poll at the beginning of the Meeting, and the poll will remain open until declared closed at the end of the Meeting.

Voting by Corporate Representatives

Any corporate Shareholder wanting to appoint a person to act as its representative at the AGM must provide Computershare Investor Services Pty Limited (Computershare) with a formal notice of appointment signed as required by section 127 of the Corporations Act or the constitution of the corporation in advance of the meetings. A form of notice of appointment can be obtained from Computershare or downloaded from investorvote.com.au

Voting by Proxy

A Shareholder can appoint a representative or the Chairperson as a proxy to vote for the Shareholder. A representative can be a natural person and does not need to be a Shareholder of the Company.

If the representative is a proxy, the proxy can be appointed in respect of some or all of the votes held by the Shareholder. A Shareholder can appoint two proxies and specify the proportion or number of votes each proxy is appointed to exercise. If the proportion or number of votes is not specified, each proxy may exercise half the votes. On a poll, each proxy may only exercise votes in respect of those voting rights the proxy represents.

Online: All Shareholders can appoint a proxy to vote on their behalf online at investorvote.com.au by following the instructions set out on the website. Shareholders who elected to receive their Notice of Meeting electronically will have received an email with a link to the Computershare site.

For all other Shareholders, you will receive a letter by direct mail with instructions on how to vote online, which includes a specific six-digit Control Number to vote online.

To take effect, the proxy appointment must be received by Computershare no later than **10.30am (Perth time) on Tuesday, 16 November 2021**.

By mail: If Shareholders are unable to complete an online proxy appointment, a proxy form can be requested by contacting Computershare on 1300 360 146 (within Australia) or +61 (03) 9415 4315 (overseas). Completed proxy forms (together with any authority under which the proxy was signed or a certified copy of the authority) must be returned to Computershare no later than **10.30am Perth time on Tuesday, 16 November 2021**. The proxy form and authority must be returned as set out below:

- **by post to:** Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria, Australia 3001, or
- **by facsimile to:** Computershare Investor Services Pty Limited 1800 783 447 (within Australia) or +613 9473 2555 (outside Australia).

Voting Exclusions

Certain voting restrictions apply to resolution 1 (adoption of Remuneration Report) and resolution 4 (grant of Performance Rights to the Managing Director & CEO). If you wish to appoint a member of the KMP (which includes each of the directors and the Chairperson) as your proxy or attorney, please read the voting exclusions carefully. Shareholders are encouraged to direct their proxies on how to vote.

How the Chairperson Intends to Vote Available Proxies

The Chairperson of the Meeting intends to vote all available proxies in favour of the resolutions set out in this Notice. Any directed proxies that are not voted on a poll at the Meeting will automatically default to the Chairperson of the Meeting, who is required to vote proxies as directed.

Notice of Annual General Meeting 2021

Notice is hereby given that the first Annual General Meeting of Shareholders of DDH1 Limited will be held on Thursday, 18 November 2021 at 10.30am (Perth time) at Level 8 Exchange Tower, 2 The Esplanade, Perth, Western Australia.

In order to facilitate Shareholder participation in the Meeting, the Board has determined, in accordance with rule 5.2 of the Company's constitution, that Shareholders shall also be able to participate in the Meeting through the online platform at <https://web.lumiagm.com/328892024> (Online Platform). Shareholders who participate in the Meeting via the Online Platform will be able to view the Meeting live, lodge a direct vote in real time and ask questions online.

Items of Business

Financial Reports

To receive and consider the Financial Report, Directors' Report, and Auditor's Report contained within DDH1's Annual Report for the year ended 30 June 2021.

No vote is required on this item.

Resolution 1 - Adoption of the Remuneration Report

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

"That the Remuneration Report for the year ended 30 June 2021 be adopted."

Voting restrictions apply to this resolution (see page 7). The vote on this resolution is advisory only and does not bind the Directors or the Company.

Resolution 2 - Approve Appointment of Auditor

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

"That Deloitte is appointed as Auditor of the Company."

Resolution 3 - To Re-Elect Mr Alan Broome AM as a Director

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

"That Mr Alan Broome, a Director of the Company who retires in accordance with Rule 6.1(f) of the Company's Constitution and Listing Rule 14.4, and being eligible, is re-elected as a Director of the Company."

Resolution 4 - Grant of Performance Rights to the Managing Director & CEO, Mr Sy van Dyk

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

"That approval is given for the purposes of ASX Listing Rule 10.14 and all other purposes, for the grant to the Managing Director & CEO, Mr Sy van Dyk of 204,545 Performance Rights under the DDH1 Long-Term Incentive Plan, on the terms summarised in the Explanatory Notes."

Voting restrictions apply to this resolution (see page 7).

Other Business

To transact any other business that may be appropriately brought before the AGM in accordance with the Company's Constitution or the law.

Explanatory Notes

This Notice should be read in conjunction with the Explanatory Notes on pages 8 to 14, which provides further information on each of the business items. The Explanatory Notes form part of this Notice. Terms and abbreviations used in this Notice and Explanatory Notes are defined in the definitions section on page 14.

By order of the Board



Diane Smith-Gander AO

15 October 2021

Notice of Annual General Meeting 2021 continued

Voting Exclusions Statement

Resolution 1 – Adoption of the Remuneration Report

Voting Prohibition: A vote on resolution 1 must not be cast (in any capacity):

- a) by or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member, regardless of the capacity in which the vote is cast; or
- b) by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, votes will not be disregarded if they are cast as a proxy for a person entitled to vote on resolution 1 in accordance with a direction as to how to vote on the proxy.

The restriction on voting undirected proxies does not apply to the Chairperson of the Meeting acting as proxy for a person entitled to vote on resolution 1 because DDH1's proxy appointment expressly authorises the Chairperson of the Meeting to exercise undirected proxies.

Resolution 4 - Grant of FY20 Performance Rights to Managing Director & CEO, Mr Sy van Dyk

Voting Prohibition: A vote on resolution 4 must not be cast (in any capacity):

- a) by or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member, regardless of the capacity in which the vote is cast; or
- b) by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, votes will not be disregarded if they are cast as a proxy for a person entitled to vote on resolution 4 in accordance with a direction as to how to vote on the proxy.

The restriction on voting undirected proxies does not apply to the Chairperson of the Meeting acting as proxy for a person entitled to vote on resolution 4 because the Company's proxy appointment expressly authorises the Chairperson of the Meeting to exercise undirected proxies.

Voting Exclusion: The Company will disregard any votes cast in favour of resolution 4 by Mr Sy Van Dyk, his nominee, or any associates.

However, this does not apply to a vote cast in favour of the resolution by:

- a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- b) the Chairperson of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairperson to vote on the resolution as the Chairperson decides; or
- c) a holder acting solely in a nominee, trustee or custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Technical Difficulties and Future Alternative Arrangements

Technical difficulties may arise during the course of the Meeting. The Chairperson has discretion as to whether and how the Meeting should proceed if a technical difficulty arises. In exercising this discretion, the Chairperson will have regard to the number of Shareholders impacted and the extent to which participation in the business of the AGM is affected.

Where the Chairperson considers it appropriate, the Chairperson may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions.

For this reason, Shareholders are encouraged to appoint a proxy and submit a directed proxy vote, even if they plan to participate in the meetings online.

If it becomes necessary to make further alternative arrangements for holding the AGM, the Company will give Shareholders as much notice as practicable.

Explanatory Notes

This Explanatory Note has been prepared for Shareholders to outline information concerning the resolutions and assist Shareholders in assessing the merits of approving the proposed resolutions in the Notice.

The Directors recommend that Shareholders read this Explanatory Note in full before making any decision in relation to the resolutions.

Terms and abbreviations used in this Explanatory Notes are defined in the definitions section on page 14.

Financial Statements and Reports

In accordance with the Corporations Act, the Financial Report and the Directors' and Auditor's Reports for the year ended 30 June 2021 will be put before the Annual General Meeting. These reports are contained within the Company's 2021 Annual Report.

This is the Company's first Annual Report since its public listing on the ASX on 9 March 2021.

The 2021 Annual Report is available at DDH1.com.au/investors/

At the Meeting, the Chairperson will give Shareholders a reasonable opportunity to ask questions about and make comments on these reports.

The Auditor, Deloitte, will also be available at the Meeting, and a reasonable opportunity will be given to Shareholders to ask questions of the Auditor relevant to the conduct of the Audit, the preparation and content of the Auditor's Report, the accounting policies adopted in relation to the preparation of the financial statements, and the independence of the Auditor in relation to the conduct of the Audit. Shareholders may also submit written questions to the Auditor on the content of the Auditor's Report or the conduct of its Audit for the year ended 30 June 2021. Such questions must be received by no later than Thursday, 11 November 2021. The Auditor is not required to provide written answers.

There is no requirement for a formal resolution on this matter. Accordingly, there will be no vote put to this Meeting.

Resolution 1 – Adoption of the Remuneration Report

In accordance with section 250R of the Corporations Act, Shareholders are asked to consider and vote on the adoption of the Remuneration Report for the year ended 30 June 2021, as presented on pages 77 to 95 of DDH1's 2021 Annual Report. This is the Company's first Remuneration Report since its public listing on the ASX on 9 March 2021.

The Remuneration Report contains information about the remuneration policy of the Company and the remuneration arrangements for Non-Executive Directors, the Managing Director and other Key Management Personnel for the financial year ended 30 June 2021.

At the Meeting, the Chairperson will give Shareholders a reasonable opportunity to ask questions about and make comments on the Remuneration Report.

The vote on the adoption of the Remuneration Report is advisory only and does not bind the Company or its Directors. However, the Board will actively consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing remuneration policies and practices for future years.

Board Recommendation – The Directors unanimously recommend that Shareholders vote in favour of resolution 1, the adoption of the Remuneration Report.

The Chairperson intends to vote undirected proxies in favour of resolution 1.

Resolution 2: Appointment of Auditor

On 15 October 2019, in accordance with section 327A (1) of the Corporations Act, the Board appointed Deloitte as Auditor of the Company.

In accordance with section 327A (2) of the Corporations Act, Deloitte holds office as Auditor of the Company until the Company's first annual general meeting, being the Meeting the subject of this Notice.

In accordance with sections 327A and 327B of the Corporations Act, resolution 2 proposes that Shareholders now approve the appointment of Deloitte as the Auditor of the Company from the date of the AGM.

As required by section 328A (1) of the Corporations Act 2001, Deloitte has consented to act as Auditor of the Company.

As required by section 328B of the Corporations Act, notice in writing nominating Deloitte as the Company's Auditor has been given to the Company by a Shareholder. A copy of the nomination is attached in **Annexure A**.

Board Recommendation – The Board recommends that shareholders vote in favour of resolution 2, the appointment of Deloitte as the Company's Auditor.

The Chairperson intends to vote undirected proxies in favour of resolution 2.

Resolution 3 – Re-election of Mr Alan Broome AM as a Director

Mr Alan Broome retires in accordance with rule 6.1(f) of the Company's Constitution and ASX Listing Rule 14.4 and, being eligible, offers himself for re-election.

Mr Broome was appointed a director on 8 October 2019. He is also Chair of the Audit & Risk Committee.



Alan Broome AM

Independent Non-Executive Director

Qualifications: I.Eng, FAusIMM, FAICD, FIMMM, FICME, CFInstD (NZ)

Mr Broome has over 40 years of experience in the metals, mining, and energy industries, accumulated through involvement with mining technology companies, government agencies and major international mining companies in promoting Australian mining and developing global trade.

He is a fellow of the Australasian Institute of Mining and Metallurgy and the Australian Institute of Company Directors and a chartered fellow of the Institute of Directors New Zealand.

The Commonwealth awarded Mr Broome an Order of Australia (AM) for services to the mining technology sector.

Mr Broome is currently Chairperson of New Age Exploration Ltd, Strategic Minerals Plc and Mustang Energy Plc. He is also a Non-Executive Director of several Australian mining technology companies, including Micromine Pty Ltd, UON Pty Ltd, Interlate Pty Ltd, Tait Asia Pacific Pty Ltd and Nuenz NZ Ltd.

Board Recommendation – On the basis of Mr Broome's qualifications, experience, and contributions to the Board's activities, the Directors (with Mr Broome abstaining) unanimously recommend that Shareholders vote in favour of resolution 3, the re-election of Mr Broome.

Resolution 4 – Issue of Performance Rights to Managing Director & CEO, Mr Sy van Dyk

Background

Shareholder approval is being sought for the proposed grant of 204,545 Performance Rights to the Managing Director and CEO, Mr Sy van Dyk, under the Company's Long-Term Incentive Plan on the terms set out below.

The Board considers that the issue of proposed Performance Rights to Mr Van Dyk is in the Company's interests as it further aligns the interests of Mr Van Dyk with the interests of Shareholders to maximise Shareholder value. The grant of Performance Rights forms part of the Company's remuneration strategy, which seeks to build a performance-oriented culture that:

- supports the achievement of the Company's strategic vision, growth and progression as one of Australia's leading drilling companies; and
- attracts, retains and motivates executives by providing market competitive fixed remuneration and incentives.

The proposed grant of Performance Rights forms part of Mr Van Dyk's remuneration package for the financial year ended 30 June 2022.

If Shareholders' approval is obtained, it is anticipated that the Performance Rights will be granted to Mr Van Dyk shortly after the Meeting.

Long-Term Incentive Plan

The Performance Rights will be granted under, and subject to, the Company's Long-Term Incentive Plan.

The Company's Long-Term Incentive Plan provides executives with the opportunity to earn variable awards through the achievement of performance targets over the relevant performance period. The Plan is designed to reward executives for long-term performance, encourage shareholding and deliver long-term value creation for all Shareholders.

Performance Rights do not provide the full benefits of ownership (such as dividends and voting rights) unless the Performance Rights vest and Shares are allocated to Mr Van Dyk.

If the performance conditions are satisfied, the Performance Rights will automatically vest. The Board has the discretion to grant cash payments of equivalent value at the end of the performance period, however, it is the Board's current intention to settle any vested Performance Rights in DDH1 Shares.

Summary of the Material Terms of Performance Rights

Each Performance Right proposed to be granted to Mr Van Dyk will give him the right to receive one Share in DDH1 subject to the Performance Right vesting at the end of a three-year performance period beginning on 1 July 2021 and ending on 30 June 2024 (Performance Period).

The number of Performance Rights to be granted is calculated based on Mr Van Dyk's maximum long-term incentive opportunity (\$225,000) divided by the \$1.10 per Share being the closing price of DDH1 Shares on 22 July 2021.

No value will be received if the performance conditions are not met, or the Performance Rights otherwise lapse.

Performance Conditions

The Performance Rights are subject to achievement of two performance conditions comprising Earnings Per Share (EPS) and Total Shareholder Return (TSR).

EPS is a measure of the Company's profitability after tax divided by the number of Shares it has outstanding. EPS indicates how much money the Company makes for each Share held and is a widely used metric for estimating corporate value.

TSR is a measure of the performance of the Company's Shares over a defined period. It combines, over a defined period, share price appreciation and dividends paid to show the total return to the Shareholders expressed as a percentage. The use of TSR is well accepted by the market.

The Performance Rights will be weighted as follows:

- 70% of the Performance Rights will be subject to a performance measure based on the Company's EPS compound annual growth rate (CAGR) over the Performance Period (EPS Performance Rights); and
- 30% of the Performance Rights will be subject to a TSR performance measure over the three-year Performance Period (TSR Performance Rights).

Performance Conditions - EPS Performance Rights

The EPS CAGR that must be met for 100% of the EPS Performance Rights to vest has been set by the Board at 20% with straight line pro-rata vesting between the threshold of 7.5% and stretch of 20% EPS CAGR.

Details of the vesting schedule for EPS Performance Rights are set out below:

EPS CAGR over the 3 year Performance Period	% of EPS Performance Rights that Vest
Less than 7.5% EPS CAGR	Nil
At 7.5% EPS CAGR	33%
Between 7.5% and 20% EPS CAGR	Straight line pro-rata between 33% and 100%
At or above 20% EPS CAGR	100%

EPS is calculated using statutory net profit after tax (NPAT) divided by the weighted average number of Shares on issue.

Performance Conditions - TSR Performance Rights

The TSR CAGR that must be met for 100% of the TSR Performance Rights to vest has been set by the Board at 25% with straight line pro-rata vesting in between the threshold of 15% and stretch of 25% TSR CAGR.

Details of the vesting schedule for TSR Performance Rights are set out below:

TSR CAGR over the 3 year Performance Period	% of TSR Performance Rights that Vest
Less than 15% TSR CAGR	Nil
At 15% TSR CAGR	50%
Between 15% and 25% TSR CAGR	Straight line pro-rata between 50% and 100%
At or above 25% TSR CAGR	100%

Vesting of Performance Rights

The Board will assess the Company's overall performance at the end of the Performance Period and determine the extent of the vesting of the Performance Rights.

The Performance Rights lapse if the performance conditions are not met at the end of the relevant Performance Period.

There is no re-testing of Performance Rights after the vesting date.

Exercise of vested Performance Rights

Vested Performance Rights can be exercised into Shares at any time from the date of the relevant vesting date and ten years after the grant date.

Treatment of Performance Rights on cessation of employment

If Mr Van Dyk resigns or his employment is terminated for cause before the vesting date, all of his unvested Performance Rights will lapse (unless the Board determines otherwise).

If Mr Van Dyk ceases employment after the Performance Rights have vested but not been exercised, he may continue to hold the vested Performance Rights depending on the circumstances of cessation of employment.

Takeover or other change of control of DDH1

In the event of a takeover or other change of control, the Board may decide that some or all unvested Performance Rights will vest or lapse. In determining whether to exercise its discretion, the Board may have regard to any circumstances it considers appropriate.

Board Discretions

Under the Long-Term Incentive Plan rules governing the Plan, the Board has a number of other discretions in relation to Performance Rights. This includes the ability to exercise malus and clawback powers and to amend the terms applying to Performance Rights in certain circumstances.

The Board also has the discretion to reduce or waive in whole or in part the performance conditions, including or excluding any items from earnings or calculations or to take into account unforeseen circumstances.

ASX Listing Rule 10.14

ASX Listing Rule 10.14 provides that, subject to certain exceptions, a listed company must not permit a Director (or certain other persons) to acquire equity securities under an employee incentive scheme unless it obtains the approval of its Shareholders.

The proposed grant of Performance Rights and the subsequent acquisition of Shares by Mr Van Dyk falls within ASX Listing Rule 10.14 and therefore requires Shareholders' approval unless an exception applies.

It is currently intended that the Company will purchase the Shares required to satisfy any award that vests in respect of the Performance Rights on-market and ASX Listing Rule 10.16 provides that ASX Listing Rule 10.14 does not apply to securities purchased on-market by, or on behalf of, Directors or their associates under an employee incentive scheme, where the terms of the scheme permit such purchases (as is the case under the terms of the Long-Term Incentive Plan). Accordingly, the Company is not required to seek Shareholder approval in respect of the proposed grant of Performance Rights to, and subsequent acquisition of Shares by, Mr Van Dyk. However, in the interests of good governance, transparency, and to preserve flexibility in case, for any reason, it is ultimately considered in the Company's best interests to issue new Shares, rather than acquire them on-market, resolution 4 seeks Shareholder approval in respect of the grant of 204,545 Performance Rights to Mr Van Dyk, and the subsequent issue, transfer or allocation of, and acquisition by Mr Van Dyk of Shares in respect of those Performance Rights, under the Long-Term Incentive Plan for the purposes of ASX Listing Rule 10.14 and all other purposes.

Information Required by ASX Listing Rule 10.15

For the purposes of the Shareholder approval sought under ASX Listing Rule 10.14 and in accordance with the requirements of ASX Listing Rule 10.15 and for all other purposes, the following information is provided to Shareholders in respect of the proposed grant of Performance Rights.

- a) The person to acquire the Performance Rights under the Long-Term Incentive Plan is Mr Sy Van Dyk.
- b) Mr Van Dyk, being Managing Director & CEO of the Company, falls within Listing Rule 10.14.1.
- c) Mr Van Dyk will acquire a maximum of 204,545 Performance Rights under the Long-Term Incentive Plan, which may vest into a maximum of 204,545 Shares after they vest and are exercised by Mr Van Dyk.
- d) Mr Van Dyk's current total remuneration package is set out below and in the Company's FY21 Remuneration Report.
- e) As of the date of this Notice, 204,545 Performance Rights were granted under the Long-Term Incentive Plan on 5 March 2021 (before the Company's ASX listing) to Mr Van Dyk for nil cash consideration. These Performance Rights vest subject to achievement of defined performance conditions over

the performance period 9 March 2021 to 30 June 2023.

- f) The proposed grant of Performance Rights is being used as an incentive, motivation, and retention tool for Mr Van Dyk to link remuneration to performance. Performance Rights are used because they provide greater alignment with Shareholders' interests by requiring that the Performance Rights are held until they vest and are exercised into Shares. Use of Performance Rights also provides the Board with the opportunity to consider clawback when approving vesting at the time when the Performance Rights become eligible to vest.
- g) The indicative total value of the Performance Rights to be issued to Mr Van Dyk is \$225,000, based on the market value of DDH1 Shares of \$1.10 per Share, which was the closing price of DDH1 Shares on 22 July 2021.
- h) It is proposed that Mr Van Dyk be issued the Performance Rights as soon as practicable after the date of the Meeting, or no later than 12 months after the date of the Meeting or such longer period as ASX allows.
- i) Subject to the terms of the Company's Long-Term Incentive Plan, the satisfaction of performance conditions and other conditions attached to Performance Rights, each Performance Right entitles Mr Van Dyk to be issued, transferred, or allocated one Share in the Company for nil consideration. Under the Long-Term Incentive Plan, Shares will only be issued, transferred, or allocated to Mr Van Dyk (and value received) upon the vesting of relevant Performance Rights and exercise into Shares. Under the terms of the Long-Term Incentive Plan, the Shares to be provided on vesting and exercise of the Performance Rights may be issued by the Company or acquired on-market by the Company (or any trustee of the Plan) and transferred or allocated to the holder of the Performance Right.
- j) A summary of the material terms of the Long-Term Incentive Plan and the Performance Rights is set out above.
- k) No loan will be provided in relation to the acquisition of the Performance Rights.
- l) Mr Van Dyk is the only director currently eligible to participate in the Long-Term Incentive Plan. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Performance Rights under the Long-Term Incentive Plan after the resolution is approved and who were not named in the Notice will not participate until approval is obtained under that rule.
- m) Details of any Performance Rights issued to Mr Van Dyk will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.

Mr Van Dyk is prohibited from hedging the security price exposure in respect of Performance Rights during the performance period applicable to those Performance Rights.

If approval is given under Listing Rule 10.14, approval is not required under Listing Rule 7.1.

Total Remuneration Package for Mr Van Dyk

The ASX Listing Rules require this Notice to include details of Mr Van Dyk's current total remuneration package.

Mr Van Dyk's remuneration package for the financial year ending 30 June 2022 is:

- Fixed remuneration of \$450,000 plus statutory superannuation of \$23,568;
- Short-Term incentive maximum opportunity (at-risk) of \$270,000 (60% of fixed remuneration); and
- Long-Term maximum incentive opportunity (at-risk) of \$225,000 (50% of fixed remuneration) in Performance Rights the subject to Shareholder approval under resolution 4.

Refer to the Remuneration Report (within the 2021 Annual Report) for full details of Mr Van Dyk's remuneration.

The proposed issue of Performance Rights represents 50% of Mr Van Dyk's fixed remuneration for FY22. The Board has determined that the grant of Performance Rights is within the range of market practice for similar roles in comparable ASX listed companies and is therefore reasonable remuneration.

The Directors are therefore comfortable that the grant of the proposed Performance Rights would constitute reasonable remuneration for the purposes of section 211 of the Corporations Act, and no separate approval is being sought under Chapter 2E of the Corporations Act in relation to the grant of proposed Performance Rights to Mr Van Dyk.

No exercise price will be payable in relation to the Performance Rights when they vest and are exercised, and the Company will not raise any funds from the grant of the Performance Rights to Mr Van Dyk.

Shareholding in DDH1 held by Mr Van Dyk

Details of Mr Van Dyk's shareholding in the Company are as follows:

- 4,965,886 Ordinary fully paid shares of, of which 2,482,943 are subject to escrow arrangements until the Company releases its FY22 Financial Report;
- 909 Ordinary fully paid shares, which are subject to the terms of Employee Share Plan and a three-year trading restriction expiring 3 March 2023; and
- 204,545 Performance Rights granted in FY21 and satisfaction of certain vesting conditions, which apply during over the three-year period ending on 30 June 2023.

Other Considerations

No funds will be raised from the grant of Performance Rights or the issue, transfer, or allocation of Shares to Mr Van Dyk following the vesting and exercise of the Performance Rights. If Shares will be transferred or allocated, rather than issued upon vesting and exercise, funds will be expended by the Company to acquire shares on-market.

Australian International Financial Reporting Standards require the Performance Rights to be expensed in accordance with AASB 2 – Share-Based Payments. Expensing Performance Rights will have the effect of increasing both the expenses and contributed equity of the Company.

There are no significant opportunity costs to the Company or benefits foregone by the Company in granting Performance Rights.

The grant of Performance Rights to Mr Van Dyk under the Long-Term Incentive Plan will not dilute the percentage interest of Shareholders' holdings if following the vesting and exercise of the Performance Rights the Shares transferred or allocated to Mr Van Dyk are acquired on-market.

What happens if the resolution is approved or not approved?

If resolution 4 is approved by Shareholders, the issue of Performance Rights will not be included in calculating the Company's capacity to issue Equity Securities equivalent to 15% of the Company's ordinary securities under Listing Rule 7.1.

If resolution 4 is not approved by Shareholders, the proposed grant of Performance Rights will not proceed. In these circumstances, the Board will need to consider alternative remuneration arrangements such as cash payments equal to the value of the Performance Rights.

Voting Exclusion

A voting exclusion statement in respect of resolution 4 is set out in the Notice.

Board Recommendation

The Directors (with Mr Van Dyk abstaining) consider that the grant of Performance Rights to Mr Van Dyk to be appropriate in all circumstances, form part of the remuneration for Mr Van Dyk and is part of a reasonable remuneration package considering the Company's circumstances and Mr Van Dyk's role.

The Directors (other than Mr Van Dyk, who abstains) unanimously recommend that Shareholders vote in favour of resolution 4, the grant of Performance Rights to Mr Van Dyk.

The Chairperson intends to vote undirected proxies in favour of resolution 4.



Definitions

In the Notice and this Explanatory Note:

words importing the singular include the plural.

\$ means Australian dollars.

AGM means annual general meeting.

Annual Financial Report means the Directors' Report, the Financial Report and the Auditor's Report in respect to the financial year ended 30 June 2021 for the Company.

ASX means ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

Auditor's Report means the Auditor's report as set out in the Annual Financial Report.

Board means the board of Directors of DDH1.

Chairperson means the person appointed to chair the Meeting or any part of the Meeting.

Closely Related Party has the meaning given in section 9 of the Corporations Act.

Company or **DDH1** means DDH1 Limited ABN 48 636 677 088.

Constitution means the constitution of the Company.

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

Directors mean the directors of the Company.

Equity Securities means a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Financial Report means the annual financial report (prepared under chapter 2M of the Corporations Act) of the Company and its controlled entities.

Key Management Personnel or KMP means those persons named in the Company's 2021 Remuneration Report, who have the authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).

Listing Rules means the listing rules of ASX.

Meeting has the meaning given in the introductory paragraph of the Notice.

Notice means the notice of general meeting which this Explanatory Notes accompanies.

Option means an Option to subscribe for a Share.

Performance Right means a right convertible for a Share issued pursuant to the Long-Term Incentive Plan.

Proxy Form means the proxy form attached to the Notice.

Remuneration Report means the remuneration report of the Company contained in the Annual Financial Report.

Share means a fully paid ordinary share in the capital of DDH1 Limited.

Shareholder means a holder of a Share.

VWAP means the volume weighted average market price of a Share as defined Chapter 19 of the Listing Rules.

AWST or **Perth time** means Western Australia Standard Daylight Time, being the time in Perth, Western Australia.



Appendix A – Nomination of Deloitte as Auditor of the Company

4 October 2021

Mr Sy Van Dyk
Managing Director and CEO
DDH1 Limited
21 Baile Road
Canning Vale, WA 6155

Dear Sy,

Nomination of Deloitte as Auditor of DDH1 Limited

Western Alloys Pty Ltd as Trustee for the Westall Investment Trust (Western Alloys), being a shareholder of DDH1 Limited (the Company), nominate Deloitte for appointment as Auditors of the Company at the next Annual General Meeting to be held on 18 November 2021 (or any adjournment of that meeting).

Western Alloys consents to the distribution of a copy of this notice of nomination in accordance with section 328B (3) of the *Corporations Act 2001 (cth)*.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Murray Pollock', is written over a light grey horizontal line.

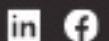
Murray Pollock
Director
Western Alloys Pty Ltd
as Trustee for the Westall Investment Trust



HEAD OFFICE

21 Baile Road
Canning Vale WA 6155

admin@ddh1.com.au
+61 (0) 8 9435 1700



ddh1.com.au
ABN: 48 636 677 088



ABN 48 636 677 088

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 **10:30am (AWST) on Tuesday, 16 November 2021**.

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/au and select "Printable Forms".

Lodge your Proxy Form:

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: 185903

SRN/HIN:

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.

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.

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of DDH1 Limited 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 DDH1 Limited to be held at Level 8 Exchange Tower, 2 The Esplanade, Perth, WA 6000 and virtually on Thursday, 18 November 2021 at 10:30am (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 Resolutions 1 and 4 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1 and 4 are 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 Resolutions 1 and 4 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
Resolution 1 Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Approval Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 To Re-Elect Mr Alan Broome AM as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Grant of Performance Rights to the Managing Director & CEO, Mr Sy van Dyk	<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 Securityholder 2 Securityholder 3 / /
 Sole Director & Sole Company Secretary Director 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





ABN 48 636 677 088

Need assistance?



Phone:

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



Online:

www.investorcentre.com/contact

DDH

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



DDH1 Limited Annual General Meeting

The DDH1 Limited Annual General Meeting will be held on Thursday, 18 November 2021 at 10:30am (AWST). You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:



Control Number: 185903

SRN/HIN:

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

For your proxy appointment to be effective it must be received by 10:30am (AWST) Tuesday 16 November 2021.



ATTENDING THE MEETING VIRTUALLY

To watch the webcast, ask questions and vote on the day of the meeting, please visit: web.lumiagm.com/328892024

For instructions refer to the online user guide www.computershare.com.au/virtualmeetingguide



ATTENDING THE MEETING IN PERSON

The meeting will be held at:
Level 8 Exchange Tower, 2 The Esplanade, Perth, Western Australia