

31 March 2021

ASX Compliance Pty Ltd
Level 40, Central Park
152-158 St Georges Terrace
PERTH WA 6000

RE: Douough Limited – Remedial Action Update

Douough Limited (ASX: DOU) ("the Company") refers to its ASX announcement dated 4 February 2021 entitled "DOU Remedial Action and Corporate Governance Update" ("4 February Announcement").

The Company is pleased to confirm that it has completed all remedial action matters set out in the 4 February Announcement as set out below.

Remedial Action

- (a) In relation to shares that were inadvertently issued to related parties without the approval of shareholders ("Breach Shares") which were issued and still held by the related parties, the Company held a General Meeting and three Special General Meetings on Friday, 19 March 2021 ("the Meetings") at which the relevant shareholder approvals were obtained for the Company to undertake a selective capital reduction of the Breach Shares, for consideration equal to the subscription price of the Breach Shares. The relevant payments required to be made by the Company pursuant to the share cancellation deeds entered into with each of the entities that held the Breach Shares (as approved at the Meetings) have been made and the Company has lodged the required documentation with the Australian Securities and Investments Commission ("ASIC") to effect the selective capital reduction. The Company's capital structure following cancellation of the Breach Shares is set out below and the ASIC Form 484 lodged by the Company to effect the cancellation of the Breach Shares is annexed to this announcement.
- (b) Further to the 4 February Announcement, in relation to Breach Shares which were sold on-market, Tyrrhenian Holdings Pty Ltd has donated all profits gained from the disposal of the sold Breach Shares, totaling \$252,291, amongst entities registered with the Australian Charities and Not-for-Profits Commission.
- (c) As advised in the 4 February Announcement, the Company is currently considering making changes to the composition of the current board, in order to ensure the appropriate mix of qualifications, experience and expertise amongst its directors to, amongst other things, assist the board in fulfilling its corporate governance and ASX Listing Rule responsibilities. To this end the directors are currently determining the appropriate skillset to be added to the Board and whether this will involve one or multiple additions to the Board and/or Executive. The Company estimates that it will have an outcome prior to the due date for its next Quarterly Report being 30 April 2021.
- (d) Each of the directors of the Company have completed an ASX Listing Rules compliance course.

Capital Structure

Upon cancellation of the 973,409 Breach Shares, effective as at 6 April 2021, the capital structure of the Company is as follows:

Shares ¹	654,678,735
Options ²	105,000,000
Performance Shares ³	75,000,000

1. Of which 84,283,315 Shares are escrowed for 12 months and 211,975,018 Shares are escrowed for 24 months respectively, from the date of issue.
2. Comprising unlisted options exercisable at \$0.04 each on or before the date that is 4 years from the date of issue (escrowed for 24 months from the date issue).
3. Escrowed for 24 months from the date of issue.

Announcement authorised by order of the Board of Douough Limited.

About Dough

Dough is a purpose-led fintech company operating in the U.S, taking an AI first approach in helping customers autonomously manage and grow their money to live financially healthier. Dough's vision is to become a subscription based financial control centre.

For more information contact:

Investor

info@dough.com

Media

press@dough.com

Change to company details

Sections A, B or C may be lodged independently with this signed cover page to notify ASIC of:

- | | | |
|---|---------------------------------|---|
| A1 Change of address | B1 Cease company officeholder | C1 Cancellation of shares |
| A2 Change of name - officeholders and proprietary company members | B2 Appoint company officeholder | C2 Issue of shares |
| A3 Change - ultimate holding company | B3 Special purpose company | C3 Change to share structure |
| | | C4 Changes to the register of members for proprietary companies |

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) and submit as part of this lodgement

Company details

Refer to guide for information about corporate key

Company name	DOUGGH LIMITED
ACN/ABN	108 042 593
Corporate key	

Lodgement details

An image of this form will be available as part of the public register.

Who should ASIC contact if there is a query about this form?		
ASIC registered agent number (if applicable)		
2438		
Firm/organisation		
BEALE MANAGEMENT GROUP		
Contact name/position description	Telephone number (during business hours)	
JOHN WILLIAM BEALE		
Email address (optional)		
john@beale.net.au		
Postal address		
SUITE 3 15 BUNGAN STREET		
Suburb/City	State/Territory	Postcode
MONA VALE	NSW	2103

Signature

This form must be signed by a current officeholder of the company.

I certify that the information in this cover sheet and the attached sections of this form are true and complete.		
Name		
Derek Hall		
Capacity		
<input type="checkbox"/>	Director	
<input checked="" type="checkbox"/>	Company secretary	
Signature		
"Electronically signed"		
Date signed		
2	6	0
3	2	1
[D]	[D]	[M]
[M]	[Y]	[Y]

Section C completion guide

Standard share codes

Refer to the following table for the share class codes for sections C1, C2, C3 and C4

Share class code	Full title	Share class code	Full title
A	A	PRF	preference
B	B ...etc	CUMP	cumulative preference
EMP	employee's	NCP	non-cumulative preference
FOU	founder's	REDP	redeemable preference
LG	life governor's	NRP	non-redeemable preference
MAN	management	CRP	cumulative redeemable preference
ORD	ordinary	NCRP	non-cumulative redeemable preference
RED	redeemable	PARP	participative preference
SPE	special		

If you are using the standard share class codes you do not need to provide the full title for the shares, just the share class code.

If you are not using the standard share class code, enter a code of no more than 4 letters and then show the full title.

Sections to complete

Use the table below to identify the sections of this form to complete (please indicate the sections that have been completed). Completion of this table is optional.

	C1 - Cancellation of shares	C2 - Issue of shares	C3 - Change to share structure table	C4 - Change to members register
Issue of shares				
<input type="checkbox"/> Proprietary company	Not required	✓	✓	✓
<input type="checkbox"/> Public company				
<input type="checkbox"/> if in response to the Annual company statement	Not required	✓	✓	Not required
<input type="checkbox"/> if not in response to the Annual company statement	Not required	✓	✓ Preferred	Not required
Cancellation of shares				
<input type="checkbox"/> Proprietary company	✓	Not required	✓	✓
<input type="checkbox"/> Public company				
<input type="checkbox"/> if in response to the Annual company statement	✓	Not required	✓	Not required
<input checked="" type="checkbox"/> if not in response to the Annual company statement	✓	Not required	✓ Preferred	Not required
Transfer of shares				
<input type="checkbox"/> Proprietary company	Not required	Not required	Not required	✓
<input type="checkbox"/> Public company				
<input type="checkbox"/> if in response to the Annual company statement	Not required	Not required	Not required	Not required
<input type="checkbox"/> if not in response to the Annual company statement	Not required	Not required	Not required	Not required
Changes to amounts paid				
<input type="checkbox"/> Proprietary company	Not required	Not required	✓	✓
<input type="checkbox"/> Public company				
<input type="checkbox"/> if in response to the Annual company statement	Not required	Not required	✓	Not required
<input type="checkbox"/> if not in response to the Annual company statement	Not required	Not required	Not required	Not required
Changes to beneficial ownership				
<input type="checkbox"/> Proprietary company	Not required	Not required	Not required	✓
<input type="checkbox"/> Public company				
<input type="checkbox"/> if in response to the Annual company statement	Not required	Not required	Not required	Not required
<input type="checkbox"/> if not in response to the Annual company statement	Not required	Not required	Not required	Not required

To notify ASIC about a division or conversion of a class of shares, you must lodge a Form 211 within 28 days after the change occurring.

To notify ASIC about a conversion of shares into larger or smaller numbers, you must lodge a Form 2205B within 28 days after the change occurring.

C1 Cancellation of shares

Reason for cancellation
Please indicate the reason that shares have been cancelled (select one or more boxes)

☐

Redeemable preference shares — **S.254J**

☐

Redeemed out of profits

☐

Redeemed out of proceeds of a fresh issue of shares

☐

Capital reduction — **S.256A – S.256E**

☐

Single shareholder company

☒

Multiple shareholder company. A Form 2560 must be lodged before a capital reduction takes place

☐

Share buy-back. — **ss.257H(3)**

☐

Minimum holding buy-back by listed company

☐

Other buy-back type. A form 280 or 281 must be lodged at least 14 days, and no more than 1 year before the share buy-back can take place

☐

Forfeited shares — **S.258D**

☐

Shares returned to a public company — **ss.258E(2) & (3)**

☐

Under section 651C, 724(2), 737 or 738

☐

Under section 1325A (court order)

☐

Other

Description

Give section reference

Details of cancelled shares

List the details of shares cancelled in the following table

Share class code	Number of shares cancelled	Amount paid (cash or otherwise)
ORD	90,909	\$20,000
ORD	59,091	\$13,000
ORD	590,909	\$129,999.98
ORD	232,500	\$6,975

Earliest date of change

Please indicate the earliest date that any of the above changes occurred.

0

6

/

0

4

/

2

1

[D]

[D]

[M]

[M]

[Y]

[Y]

C2 Issue of shares

List details of new share issues in the following table.

Share class code	Number of shares issued	Amount paid per share	Amount unpaid per share

Earliest date of change

Please indicate the earliest date that any of the above changes occurred

/ /

[D D] [M M] [Y Y]

If shares were issued for other than cash, were some or all of the shares issued under a written contract?

☐

Yes

if yes, proprietary companies must also lodge a Form 207Z certifying that all stamp duties have been paid. Public companies must also lodge a Form 207Z and either a Form 208 or a copy of the contract.

☐

No

if no, proprietary companies are not required to provide any further documents with this form. Public companies must also lodge a Form 208.

C3 Change to share structure

Where a change to the share structure table has occurred (eg. as a result of the issue or cancellation of shares), please show the updated details for the share classes affected. Details of share classes not affected by the change are not required here.

Share class code	Full title if not standard	Total number of shares (current after changes)	Total amount paid on these shares	Total amount unpaid on these shares
ORD		654,678,735	77,890,266.02	0.00

Earliest date of change

Please indicate the earliest date that any of the above changes occurred

[D D] [M M] [Y Y]

0 6 / 0 4 / 2 1

Lodgement details

Is this document being lodged to update the Annual Company Statement that was sent to you?

☐

Yes

☒

No

C4 Changes to the register of members for proprietary companies

Use this section to notify changes to the register of members for your proprietary company (changes to the shareholdings of members):

- If there are 20 members or less in a share class, all changes need to be notified
- If there are more than 20 members in a share class, only changes to the top twenty need be notified (s178B)
- If shares are jointly owned, you must also provide names and addresses of all joint owners on a separate sheet (annexure), clearly indicating the share class and with whom the shares are jointly owned

The changes apply to
Please indicate the name and address of the member whose shareholding has changed

☐ Family name

☐ Given names

OR

☐ Company name

ACN/ARBN/ ABN

Office, unit, level, or PO Box number

Street number and Street name

Suburb/City

State/Territory

Postcode

Country (if not Australia)

Earliest date of change
Please indicate the earliest date that any of the following changes occurred.

Date of change

/ /

[D] [D] [M] [M] [Y] [Y]

The changes are

Beneficially held usually means that the owner of the shares is entitled to the direct benefit from the shares. For example, benefits could include the entitlements to payments in relation to any dividends. Shares held by a person as trustee, nominee or on account of another person are non-beneficially held.

Share class code	Shares increased by ... (number)	Shares decreased by ... (number)	Total number now held	Total \$ paid on these shares	Total \$ unpaid on these shares	Fully paid (y/n)	Beneficially held (y/n)	Top 20 member (y/n)
ORD								

Date of entry of member's name in register
(New members only)

Date of entry

/ /

[D] [D] [M] [M] [Y] [Y]