4 September 2019

$3 Million Fully Underwritten Entitlement Offer

NOT FOR DISTRIBUTION IN UNITED STATES

We refer to the ASX release dated 20 August 2019 wherein DTI Group Ltd (ASX: DTI) announced a capital raising by way of a 5 for 9 non-renounceable entitlement offer to raise approximately $3 million via the issue of approximately 119.6 million new shares at 2.5 cents per share (Entitlement Offer).

The Entitlement Offer is fully underwritten by Finico Pty Ltd and UIL Limited who are major shareholders of the Company. The Offer Price represents a discount of 20% per cent to the 15-day volume-weighted average price of DTI shares for the period up to 20 August 2019 (being the last trading date before the announcement of the capital raising).

The proceeds of the capital raising will provide necessary working capital and to strengthen the Company’s balance sheet for future growth.

Entitlement Offer Details

Under the Entitlement Offer, eligible DTI shareholders are invited to subscribe for five new shares for every nine existing shares held as at 7.00pm (AEST) on 10 September 2019 (Record Date).

The Entitlement Offer is non-renounceable which means that shareholders who do not take up their entitlements will not receive any proceeds from the sale of entitlements not taken up. Any fractional entitlements under the Entitlement Offer will be rounded up to the nearest whole number.

Eligible shareholders with a registered address in Australia, New Zealand and Belgium on the Record Date (Eligible Shareholders) will be invited to participate in the Entitlement Offer. The Entitlement Offer will be open from 12 September 2019 to 25 September 2019. Eligible Shareholders will be sent details about the Entitlement Offer via an Offer Booklet expected to be dispatched on or about 12 September 2019.

Those shareholders which the Company determines to be ineligible shareholders will be notified accordingly by the Company.

The timetable for the Entitlement Offer is as follows:
Announcement of Offer  
20 August 2019

Lodgement of Offer Booklet & Appendix 3B with ASX  
4 September 2019

Notice sent to Eligible and Ineligible Shareholders  
6 September 2019

Ex date  
9 September 2019

Record Date for determining Entitlements  
10 September 2019

Offer Booklet despatched to Shareholders & Company announces despatch has been completed  
12 September 2019

Last day to extend Closing Date  
20 September 2019

Closing Date  
25 September 2019

Securities quoted on a deferred settlement basis  
26 September 2019

ASX notified of under subscriptions  
30 September 2019

Issue date and deferred settlement trading ends  
1 October 2019

Despatch of holding statements  
2 October 2019

This timetable is indicative only and may be subject to change. Subject to the requirements of the Corporations Act and ASX Listing Rules, DTI reserves the right to vary the dates and times in connection with the Entitlement Offer, including the closing date, without prior notice.

**Underwriting**

As announced on 20 August 2019, DTI has entered into the Underwriting Deeds with the Underwriters, pursuant to which UIL and Finico have each agreed to underwrite up to 50% of the Shortfall, being $604,311 or 24,172,457 New Shares, a combined underwriting of $1,208,623 or 48,344,914 New Shares (Underwritten Shares). Pursuant to the Underwriting Deeds, the Underwriters also agreed to advance the Underwriter Loans ($810,552 from UIL and $971,684 from Finico) to the Company on or about 20 August 2019, the repayment of which will be satisfied and offset by the Company via the issue of 32,422,088 New Shares to UIL and 38,867,358 New Shares to Finico under the Entitlement Offer.

The Company agrees to pay each Underwriter an underwriting fee of 1% of the above underwriting commitment.

**Offer Booklet**

Eligible Shareholders are encouraged to carefully read the Offer Booklet for further details relating to the Entitlement Offer. DTI has lodged the Offer Booklet with ASX on Wednesday.
4 September 2019 and expects to despatch the Offer Booklet and personalised entitlement and acceptance form to Eligible Shareholders no later than 12 September 2019. Offer Booklets and personalised entitlement and acceptance forms will be sent electronically to the Eligible Shareholders who have elected to receive communications from DTI electronically. Notwithstanding any such election, Eligible Shareholders can also request a physical copy by calling the telephone number below.

Shareholder Enquiries

Shareholders who have questions relating to the Entitlement Offer should call the Company Secretary Ian Hobson, on +61 8 9479 1195 or email ianhobson@bigpond.com or consult their stockbroker, accountant or other professional advisor.

About DTI Group

DTI provides sophisticated surveillance systems, solutions and services to the mobile security industry worldwide. DTI’s clients are transit agencies, transit operators, freight operators, law enforcement authorities and taxi organisations which utilise a range of professional products and services that encompass on-board recording equipment, fleet management systems, back-end mass storage and retrieval facilities and end-to-end managed services. DTI is a recognised supplier to the mass transit surveillance market. Core technology development and system design activities are undertaken from the Company’s headquarters in Perth Australia.