DTI Group Ltd  
ACN 069 791 091

Entitlement Offer Booklet

2 for 9 pro rata non-renounceable entitlement offer of $0.35 per New Share

Fully underwritten by Baillieu Holst Ltd ACN 006 519 393

Last date for acceptance and payment, 5.00pm (AEDT) Tuesday 13 December 2016.

This is an important document which is accompanied by an Entitlement and Acceptance Form. Both documents should be read in their entirety.

If you have any questions please contact your professional adviser or the Company Secretary, Bruce Mitchell, on +61 8 9479 1195.

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES
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Corporate Directory

Head Office

DTI Group Ltd
31 Affleck Road
Perth Airport WA 6105

Directors

Mr Christopher Morris, Non-Executive Chairman
Mr Richard Johnson, Managing Director/Chief Executive Officer
Mr Neil Goodey, Non-Executive Director
Mr Glyn Denison, Non-Executive Director
Mr Jeremy King, Non-Executive Director

Company Secretary

Mr Bruce Mitchell

Legal Adviser

Steinepreis Paganin
Level 4, The Read Buildings
16 Milligan Street
Perth WA 6000

Underwriter

Baillieu Holst Ltd
Level 26, 360 Collins St
Melbourne Vic 3000

Share Registry

Computershare Investor Services Pty Limited
GPO Box 505
Melbourne Vic 3001
Important Notices

This Offer Booklet is dated 17 November 2016.

The Entitlement Offer is being made in accordance with section 708AA of the Corporations Act modified by ASIC Corporations (Non-Traditional Rights Issue) Instrument 2016/84.

This Offer Booklet does not contain all the information which an investor may require to make an informed investment decision. The information in this Offer Booklet does not constitute financial product advice and does not take into account your investment objectives, financial situation or particular needs.

This Offer Booklet should be read in its entirety before you decide to participate in the Entitlement Offer. This Offer Booklet is not a prospectus or other disclosure document under the Corporations Act and has not been lodged with ASIC.

By returning an Entitlement and Acceptance Form or otherwise paying for your New Shares through BPAY® in accordance with the instructions on the Entitlement and Acceptance Form, you acknowledge that you have read this Offer Booklet and you have acted in accordance with and agree to the terms of the Entitlement Offer detailed in this Offer Booklet.

No Overseas Offering

This Offer Booklet and the accompanying Entitlement and Acceptance Form do not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation. In particular, this Offer Booklet does not constitute an offer to Ineligible Shareholders and may not be distributed in the United States and the New Shares may not be offered or sold directly or indirectly to persons in the United States.

This Offer Booklet is not to be distributed in and no offer of New Shares is to be made in countries other than Australia and New Zealand.

No action has been taken to register or qualify the Entitlement Offer, the entitlements in the New Shares or otherwise permit the public offering of the New Shares in any jurisdiction other than Australia and New Zealand.

The distribution of this Offer Booklet (including an electronic copy) outside Australia and New Zealand is restricted by law. If you come into possession of the information in this Offer Booklet you should observe such restrictions and seek your own advice on such restrictions. Any non-compliance with these restrictions may contravene applicable securities laws.

New Zealand

The New Shares are not being offered or sold to the public within New Zealand other than to existing Shareholders with addresses in New Zealand to whom the offer of New Shares is being made in reliance on the transitional provisions of the Financial Market Conduct Act 2013 (New Zealand) and the Securities Act (Overseas Companies) Exemption Notice 2013 (New Zealand).

This Offer Booklet has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Market Conduct Act 2013 (New Zealand). This Offer Booklet is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.
**United States**

None of the information in this Offer Booklet or the Entitlement and Acceptance Form that will accompany this booklet when it is dispatched to Eligible Shareholders constitutes an offer to sell, or the solicitation to buy, any securities in the United States. Neither this Offer Booklet (or any part of it), the accompanying ASX Entitlement Offer Announcement nor the Entitlement and Acceptance Form when that is to be made available, may be released or distributed directly or indirectly to persons in the United States.

The New Shares have not been and will not be registered under the US Securities Act or the securities law of any state or other jurisdiction of the United States. The Entitlement may not be taken up by any persons in the United States or by persons (including nominees or custodians) who are acting for the account or benefit of a person in the United States and the New Shares may not be offered, sold or resold in the United States or to or for the account or benefit of a person in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable securities laws of any state or other jurisdiction in the United States.

**Risks**

Refer to the “Risk Factors” section of the Investor Presentation included in Section 6 for a summary of specific and general risk factors that may affect DTI Group.

**Definitions and Time**

Defined terms used in this Offer Booklet are contained in Section 4. All references to time are to Australian Eastern Daylight Time, unless otherwise indicated.
Summary of the Entitlement Offer

<table>
<thead>
<tr>
<th>Ratio</th>
<th>2 New Shares for every 9 existing DTI Group Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>Offer Price</td>
<td>$0.35 per New Share</td>
</tr>
<tr>
<td>Size</td>
<td>20,806,026 New Shares</td>
</tr>
<tr>
<td>Gross Proceeds</td>
<td>$7.28 million</td>
</tr>
</tbody>
</table>

Key Dates

<table>
<thead>
<tr>
<th>Event</th>
<th>Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>Record Date</td>
<td>7.00pm 22 November 2016</td>
</tr>
<tr>
<td>Entitlement Offer opens</td>
<td>25 November 2016</td>
</tr>
<tr>
<td>Entitlement Offer closes</td>
<td>5.00pm 13 December 2016</td>
</tr>
<tr>
<td>Entitlement Offer results announced to ASX</td>
<td>16 December 2016</td>
</tr>
<tr>
<td>Issue of New Shares under the Entitlement Offer</td>
<td>20 December 2016</td>
</tr>
<tr>
<td>Commencement of normal trading of New Shares issued under the Entitlement Offer</td>
<td>21 December 2016</td>
</tr>
</tbody>
</table>

Note: Dates and times are indicative only and subject to change. All times refer to AEDT.

DTI Group, in consultation with the Underwriter, reserves the right to extend these dates without prior notice subject to the Corporations Act, ASX Listing Rules and other applicable laws.

Enquiries

For any enquiries please call the Company Secretary, Bruce Mitchell, on +61 8 9479 1195 or contact your stockbroker, accountant, solicitor or other professional adviser.
Chairman’s Letter

17 November 2016

Dear Shareholder

On behalf of DTI Group, I am pleased to invite you to participate in the recently announced 2 for 9 non-renounceable entitlement offer for new DTI Group ordinary shares (New Shares) at an offer price of $0.35 per New Share.

On Thursday 17 November 2016, DTI Group launched a $11.56 million capital raising via a placement of approximately 12.24 million New Shares to raise approximately $4.28 million and a 2 for 9 non-renounceable entitlement offer of New Shares to raise approximately $7.28 million (Entitlement Offer).

This Offer Booklet relates to the Entitlement Offer. A copy of the announcement made to ASX relating to the capital raising is contained in Section 5.

The proceeds of the Entitlement Offer and the recently completed placement will provide additional capital for ongoing business and product development and marketing, and to strengthen the Company’s balance sheet in order to fund future growth. More detail is provided in DTI Group’s Investor Presentation lodged with the Australian Securities Exchange (ASX) on Thursday 17 November 2016 (and included in Section 6).

Under the Entitlement Offer, Eligible Shareholders have the opportunity to invest at the price of $0.35 per New Share, which is the same price as the institutional investors who participated in the placement. Your Entitlement is set out in your personalised Entitlement and Acceptance Form that is enclosed with this booklet.

If you take up your Entitlement in full, you can also apply for Additional New Shares under a ‘Top-up’ Facility (refer to Section 1.3 for more information).

The offer price of $0.35 per New Share represents a 22% discount to the last traded price of DTI Group shares before the Entitlement Offer was announced (being $0.45 on 14 November 2016).

I will be supporting the Entitlement Offer by taking up my Entitlement held by Finico Pty Ltd and will also act as a sub-underwriter.

The Entitlement Offer is fully underwritten by Baillieu Holst Ltd (Underwriter). The Entitlement Offer is non-renounceable and Entitlements will not be tradeable on ASX or otherwise transferable. Shareholders who do not take up their Entitlement in full will not receive any value in respect of those Entitlements they do not take up. I encourage you to consider this Entitlement Offer carefully.

Other Information

This Offer Booklet contains important information, including:

- the Investor Presentation referred to above, which was released to the ASX on Thursday 17 November 2016, and provides information on DTI Group
- instructions on how to apply, detailing how to participate in the Entitlement Offer if you choose to do so, and a timetable of key dates
- instructions on how to take up all or part of your Entitlement.
A personalised Entitlement and Acceptance Form which details your Entitlement, to be completed in accordance with the instructions contained therein, accompanies this Offer Booklet.

**The Entitlement Offer closes at 5.00pm AEDT on Tuesday 13 December 2016.**

Please read in full the details on how to submit your Entitlement and Acceptance Form, which are set out in this Offer Booklet.

You should also consult your stockbroker, solicitor, accountant or other professional adviser to evaluate whether or not to participate in the Entitlement Offer.

On behalf of the Board of DTI Group, I encourage you to consider this investment opportunity and thank you for your ongoing support.

Yours sincerely

Chris Morris  
Chairman
1 Description of the Entitlement Offer

1.1 Overview

The Entitlement Offer is a pro rata non-renounceable offer of approximately 20,806,026 New Shares at $0.35 per New Share to raise approximately $7.28 million before costs. The proceeds of the Entitlements Offer and the proceeds from the recently completed $4.28 million placement will be applied to business and product development and marketing, and to strengthen the Company’s balance sheet in order to fund future growth.

1.2 Entitlement Offer

The Entitlement Offer constitutes an offer to Eligible Shareholders only. Eligible Shareholders who are on DTI Group’s share register on the Record Date are entitled to acquire two New Shares for every nine Shares held. Fractional Entitlements will be rounded up to the nearest whole number of New Shares.

The Offer Price represents a discount of 22% to the closing price of DTI Group shares on 14 November 2016 (being the last trading date before the announcement of the Entitlement Offer) and a discount of 17% to the TERP\(^1\).

The Entitlement Offer is non-renounceable. Accordingly Entitlements will not trade on ASX nor can they be transferred or otherwise disposed of.

An Entitlement and Acceptance Form setting out your Entitlement accompanies this Offer Booklet. Eligible Shareholders may subscribe for all or part of their Entitlement. Eligible Shareholders who do not take up all their Entitlements will have their percentage shareholding in DTI Group diluted.

Eligible Shareholders should be aware that an investment in DTI Group involves risks. The key risks identified by DTI Group are summarised in the Investor Presentation set out in Section 6.

1.3 Issue of additional Shares under the Top-up Facility

Any New Shares not taken up by the closing date will form the shortfall and may be made available to those Eligible Shareholders who took up their full Entitlement and applied for Additional New Shares under the Top-up Facility.

There is no guarantee that those Shareholders will receive the number of Additional New Shares applied for under the Top-up Facility, or any. The number of Additional New Shares available under the Top-up Facility will not exceed the shortfall from the Entitlement Offer. The Directors reserve the right to allot and issue Additional New Shares under the Top-up Facility at their discretion.

\(^1\) Theoretical ex-rights price.
2 How to Apply

If you wish to take up all or part of your Entitlement, or you wish to apply for Additional New Shares, you can pay by either of the options detailed in Sections 2.1 and 2.2.

2.1 Payment by BPAY®

If you wish to pay by BPAY®, please follow the instructions on your personalised Entitlement and Acceptance Form. You can only make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions.

Please note that should you choose to pay by BPAY®:

- you do not need to submit the personalised Entitlement and Acceptance Form but are taken to have made the declarations on that Entitlement and Acceptance Form
- if you do not pay for your full Entitlement, you are deemed to have taken up your Entitlement in respect of such whole number of New Shares which are covered in full by your application monies; and if you do pay for more than your full Entitlement, you are deemed to have applied for as many Additional New Shares as your excess amount will pay for in full (subject to any scale-back determined by DTI Group in its absolute discretion).

It is your responsibility to ensure that your BPAY® payment is received by the share registry by no later than 5.00pm (AEDT) on Tuesday 13 December 2016. You should be aware that your financial institution may implement earlier cut-off times with regards to electronic payment and you should therefore take this into consideration when making payment.

If you are paying by BPAY®, please make sure to use the specific Biller Code and unique Customer Reference Number on the back of your personalised Entitlement and Acceptance Form. If you receive more than one personalised Entitlement and Acceptance Form, please only use the Customer Reference Number specific to the Entitlement on that form. If you inadvertently use the same Customer Reference Number for more than one of your Entitlements, you will be deemed to have applied only for New Shares (and Additional New Shares) on the Entitlement to which that Customer Reference Number applies.

2.2 Payment by cheque, bank draft or money order

If you wish to pay by cheque, bank draft or money order, you should complete your personalised Entitlement and Acceptance Form in accordance with the instructions on the form and return it accompanied by a cheque, bank draft or money order in Australian currency for the amount of the application monies, payable to “DTI Group Ltd” and crossed “Not Negotiable”.

Your cheque, bank draft or money order must be:

- for an amount equal to $0.35 multiplied by the number of New Shares (and if applicable, Additional New Shares) that you are applying for
- in Australian currency drawn on an Australian branch of a financial institution.

Cash payments will not be accepted. Receipts for payment will not be issued.

Shareholders who make payment via cheque, bank draft or money order should mail their completed personalised Entitlement and Acceptance Form together with application monies using the reply-paid or self-addressed envelope provided with this Offer Booklet to:
You should ensure that sufficient funds are held in relevant account(s) to cover the application monies. If the amount of your cheque for application monies (or the amount for which the cheque clears in time for allocation) is insufficient to pay in full for the number of New Shares (and if applicable, Additional New Shares) you have applied for in your personalised Entitlement and Acceptance Form, you will be taken to have applied for such lower number of whole New Shares (and if applicable, Additional New Shares) as your cleared application monies will pay for (and to have specified that number of New Shares on your personalised Entitlement and Acceptance Form). Alternatively, your application will not be accepted.

2.3 Representations, allotment and refunds

If you take no action, you will not be allocated New Shares and your Entitlement will lapse. Your Entitlement to participate in the Entitlement Offer is non-renounceable and will not be tradeable or otherwise transferable. Shareholders who do not take up their Entitlements in full will not receive any payment or value for those Entitlements they do not take up.

By completing and returning your personalised Entitlement and Acceptance Form with application monies or making a payment by BPAY®, you will be deemed to have represented:

- that you are an Eligible Shareholder (as defined in Important Information, refer Section 3)
- on behalf of each person on whose account you are acting that: (i) you are not in the United States and are neither a US Person nor acting for the account or benefit of a US Person; (ii) you acknowledge that the New Shares (and Additional New Shares) have not been and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdictions in the United States, or in any other jurisdiction outside Australia or New Zealand and accordingly, the New Shares (and New Additional Shares) may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and any other applicable securities laws; and (iii) you have not and will not send any materials relating to the Entitlement Offer to any person in the United States or that is, or is acting for the account or benefit of, a US Person.

If you take up and pay for all or part of your Entitlement before the close of the Entitlement Offer at 5.00pm (AEDT) on Tuesday 13 December 2016, you will be issued your New Shares on Tuesday 20 December 2016. If you apply for Additional New Shares then, subject to DTI Group's absolute discretion to scale-back your application for Additional New Shares (in whole or part), you will be issued these on Tuesday 20 December 2016. DTI Group's decision on the number of Additional New Shares to be allocated to you will be final. DTI Group also reserves the right (in its absolute discretion) to reduce the number of New Shares (and if applicable, Additional New Shares) allocated to Eligible Shareholders, or persons claiming to be Eligible Shareholders, if their claims prove to be overstated or otherwise incorrect or if they fail to provide information to substantiate their claims.

Cash payments will not be accepted. Receipts for payment will not be issued.

Any application monies received for more than your final allocation of New Shares and Additional New Shares will be refunded to you as soon as practicable. No interest will be paid to applicants on any application monies received or refunded.

Applicants with queries on how to complete the Entitlement and Acceptance Form should contact the Company Secretary, Bruce Mitchell, on +61 8 9479 1195.
3 **Important Information**

This Offer Booklet (including the Chairman’s letter, Investor Presentation and the ASX Entitlement Offer Announcement reproduced in it) and accompanying personalised Entitlement and Acceptance Form have been prepared by DTI Group. The information in this Offer Booklet is dated 17 November 2016.

This Offer Booklet should be read in conjunction with DTI Group’s other periodic and continuous disclosure announcements to ASX available at www.asx.com.au.

No party other than DTI Group has authorised or caused the issue of the information in this Offer Booklet, or takes any responsibility for, or makes, any statements, representations or undertakings in this Offer Booklet.

This information is important and requires your immediate attention.

You should read the information in this Offer Booklet carefully and in its entirety before deciding whether to invest in New Shares (and Additional New Shares). In particular, you should consider the risk factors outlined in the “Key Risks” section of the Investor Presentation which is included in Section 6, any of which could affect the operating and financial performance of DTI Group or the value of an investment in DTI Group.

You should consult your stockbroker, accountant, solicitor or other professional adviser to evaluate whether or not to participate in the Entitlement Offer.

### 3.1 Underwriting

The Company has entered into the Underwriting Agreement with the Underwriter which has agreed to manage and fully underwrite the Entitlement Offer on the terms set out in the Underwriting Agreement.

Customary with these types of arrangements:

- The Underwriting Agreement includes a number of termination events, including but not limited to:
  - information supplied by or on behalf of the Company to the Underwriter becomes false or misleading or deceptive, including by way of omission
  - a market-related termination event if the S&P/ASX 200 Index falls to a level that is 90% or less of the level as at the close of trading on the day immediately prior to when the Entitlement Offer was announced to ASX and is at or below that 90% level at the close of trading for two consecutive trading days or on the trading day immediately prior to the settlement of the Entitlement Offer and the shortfall
  - a material adverse change in the assets, liabilities, financial position or performance, profits, losses or prospects of DTI Group and its controlled entities
  - the occurrence of a force majeure event which makes it illegal for the Underwriter to satisfy its obligations under the Underwriting Agreement.

- The Underwriter will receive an underwriting fee of 3% of the gross proceeds of the Entitlement Offer (excluding GST).

- The Underwriter is entitled to be reimbursed by the Company for certain expenses.

- DTI Group has agreed to indemnify the Underwriter and others against their losses in connection with the Entitlement Offer, subject to limited exceptions.
The Underwriter has agreed that following allocations being made to existing Shareholders who applied for Additional New Shares in excess of their Entitlements as determined by the Company, the Underwriter will allocate the shortfall to its sub-underwriters and/or clients and people who have otherwise agreed to assist with the completion of the Entitlement Offer. The Underwriter has agreed that neither the Underwriter, the sub-underwriters nor any of the Underwriter’s clients, individually, will have a voting power in the Company in excess of 20% after the issue of the Entitlement Offer shortfall pursuant to the terms of the Underwriting Agreement.

3.2 Sub-underwriting

As set out above at section 3.1, in accordance with the terms of the Underwriting Agreement, the Underwriter will appoint sub-underwriters to sub-underwrite the Entitlement Offer.

The Underwriter has entered into a sub-underwriting agreement with Finico Pty Ltd, a company associated with director, Christopher Morris to sub-underwrite the Entitlement Offer for an amount of $1,150,000 (3,285,714 Shares).

The Underwriter has agreed to pay Finico Pty Ltd a fee of 1% (including GST) of the sub-underwritten amount being $11,200 and the Underwriter will satisfy this fee from the underwriting fee payable by the Company to the Underwriter.

Although Finico Pty Ltd (and its associated entities) are currently shareholders in the Company, following the Placement, the Entitlement Offer and the Entitlement Offer, the maximum relevant interest in the Company that can result from Finico Pty Ltd’s sub-underwriting commitment is 19.89% (this assumes Finico Pty Ltd subscribing for its Entitlement in accordance with its firm commitment as set out below).

3.3 Firm Commitments for Directors

Directors, Christopher Morris and Glyn Denison have agreed with the Underwriter (on behalf of entities controlled by them) to take up firm commitments for Entitlements amounting to 3,855,144 Shares and 142,857 Shares respectively. They will each be paid a firm commitment fee of 1.50% of their firm commitment. Accordingly, Mr Morris will be paid a firm commitment fee of $20,239.51 and Mr Denison will be paid a firm commitment fee of $750.

3.4 Eligible Shareholders

The Entitlement Offer in this Offer Booklet contains an offer of New Shares to Eligible Shareholders in Australia and New Zealand and has been prepared in accordance with section 708AA of the Corporations Act as modified by ASIC Corporations (Non-Traditional Rights Issue) Instrument 2016/84.

Eligible Shareholders are those holders of Existing Shares who:

- are registered as holders of Existing Shares as at 7.00pm (AEDT) on Thursday 17 November 2016
- have a registered address on the DTI Group share register in Australia or New Zealand
- are not in the United States and are not US Persons or acting for the account or benefit of US Persons
- are eligible under all applicable securities laws to receive an offer under the Entitlement Offer.

Shareholders who do not satisfy this, the above criteria are Ineligible Shareholders.
3.5 **Effect of the Entitlement Offer**

If all Entitlements are accepted by Shareholders to the full extent, then the Entitlement Offer will not result in any change to the control of DTI Group.

If all Entitlements under the Entitlement Offer are not accepted to the full extent, then the shareholding interest of non-participating Shareholders will be diluted.

3.6 **Allocation policy and scale-back**

If there are excess oversubscription applications, DTI Group reserves the right to scale back applications for Additional New Shares on an equitable basis and in accordance with a shortfall allocation policy established by the Company.

In the event of a scale-back, the difference between the application monies received, and the number of Additional New Shares allocated to you multiplied by the Offer Price will be refunded following allotment. No interest will be paid on any application monies received and returned.

3.7 **Continuous disclosure**

DTI Group is a disclosing entity for the purposes of the Corporations Act. As such, it is subject to regular reporting and disclosure obligations including an obligation under ASX Listing Rules (subject to certain exceptions) to disclose to ASX any information of which it is or becomes aware concerning DTI Group and which a reasonable person would expect to have a material effect on the price or the value of Shares. All such disclosures are available at www.asx.com.au. You have the opportunity to access any information about DTI Group which has previously been disclosed to ASX, in particular the DTI Group Annual Report for the year ended 30 June 2016. You should also have regard to any further announcements which may be made by DTI Group to ASX after the date of this Offer Booklet.

3.8 **No Entitlements trading**

Entitlements are non-renounceable and Entitlements will not be tradeable on ASX or otherwise transferable.

3.9 **Notice to nominees and custodians**

The Entitlement Offer is being made to all Eligible Shareholders. Nominees with registered addresses in the eligible jurisdictions may also participate in the Entitlement Offer, in respect of some or all of the beneficiaries on whose behalf they hold Shares, provided that the applicable beneficiary satisfies the criteria for an Eligible Shareholder.

Nominees and custodians should note that the Entitlement Offer is not available to beneficiaries on whose behalf they hold Shares who would not satisfy the criteria for an Eligible Shareholder.

In particular, a person acting as a nominee for other persons may not take up Entitlements on behalf of or send any documents relating to the Entitlement Offer to any person in the United States.
DTI Group is not required to determine whether or not any registered holder is acting as a nominee or to determine the identity or residence of any beneficial owners of Shares. Where any holder is acting as a nominee for a foreign person, that holder, in dealing with its beneficiary, will need to assess whether indirect participation by the beneficiary in the Entitlement Offer is compatible with applicable foreign laws. DTI Group is not able to advise on foreign laws.

3.10 Taxation

You should be aware that there may be taxation implications associated with participating in the Entitlement Offer and receiving New Shares (and Additional New Shares).

DTI Group does not consider it appropriate to give Shareholders advice regarding the taxation consequences of subscribing for New Shares (and Additional New Shares) under the Entitlement Offer. DTI Group, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to Shareholders.

Shareholders should consult their professional tax adviser in connection with subscribing for New Shares (and Additional New Shares) under this Offer Booklet.

3.11 Rounding of Entitlements

Where fractions arise in the calculation of Entitlements, they will be rounded up to the nearest whole number of New Shares.

3.12 Ranking of New Shares (and Additional New Shares)

The New Shares (and Additional New Shares) will be issued on a fully paid basis and will rank equally in all respects with Existing Shares. The rights and liabilities attaching to the New Shares (and Additional New Shares) are set out in DTI Group’s constitution, a copy of which is available at www.asx.com.au.
3.13 Future performance and forward-looking statements

Neither DTI Group nor any other person warrants or guarantees the future performance of the New Shares (and Additional New Shares) or any return on any investment made pursuant to the Entitlement Offer. This Offer Booklet contains certain “forward-looking statements”. Forward-looking words such as, “expect”, “should”, “could”, “may”, “predict”, “plan”, “will”, “believe”, “forecast”, “estimate”, “target” and other similar expressions are intended to identify forward-looking statements within the meaning of securities laws of applicable jurisdictions. Indications of, and guidance on, future earnings and financial position and performance are also forward-looking statements. Forward-looking statements, opinions and estimates provided in this Offer Booklet are based on assumptions and contingencies which are subject to change without notice, as are statements about market and industry trends, which are based on interpretations of current market conditions.

Forward-looking statements including forecasts, projections, guidance on future earnings and estimates are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance. Such forward-looking statements only relate as at the date of this Offer Booklet and DTI Group does not assume any obligation to update such information. They are subject to known and unknown risks, uncertainties and assumptions, many of which are outside the control of DTI Group and its Directors, which could cause actual results, performance or achievements to differ materially from future results, performance or achievements expressed or implied by any forward-looking statements in this Offer Booklet.

You should also refer to the “Key Risks” section of the Investor Presentation which is included in Section 6.

3.14 Past performance

Investors should note that the past share price performance of DTI Group's shares provides no guidance as to future share price performance. For further information, please see past announcements released to ASX.

3.15 No cooling off rights

Cooling off rights do not apply to an investment in New Shares (and Additional New Shares). You cannot withdraw your application once it has been accepted.

3.16 Not investment or financial product advice

This Offer Booklet is not a prospectus under the Corporations Act and has not been lodged with ASIC. It is also not financial product advice and has been prepared without taking into account your investment objectives, financial circumstances or particular needs. DTI Group is not licensed to provide financial product advice in respect of the New Shares (and Additional New Shares). The information contained in this Offer Booklet does not purport to contain all the information that you may require to evaluate a possible application for New Shares (and Additional New Shares).

Before deciding whether to apply for New Shares (and Additional New Shares), you should consider whether they are a suitable investment for you in light of your own investment objectives and financial circumstances and having regard to the merits or risks involved. If, after reading the Information, you have any questions about the Entitlement Offer, you should contact your stockbroker, accountant, solicitor or other professional adviser.
3.17 Governing law

This information contained in this Entitlement Offer and the contracts formed on acceptance of the Entitlement and Acceptance Forms are governed by the laws applicable in Western Australia, Australia. Each applicant for New Shares (and Additional New Shares) submits to the non-exclusive jurisdiction of the courts of Western Australia, Australia.

3.18 Foreign jurisdictions

This Offer Booklet has been prepared to comply with the requirements of the securities laws of Australia.

This Offer Booklet does not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer. No action has been taken to register or qualify the Entitlement Offer, the Entitlements or the New Shares (and Additional New Shares), or otherwise permit the public offering of the New Shares (and Additional New Shares), in any jurisdiction other than Australia and New Zealand.

The distribution of this Offer Booklet (including an electronic copy) outside Australia and New Zealand may be restricted by law. If you come into possession of this Offer Booklet, you should observe such restrictions and should seek your own advice on such restrictions. Any non-compliance with these restrictions may contravene applicable securities laws.

3.19 Disclaimer of representations

No person is authorised to give any information, or to make any representation, in connection with the Entitlement Offer that is not contained in this Offer Booklet.

Any information or representation that is not in this Offer Booklet may not be relied on as having been authorised by DTI Group, or its related bodies corporate in connection with the Entitlement Offer. Except as required by law, and only to the extent so required, none of DTI Group, or any other person, warrants or guarantees the future performance of DTI Group or any return on any investment made pursuant to this Offer Booklet.
## Glossary

<table>
<thead>
<tr>
<th>Word</th>
<th>Meaning</th>
</tr>
</thead>
<tbody>
<tr>
<td>Additional New Shares</td>
<td>New Shares in excess of an Eligible Shareholder’s Entitlement</td>
</tr>
<tr>
<td>AEDT</td>
<td>Australian Eastern Daylight Time</td>
</tr>
<tr>
<td>ASIC</td>
<td>Australian Securities and Investment Commission</td>
</tr>
<tr>
<td>ASX</td>
<td>Australian Securities Exchange</td>
</tr>
<tr>
<td>ASX Entitlement Offer Announcement</td>
<td>The announcement lodged with ASX which relates to the offer included in Section 5.</td>
</tr>
<tr>
<td>BPAY®</td>
<td>Electronic bill payment system in Australia</td>
</tr>
<tr>
<td>Company</td>
<td>DTI Group</td>
</tr>
<tr>
<td>Corporations Act</td>
<td>Corporations Act 2001 (Cth)</td>
</tr>
<tr>
<td>Director</td>
<td>A director of DTI Group</td>
</tr>
<tr>
<td>DTI Group</td>
<td>DTI Group Ltd ACN 069 791 091</td>
</tr>
<tr>
<td>Eligible Shareholders</td>
<td>A Shareholder on the Record Date who:</td>
</tr>
<tr>
<td></td>
<td>• has a registered address in Australia or New Zealand or is a Shareholder to whom the Company has determined it can extend the Entitlement Offer</td>
</tr>
<tr>
<td></td>
<td>• is eligible under all applicable securities laws to receive an offer under the Entitlement Offer.</td>
</tr>
<tr>
<td>Entitlement</td>
<td>The entitlement to subscribe for two New Shares for every nine Shares held by an Eligible Shareholder on the Record Date.</td>
</tr>
<tr>
<td>Entitlement and Acceptance Form</td>
<td>The entitlement and acceptance form accompanying the Offer Booklet.</td>
</tr>
<tr>
<td>Entitlement Offer</td>
<td>The non-renounceable pro rata offer of New Shares at the Offer Price on the basis of two New Shares for every nine Shares held at the Record Date.</td>
</tr>
<tr>
<td>Existing Shares</td>
<td>The Shares on issue as at the Record Date.</td>
</tr>
<tr>
<td>Ineligible Shareholder</td>
<td>A Shareholder who is not an Eligible Shareholder.</td>
</tr>
<tr>
<td>Investor Presentation</td>
<td>The investor presentation included in the Offer Booklet.</td>
</tr>
<tr>
<td>Listing Rule</td>
<td>The listing rules of ASX.</td>
</tr>
<tr>
<td>New Shares</td>
<td>Shares to be allotted and issued under the Entitlement Offer, including (as the context requires) the shortfall from the Entitlement Offer issued under the Top-up Facility or by the Underwriter or sub-underwriters.</td>
</tr>
<tr>
<td>Offer Booklet</td>
<td>This offer document dated 17 November 2016.</td>
</tr>
<tr>
<td>Offer Price</td>
<td>$0.35 per New Share</td>
</tr>
<tr>
<td><strong>Word</strong></td>
<td><strong>Meaning</strong></td>
</tr>
<tr>
<td>-----------------------</td>
<td>---------------------------------------------------------------------------------------------------------------------------------------------</td>
</tr>
<tr>
<td>Record Date</td>
<td>The record date set out in the Key Dates summary on page 4 of the Offer Booklet.</td>
</tr>
<tr>
<td>S&amp;P/ASX 200 Index</td>
<td>An index published by ASX which covers approximately 80% of the Australian equity market capitalisation.</td>
</tr>
<tr>
<td>Section</td>
<td>A section of this Offer Booklet.</td>
</tr>
<tr>
<td>Share</td>
<td>A fully paid ordinary share in DTI Group.</td>
</tr>
<tr>
<td>Shareholder</td>
<td>A registered holder of a Share.</td>
</tr>
<tr>
<td>Top-up Facility</td>
<td>The facility described in Section 1.3.</td>
</tr>
<tr>
<td>Underwriter</td>
<td>Baillieu Holst Ltd, ACN 006 519 393</td>
</tr>
<tr>
<td>Underwriting Agreement</td>
<td>The underwriting agreement between DTI Group and the Underwriter as described in Section 3.1.</td>
</tr>
<tr>
<td>US Person</td>
<td>The meaning given in Rule 902(k) of Regulation S under the US Securities Act.</td>
</tr>
<tr>
<td>US Securities Act</td>
<td>US Securities Act of 1933</td>
</tr>
</tbody>
</table>
DTI Group announces $11.56 million Capital Raising

NOT FOR DISTRIBUTION IN THE UNITED STATES

Key Highlights

- 12.24 million share Placement to institutional professional and sophisticated investors to raise $4.28 million at an offer price of $0.35 per share.
- Non-renounceable entitlement offer to raise approximately $7.28 million at an offer price of $0.35 per share, the same as the Placement.

17 November 2016 – DTI Group Ltd (ASX: DTI) (DTI Group) intends conducting a capital raising of approximately $11.56 million via a placement to institutional, professional and sophisticated investors of approximately 12.24 million new shares to raise approximately $4.28 million (Placement) and a 2 for 9 non-renounceable entitlement offer of new shares to raise approximately $7.28 million (Entitlement Offer). Shares issued under the Placement will not carry any entitlement to participate in the Entitlement Offer.

The offer price for both the Placement and the Entitlement Offer will be $0.35 per new share (Offer Price). The Offer Price represents a discount of 22% to the closing price of DTI Group shares on 14 November 2016 (being the last trading date before the announcement of the capital raising and a discount of 17% to the theoretical ex-rights price).

The Entitlement Offer is fully underwritten by Baillieu Holst Ltd (Underwriter).

The proceeds of the capital raising will provide additional capital for ongoing business and product development and marketing and strengthen the Company’s balance sheet in order to fund future growth.

Placement

The Placement comprises the issue of 12,237,770 shares at $0.35 per share to raise approximately $4.28 million before costs. The Placement will be made from the Company’s placement capacity pursuant to ASX Listing Rule 7.1. The shares issued pursuant to the Placement will not carry any entitlement to participate in the Entitlement Offer but otherwise will rank pari passu with existing fully paid ordinary shares on issue. The Placement will be made to new institutional, professional and sophisticated investors as arranged by the Underwriter.
Entitlement Offer

Under the Entitlement Offer, eligible DTI shareholders are invited to subscribe for two new shares for every nine existing shares held as at 7.00pm (AEDT) on Tuesday 22 November 2016 (Record Date). The Entitlement Offer will comprise an offer of approximately 20.81 million new shares (Entitlement Offer Shares) at the issue price of $0.35 per new share, raising approximately $7.28 million before costs.

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 and New Zealand on the Record Date (Eligible Shareholders) will be invited to participate in the Entitlement Offer. The Entitlement Offer will be open from 25 November 2016 to 13 December 2016. Eligible Shareholders will be sent details about the Entitlement Offer via an Offer Booklet expected to be dispatched on or about 25 November 2016. Eligible Shareholders will also be given the opportunity to subscribe for new shares over and above their entitlements (Additional New Shares). The allocation of any Additional New Shares will be subject to DTI Group’s discretion and limited to the extent there are sufficient new shares from Eligible Shareholders who do not take up their entitlement.

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

The timetable for the Placement and Entitlement Offer is as follows:

<table>
<thead>
<tr>
<th>Event</th>
<th>Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>Resumption of trading</td>
<td>Thursday 17 November 2016</td>
</tr>
<tr>
<td>Ex-entitlements</td>
<td>Monday 21 November 2016</td>
</tr>
<tr>
<td>Record Date for participation in Entitlement Offer (7.00pm AEDT)</td>
<td>Tuesday 22 November 2016</td>
</tr>
<tr>
<td>Placement shares issued</td>
<td>Wednesday 23 November 2016</td>
</tr>
<tr>
<td>Trading of Placement shares commences</td>
<td>Thursday 24 November 2016</td>
</tr>
<tr>
<td>Despatch of Offer Booklet and Entitlement Offer opens</td>
<td>Friday 25 November 2016</td>
</tr>
<tr>
<td>Entitlement Offer closes (5.00pm AEDT)</td>
<td>Tuesday 13 December 2016</td>
</tr>
<tr>
<td>Entitlement Offer results announcement</td>
<td>Friday 16 December 2016</td>
</tr>
<tr>
<td>Entitlement Offer shares issued</td>
<td>Tuesday 20 December 2016</td>
</tr>
<tr>
<td>Normal trading of Entitlement Offer shares commences</td>
<td>Wednesday 21 December 2016</td>
</tr>
</tbody>
</table>

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

Eligible Shareholders are encouraged to carefully read the Offer Booklet for further details relating to the Entitlement Offer. DTI Group has lodged the Offer Booklet with ASX today, Thursday 17 November 2016 and expects to despatch the Offer Booklet and personalised entitlement and acceptance form to Eligible Shareholders no later than Friday 25 November 2016. Offer Booklets and personalised entitlement and acceptance forms will be sent electronically to the Eligible Shareholders who have elected to receive communications from DTI Group electronically. Notwithstanding any such election, Eligible Shareholders can also request a physical copy by calling the telephone number below.
Further details about the Placement and Entitlement Offer are contained in a separate investor presentation and an Appendix 3(B) announcement both lodged with ASX today. DTI Group expects to notify details of the Entitlements Offer to shareholders on Friday 18 November 2016.

–END–

Shareholder Enquiries

Shareholders who have questions relating to the Entitlement Offer should call the Company Secretary, Bruce Mitchell, on +61 8 9479 1195 or consult their stockbroker, accountant or other professional advisor.

About DTI Group

DTI develops and provides world-leading surveillance, video analytics, and commuter communication systems technology and services to the mobile transit industry worldwide. Core technology development and system design activities are undertaken from the Company’s head office.

Not for Distribution in the United States

This announcement has been prepared for publication in Australia and may not be released or distributed in the United States. This announcement does not constitute an offer of securities for sale in the United States or any other jurisdiction. Any securities described in this announcement may not be offered or sold in the United States absent registration under the US Securities Act 1933 or an exemption from registration.
Important Notice and Disclaimer

- This investor presentation has been prepared by DTI Group Ltd, ACN 069 791 091 (DTI or Company), and is dated 17 November 2016. This presentation has been prepared in relation to the pro rata non-renounceable entitlement offer and institutional placement of new shares to be made under sections 708A and 708AA of the Corporations Act 2001 (Cth) (Corporations Act) as modified by the Australian Securities & Investments Commission (ASIC). The entitlement offer will be made to eligible shareholders.

- Summary of information: This presentation contains summary information about DTI and its activities which is current as at the date of this presentation. The information in this presentation is of a general nature and does not purport to be complete, nor does it contain all the information which a prospective investor may require in evaluating a possible investment in DTI or that would be required in a prospectus or product disclosure statement prepared in accordance with the requirements of the Corporations Act. DTI’s historical information in this presentation is or has been based upon information that has been released to the Australian Securities Exchange (ASX). This presentation should be read in conjunction with DTI’s other periodic and continuous announcements lodged with ASX, which are available at www.asx.com.au. The information in this presentation is based on DTI’s own information and estimates and has not been independently verified. DTI is not responsible for providing updated information and does not assume any responsibility to do so. In attending this presentation or by viewing this document, you agree to be bound by the following terms and conditions.

- Not financial product advice: This presentation is not a financial product, or investment advice or a recommendation to acquire DTI securities and has been prepared without taking into account the objectives, financial situation or needs of individuals. Before making an investment decision, prospective investors should consider the appropriateness of the information having regard to their own objectives, financial situation and needs; and seek legal, taxation and financial advice appropriate to their jurisdiction and circumstances. DTI is not licensed to provide financial product advice in regard to its securities or any other financial products. Cooling off rights do not apply to the acquisition of DTI securities.

- Disclaimer: Each of DTI and its related bodies corporate and its directors, agents, officers, employees and advisors expressly disclaim to the maximum extent permitted by law, all liabilities (howsoever caused including negligence) in respect of, make no representations regarding and do not take any responsibility for, any part of this presentation and make no representation or warranty as to the accuracy, reliability or completeness of any information, statements, opinions, conclusions or representations contained in this presentation. In particular, this presentation does not constitute and shall be relied upon as a promise, representation, warranty or guarantee as to the past, present or the future performance of DTI.

- Not an offer: This presentation is not a prospectus, product disclosure document or other offering document under Australian law (and will not be lodged with ASIC) or any other law. This presentation is for information purposes only and should not be considered as an offer or an invitation to acquire shares in DTI or any other financial products lodged with ASX. Any eligible shareholder who wishes to participate in the Entitlement Offer should consider the offer booklet in deciding whether to apply under that offer. Anyone who wishes to apply for new shares under the Entitlement Offer will need to apply in accordance with the instructions contained in the offer booklet and the entitlement and acceptance form.

- Past and future performance: Past performance information is given for illustrative purposes only and is not, and should not be relied upon as, an indication of future performance. This presentation also contains certain forward-looking statements with respect to the financial condition, results of operations, projects, contracts and business of DTI and certain plans and objectives of the management of DTI. These forward-looking statements involve known and unknown risks, uncertainties and other factors which are subject to change without notice. Forward-looking statements are provided as a general guide only and there can be no assurance that actual outcomes will not differ materially from these statements. Neither DTI nor any other person gives any representation, warranty, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statement will actually occur. In particular, such forward-looking statements are subject to significant uncertainties and contingencies, many of which are outside the control of DTI. Further, none of DTI’s officers, agents or employees, except to the extent permitted by law, accept responsibility for any loss, claim, damages, costs or expenses arising out of or in connection with the information contained in this presentation. Investors should independently satisfy themselves as to the accuracy of all information contained herein.

- Monetary values: All dollar values are in Australian dollars ($ or A$) unless stated otherwise.
DTI’s Business

OUR BUSINESS
The supply of world-leading surveillance, video analytics and passenger communication solutions for the mobile transit industry

OUR TARGET MARKETS
Rail, bus, taxi, law enforcement, high-value freight

OUR PRODUCTS & SERVICES

<table>
<thead>
<tr>
<th>Proprietary Data Recording Hardware</th>
<th>Supplementary Hardware</th>
<th>Proprietary Software</th>
<th>Managed Services</th>
<th>Our Customers</th>
<th>Our Major Markets</th>
</tr>
</thead>
<tbody>
<tr>
<td>Bus mobile digital recorders (MDR)</td>
<td>CCTV cameras</td>
<td>Fleet manager</td>
<td>Full service</td>
<td>Government</td>
<td>Our major markets:</td>
</tr>
<tr>
<td>Rail data recorder unit (DRU)</td>
<td>GPS tracking</td>
<td>Vehicle monitoring</td>
<td>bureau offering</td>
<td>agencies</td>
<td>• Australia</td>
</tr>
<tr>
<td>Hybrid MDRs for other target markets</td>
<td>Passenger counting</td>
<td>CCTV managed systems</td>
<td></td>
<td>Rail and bus</td>
<td>• European Union</td>
</tr>
<tr>
<td></td>
<td>Driver displays</td>
<td>Route adherence</td>
<td></td>
<td>manufacturers</td>
<td>• United Kingdom</td>
</tr>
<tr>
<td></td>
<td>Signage</td>
<td>Remote live view</td>
<td></td>
<td></td>
<td>• United States</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Video analytics</td>
<td></td>
<td>Private</td>
<td>• South Africa</td>
</tr>
<tr>
<td></td>
<td></td>
<td>(eg Pantograph)</td>
<td></td>
<td>operators</td>
<td></td>
</tr>
</tbody>
</table>

Our Customers:
- Government agencies
- Rail and bus manufacturers
- Private operators

Our Major Markets:
- Our major markets:
  - Australia
  - European Union
  - United Kingdom
  - United States
  - South Africa
DTI’s Business Case

Mass Public Transportation Sector
Sector to continue to grow throughout the world:
• significant investment planned in rail and light rail in major cities in the world

Mass Transit Operator Challenges
Mass transit operators face wide range of challenges including:
• acts of terrorism
• crime
• public disturbance
• safety
• liability
• customer service

Mass Transit Surveillance Solutions
Mass transit operators require surveillance solutions which are:
• high quality
• reliable
• easily recoverable

Technology Advances
Technology advances continue to improve surveillance and services:
• Intelligent Transportation Systems
• Next Bus
• Smart City
DTI’s Business Model

**Product Development**
Maintain market-leading position by continued investment in product development and product expansion, eg passenger communication solutions, pantograph

**Business Development & Marketing**
Product development supported by committed investment in business development and marketing

**Prospects**
Grow prospects by investing in business development and marketing

**Contracts**
Prospects converted to contracts by offering customised advanced surveillance solutions

**Recurring Revenue**
Ongoing orders from customers for new vehicle procurements; maintenance agreements; DTI solutions specified in long-term procurements; framework agreements with major suppliers
### FY2016 Financial Metrics

<table>
<thead>
<tr>
<th>Metric</th>
<th>Details</th>
</tr>
</thead>
<tbody>
<tr>
<td>Sales</td>
<td>$16.2m, up $1.5m, 10% increase</td>
</tr>
<tr>
<td>Recurring revenue*</td>
<td>55% of sales, up from 38% at HY</td>
</tr>
<tr>
<td>EBITDA</td>
<td>$3.6m, up 140% from $1.5m</td>
</tr>
<tr>
<td>FY17 contracted &amp; recurring revenue</td>
<td>$15.0m, up 39% from $10.8m for FY16</td>
</tr>
<tr>
<td>Marketing and business development expenses</td>
<td>up 11%</td>
</tr>
<tr>
<td>R&amp;D</td>
<td>$5.9m, up 56% from $3.8m</td>
</tr>
<tr>
<td>Positive operating cash flow</td>
<td>$193k</td>
</tr>
<tr>
<td>Prospects</td>
<td>$400m, up 100% from $200m</td>
</tr>
</tbody>
</table>

* Recurring revenue includes maintenance agreements and ongoing monthly sales to vehicle manufacturers and transit authorities.
### Key Drivers

<table>
<thead>
<tr>
<th>Key Driver</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Increased Investment</strong></td>
<td>R&amp;D and marketing intended to deliver double-digit revenue growth for DTI</td>
</tr>
<tr>
<td><strong>R&amp;D and Marketing</strong></td>
<td>Investment up by over 47% on previous year</td>
</tr>
<tr>
<td><strong>Focus on Rail Sector</strong></td>
<td>Broader product offering across all sectors of Intelligent Transport Solutions</td>
</tr>
<tr>
<td><strong>Strategic Rail Expansion</strong></td>
<td>Rail passenger communications systems, pantograph</td>
</tr>
<tr>
<td><strong>Result of R&amp;D and Marketing</strong></td>
<td>Prospects up 100% in 12 months to $400 million</td>
</tr>
<tr>
<td><strong>Growing Global Demand</strong></td>
<td>Surveillance systems across all forms of public transport</td>
</tr>
<tr>
<td><strong>Contract Wins</strong></td>
<td>7 wins out of 7 in UK demonstrates DTI’s technology strengths and market acceptance. 15 wins since FY16 – 11 rail, 3 bus and 1 law enforcement</td>
</tr>
</tbody>
</table>

1. Increased Investment: R&D and marketing intended to deliver double-digit revenue growth for DTI.
2. R&D and Marketing: Investment up by over 47% on previous year.
3. Focus on Rail Sector: Broader product offering across all sectors of Intelligent Transport Solutions.
4. Strategic Rail Expansion: Rail passenger communications systems, pantograph.
5. Result of R&D and Marketing: Prospects up 100% in 12 months to $400 million.
7. Contract Wins: 7 wins out of 7 in UK demonstrates DTI’s technology strengths and market acceptance. 15 wins since FY16 – 11 rail, 3 bus and 1 law enforcement.
Significant Milestones

- Strong start to FY17 with contracted and expected revenue at $15.0 million at the end of August, up 39% from $10.8 million for FY16. Now at $16.1 million

- Awarded $5.3 million Alstom contract
  - 22 new trains for the Sydney Northwest Rail Link

- Signed Alstom framework agreement
  - Defines general conditions under which DTI and Alstom wish to cooperate with regard to equipment design, manufacture, delivery, and services for potential future projects

- Awarded $3.4 million Dallas contract
  - 48 light rail vehicles for Dallas Area Rapid Transit
  - Options for an additional 115 light rail vehicles valued at $8.2 million

- Awarded $1.5 million London Underground contract
  - 106 trains for the Northern Line

- Awarded $220,000 Cape Town Police contract for 27 police vehicles
  - Options for 300 plus a further 600 police cars

- Record number of new contracts secured
  - Sydney, Dallas, London Underground, Philadelphia, Cape Town Police, Irish Rail, MerseyRail, Wright Bus
Record Number of Key Project Wins in FY2016

- **London Midland**: 66 trains with surveillance
- **Mersey Rail**: 8 trains with automatic passenger counting
- **Irish Rail**: 168 rail cars with surveillance
- **Wright Bus**: 80 buses with surveillance
- **Alstom London Underground**: 106 trains with surveillance
- **Bordeaux**: 74 trams with surveillance
- **Utrecht**: Trams with surveillance
- **Brisbane**: 137 buses with surveillance
- **Philadelphia**: 231 trains with surveillance
- **Marseille**: 36 trains with surveillance and PCS
- **Cape Town**: 27 police cars with surveillance and ANPR, Options for further 900
- **Virgin Trains**: 31 trains with pantograph
- **Dallas**: 48 trains with surveillance, Options for further 115
- **France Framework Agreement**: 172 potential operators with surveillance
- **Irish Rail**: 168 rail cars with surveillance
- **Wright Bus**: 80 buses with surveillance
- **Alstom London Underground**: 106 trains with surveillance
- **Bordeaux**: 74 trams with surveillance
- **Utrecht**: Trams with surveillance
- **Brisbane**: 137 buses with surveillance
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- **Cape Town**: 27 police cars with surveillance and ANPR, Options for further 900
- **Virgin Trains**: 31 trains with pantograph
- **Dallas**: 48 trains with surveillance, Options for further 115
- **France Framework Agreement**: 172 potential operators with surveillance
Sales of $6.46 million, up 66% from $3.89 million in prior period

Contract awarded for Dallas Area Rapid Transit
- 48 light rail vehicles worth $3.4m. Options worth $8.2m
- 531 firms requested tenders, 4 submitted, only DTI compliant

DTI’s surveillance solution specified in a bus procurement tender issued by SEPTA (South Eastern Pennsylvania Transport Authority) in Philadelphia
- Procurement tender involves manufacture of 525 new buses over a five-year period. Now commenced
- Similar deal to the surveillance solution which DTI won in July 2014 for 454 new buses over a five-year period for San Francisco MTA. Now commenced

DTI’s surveillance solution, specified for SEPTA’s next procurement of 44 Silverliner rail cars

Appointed an additional business development and marketing consultant for large rail projects
Sales of $8.34 million, up from $7.88 million in prior period
Maintained strong market position with sales to wide range of customers
Signed a key $5.3 million contract with Alstom for 22 driverless trains for Sydney to provide:
- an advanced digital video surveillance system with 24 internal and 2 forward-facing high-definition IP rail rated cameras
- an IP-based audio communications system comprising public address with hearing aid loops, plus an automated voice announcement system and passenger emergency intercom
- external LED driven destination indication signs, 48” wide-screen LCD route displays, and internal passenger information displays
- a driver display screen which provides status information which also provides low latency live views from all cameras in the train plus a second 6 car coupled train
- deliveries to commence first half FY2017 for a two-year period

Bus and rail contracts in Perth, Brisbane, Sydney, Melbourne and Adelaide
**Operational Update – EMEA**

- Sales of $1.42 million, down from $2.93 million due to delay in contract awards
- **United Kingdom, Merseyrail** – advanced automatic passenger counting on trains in the Liverpool area
- **United Kingdom, London Underground** – 106 trains to be fitted with CCTV on the Northern Line with Alstom
- **United Kingdom, Virgin Trains** – 31 trains with pantograph
- **United Kingdom, London Midland** – 66 trains with CCTV
- **France, AGIP**
  - DTI’s French partner awarded a five-year agreement to supply CCTV systems for AGIR – an association of 172 independent transport providers in France. First order received from City of Niort
  - Order from Marseilles Metro for 36 passenger communication systems which follows order in 2014 for CCTV systems
  - Order from Bordeaux for 74 trams with surveillance
- **Holland, Stadler** – trial order from VisiOn ISP for CCTV
- **Ireland, Irish Rail** – 168 rail cars to be fitted with CCTV
- **Northern Ireland, Wright Bus** – 80 new buses for Dublin
- **South Africa, Cape Town Police** – 27 police cars with CCTV and ANPR and options for 900 cars
Outlook

- New recurring revenue projects building on existing recurring revenue
  - Siemens (up to 13 years with options)
  - NewFlyer for San Francisco MTA (5 years)
  - Specified in tender for SEPTA Buses (5 years)

- Successful rail strategy now poised to deliver returns
  - Rail lead times long but high value projects
  - High value Passenger Communication System added to DTI product range

- Outlook for DTI in core markets remains strong
  - Prospects valued at $400 million
  - Significant opportunities across rail, bus and law enforcement vehicles

- Continued investment in R&D
  - Maintain market leading suite of technology offerings

- Currently undertaking 11 trials in various cities worldwide
  - Including United States, Sweden, France, Australia and Poland which are expected to lead to adoption of DTI solutions
**Strong Sales Pipeline**

**Region**

- Australasia: $52m (13%)
- Americas: $121m (30%)
- EMEA: $227m (57%)

**Sector**

- Bus: $12m (3%)
- Rail: $85m (21%)
- Other: $303m (76%)

**Note:**
Factors influencing decisions on prospects proceeding and timing of delivery are unknown and outside the control of DTI. However, DTI is well positioned with a number of these prospects.
Year-on-year Prospect Growth

Building a strong base for future growth

$\text{m}$

0
50
100
150
200
250
300
350
400

30.6.15

30.6.16

Other
Bus
Rail
Total

126%
48%
Note:
Factors influencing decisions on prospects proceeding are uncertain, may change and are generally outside the control of DTI. However, DTI considers that it is well positioned to win a number of the prospects.
Passenger Communication Systems (PCS)

- First contract awarded by Alstom for the Sydney Northwest Rail Link
  - $5.3 million value – 82% PCS, 18% surveillance
- Investment in specialist equipment for software and hardware testing
  - Significant savings in time and development costs
- High-calibre development team
  - 20 engineers build the PCS solution
Electric trains use pantographs to draw power from overhead wires

- Pantographs with overhead wires are now the dominant form of power collection for modern electric trains
- Serious damage to the overhead wiring makes the track unusable until repairs are completed
- Such damage is costly in both repairs and loss of rail service
- Failure prevention normally requires regular inspection, but manual inspections are costly and difficult to prevent pantograph-related de-wirements.

The DTI pantograph overhead wire network inspection system **visually** analyses, detects and reports potential maintenance concerns in real time

- Four inventions have been provisionally protected and filed
- Commercialisation has commenced with two orders in the UK: Virgin Trains and London Midland
# World’s Largest Rail System Suppliers

<table>
<thead>
<tr>
<th>Company</th>
<th>Country Base</th>
<th>DTI Technology Tendered</th>
<th>DTI Technology Purchased</th>
<th>Framework Agreement</th>
</tr>
</thead>
<tbody>
<tr>
<td>Alstom</td>
<td>France</td>
<td>✓</td>
<td>✓</td>
<td>✓</td>
</tr>
<tr>
<td>Bombardier</td>
<td>Canada</td>
<td>✓</td>
<td>✓</td>
<td></td>
</tr>
<tr>
<td>Hyundai-Rotem</td>
<td>Korea</td>
<td>✓</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Siemens</td>
<td>Germany</td>
<td>✓</td>
<td>✓</td>
<td>✓</td>
</tr>
<tr>
<td>PESA</td>
<td>Poland</td>
<td>✓</td>
<td>✓</td>
<td>✓</td>
</tr>
<tr>
<td>Ansaldo</td>
<td>Italy</td>
<td>✓</td>
<td>✓</td>
<td>✓</td>
</tr>
<tr>
<td>CRRC Changchun</td>
<td>China</td>
<td>✓</td>
<td></td>
<td></td>
</tr>
<tr>
<td>CAF</td>
<td>Spain</td>
<td>✓</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Mitsubishi</td>
<td>Japan</td>
<td>✓</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Stadler</td>
<td>Switzerland</td>
<td>✓</td>
<td>✓</td>
<td>✓</td>
</tr>
</tbody>
</table>
Key Strengths

- Strong market position and capability in bus and rail markets
- Exposure to high-growth mobile security market and passenger communication systems
- Global terrorism threats driving increasing customer demand
- Proprietary hardware and software products developed in-house
- Growing recurring revenue stream
- Scalable business model
- Strong relationships with world-class customers
- Strong business partners
Capital Raising
Placement and Entitlement Offer seeking to raise up to $11.56 million
- institutional placement of approximately 12.24 million shares at $0.35 per share
- 2 for 9 pro rata entitlement offer to existing shareholders at $0.35 per share

Maintain investment spending in business development and marketing to continue to drive prospects pipeline

Maintain investment spending in product development:
- to ensure existing proprietary hardware and software products reflect the latest technological advancements
- to continue development of options for Passenger Communication Solutions
- to expand pantograph product offering

Improve balance sheet strength

Balance sheet scale improves tender and project capacity

Additional working capital required for increased work-in-progress
## Sources and Uses of Funds / Capital Structure

### Sources and uses of funds

<table>
<thead>
<tr>
<th>Sources of Funds</th>
<th>$m</th>
</tr>
</thead>
<tbody>
<tr>
<td>Placement</td>
<td>4.28</td>
</tr>
<tr>
<td>Entitlement Offer</td>
<td>7.28</td>
</tr>
<tr>
<td><strong>Total sources of funds</strong></td>
<td><strong>11.56</strong></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Uses of Funds</th>
<th>$m</th>
</tr>
</thead>
<tbody>
<tr>
<td>Funding for future growth</td>
<td>11.03</td>
</tr>
<tr>
<td>Transaction costs</td>
<td>0.53</td>
</tr>
<tr>
<td><strong>Total uses of funds</strong></td>
<td><strong>11.56</strong></td>
</tr>
</tbody>
</table>

### Capital structure

<table>
<thead>
<tr>
<th>Shares on Issue</th>
<th>Number</th>
</tr>
</thead>
<tbody>
<tr>
<td>Equity shares on issue</td>
<td>93,627,118</td>
</tr>
<tr>
<td>Placement</td>
<td>12,237,770</td>
</tr>
<tr>
<td>Entitlements offer</td>
<td>20,806,026</td>
</tr>
<tr>
<td><strong>Shares on issue after capital raising</strong></td>
<td><strong>126,670,914</strong></td>
</tr>
</tbody>
</table>
# Offer Timetable

<table>
<thead>
<tr>
<th>Date</th>
<th>Item</th>
</tr>
</thead>
<tbody>
<tr>
<td>Thursday 17 November</td>
<td>Announcement of Entitlement Offer and trading halt lifted</td>
</tr>
<tr>
<td>Monday 21 November</td>
<td>Shares trade on ex-entitlement basis</td>
</tr>
<tr>
<td>Tuesday 22 November</td>
<td>Record Date for the Entitlement Offer (7.00pm AEDT)</td>
</tr>
<tr>
<td>Friday 25 November</td>
<td>Offer Booklet and Entitlement and Acceptance Form despatched to Eligible Shareholders</td>
</tr>
<tr>
<td>Friday 25 November</td>
<td>Entitlement Offer opens</td>
</tr>
<tr>
<td>Tuesday 13 December</td>
<td>Entitlement Offer closes (5.00pm AEDT)</td>
</tr>
<tr>
<td>Friday 16 December</td>
<td>Announcement of results of the Entitlement Offer</td>
</tr>
<tr>
<td>Tuesday 20 December</td>
<td>Entitlement Offer shares issued</td>
</tr>
<tr>
<td>Wednesday 21 December</td>
<td>Commencement of trading of New Shares issued under the Entitlement Offer</td>
</tr>
</tbody>
</table>
### Balance Sheet

<table>
<thead>
<tr>
<th></th>
<th>Audited 30.6.16</th>
<th>Placement</th>
<th>Entitlement Offer</th>
<th>Pro forma 30.6.16</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Current Assets</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Cash and cash equivalents</td>
<td>0.63</td>
<td>4.14</td>
<td>7.00</td>
<td>11.77</td>
</tr>
<tr>
<td>Trade and other receivables</td>
<td>8.66</td>
<td></td>
<td></td>
<td>8.66</td>
</tr>
<tr>
<td>Inventories</td>
<td>5.84</td>
<td></td>
<td></td>
<td>5.84</td>
</tr>
<tr>
<td>Other current assets</td>
<td>0.13</td>
<td></td>
<td></td>
<td>0.13</td>
</tr>
<tr>
<td><strong>Total current assets</strong></td>
<td><strong>15.27</strong></td>
<td></td>
<td></td>
<td><strong>26.40</strong></td>
</tr>
<tr>
<td><strong>Non-current Assets</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Plant and equipment</td>
<td>1.09</td>
<td></td>
<td></td>
<td>1.09</td>
</tr>
<tr>
<td>Intangible assets</td>
<td>4.37</td>
<td></td>
<td></td>
<td>4.37</td>
</tr>
<tr>
<td>Other receivables</td>
<td>0.39</td>
<td></td>
<td></td>
<td>0.39</td>
</tr>
<tr>
<td><strong>Total non-current assets</strong></td>
<td><strong>5.85</strong></td>
<td></td>
<td></td>
<td><strong>5.85</strong></td>
</tr>
<tr>
<td><strong>Total assets</strong></td>
<td><strong>21.12</strong></td>
<td></td>
<td></td>
<td><strong>32.25</strong></td>
</tr>
<tr>
<td><strong>Current Liabilities</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Trade and other payables</td>
<td>4.02</td>
<td></td>
<td></td>
<td>4.02</td>
</tr>
<tr>
<td>Borrowings</td>
<td>0.19</td>
<td></td>
<td></td>
<td>0.19</td>
</tr>
<tr>
<td>Provisions</td>
<td>0.86</td>
<td></td>
<td></td>
<td>0.86</td>
</tr>
<tr>
<td><strong>Total current liabilities</strong></td>
<td><strong>5.06</strong></td>
<td></td>
<td></td>
<td><strong>5.06</strong></td>
</tr>
<tr>
<td><strong>Non-current Liabilities</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Borrowings</td>
<td>0.31</td>
<td></td>
<td></td>
<td>0.31</td>
</tr>
<tr>
<td>Provisions</td>
<td>0.03</td>
<td></td>
<td></td>
<td>0.03</td>
</tr>
<tr>
<td>Deferred tax liabilities</td>
<td>1.02 (0.04)</td>
<td></td>
<td>(0.08)</td>
<td>0.90</td>
</tr>
<tr>
<td><strong>Total non-current liabilities</strong></td>
<td><strong>1.36</strong></td>
<td></td>
<td><strong>1.24</strong></td>
<td></td>
</tr>
<tr>
<td><strong>Total liabilities</strong></td>
<td><strong>6.42</strong></td>
<td></td>
<td></td>
<td><strong>6.30</strong></td>
</tr>
<tr>
<td><strong>NET ASSETS</strong></td>
<td><strong>14.69</strong></td>
<td></td>
<td></td>
<td><strong>25.95</strong></td>
</tr>
<tr>
<td><strong>Equity</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Contributed equity</td>
<td>13.72</td>
<td>4.18</td>
<td>7.08</td>
<td>24.98</td>
</tr>
<tr>
<td>Reserves</td>
<td>(0.09)</td>
<td></td>
<td></td>
<td>(0.09)</td>
</tr>
<tr>
<td>Accumulated profits</td>
<td>1.06</td>
<td></td>
<td></td>
<td>1.06</td>
</tr>
<tr>
<td><strong>Total equity</strong></td>
<td><strong>14.69</strong></td>
<td></td>
<td></td>
<td><strong>25.95</strong></td>
</tr>
</tbody>
</table>
## Offer Details – Key Terms of Entitlement Offer

### Offer Size and Structure
- Fully underwritten 2 for 9 pro rata non-renounceable entitlement offer to raise gross proceeds of approx $7.28 million
- Chairman Chris Morris’s related entity, Finico Pty Ltd, to take up its entitlement in full and will sub-underwrite part of the Entitlement Offer

### Offer Price
- $0.35 per New Share
- 22% discount to the last trading price on 14 November 2016
- 17% discount to the TERP*
- Same offer price as the Placement

### Entitlement Offer
- The entitlement offer opens Friday 25 November 2016 and closes on Tuesday 13 December 2016. Offer to eligible shareholders with a registered address in Australia and New Zealand only
- “Top-up Facility” available to shareholders

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*Note: The TERP (theoretical rights price) of 42.4 cents is calculated by reference to DTI Group’s closing price on Monday 14 November 2016, being the last trading day prior to the announcement of the Placement and Entitlement Offer. TERP is a theoretical calculation only and the actual price at which DTI’s shares trade immediately after the ex date of the Entitlement Offer will depend on many factors and may not be the approximate TERP.
Risks Factors (1)

The activities of DTI are subject to risks and there are many factors which may impact both on its future performance and the value of DTI’s securities. Some of these risks can be mitigated by the use of safeguards and controls, but many are outside the control of DTI and cannot be mitigated. Therefore, investors who acquire DTI Shares may be exposed to a number of risks. Broadly, these risks can be described as specific to an investment in the DTI Shares and DTI’s underlying business operations and risks general to investing in the share market.

DTI Shares do not carry any guarantee of profitability, dividends, return of capital or the price at which they trade on ASX. The major factors which investors should consider before making an investment decision are listed below. This list is not exhaustive. Investors should also consider the information contained elsewhere in this presentation before making an investment decision. Investors should also have regard to their own investment objectives and financial circumstances and should consider seeking appropriate professional advice before deciding whether to invest in the shares.

**Risks specific to an investment in Shares and underlying business operations**

DTI’s operating performance and profitability, and thus an investment in DTI Shares, are affected by a number of specific factors. These factors include but are not limited to the following risks.

**Loss of key customers, contracts or revenue:** As a usual part of its business, DTI’s customer contracts and projects are subject to tender, variations, additions or reductions. DTI could lose one or more key customers or significant contracts or projects due to a range of events. Any loss of key customers, or loss of funding or a reduction in government budget allocations to key customers, significant contracts or projects, may materially and adversely affect DTI’s revenue, profitability or growth.

**Loss of key business partners:** As a usual part of its business, DTI supplies products and services to business partners. These business partners are under no obligation to purchase DTI’s products and services and may decide to purchase products and services from competitors and may develop products and services themselves.

**Reliance on strategy:** DTI’s future success relies heavily on the successful implementation of its strategy of being a provider of integrated video surveillance, passenger communication and fleet management solutions for the global mass transit industry. Successful execution of this strategy will require DTI to successfully apply its core competencies in the development or modification of its products and software. No assurance can be given that DTI will be successful in the ongoing implementation of this strategy.

DTI’s growth strategy relies heavily on market acceptance of its products and services. There is a risk that market acceptance of DTI’s products and services will not be as high as DTI expects or that market acceptance may take longer than expected to materialise.

**Delivery risk and time delays:** DTI’s financial performance is dependent on its ability to deliver contracts and projects in accordance with contractual obligations. Contractual obligations may include set dates for delivery. If delivery is delayed the customer may seek to claim damages from DTI. Disputes which arise in relation to contractual obligations may result in significant losses and acute pressure on DTI’s cash flow.

**Tender timelines and project schedules:** DTI’s financial forecasts and performance is often reliant on timelines that are issued to DTI during the tender process, or on project delivery schedules that are determined during the procurement stage, both of which may be influenced or affected by the performance or decisions of third parties. While delay claims may be available for certain projects or situations, delays may still have a material impact on revenue projections and the financial performance of DTI.
Risks Factors (2)

Technology integration: DTI supplies advanced systems for integrated video surveillance, passenger communication and fleet management solutions for the global mass transit industry. Some tailored systems may involve integration of different technologies in order to provide a total package. As a result there is a risk that integration of different technologies may be difficult or costly or integration is not possible.

Competition: DTI operates in a competitive industry. DTI competes with some companies that are larger and more financially secure, as well as with some companies that benefit from local experience and relationships with customers. Increased competition could result in price reductions, underutilisation of personnel, reduced operating margins and loss of customers or market share. Any of these occurrences in any region in which DTI may operate could adversely affect its operating and financial performance.

Reliance on key employees: DTI depends on the talent and experience of its employees. Whilst every effort is made to retain key employees and contractors and to recruit new personnel as the need arises, loss of a number of key personnel may adversely affect DTI’s earnings or growth prospects. In addition, strong demand for skilled personnel may limit DTI’s growth and profitability caused by scarcity of professional personnel or by potential increases in compensation costs associated with attracting or retaining such personnel.

Reliance on subcontractors: DTI relies on subcontracting and outsourcing of certain services, including manufacture and installation. If any of these third parties fail to perform their services or cease providing services to DTI, there is potential for delay to the completion of projects or new third-party arrangements may need to be organised.

Dependence of suppliers: DTI’s manufacturing and outsourced manufacturing operations are dependent upon the delivery of materials and components by outside suppliers in a timely manner. Some components are standard items and available from a number of suppliers while others are manufactured to DTI’s specifications. The failure to supply, in a timely manner, materials and components at acceptable costs and in the quantities and specifications required by DTI, could adversely impact on the manufacturing operations, sales and financial performance of DTI.

Intellectual property: DTI’s core products and software do not have legal intellectual property protection in the form of registered patents. However, in the field in which it operates, DTI believes that patents are not a significant success factor. Success rather depends on DTI’s know-how, established international distribution channels, technical competence, production techniques and the timely application of the Company’s technology, together with product quality, customer service and the managerial and marketing competence of DTI’s personnel. DTI has the protection of employing an in-house development team for its hardware and software R&D. This lowers the risk exposure to loss of intellectual property compared to having an outsourced engineering function.

Foreign exchange risk: Some of the components used in the manufacture of DTI’s products are acquired in foreign currencies. Also, some of DTI’s receivables, payables, intercompany transfers and expenses are incurred in foreign currencies and some of DTI’s sales occur in foreign currencies. Adverse movements in exchange rates for either of DTI’s revenue, expenditure, receivables, payables or intercompany transfers, or cash holdings in foreign currency may adversely affect the financial performance of DTI.

Regulatory risk: Some aspects of the industry in which DTI operates are impacted by government legislation and regulations in respect to collection of data, privacy, data protection, freedom of information and other matters. The industry may undergo regulatory or legislative change which may create opportunities or adversely impact the activities and operations of DTI.

R&D tax offset: DTI claims the R&D tax offset incentive offered under Australian taxation legislation for the eligible R&D expenses incurred by DTI. The tax incentive offered may undergo regulatory or legislative change and may be varied or repealed which may adversely impact DTI’s taxation liabilities and the amount of tax payable.
Risks Factors (3)

General investment risks

**Market conditions:** In addition to the specific risks summarised above, a number of factors outside DTI’s control may significantly impact on DTI, its performance and the price of DTI Shares. These factors include:

- economic conditions in both Australia and internationally
- relative changes in foreign exchange rates
- investor sentiment and local and international share market conditions
- changes to government policy, legislation or regulation
- changes in fiscal, monetary and regulatory policies
- the nature of competition in the industries in which DTI operates
- interest rates and inflation rates
- the introduction of taxation reform.

Investors should recognise that DTI’s revenues, expenses and cash flows could be negatively affected by any of the above factors which, in turn, may affect the price or value of DTI Shares.

The share prices for many companies can be subject to wide fluctuations which, in many cases, may reflect a diverse range of non-specific influences such as global hostilities and tensions, acts of terrorism and the general state of the economy. Such market fluctuations may materially adversely affect the market price of DTI Shares.
International Offer Restrictions

- **No overseas offer**
  - No offer will be made to any shareholder with a registered address outside Australia or New Zealand. The distribution of this presentation in jurisdictions outside Australia may be restricted by law and any such restrictions should be observed. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

- **United States**
  - This presentation does not constitute an offer, invitation or recommendation to subscribe for or purchase any security and neither this presentation nor anything contained in it shall form the basis of any contract or commitment. In particular, this presentation does not constitute an offer to sell, or solicitation of an offer to buy securities in the United States or to any “US Person” as defined in Regulation S under the Securities Act of 1933, as amended (the “US Securities Act”). This presentation may not be distributed or released in the United States or to, or for the account or benefit of, any US Person.
  - The shares in the proposed offering have not been and will not be registered under the US Securities Act, or under the securities laws of any state or other jurisdiction of the United States. Accordingly, the shares in the proposed offering may not be offered, or sold, directly or indirectly, within the United States or to, or for the account or benefit of US Persons, except in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.
  - In attending this presentation, or by viewing this document, you agree to be bound by the foregoing limitations.

- **New Zealand**
  - The shares in the proposed offering are not being offered or sold to the public within New Zealand other than to existing shareholders with addresses in New Zealand to whom the offer of New Shares is being made in reliance on the transitional provisions of the Financial Market Conduct Act 2013 (New Zealand) and the Securities Act (Overseas Companies) Exemption Notice 2013 (New Zealand).
  - This presentation does not constitute a prospectus or investment statement and has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Market Conduct Act 2013 (New Zealand). This presentation is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.
Non-Renounceable Entitlement and Acceptance Form

Your payment must be received by 5:00pm (AEDT) Tuesday 13 December 2016

This form relates to a 2 for 9 pro rata non-renounceable entitlement offer of DTI Group Ltd ordinary fully paid shares at an offer price of A$0.35 per New Share ("Offer"), which is being made to Eligible Shareholders. Capitalised terms used in this form have the same meaning as in the Offer Booklet dated 17 November 2016 accompanying this form ("Offer Booklet") unless otherwise defined.

Step 1: Registration Name & Offer Details
Details of the shareholding and entitlements for this Offer are shown overleaf.
Please check the details provided and update your address via www.investorcentre.com if any of the details are incorrect.
If you have a CHESS sponsored holding, please contact your Controlling Participant to notify a change of address.

Step 2: Make Your Payment
You can apply to accept either all or part of your Entitlement. If you accept your full Entitlement, you can also apply for Additional New Shares. Enter the number of New Shares you wish to apply for and the amount of payment for those New Shares.
By making your payment you confirm that you have read and understood the Offer Booklet and you make and agree to be subject to all the representations, declarations, warranties and agreements in the Offer Booklet, and that you agree to all of the terms and conditions as detailed in the Offer Booklet.

Choose one of the payment methods shown below.

BPAY®. See overleaf. Do not return the payment slip with BPAY payment.

By Mail: Complete the reverse side of the payment slip and detach and return with your payment. Make your cheque, bank draft or money order payable in Australian dollars to "DTI Group Ltd" and cross "Not Negotiable". The cheque must be drawn from an Australian bank. Cash is not accepted.
Payment will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques received may not be re-presented and may result in your Application being rejected. Paperclip (do not staple) your cheque(s) to the payment slip. Receipts will not be forwarded. Funds cannot be debited directly from your account.
Entering your contact details is not compulsory, but will assist us if we need to contact you.

Turn over for details of the Offer →
Entitlement and Acceptance Form with Additional Shares

STEP 1  Registration Name & Offer Details

Registration Name: MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

Offer Details:
Existing shares entitled to participate as at 7:00pm (AEDT) Tuesday 22 November 2016:
Entitlement to New Shares on a 2 New Shares for every 9 Shares basis:
Amount payable on full acceptance at $0.35 per New Share:

150,000
1
$0.01

STEP 2  Make Your Payment

Biller Code: 99999
Ref No: 123456789123456789

Pay by Mail:
Make your cheque, bank draft or money order payable to "DTI Group Ltd" and cross "Not Negotiable".
Return your cheque with the below payment slip to:
Computershare Investor Services Pty Limited
GPO BOX 505 Melbourne Victoria 3001 Australia

Contact your financial institution to make your payment from your cheque or savings account.

Lodgement of Acceptance
If you are applying for New Shares and your payment is being made by BPAY, you do not need to return the payment slip below. Your payment must be received by no later than 5:00pm (AEDT) Tuesday 13 December 2016. Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. Neither Computershare Investor Services Pty Limited (CIS) nor DTI Group Ltd accepts any responsibility for loss incurred through incorrectly completed BPAY payments. It is the responsibility of the applicant to ensure that funds submitted through BPAY are received by this time.
If you are paying by cheque, bank draft or money order the payment slip below must be received by CIS by no later than 5:00pm (AEDT) Tuesday 13 December 2016. You should allow sufficient time for this to occur. A reply paid envelope is enclosed for shareholders in Australia. Other Eligible Shareholders will need to affix the appropriate postage. Return the payment slip below with cheque attached. Neither CIS nor DTI Group Ltd accepts any responsibility if you lodge the payment slip below at any other address or by any other means.

Privacy Notice
The personal information you provide on this form is collected by Computershare Investor Services Pty Limited (CIS), as registrar for the securities issuers (the issuer), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided above or emailing privacy@computershare.com.au. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain security registers or to third parties upon direction by the issuer where related to the issuer’s administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at http://www.computershare.com.au.

DTI Group Ltd Acceptance Payment Details

Entitlement taken up:
Number of Additional New Shares applied for:
Amount enclosed at $0.35 per New Share:

A$ .

Payment must be received by 5:00pm (AEDT) Tuesday 13 December 2016

Contact Details

Name
Daytime Telephone

Cheque Details

Drawer Cheque Number BSB Number Account Number Amount of Cheque

123456789123456789+0000000001-3051+14