DELEGATED AUTHORITY POLICY AND MATTERS RESERVED FOR THE BOARD

1 Introduction

The purpose of this policy is to:

(a) detail DTI’s delegation authorities to key management personnel
(b) set limits of such delegated authorities
(c) provide a list of matters that require approval from the Board.

2 Board Responsibility

2.1 Definitions

DTI means DTI Group Ltd and its related bodies corporate.

Board means the board of directors of DTI from time to time.

Constitution means the constitution of DTI.

Delegation Authority Limit means an authorised limit designated to a position to allow for tenders, product pricing, expenditures and other commitments to be incurred on behalf of DTI.

2.2 Management

The Board oversees the conduct of the management of DTI.

2.3 Delegation

The Board has delegated the day-to-day management of the business and affairs of DTI to the chief executive officer.

3 Delegated Authority

3.1 Delegated Authority Limits

The Board shall approve detailed Delegated Authority Limits for the chief executive officer and certain senior managers that may be exercised in accordance with DTI’s Delegated Authority Policy.

3.2 DTI’s Delegated Authority Policy

It is a policy of the Board that all commitments made by DTI are made exclusively for the benefit of DTI, in a manner which is fair, objective and financially sound. This policy applies to tender, product pricing, operating costs and capital items, both budgeted and unbudgeted.
When committing, DTI employees are required at all times to act solely in the best interest of DTI and avoid favouritism or conflicts of interest. In particular, no employee must benefit personally as a result of purchases or sales made by DTI.

3.3 **Delegated authority controls**

Financial and procedural controls are to be maintained by management to ensure adherence to Delegated Authority Limits and DTI's Delegated Authority Policy. Where considered appropriate by the Board these financial and procedural controls may be amended.

4 **Board Approval**

In addition to the requirements of the Constitution, ASX Listing Rules and the law, the following matters (including amendments to any such matters) require approval from the Board.

4.1 **Strategy and direction**

Establishment of DTI's:

(a) overall strategic direction and business plan, including geographic expansion and product range
(b) key business and financial objectives.

4.2 **Acquisition and disposal**

Approval of acquisition and disposal of assets which exceed the authority limits delegated to the chief executive officer.

4.3 **Change of business**

Decisions which result in a material change to the business of DTI, including licensing, product supply arrangements and outsourced product manufacturing.

4.4 **Financial controls**

(a) Establishment of DTI's annual operating and capital expenditure budgets.
(b) Development of DTI’s internal financial management policies, including foreign currency exposure, hedging, borrowing limits and policies in the use of financial derivatives.
(c) Approval of DTI's financial statements and published reports.
(d) Approval of any significant changes in accounting policies and procedures.
(e) Matters impacting on compliance with statutory and regulatory obligations.
(f) Significant internal control systems and risk management processes.
(g) Legal or other proceedings which may have a significant impact on DTI.
(h) Product and service supply contracts which contain liquidated damages clauses.
(i) Approval of the overall levels of insurance.

4.5 **Corporate structure**

(a) Changes to DTI's capital structure.
(b) Changes to DTI's corporate structure.
4.6 Other

(a) Charge or encumber in any way any of the assets of DTI.
(b) Borrow any money or obtain any financial facility.

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