

## GENERAL MEETING OF SHAREHOLDERS

31ST OCTOBER 2014

### CHAIRMAN'S ADDRESS

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#### INTRODUCTION

Ladies and gentlemen my name is Paul Holyoake, the Executive Chairman of your Company. I will be chairing today's meeting.

With me today are my fellow directors of Oakton, the company secretary, Mike Miers, our general counsel, Michael Sneddon and our CFO, John Phillips. Can I ask you please to turn off all mobile phones, electronic equipment and recording devices.

Representatives of our share registry, Computershare Investor Services Pty Ltd, are also present today to assist in conducting the poll for today's meeting. I appoint Mr Wayne Hopkins of Computershare Investor Services Pty Ltd to act as Returning Officer. I appoint Louise James of Pitcher Partners as the Scrutineer. Messrs Hopkins and James have agreed to act in their respective capacities.

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#### SCHEME MEETING

It is now 10:00am, being the scheduled commencement time for the Scheme Meeting.

A quorum is present and therefore I declare the Scheme Meeting to be open.

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This meeting has been convened in accordance with orders made by the Supreme Court of Victoria on 26 September 2014 and Oakton's Constitution. The purpose of this meeting is for you to consider, and if you think fit, agree to a scheme of arrangement under which Dimension Data Australia Pty Limited

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will acquire all of the shares of Oakton, as long as all conditions to the Scheme are satisfied or waived.

I refer to the Notice of Scheme Meeting contained in Appendix 3 to the Explanatory Booklet that sets out the resolution proposed for today's meeting. As the Explanatory Booklet was mailed and sent by email to shareholders on 30 September 2014, I will take the Notice of Scheme Meeting as read.

The Explanatory Booklet, which you will have had the opportunity to review, provides a comprehensive statement of the reasons for Oakton Shareholders to vote in favour of the Scheme and the potential reasons for them to vote against the Scheme.

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**SCHEME**

I would now like to say a few words about the proposed Scheme.

Under the Scheme, as consideration for the transfer to Dimension Data Australia Pty Ltd of each Oakton Share held by you as at 7.00pm on Monday, 17 November 2014, you will receive \$1.90 per Scheme Share on the implementation date, which on the current timetable, is Friday, 21 November 2014.

For the reasons set out in the Explanatory Booklet, your Directors unanimously recommend that Oakton Shareholders vote in favour of the Scheme, in the absence of a superior proposal. I can confirm that no superior proposal has been received.

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**CURRENT STATUS**

Your Directors continue to believe that the reasons set out in the Explanatory Booklet to vote in favour of the Scheme outweigh the potential reasons to vote against the Scheme. Accordingly, we maintain our previously stated recommendation that the Scheme is in the best interests of Oakton Shareholders.

The Scheme is now principally conditional on two things occurring:

- Oakton Shareholders passing the resolution relating to the Scheme at this meeting; and

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- the Supreme Court of Victoria approving the Scheme at the Second Court Hearing scheduled for next Friday 7 November 2014.

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**STATUS OF  
CONDITIONS**

As stated in the Explanatory Booklet, the condition relating to approval from the Foreign Investment Review Board has been satisfied.

There are some other operational and procedural type conditions, usual for a transaction of this nature, which are described in the Explanatory Booklet. We are not aware of any reason why they will not be either satisfied or waived at least 2 hours before the start of the Second Court Hearing.

Subject to:

1. your agreement to the Scheme at this meeting;
  2. the operational and procedural conditions noted above being either satisfied or waived at least 2 hours before the start of the Second Court Hearing; and
  4. the Supreme Court of Victoria approving the Scheme at that hearing, the Scheme will become legally effective and will bind all Oakton Shareholders holding Oakton Shares at 7.00pm on Monday, 17 November 2014 (being the Record Date for the Scheme).
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