

OAKTON SHAREHOLDERS APPROVE SCHEME OF ARRANGEMENT

At the Scheme Meeting of **Oakton Ltd (ASX:OKN) (Oakton)** held in Melbourne today, Oakton shareholders have voted overwhelmingly in favour of the scheme of arrangement for the proposed acquisition of Oakton by Dimension Data Australia Pty Ltd (**Scheme**).

Next Steps

Oakton has applied to the Supreme Court of Victoria for approval of the Scheme at a hearing scheduled for Friday, 7 November 2014. If the Scheme is approved by the Court, Oakton shareholders who hold shares on the Record Date (currently proposed as 7.00pm on Monday, 17 November 2014) will receive the Scheme Consideration (in accordance with the terms of the Scheme, as set out in Appendix 2 to the Explanatory Booklet).

Voting results – Scheme Meeting

For the purpose of ASX Listing Rule 3.13.2 and sections 251AA(1) and (2) of the *Corporations Act 2001* (Cth), Oakton states that the resolution to approve the Scheme, as set out in the Notice of Scheme Meeting in Appendix 3 to the Explanatory Booklet, was passed by the requisite majorities of shareholders, with:

- 92.96% of Oakton shareholders present and voting (either in person or by proxy) in favour of the resolution; and
- 99.46% of votes cast in favour of the resolution.

The poll report submitted by the Returning Officer as appointed by Oakton is attached.

The results of the poll were as follows:

	For	Against	Total Votes	Abstain*
Votes	67,339,117	362,696	67,701,813	31,512
Percentage of Votes	99.46%	0.54%		N/A
Holders	647	49	696	6
Percentage of Holders	92.96%	7.04%		N/A

** Note that votes relating to a shareholder who abstains from voting are not counted in determining the requisite majorities*

The proxies received were as follows:

	For	Against	Discretionary	Total Votes	Abstain*
Votes	62,938,486	362,696	595,650	63,896,832	31,512
Percentage of Votes	98.50%	0.57%	0.93%		N/A
Holders	589	49	58	696	6
Percentage of Holders	84.63%	7.04%	8.34%		N/A

** Note that votes relating to a shareholder who abstains from voting are not counted in determining the requisite majorities*

31 October 2014

Chairman of the Meeting
Oakton Limited
Level 8, 271 Collins Street
Melbourne VIC 3000

Computershare Investor Services Pty Limited

ABN 48 078 279 277

Yarra Falls, 452 Johnston Street Abbotsford

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Poll Report Scheme Meeting

I, Wayne Hopkins, of Computershare Investor Services Pty Limited being the Returning Officer appointed by you in connection with voting by poll upon the resolution set out below at the Scheme Meeting of Shareholders of Oakton Limited held at Level 8, 271 Collins Street, Melbourne, Victoria on Friday, 31 October 2014 at 10.00am (Melbourne time) report as follows:

Resolution –

Approval of the scheme of arrangement

Resolution – votes cast

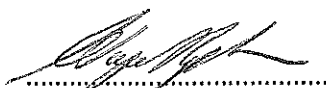
Number of votes cast by holders 'in favour' of the resolution	67,339,117
Number of votes cast by holders 'against' the resolution	362,696
The total number of votes cast on the resolution	67,701,813
Votes in favour of the resolution as a percentage of the total number of votes cast on the resolution	99.46%
The number of abstain votes on the resolution	31,512

Resolution - number of shareholders voting

Number of shareholders voting 'in favour' of the resolution	647
Number of shareholders voting 'against' the resolution	49
Total number of shareholders voting on the resolution	696
Number of shareholders voting in favour of the resolution as a percentage of the total number of shareholders voting on the resolution	92.96%

The total number of shareholders who voted both "in favour" and "against" the resolution. These shareholders are not included in the above "shareholders voting in favour" but are included in the "shareholders voting against" figures	0
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The resolution was carried by the required majorities



Wayne Hopkins
Returning Officer
Computershare Investor Services Pty Limited