



3 September 2021

ASX Company Announcements
Australian Securities Exchange Ltd
Level 40 Central Park
152–158 St Georges Terrace
Perth WA 6000

Dear Sir/Madam

**NOTICE UNDER SECTION 708AA(2)(F) OF THE CORPORATIONS ACT 2001 (CTH)
UNDERWRITTEN NON-RENOUCEABLE ENTITLEMENT OFFER**

This notice is given by DTI Group Limited (ASX Code: DTI) (**DTI** or **Company**) under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (**Corporations Act**).

On 3 September 2021, DTI announced a proposed capital raising of approximately \$2.0 million (before costs) by way of a non-renounceable pro rata entitlement offer (**Offer**). Under the Offer, shareholders with a registered address in Australia and New Zealand (**Eligible Shareholders**) are invited to subscribe for one (1) fully paid ordinary share (**New Share**) for every three (3) shares held as at 5.00pm (AEST) on 9 September 2021.

The Offer is fully underwritten by Finico Pty Ltd (**Finico**), a substantial shareholder of DTI.

An offer document for the Offer will be despatched along with personalised entitlement and acceptance forms to Eligible Shareholders on or around 13 September 2021.

For the purposes of section 708AA(2)(f) of the Corporations Act, DTI confirms that:

- (a) the New Shares will be offered without disclosure under Part 6D.2 of the Corporations Act;
- (b) this notice is being given under section 708AA(2)(f) of the Corporations Act;
- (c) as at the date of this notice, DTI has complied with:
 - (i) the provisions of Chapter 2M of the Corporations Act as they apply to DTI; and
 - (ii) section 674 of the Corporations Act;
- (d) as at the date of this notice, there is no excluded information of the type referred to in sections 708AA(8) and 708AA(9) of the Corporations Act that is required to be set out in this notice under section 708AA(7) of the Corporations Act; and
- (e) information regarding the potential effect of the issue of New Shares on the control of DTI, and the consequences of that effect, is set out below.

Effect of Offer on control

There are a number of possible outcomes that may arise which will depend largely on the extent to which Eligible Shareholders take up their entitlements and apply for New Shares. If all Eligible Shareholders take up their entitlement, the effect on control will be negligible. To the extent that shareholders fail to take up their entitlements under the Offer, the percentage of holdings of those shareholders may be diluted by those other shareholders who take up some, all or more than their entitlement. The voting power of ineligible shareholders will be diluted.

Finico may, as a result of the Offer, increase its relevant interest in DTI to above its current level of 37.3%. In the unlikely event that no shareholders other than Finico take up their entitlement, Finico's relevant interest will increase to 53.1% on completion of the Offer (on the basis that Finico must take up its full underwriting commitment). Further details are set out in the offer document.

The Company acknowledges that Finico will be relying on the application of Item 10 of section 611 of the Corporations Act and covenants to take all necessary action within its control to comply with that exception to the takeover provisions of the Corporations Act, including the appointment of a nominee for the purposes of section 615 of the Corporations Act.

The Board of DTI considers that the Offer will have an effect on control of DTI in the event that Finico is required to take up a material portion of its underwriting commitment. However, the structure of the Offer seeks to mitigate the control effects as the Offer is a pro rata offer, with Eligible Shareholders being offered the ability to apply for additional New Shares in excess of their entitlement.

Yours faithfully



Ian Hobson
Company Secretary

This ASX announcement has been approved for release by the Board.