



ASX Announcement | 5 May 2025

DTI Group Limited (ASX:DTI)

FULLY UNDERWRITTEN PRO RATA NON-RENOUNCEABLE ENTITLEMENT OFFER TO RAISE UP TO \$2.69 MILLION

Highlights

DTI Group Ltd (ACN 069 791 091) (**DTI** or the **Company**) (ASX:DTI) is pleased to announce that it is undertaking a non-renounceable, pro-rata entitlement offer of new fully paid ordinary shares in the Company (**New Shares**) at an offer price of \$0.006 per New Share (**Offer Price**) to raise up to approximately \$2,691,308 (before costs) (Entitlement Offer).

Under the Entitlement Offer, Eligible Shareholders will be entitled to subscribe for one (1) New Share for every one (1) existing Share held on 5.00pm (AWST) on Thursday, 8 May 2025 (**Record Date**).

In addition to their entitlements, Eligible Shareholders will also be afforded the opportunity to apply for New Shares for which applications are not received under the Entitlement Offer (**Shortfall**), at the same issue price of \$0.006 per New Share (**Shortfall Offer**).

Each New Share issued under the Entitlement Offer or Shortfall Offer (together, the **Offer**) will rank equally with all existing fully paid ordinary shares on issue. The Company will apply for quotation of New Shares on the ASX.

The Offer is fully underwritten by Finico Pty Ltd (ACN 002 046 559) who is a major shareholder of the Company.

Details of the Entitlement Offer

The Entitlement Offer is available to all registered shareholders who hold Shares on the Record Date with a registered address in Australia or New Zealand (**Eligible Shareholders**).

Under the Entitlement Offer, Eligible Shareholders will be able to subscribe for 1 New Share for every 1 Share held (**Entitlement**) as at the Record Date.

The Entitlement Offer is non-renounceable. The Entitlement Offer is expected to open on Tuesday, 13 May 2025, and close at 5:00pm (AWST) on Tuesday, 10 June 2025 (**Closing Date**). A detailed timetable for the Entitlement Offer is set out below.

Eligible Shareholders will be sent details about the Offer via an Offer Document expected to be despatched on 13 May 2025.

Use of funds

The Company intends to apply the funds raised from the Offer towards repayment of the Finico Loan, costs of the offers and general working capital. This is a statement of present intention as at

the date of this announcement. The Directors reserve the right to alter how the funds raised will be applied.

Underwriting

As announced on 30 April 2025, the Company has entered into a Loan and Underwriting Deed with Finico Pty Ltd (**Finico** or the **Underwriter**), pursuant to which Finico has agreed to:

- (a) advance a \$1,250,000 loan to the Company (**Finico Loan**); and
- (b) underwrite 100% of the Shortfall, being up to \$2,691,308 or 448,551,414 New Shares (**Underwriting Commitment**).

The repayment of the Finico Loan is to be satisfied by the Company via the proceeds of the Entitlement Offer. The Company agrees to pay the Underwriter an underwriting fee of 1% of the Underwriting Commitment. Refer to the ASX announcement dated 30 April 2025 for further information.

Nominee for Ineligible Shareholders

The Entitlement Offer is only being made to shareholders with registered addresses in Australia and New Zealand as at the Record Date.

Subject to receiving ASIC approval, the Company will appoint a sale nominee in connection with the Entitlement Offer (**Nominee**). The Nominee will sell the New Shares under the Entitlement Offer that would have been issued to shareholders who are ineligible to participate in the Entitlement Offer (**Ineligible Shareholders**) (**Nominee Shares**) at a price and otherwise in a manner and at such time as determined by the Nominee in its absolute and sole discretion.

The net proceeds of the sale of the Nominee Shares (after deducting the aggregate subscription price of the Nominee Shares and the cost of sale including brokerage and commission), if any, will be distributed to the Ineligible Shareholders for whose benefit the New Shares are sold in proportion to their shareholdings as at the Record Date.

Accordingly, Ineligible Shareholders will receive no net proceeds if the costs of the sale of the Nominee Shares are greater than the sale proceeds. Neither the Company or the Nominee will be subject to any liability for a failure to obtain any net proceeds, or for the sale of any of the Nominee Shares at any particular price or the timing of such sale.

Indicative Timetable

| Event | Target Date |
|---|-------------|
| Announcement of Offers to ASX | 5 May 2025 |
| Release of Appendix 3B and notice under section 708AA(2)(f) of the Corporations Act | |
| Ex date | 7 May 2025 |
| Record Date | 8 May 2025 |

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|--|--------------|
| Despatch of Offer Document and Acceptance Forms to Eligible Shareholders | 13 May 2025 |
| Opening Date of the Offers | |
| Last day to extend Closing Date | 4 June 2025 |
| Closing Date of Offers | 10 June 2025 |
| Securities quoted on a deferred settlement basis | 11 June 2025 |
| Announce results of Offers | 17 June 2025 |
| Issue of New Shares under Offers and release of Appendix 2A | |
| Despatch of holding statements for New Shares | |
| Normal trading of New Shares to commence on ASX | 19 June 2025 |

Note: These dates are indicative only and subject to change. Subject to the requirements of the Corporations Act and ASX Listing Rules, DTI reserves the right to vary the dates and times in connection with the Entitlement Offer, including the closing date, without prior notice.

Additional Information

In conjunction with this announcement, the Company has today released to ASX a Cleansing Notice (in accordance with section 708AA(2)(f) of *the Corporations Act 2001*(Cth)) and an Appendix 3B (New Issue Announcement) in connection with the Offer. Further details about the Offer are set out in these documents.

Further information regarding the Offer will be set out in the Offer Document which the Company expects to lodge with ASX and dispatch to Eligible Shareholders on 13 May 2025. The Offer Document will contain important information including key risks in relation to the Offer.

Approval

This announcement has been approved for release by the Board of Directors of DTI.

For further information, please contact:

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About DTI Group Limited (ASX:DTI)

DTI develops and markets world-leading surveillance, video analytics, and passenger information systems technology and services to the global mobile transit industry. Our customers include transit agencies, vehicle operators, vehicle manufacturers, and law enforcement agencies. The range of professional products and services encompass on-board recording equipment, passenger information equipment, fleet management systems, back-end mass storage and retrieval facilities, and end-to-end managed services.

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