



Proposal to transform DPG

This presentation provides an overview of the combined Digital Performance Group / Asia Pacific Digital (“Combined Group”). The proposed acquisition of Asia Pacific Digital by DPG (“Transaction”) is subject to a vote of non-associated shareholders at an Extraordinary General Meeting on 17 March 2014.

This Presentation includes certain forward looking statements in respect of the Combined Group which have been based on the information obtained by DPG during its due diligence. Any forward looking statements in relation to the operations and financial performance of the Combined Group are not guarantees of performance. You should be aware that known and unknown risks, uncertainties and other factors could cause actual events or results to differ materially from the expectations expressed or implied by such statements. None of DPG, its officers or any other person gives any representation, assurance or guarantee that the results, performance or achievements expressed in or implied by the forward looking statements and forecast financial information in this Presentation will actually occur. Recipients of this Presentation are cautioned not to give undue relevance to the forward looking statements.

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This Presentation does not constitute investment, accounting, financial, legal or tax advice, and a recipient should conduct their own independent investigation and assessment of DPG and the Combined Group, including seeking specific advice from experts if required



Proposal to transform DPG

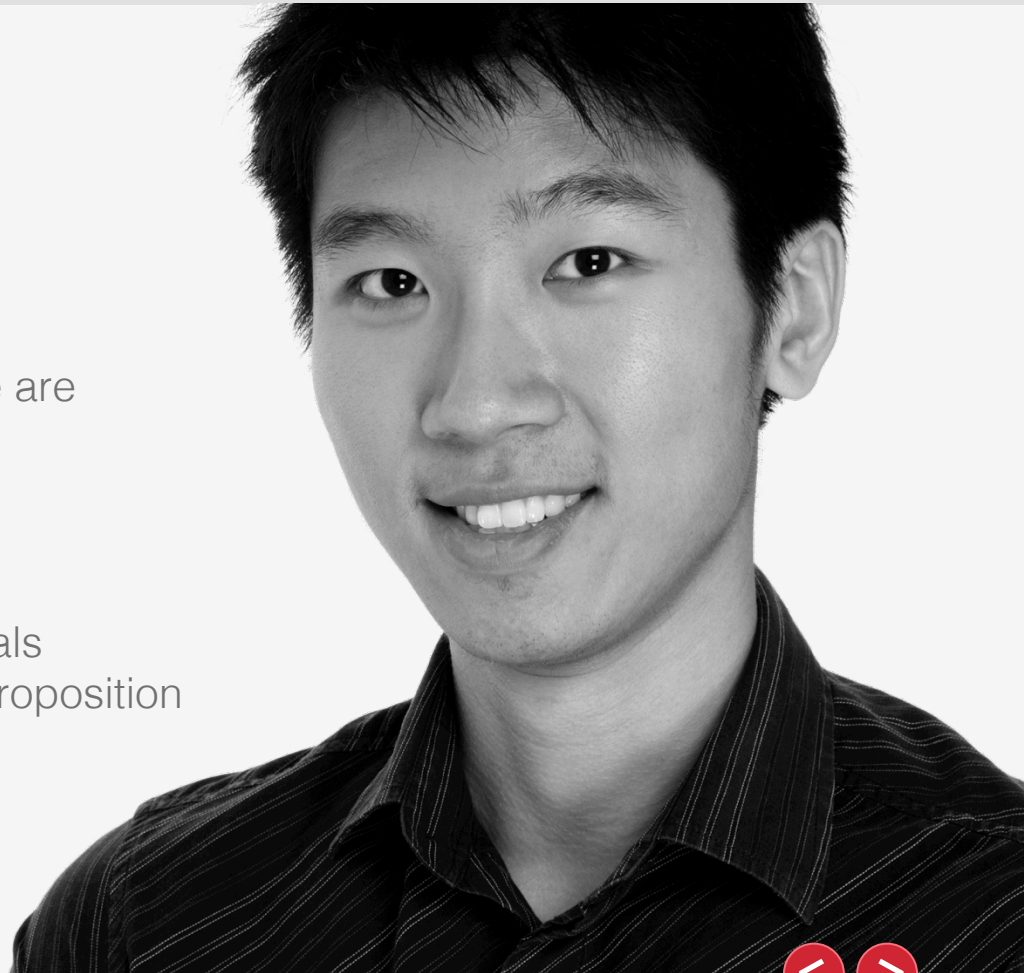
Delivering digital growth.

Our expert teams deliver the strategy, technology and skills you need to increase sales and profits.



Contents

- Who we are
- Mission
- Team
- Clients
- Asia
- Financials
- Value Proposition



Delivering digital growth.



9 offices in
7 Pacific Rim
countries...



where
~300 digital
professionals...



work with over
1,000 clients...



in the world's highest growth
digital markets



**ASIA
PACIFIC
DIGITAL**



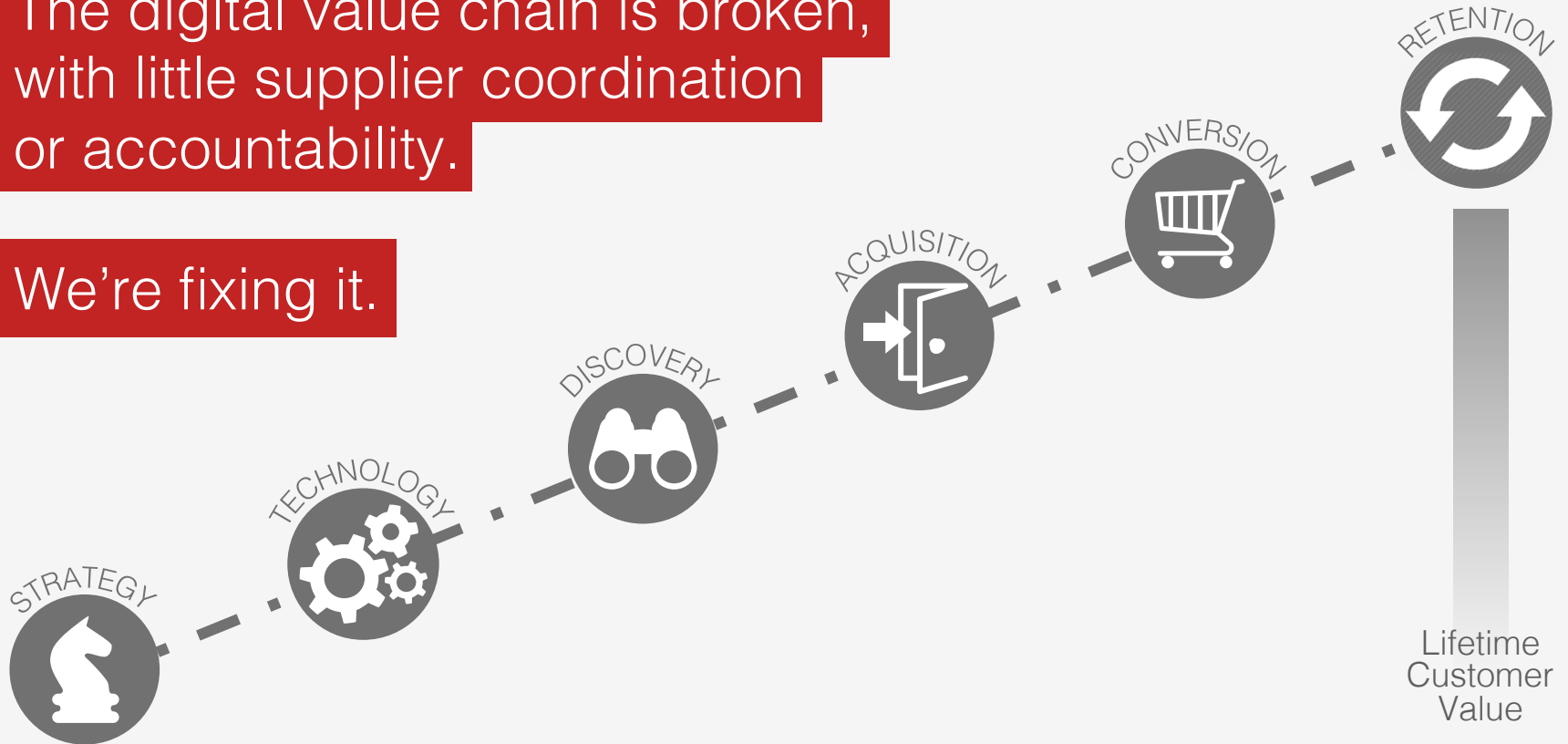
Mission

for with
be best
int of view
Mission ['mɪʃən]
assignment
impose



The digital value chain is broken,
with little supplier coordination
or accountability.

We're fixing it.



Asia Pacific Digital's solution: integration across the digital value chain

End-to-end eCommerce

Strategies & Solutions

STRATEGY



TECHNOLOGY



nextdigital™

Customer Acquisition

DISCOVERY



ACQUISITION



empowered
communications

dgm

Customer Management

CONVERSION



RETENTION



jericho
DIGITAL COMMUNICATIONS



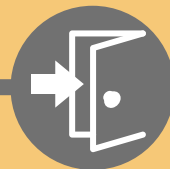
Integrated suite of
owned, productised and
licensed technology tools

Powerful technology solutions
combined with digital commerce
and marketing skills

End-to-end eCommerce



Strategies & Solutions



Customer Acquisition



Customer Management





Team



Motivated and experienced team across the region



Roger Sharp
Executive Chairman

30 years of international leadership roles in technology and investment/banking.

Formerly Chairman of travel.com.au Limited, Global Head of Technology & CEO of Asia-Pacific Equities for ABN AMRO. Non-Executive Director of Webjet.



Peter Hynd
Chief Operating Officer

15+ years in finance and active investment.

Managing Director of Co-Investor, Asia Pacific Digital's major shareholder.



Campbell Nicholas
Chief Financial Officer

21 years' experience as a CPA.

CFO & Company Secretary of Digital Performance Group for the last eight years.



Newton Smith
Head of Strategies and
Solutions Division,
Group CEO – Next Digital

30 years' experience in technology, sales and operations.

Previously led IBM's emerging markets eCommerce offer and its global outsourcing business in Manila.



Shaun McNamara
Head of Customer Acquisition
Division, CEO – Empowered

20+ years' experience in sales, marketing and online performance marketing.

Last 12 years building Empowered Communications.



John Matthews
CEO – dgm

15 years' digital marketing experience working with leading local and multi-national blue chip brands across UK, Europe and ANZ.

John established the dgm search offering in Australia in 2004 and now heads up the dgm business.



Paula Harrison
Head of Customer
Management Division,
Group CEO - Jericho

20 years' experience in digital marketing disciplines including email, mobile and social.

Previously CEO of Returnity in Australia.



Sean Toohey
Head of eCommerce Division

20 years' experience in the delivery of software solutions and online retail.

Previously General Manager, eCommerce of Salmat Digital.

Major shareholder has a track record in building technology and digital businesses



lastminute.com.au





Clients

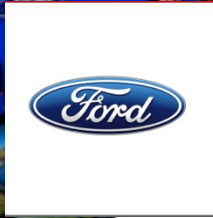


Supporting leading brands on their digital journey



Managing Ford's digital platform to suit the unique needs of more than 100 international markets

- **Client Objective:** up-to-the-minute content available to international consumers across emerging markets
- **Services:** Next Digital runs Ford's international digital platform and content in a partner relationship



“Our affiliate marketing has increased revenue by 43% and gained 500% ROI - well ahead of industry benchmarks”

CHRIS JOWSEY, SENIOR MANAGER
WEB E-COMMERCE, LENOVO

- **Client Objective:** increase revenue, new leads and ROI
- **Services:** Empowered & dgm provide exclusive affiliate partnership & lead generation programs in Australia

lenovo



“This customer-centric approach is crucial to our digital strategy, customer engagement and relevant online experience for travellers”

RAPHAEL SAW, CHIEF OPERATING OFFICER
FAR EAST HOSPITALITY

- **Client Objective:** boost customer engagement, repeat visits and cross-sell the Far East hotel portfolio
- **Services:** Jericho manages Far East Hospitality's CRM, email marketing and digital communications

 FAR EAST
HOSPITALITY



“It’s a transformational relationship, delivering powerful digital and financial expertise in an accountable framework. They know their digital like we know our wine.”

ANDREW KEMENY, CHAIRMAN
CELLARMASTER WINES, HONG KONG

- **Client Objective:** build #1 online liquor site in Hong Kong
- **Services:** Asia Pacific Digital and Cellarmaster Wines entered a five year end-to-end digital commerce partnership with shared risk and reward.
- **Equity:** Asia Pacific Digital currently owns 19% of cellarmasterwines.com (Hong Kong)



CELLAR
MASTER
WINES



ASIA

IS THE WORLD'S

DIGITAL

GROWTH REGION

#1 in growth



#1 in eCommerce




#2 in advertising

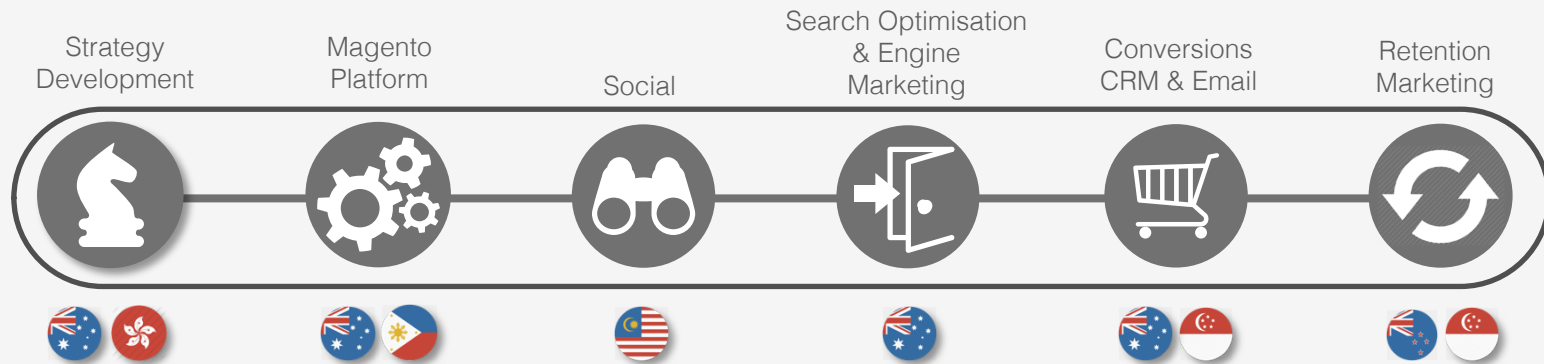


~300 digital professionals working from nine offices across the region

With >100 personnel located in Asia, our network provides a springboard for organic growth and M&A

- 
- A map of Asia and Oceania showing office locations. Red pins indicate existing offices in Singapore, Kuala Lumpur (KL), Manila, Shanghai, Sydney, Melbourne, and Auckland. Blue pins indicate locations being evaluated in Jakarta and Bangkok.
- Offices in Singapore, KL, Manila, Shanghai, Sydney, Melbourne, Auckland
 - Evaluating Jakarta and Bangkok

Seven teams in six countries are working together to build www.cellarmasterwines.com in Hong Kong*



* Asia Pacific Digital currently owns 19% of cellarmasterwines.com (Hong Kong)





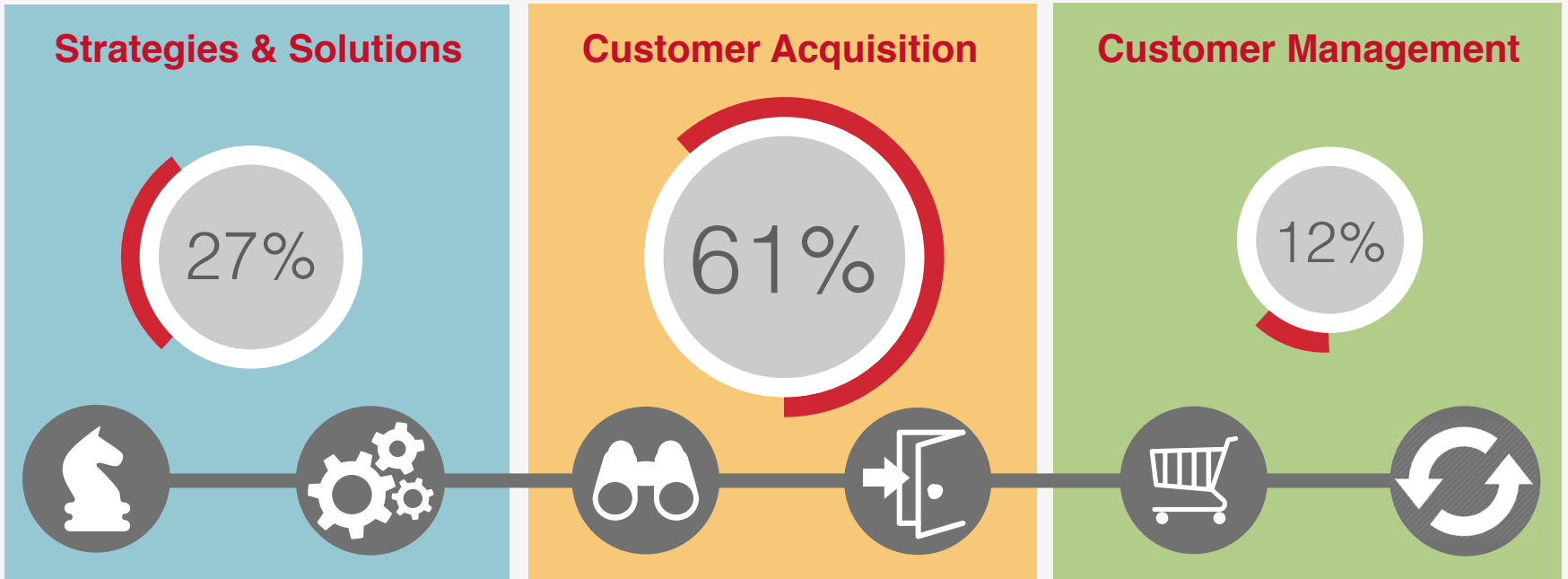
A Financial Snapshot follows:

- The company's focus in Q4 2014 will be to complete integration.
- During integration we will calibrate forward-looking growth rates for the group.

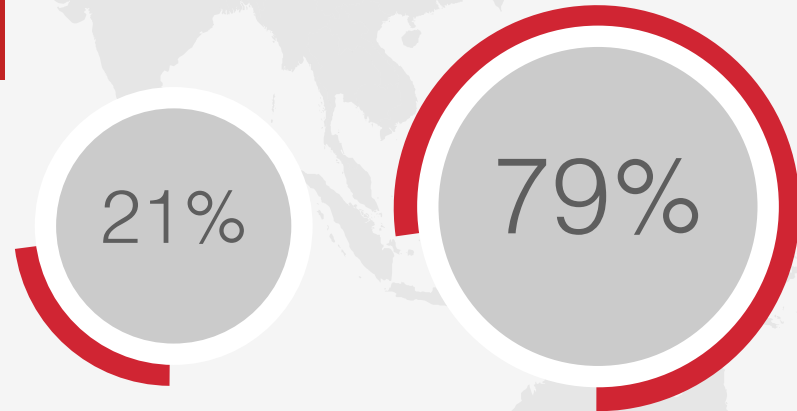
Financial Snapshot

Customer Acquisition dominates the revenue mix, reflecting demand for new online customers

FY14 pro forma revenues \$A55m



79% of group revenues are earned in Australia, reflecting a strong market position in this developed digital economy



International Revenues

Australian Revenues

FY14 pro forma revenues \$A55m

Mission to increase international revenues to ~50%



Re-investing profits from Australia into new businesses to achieve growth across the region

Financial Outlook - FY14	\$'000's
Base operations (Australia, NZ, Malaysia)	5,300
Growth Initiatives (eCommerce, Singapore, Manila, Shanghai)	(1,100)
Trading EBITDA	4,200
Listed company overhead (incl. board, finance operations, administration)	(1,100)
Singapore HQ (will reduce when critical mass reached)	(1,200)
Underlying EBITDA*	1,900

- Investing core earnings into several growth initiatives across the region
- Carrying additional Singapore regional HQ overhead to support this growth
- Investment in new businesses will suppress bottom line earnings for 2-3 years

* Underlying EBITDA excludes business acquisition costs, impairment, restructuring expenses and non-cash share option expense.



Capital position

- Post transaction Co-Investor and related funds will hold ~90% of issued shares
- Over time the company will raise equity to accelerate expansion in Asia and introduce liquidity into shares

Pro forma Balance Sheet (as at 31 October 2013)	\$000's
Cash & Equivalents	3,844
Trade Receivables	10,563
Other Current Assets	1,419
Fixed Assets	825
Goodwill and Other Intangibles	14,846
Other Non-Current Assets	1,816
TOTAL ASSETS	33,313
Trade Payables	11,345
Current Loans	3,579
Other Current Liabilities	2,240
Non-Current Loans	3,263
Other Non-Current Liabilities	894
TOTAL LIABILITIES	21,321
NET ASSETS	11,992

*Refer to Independent Experts Report for further detail



point of view.
Value [və
property
useful or
reasonable pr

**Value
Proposition**



The global advertising, eCommerce and technology companies are acquisitive. There are very few businesses of scale to acquire in Asia Pacific

DIRECT MARKETING NEWS

Accenture Acquires Acquity

In its quest to become the panacea for the data-driven woes of CMOs, Accenture agreed on Friday to acquire Acquity Group for \$316 million. Acquity's 600 employees will join Accenture's 600 a global enterprise with 600 employees in 100 countries.

eBay Acquires GSI Commerce For \$2.4 Billion In Cash And Debt

Posted Mar 28, 2011 by Robin Wauters

27 Likes 0 Tweets 1,198 Shares 0



THE WALL STREET JOURNAL | TECH

TECHNOLOGY

Salesforce.com Lands Deal for Online-Marketing Race

By STEVEN D. JONES

Updated June 4, 2013 10:17 p.m. ET

Salesforce.com Inc. (CRM -0.72%)'s \$2.5 billion acquisition of ExactTarget Inc. is the latest in a series of high-profile deals for Web marketers as the largest enterprise-software companies plunge into the world of online marketing.

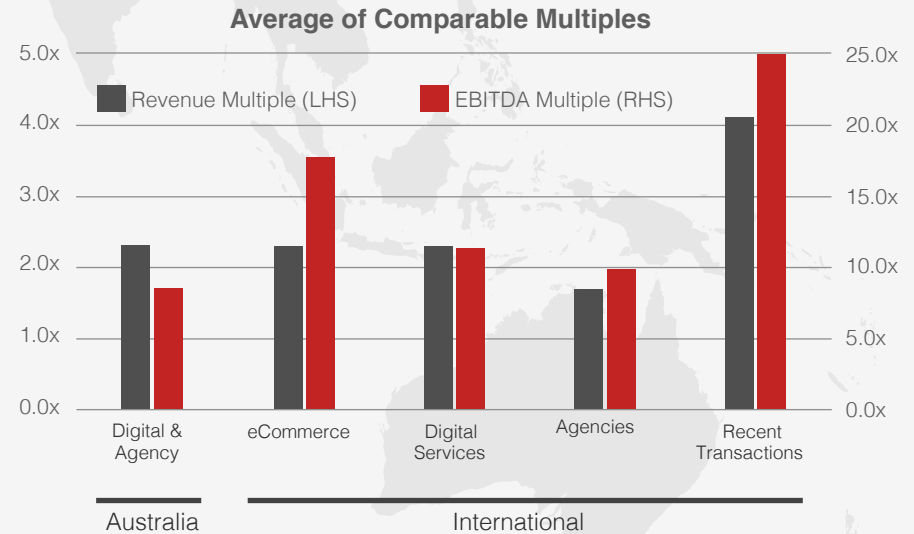
Marketing managers are eclipsing corporate information-technology departments as the biggest buyers of online technology and creating the driving force behind the ExactTarget deal announced Tuesday, and Oracle Corp.'s acquisition in December of Eloqua Inc.

ExactTarget, which went public 14 months ago, provides email marketing services to clients. Eloqua, which held its IPO last August, helps clients manage and measure the effectiveness of marketing efforts.



Equity market and M&A transactions demonstrate the intrinsic value of Asia Pacific Digital

- eCommerce, digital and agency services comparables trade on ~13x EBITDA and 2.2x revenues - with eCommerce attracting robust valuations
- Relevant digital sector M&A transactions have been priced at 13-43x EBITDA and 2-7x revenues
- As a rough indicator, the proposed transaction value prices Asia Pacific Digital at ~0.5x revenues



Source: Thomson One



Leveraging the network to build clients' eCommerce businesses. Upside through selective risk and reward-sharing via revenue shares and equity.



Initial focus on three industry verticals



Delivering digital growth.

