ASX announcement

20 September 2019

AMENDMENTS TO ENTITLEMENT OFFER BOOKLET AND WAIVER

DTI Group Limited (DTI or the Company) refers to the Offer Booklet lodged with ASX on 4 September 2019 and dispatched to eligible shareholders on 12 September 2019. In relation to both the underwriting agreements and substantial shareholder referred to sections 3.2 and 3.4 of the Offer Booklet, the Company provides the following update and amendments. As previously announced, the Entitlement Offer is fully underwritten by Finico Pty Ltd (Finico) and UIL Limited (UIL). In relation to the terms of the Underwriting Deeds the Company notes the following variation.

Paragraph 3.2 - Underwriting
The terms of the Underwriting Deeds have been varied as follows:

1. Finico Pty Ltd and UIL Limited have expressly waived their right to terminate the Underwriting Agreements in the event of the closing price of the Company's shares on the ASX being 15% lower than the closing price on the date of the Underwriting Deeds;
2. The Top-Up Facility cap has been amended to an additional amount equal to ten (10) times that of eligible shareholders entitlements.

Further, since lodging the Offer Booklet, the Company has identified that the holdings of substantial shareholder UIL was incorrectly reflected in section 3.4. UIL's shareholding should state 54,502,619 rather than 58,359,759.

Accordingly, the below amendments are required to section 3.4 of the Offer Booklet.

Paragraph 3.4 – Substantial Shareholders
Based on publicly available information as at the date of this Offer Booklet, those persons which (together with their associates) have a relevant interest in 5% or more of the Shares on issue are set out in the table below:

Shareholder	Shares	%	Offer Entitlement (Shares)
Finico Pty Ltd (and Associates)[1]	69,961,245	32.5	38,867,358
UIL Limited[2]	54,502,619	25.3	30,279,233

1. The registered holder of Finico's Shares is Invia Custodian Pty Ltd as trustee for The Morris Family Trust (which holds 69,961,245 Shares). Finico will be subscribing for 38,867,358 New Shares under the Entitlement Offer. Finico's Associate, Cape Schanck Investments Pty Ltd, holds 700,000 Shares and does not intend to take up its Entitlement of 388,889 New Shares.

2 The registered holder of UIL's Shares is JP Morgan Nominees Australia Limited. UIL is the beneficial holder of 54,502,619 Shares and will be subscribing for 30,279,233 New Shares under the Entitlement Offer.

In the event all Entitlements are accepted there will be no change to the substantial Shareholders on completion of the Entitlement Offer.

Finico and UIL will, as a result of the Entitlement Offer, increase their relevant interest in the Company. In the unlikely event that no Shareholders other than Finico and UIL take up their

Entitlement, Finico's relevant interest will be 40% upon completion of the Entitlement Offer (on an undiluted basis and assuming Finico must take up in full its commitment under the Underwriting). In the unlikely event that no Shareholders other than UIL and Finico take up their Entitlement, UIL's relevant interest will be 33% upon completion of the Entitlement Offer (on an undiluted basis and assuming UIL takes up its full commitment under the Underwriting).

In this regard, as set out in the Underwriting Deeds, the Company acknowledges that each Underwriter is relying on the application of exception 2 in Listing Rule 10.12 and section 611(10) of the Corporations Act to the Underwriting and covenants to take all necessary action within its control to comply with those exceptions with respect to the Entitlement Offer and the Underwriting, including appointing a nominee for the purpose of section 615 of the Corporations Act to sell rights.

As at the date of this Offer Booklet, Finico's and UIL's intention in relation to these matters and their Entitlements are as set out below:

- In respect of Finico, Invia Custodian Pty Ltd as trustee for The Morris Family Trust intends to accept all of its Entitlements and Cape Schanck Investments Pty Ltd intends to not accept any of its Entitlements.
- In respect of UIL, JP Morgan Nominees Australia Limited intends to accept all of their Entitlements in relation to the Shares held as nominee for UIL.

The Company advises that present intentions may change as new information becomes available, as circumstances change or in the light of all material information, facts and circumstances necessary to assess the operational, commercial, taxation and financial implications of those decisions at the relevant time. This includes the final subscription reached under the Entitlement Offer and working capital which is then available to the Company at the time.

The dilutionary effect of the Entitlement Offer in the event that Shareholders do not participate in the Entitlement Offer is further described in Section 3.5.

Shareholder Enquiries

Shareholders who have questions relating to the Entitlement Offer should call the Company Secretary Ian Hobson, on +61 8 9479 1195 or email ianhobson@bigpond.com or consult their stockbroker, accountant or other professional advisor.

About DTI Group

DTI provides sophisticated surveillance systems, solutions and services to the mobile security industry worldwide. DTI's clients are transit agencies, transit operators, freight operators, law enforcement authorities and taxi organisations which utilise a range of professional products and services that encompass on-board recording equipment, fleet management systems, back-end mass storage and retrieval facilities and end-to-end managed services. DTI is a recognised supplier to the mass transit surveillance market. Core technology development and system design activities are undertaken from the Company's headquarters in Perth Australia.