For personal use only

Morris Group

Finico Pty Ltd
85 Dundas Place
ALBERT PARK VIC 3206

14 April 2026

Market Announcements Office
ASX Limited
Level 27, 39 Martin Place
SYDNEY NSW 2000

FINICO PTY LTD OFFER FOR DTI GROUP LIMITED - SERVICE OF BIDDER'S STATEMENT

Finico Pty Ltd as trustee for The Morris Family Trust (**Bidder**) attaches, by way of service under item 3 of subsection 635(1) of the *Corporations Act 2001* (Cth) (**Corporations Act**), a copy of the bidder's statement and cover letter to Target shareholders in relation to its on-market takeover bid under Chapter 6 of the Corporations Act for all the fully paid ordinary shares in DTI Group Limited (ACN 069 791 091) (**Target**) that it or its associates do not currently own (each a **Target Share** and together, the **Target Shares**).

The bidder's statement and cover letter to Target shareholder have been given to the Target and lodged with the Australian Securities and Investments Commission, and will be sent to the Target's shareholders in due course.

Yours faithfully



Chris Morris

Chairman

Morris Group

Finico Pty Ltd

This is an important document and requires your immediate attention.

You should read this document in its entirety. This Bidder's Statement does not take into account your individual investment objectives, financial or taxation situation or particular needs. If you are in any doubt as to how to deal with this document, you should consult your legal, financial or other professional adviser immediately.

BIDDER'S STATEMENT

UNCONDITIONAL ON MARKET CASH OFFER BY

FINICO PTY LTD (ACN 002 046 559) ATF THE MORRIS FAMILY TRUST (Bidder)

TO PURCHASE ALL OF YOUR FULLY PAID ORDINARY SHARES IN

DTI GROUP LIMITED (ACN 069 791 091) (DTI)

FOR $0.012 IN CASH FOR EACH FULLY PAID ORDINARY SHARE IN DTI

THE OFFER PRICE FOR EACH DTI SHARE IS FINAL AND WILL NOT BE INCREASED DURING THE OFFER PERIOD IN THE ABSENCE OF A COMPETING PROPOSAL.

TO ACCEPT THIS OFFER PLEASE INSTRUCT YOUR BROKER TO SELL YOUR SHAREHOLDING TO THE BIDDER.
THE BIDDER HAS APPOINTED SHAW AND PARTNERS LIMITED AS ITS BROKER TO STAND IN THE MARKET TO ACQUIRE ON BEHALF OF THE BIDDER ALL SHARES IN DTI OFFERED FOR SALE AT THE OFFER PRICE.

FURTHER INFORMATION
If you have any questions in relation to the Offer, please contact the Offer Information Line on 1300 822 158 (within Australia) or +61 3 9415 4689 (outside Australia) between 8.30am and 5.00pm (Melbourne time), Monday to Friday.

Shaw and Partners has been appointed as on-market broker for the Bidder and will stand in the market and acquire DTI Shares offered to it at the Offer Price from 14 April 2026.

The Offer Period will officially commence on 29 April 2026 and will end on 29 May 2026 (inclusive), unless extended or withdrawn.

For personal use only

TABLE OF CONTENTS

SUMMARY OF THE OFFER IV
1. REASONS WHY YOU SHOULD ACCEPT THE OFFER 5
2. FREQUENTLY ASKED QUESTIONS ABOUT THE OFFER 8
3. OVERVIEW OF THE OFFER 12
4. HOW TO ACCEPT THE OFFER 14
5. INFORMATION ON THE BIDDER 15
6. INFORMATION ON DTI 17
7. INTENTIONS OF THE BIDDER 19
8. INFORMATION ON DTI'S SECURITIES 24
9. FUNDING 26
10. TAX CONSIDERATIONS 27
11. ADDITIONAL INFORMATION 31
12. APPROVAL OF BIDDER'S STATEMENT 33
13. COMPANY DIRECTORY 34
14. DEFINITIONS AND INTERPRETATION 35

ANNEXURE A BROKER ANNOUNCEMENT

For personal use only

For personal use only

Important Information and Notices

Bidder's Statement

This document is a Bidder's Statement issued by Finico Pty Ltd ACN 002 046 559 atf The Morris Family Trust (**Bidder**) to DTI Group Limited ACN 069 791 091 (**DTI**) under Part 6.5 of the Corporations Act dated 14 April 2026 and includes an offer to acquire all DTI Shares not owned by Bidder or its associates (**Offer**). The Bidder's Statement is an important document and you should read it in its entirety.

ASIC and ASX

A copy of this Bidder's Statement was lodged with the Australian Securities and Investments Commission (**ASIC**) and the Australian Securities Exchange (**ASX**) on 14 April 2026. None of ASIC, ASX nor any of their respective officers takes any responsibility for the content of this Bidder's Statement.

Investment decisions

In preparing this Bidder's Statement, the Bidder has not taken into account the individual objectives, financial situation or needs of individual DTI Shareholders. The information contained in this Bidder's Statement is not financial product advice and does not take into account the investment objectives, financial situation or particular needs (including financial and tax issues) of any prospective investor.

It is important that you read this Bidder's Statement carefully and in its entirety before deciding whether to accept the Offer. You should carefully consider any risks associated with the Offer in light of your investment objectives, financial situation and particular needs (including financial and tax issues) and seek professional guidance from your stockbroker, solicitor, accountant, financial adviser or other independent professional adviser before deciding whether to accept the Offer.

Disclaimer as to forward looking statements

Some of the statements appearing in this Bidder's Statement may be in the nature of forward looking statements, which are statements that may be identified by words such as "may", "will", "would", "should", "could", "believes", "estimates", "expects", "intends", "plans", "anticipates", "predicts", "outlook", "forecasts", "guidance" and other similar words that involve risks and uncertainties. You should be aware that such statements are only predictions and are subject to inherent risks and uncertainties. Those risks and uncertainties include factors and risks specific to the industries in which the Bidder and DTI operate as well as general economic conditions, prevailing exchange rates and interest rates and conditions in the financial markets. Actual events or results may differ materially from the events or results expressed or implied in any forward looking statement. None of the Bidder, its Related Bodies Corporate or any of the officers or employees of any of them, nor any persons named in this Bidder's Statement with their consent or any person involved in the preparation of this Bidder's Statement, makes any representation or warranty (express or implied) as to the accuracy or likelihood of fulfilment of any forward looking statement, or any events or results expressed or implied in any forward looking statement, except to the extent required by law. You are cautioned not to place undue reliance on any forward looking statement. The forward looking statements in this Bidder's Statement reflect views held only as at the date of this Bidder's Statement.

Statements of past performance

The Bidder's Statement includes information regarding the past performance of the Bidder and DTI. Investors should be aware that past performance should not be relied on as being indicative of future performance.

For personal use only

Offers outside Australia

The distribution of this Bidder's Statement may, in some countries, be restricted by law or regulation. Accordingly, persons who come into possession of this Bidder's Statement should inform themselves of, and observe, those restrictions.

Information on DTI

All information in this Bidder's Statement relating to DTI has been prepared by the Bidder using publicly available information including public documents filed by DTI or published by DTI on its website.

The information in this Bidder's Statement concerning DTI and the assets and liabilities, financial position and performance, profits and losses and prospects of DTI, has not been independently verified by the Bidder. Accordingly, the Bidder does not, subject to the Corporations Act, make any representation or warranty, express or implied, as to the accuracy or completeness of such information.

The information on DTI in this Bidder's Statement should not be considered comprehensive. In addition, the Corporations Act requires the directors of DTI to provide a Target's Statement to DTI Shareholders in response to this Bidder's Statement, setting out certain material information concerning DTI.

Privacy Statement

The Bidder has collected your information from the register of DTI Shareholders for the purpose of making the Offer and, if accepted, administering your holding of DTI Shares. The Corporations Act requires the names and addresses of DTI Shareholders to be held in a public register. Your information may be disclosed on a confidential basis to the Bidder's Related Bodies Corporate and external service providers, and may be required to be disclosed to regulators, such as ASIC. The registered office of the Bidder is 85 Dundas Place, Albert Park VIC 3206.

You can contact the Bidder for details of the information held by it about you.

Websites

DTI maintains a website at http://www.dti.com.au/.

Information contained in or otherwise accessible through this website is not part of this Bidder's Statement. All references to this website in this Bidder's Statement are for information purposes only.

Effect of rounding

A number of figures, amounts, percentages, prices, estimates, calculations of value and fractions in this Bidder's Statement may be subject to the effect of rounding. Accordingly, the actual calculation of these figures may vary from those included in this Bidder's Statement.

Currencies

In this Bidder's Statement, references to "Australian dollars", "AUD", "$", "A$" or "cents" are to the lawful currency of Australia.

Time

All references to time in this Bidder's Statement are to Melbourne time unless stated otherwise.

Defined terms

A number of defined terms are used in this Bidder's Statement. Unless the contrary intention appears, the context requires otherwise or words are defined in section 14 of this Bidder's Statement, words and phrases in this Bidder's Statement have the same meaning and interpretation as in the Corporations Act.

Unless the context requires otherwise, references in this document to "this Bidder's Statement", "the date of this Bidder's Statement" or similar expressions are references to this Bidder's Statement dated 14 April 2026.

Estimates and assumptions

Unless otherwise indicated, all references to estimates, assumptions and derivations of the same in this Bidder's Statement are references to estimates, assumptions and derivations of the same by the Bidder's management. Management estimates reflect, and are based on, views as at the date of this Bidder's Statement, and actual facts or outcomes may materially differ from those estimates or assumptions.

Information regarding the Broker to the Offer

Shaw and Partners Limited, an ASX market participant, is the broker to the Offer.

Enquiries

If you are in doubt about how to deal with this document, you should consult your broker or your legal, financial or other professional advisor.

Should you have any questions about the Offer or how to accept it, please call the Offer Information Line on 1300 822 158 (within Australia) or +61 3 9415 4689 (outside Australia) between 8.30am and 5.00pm (Melbourne time), Monday to Friday.

For personal use only

KEY DATES

Key dates

Event	Date (2026)
Announcement of the Offer	14 April
Bidder's Statement lodged with ASIC	14 April
Earliest date from which DTI Shareholder able to sell DTI Shares to the Bidder	14 April
Offer Period officially opens	29 April
Offer closes (unless extended or withdrawn)	Close of trading on ASX on 29 May

These dates may change as permitted under the Corporations Act. Any changes to the above timetable will be notified on the Bidder's website at www.morrisgroup.com.au/investment-information.

For personal use only

For personal use only

BIDDER'S LETTER

14 April 2026

Dear DTI Shareholder,

Finico Pty Ltd ACN 002 046 559 atf Morris Family Trust (**Bidder**) who, as at the date of this Bidder's Statement, is the beneficial owner of approximately 57.50% of the issued ordinary share capital of DTI Group Limited ACN 069 791 091 (**DTI**). With a supportive view of DTI's strategy, the Bidder wishes to acquire additional shares of DTI.

The Bidder is pleased to enclose this Bidder's Statement which contains an unconditional offer by the Bidder to acquire all of the issued fully paid ordinary shares of DTI that the Bidder does not already beneficially own, at $0.012 in cash for each of your DTI Shares (**Offer**).

The Bidder provides this Bidder's Statement to provide information to DTI shareholders to consider this Offer. This unconditional Offer by its nature is not predicated upon 100% ownership in DTI and the Bidder intends to continue to be a supportive shareholder of DTI even if it was to ultimately acquire in aggregate less than 100% of DTI as part of this process.

We believe that the reasons for accepting the Offer include:

- the Offer Price represents an attractive value for your DTI Shares;
- given the lack of liquidity in DTI Shares, the Offer provides an opportunity for shareholders to immediately realise cash consideration for their investment in DTI;
- DTI Shares currently trade at low volumes and trading may be even less liquid following the Offer if the Bidder increases its shareholding in DTI through the Offer;
- the offer price for your DTI Shares will be paid to you in cash, enabling you to realise certain and immediate value for your DTI Shares two Trading Days after your acceptance;
- the Offer removes any risks and uncertainties that could otherwise affect the future value of your DTI Shares;
- there are limited risks to the completion of the Offer;
- the likelihood of a counter bidder emerging is low given the Bidder's existing interest in DTI; and
- the Bidder intends to compulsorily acquire your DTI Shares if entitled to do so.

The Offer is being made by way of an on-market offer by the Bidder. Particulars of the Offer were set out in an announcement by the Bidder's appointed broker, Shaw and Partners, to ASX on the date of this Bidder's Statement. A copy of the Broker Announcement is set out at Annexure A to this Bidder's Statement.

The Offer is scheduled to close at the close of trading on 29 May 2026, unless it is extended or withdrawn in accordance with the Corporations Act.

The Bidder has instructed Shaw and Partners to purchase all DTI Shares offered for sale on the ASX until the expiry of the Offer Period at a price of $0.012 per DTI Share.

To accept the Offer with respect to some or all of your DTI Shares, please follow the instructions set out in section 4 of the Bidder's Statement. Importantly, you may sell only some (and not all) of your DTI Shares if you wish to do so.

The Bidder's Statement contains important information which you should read in full. If you have any questions about the Offer, please contact your legal, financial or other professional adviser or call the Offer Information Line on 1300 822 158 (within Australia) or +61 3 9415 4689 (outside Australia) between 8.30am and 5.00pm (Melbourne time), Monday to Friday.

Yours sincerely



Chris Morris
For and on behalf of Finico Pty Ltd ACN 002 046 559 atf The Morris Family Trust

For personal use only

For personal use only

SUMMARY OF THE OFFER

This summary of the Offer provides a general overview only and should be read together with the detailed information set out in the remainder of this Bidder's Statement. You should read this Bidder's Statement in full before deciding whether or not to accept the Offer. If you have any doubt as to how to deal with this document, you should contact your Broker, financial adviser or legal adviser immediately.

The terms and conditions of the Offer are contained in section 3 of this Bidder's Statement.

The Bidder	The Bidder is Finico Pty Ltd ACN 002 046 559 atf The Morris Family Trust. For further details about the Bidder, please refer to section 5 of this Bidder's Statement.
Offer	$0.012 in cash per DTI Share for all of your DTI Shares (although you may sell some, and not all, of your DTI Shares if you wish to do so).
Closing Date	The Offer closes at the end of trading on 29 May 2026, unless it is extended or withdrawn in accordance with the Corporation Act.
Payment terms	The usual rules of settlement of transactions that occur on-market on ASX will apply in respect of the Bidder's purchase of DTI Shares on-market. This means that if you accept the Offer for your DTI Shares, you will be paid in cash on a T+2 Basis (being two Trading Days of your acceptance).
Conditions	The Offer is not subject to any conditions.

For personal use only

1. REASONS WHY YOU SHOULD ACCEPT THE OFFER

The Offer provides significant benefits to you as a DTI Shareholder. The key reasons why you should accept the Offer are as follows:

1 **The Offer is unconditional and you can sell any or all of your DTI Shares immediately**

2 **Accepting the Offer enables you to realise certain and immediate value for any or all of your DTI Shares through 100% cash consideration**

3 **The Offer represents an attractive value for your DTI Shares**

4 **Liquidity**

5 **Heightened risks associated with being a minority shareholder in DTI**

6 **Limited risks to the completion of the Offer**

7 **The likelihood of a counter bidder emerging is low**

8 **The Bidder intends to compulsorily acquire your DTI Shares if entitled to do so**

---

1. The Offer is unconditional and you can sell any or all of your DTI Shares immediately

There are no conditions attached to the Offer and you can sell any or all of your DTI Shares for 100% cash consideration of $0.012 per DTI Share on market now.

Shaw and Partners will be standing in the market on behalf of the Bidder to acquire DTI Shares offered to it, at the Offer Price, from the Announcement Date.

Section 4 of this Bidder's Statement provides instructions on how you may accept the Offer.

2. Accepting the Offer enables you to realise certain and immediate value for any or all of your DTI Shares through 100% cash consideration

The Offer is unconditional and is to acquire all of your DTI Shares for 100% cash consideration.

Consequently, if you accept the Offer you will receive $0.012 in cash for each DTI Share you sell.

You will be paid on a T+2 Basis (i.e., you will be paid on the second Trading Day after you accept the Offer). The certainty of this receipt of cash should be compared with the uncertainties of, and risks associated with, remaining a DTI Shareholder. You can choose, in effect, between an all-cash offer of certain value which is available now and future uncertain value by retaining your DTI Shares.

However, if you wish to sell only some (and not all) of your DTI Shares, you are permitted to do so.

3. The Offer represents an attractive value for your DTI Shares

The Offer Price is $0.012 cash for each DTI Share. The all cash consideration being offered by the Bidder is a compelling offer and represents a:

(a) 20% premium to the closing DTI Share price of $0.010 on 13 April 2026;

(b) 18.8% premium to the 15 day VWAP of $0.0101; and

(c) 5.3% premium to the 90 day VWAP of $0.0114.

The above VWAPs have been normalised to exclude a period in early November 2025 due to unusual price movements. Over the past two years, DTI Shares have had limited trading, with trades only being recorded on 30% of trading days. That trading has been in the share price range of between $0.017 and $0.005.

4. Liquidity

DTI Shares currently trade at low volumes on ASX. The average daily trading volume for DTI Shares in the last 90 days prior to the date of this Bidder's Statement was less than 450,000 shares.

As a result, in the absence of the Offer there is no guarantee that DTI Shareholders would be able to liquidate all or any of their shareholding in DTI on market in one or more transactions and/or at a particular price.

The Offer provides you with an opportunity to dispose of all of your DTI Shares in a single transaction for certain cash value.

5. Heightened risks associated with being a minority shareholder in DTI

The Bidder has Voting Power in approximately 57.50% of DTI's issued share capital as at the date of this Bidder's Statement.

In circumstances where the Bidder does not acquire enough DTI Shares to enable compulsory acquisition, an increase in the Bidder's Voting Power in DTI may give the Bidder effective control of DTI through the ability to pass special resolutions (depending on DTI Shareholder turnout at general meetings) without the need for additional DTI Shareholder support. The Bidder's intentions in these circumstances are set out in section 7 of this Bidder's Statement.

The presence of a controlling shareholder gives rise to a risk that DTI is considered a less attractive investment to investors generally. For example, the market may perceive that control transactions are less likely. Further, if the Bidder was successful in applying to ASX to delist DTI (if it decided to do so), this may have a material effect on the realisable value of DTI Shares.

Therefore, by not accepting the Offer, there is a risk that DTI Shareholders may become minority shareholders in an unlisted public company.

For personal use only

Even if the Bidder decides not to seek a delisting of DTI, or if a delisting application to ASX is unsuccessful, there is a risk that trading in DTI Shares will be even less liquid than it has been historically.

6. Limited risks to the completion of the Offer

The Bidder will fund the Offer through existing cash at hand so that you can be confident there will be sufficient funds to complete the Offer.

The Offer is not subject to any conditions.

7. The likelihood of a counter bidder emerging is low

As at the date of this Bidder's Statement, the Bidder is not aware of any other party that has made an approach to DTI.

In addition, the Bidder holds Voting Power in 515,853,298 DTI Shares, which represents approximately 57.50% of DTI's current issued share capital.

Given the Bidder's degree of control in relation to DTI and that it has no intention of reducing its interest in DTI, it will not be possible for another party to proceed to compulsory acquisition and as such, there is a low likelihood of another bidder seeking to make a counter offer for DTI Shares.

8. The Bidder intends to compulsorily acquire your DTI Shares if entitled to do so

If the Bidder becomes entitled to compulsorily acquire your DTI Shares following the Offer, it intends to exercise those rights.

While you will still receive the same Offer Price of $0.012 if your DTI Shares are compulsorily acquired, payment will occur later than payments made to DTI Shareholders who accept the Offer.

For personal use only

For personal use only

2. FREQUENTLY ASKED QUESTIONS ABOUT THE OFFER

The below table answers some key questions that you may have about the Offer. These answers are qualified by, and should be read in conjunction with, the detailed information contained in this Bidder's Statement. You should read the Bidder's Statement in full before deciding whether or not to accept the Offer.

If you have further questions, please call the Offer Information Line on 1300 822 158 (within Australia) or +61 3 9415 4689 (outside Australia) between 8.30am and 5.00pm (Melbourne time), Monday to Friday.

Question	Response	More information
Who is making the Offer?	The bidder under the Offer is Finico Pty Ltd ACN 002 046 559 atf The Morris Family Trust.	See section 5
What is the Offer?	The Bidder is offering to buy all of your DTI Shares by way of an on-market takeover bid for $0.012 cash for each DTI Share.	See section 3
When can you sell your DTI Shares to the Bidder?	You can sell your DTI Shares to the Bidder on ASX immediately. Shaw and Partners will stand in the market on behalf of the Bidder and purchase all DTI Shares offered for sale on ASX at the Offer Price until 29 May 2026, being the date the Offer is scheduled to close (unless extended or withdrawn in accordance with the Corporations Act).	See section 4
If you accept the Offer, when will you be paid?	The usual rules for settlement of transactions which occur on ASX will apply in respect of the Bidder's purchase of DTI Shares under the Offer. This means that, if you accept the Offer, you will be paid on a T+2 Basis (i.e., you will receive the cash for the sale of your DTI Shares two Trading Days after the sale).	See section 3.8
Why have you received this document?	This document is a Bidder's Statement under the Corporations Act. It has been prepared by the Bidder and has been sent to you because you are recorded as a shareholder of DTI. It sets out the terms of the offer by the Bidder to purchase your DTI Shares and information that is relevant to your decision as to whether to accept or reject the Offer. You may wish to consult your legal, financial or other professional adviser	

For personal use only

	concerning the content and implications of this Bidder's Statement.	
How do you accept the Offer?	The Offer can only be accepted by selling some or all of your DTI Shares on ASX through your Broker to Shaw and Partners, acting on behalf of the Bidder, before the end of the Offer Period. You are not required to complete a form to accept the Offer. Depending on the nature of your holding, you may accept the offer in the following ways: • If your DTI Shares are registered in an Issuer Sponsored Holding (your Security Holder Reference Number starts with an "I"), you may instruct a Broker of your choice to accept the Offer on your behalf and sell your DTI Shares on-market at the Offer Price before the end of the Offer Period. • If your DTI Shares are held in a CHESS Holding (your Holder Identification Number starts with an "X"), you will need to instruct your sponsoring Broker to accept the Offer for you. • If you are a Broker or a Controlling Participant - To sell your DTI Shares to the Bidder you must initiate acceptance in accordance with the requirements of the ASX Settlement Operating Rules.	See section 4
Can you accept the Offer for part of your holdings?	Yes. You may sell only some (and not all) of your DTI Shares if you wish to do so	See section 4
Are there any conditions to the Offer?	No. The Offer is an unconditional cash offer.	See section 1
Will you need to pay brokerage or stamp duty on acceptances?	You will not pay stamp duty on the disposal of your DTI Shares if you accept the Offer. If your DTI Shares are registered in an Issuer Sponsored Holding (your Security Holder Reference Number starts with an "I") in your name and you instruct a Broker to initiate acceptance on your behalf, you should ask the relevant Broker whether it will charge any transactional fees or service	See section 3.9

For personal use only

	charges in connection with acceptance of the Offer. If your DTI Shares are registered in a CHESS Holding (your Holder Identification Number starts with an "X"), or if you are a beneficial owner whose DTI Shares are registered in the name of a Broker, bank, custodian or other nominee, you should ask your Controlling Participant (usually your Broker) or that nominee whether it will charge any transactional fees or service charges in connection with acceptance of the Offer.	
What choices do you have?	You may either: • accept the Offer (in which case you will sell your DTI Shares to the Bidder at a value of $0.012 per DTI Share); or • do nothing (and be taken to have not accepted the Offer and will retain your DTI Shares unless the Bidder become entitled to compulsorily acquire your DTI Shares as noted below).	See section 4
What happens if you do not accept the Offer?	You will remain a DTI Shareholder and will not receive the consideration under the Offer. If the Bidder becomes entitled to compulsorily acquire your DTI Shares, it intends to proceed with the compulsory acquisition. If your DTI Shares are compulsorily acquired by the Bidder, it will be on the same terms (including the same cash consideration for each DTI Share acquired) as the Offer, but you will receive those funds later than if you accept the Offer directly.	
What are the tax consequences of accepting the Offer?	A general summary of the likely Australian tax consequences of accepting the Offer is set out in section 10 of this Bidder's Statement. You should not rely on that summary as advice for your own affairs. You should consult your taxation advisor for detailed taxation advice before making a decision as to whether or not to accept the Offer for your DTI Shares.	See section 10

When does the Offer close?	The Offer closes at close of trading on ASX on 29 May 2026, unless it is extended or withdrawn under the Corporations Act.	See section 3.5
Can the Offer be extended?	Yes, the Offer Period can be extended in accordance with the Corporations Act. DTI Shareholders will be sent written notice of any extension, and the extension will be announced on ASX.	See section 3.6
Can the Offer be withdrawn?	The Bidder may withdraw the Offer in respect of unaccepted Offers at any time: • with the written consent of ASIC, which consent may be subject to conditions; • where a Prescribed Occurrence occurs, if at the time of the Prescribed Occurrence the Bidder's Voting Power in the Target is at or below 50%; or • upon the occurrence of an Insolvency Event in relation to the Target (regardless of the Bidder's Voting Power in the Target). Notice of withdrawal of the Offer must be given by the Bidder to ASX.	See section 3.10
Will the Bidder increase the Offer Price?	The Offer Price of $0.012 for each DTI Share will not be increased during the Offer Period in the absence of a competing proposal.	See section 3.7
How is the Offer being funded?	The Offer is not subject to any financing condition. The Bidder will fund the Offer through existing cash reserves.	

For personal use only

For personal use only

3. OVERVIEW OF THE OFFER

3.1 The Offer - on-market takeover bid

As disclosed to ASX by the Broker Announcement made by Shaw and Partners on 14 April 2026 (see Annexure A to this Bidder's Statement), the Bidder will make offers under an on-market takeover bid to purchase all DTI Shares that exist and are listed for quotation on ASX or will exist at any time during the Offer Period (excluding all DTI Shares held by the Bidder and its associates) for $0.012 cash per DTI Share, on the terms and conditions set out in this Bidder's Statement.

While the Offer is for all DTI Shares, if a DTI Shareholder wishes to sell some only (and not all) of their DTI Shares, the DTI Shareholder is permitted to do so. As disclosed in the Broker Announcement, Shaw and Partners will stand in the market to offer to acquire DTI Shares at the Offer Price on behalf of the Bidder on ASX during the Offer Period.

3.2 No Conditions

The Offer is not subject to any conditions.

3.3 How the market offers will be made

The Offer will be made on behalf of the Bidder by Shaw and Partners through ASX.

Shaw and Partners, on behalf of the Bidder, will stand in the market and purchase all DTI Shares offered to it for sale on ASX at the Offer Price from the time trading in DTI Shares commences on the Announcement Date, on the same terms of the Offer.

3.4 Persons to whom the Offer is made

The Offer is open to all holders of DTI Shares to which the Bidder (and its associates) are not already entitled.

3.5 Offer Period

From the time trading in DTI Shares commences on the Announcement Date, Shaw and Partners will stand in the market to acquire on behalf of the Bidder all DTI Shares offered to it at the Offer Price, prior to the commencement of the Offer Period.

The Offer will officially commence at the start of trading on ASX on 29 April 2026 and will end at the close of trading on ASX on 29 May 2026 (unless extended (see section 3.6) or withdrawn (see section 3.10) in accordance with the Corporations Act).

3.6 Extension of Offer Period

The Bidder may, at its discretion and in accordance with the Corporations Act, extend the Offer Period.

The Bidder may extend the Offer Period in its discretion at any time prior to the last five Trading Days of the Offer Period, or in certain limited circumstances at any time prior to the end of the Offer Period (subject to compliance with the law).

The Offer Period may also be extended automatically in certain circumstances under the Corporations Act.

3.7 Offer Price

The Offer Price of $0.012 for each DTI Share will not be increased during the Offer Period in the absence of a competing proposal.

3.8 Payment Date

The usual rules for settlement of transactions which occur on-market on ASX will apply in respect of the Bidder's purchase of DTI Shares under the Offer. This means that if you accept the Offer, you will be paid on a T+2 Basis (being within two Trading Days after your acceptance).

3.9 Brokerage and other costs

As the Offer by the Bidder is under an on-market takeover bid, it is being made during normal trading on ASX. Accepting DTI Shareholders may only accept the Offer through Brokers who are members of ASX.

Any brokerage fees charged by such Brokers to a DTI Shareholder will be the sole responsibility of that accepting DTI Shareholder. The Bidder will bear its own brokerage fees on transfers of DTI Shares acquired through acceptances of the Offer.

No stamp duty or GST will be payable by DTI Shareholders on the transfer of DTI Shares under the Offer (other than GST payable to the selling Broker in respect of brokerage fees charged).

3.10 Withdrawal of Offer

The Bidder may withdraw the Offer in respect of any unaccepted Offers at any time:

- with the written consent of ASIC and subject to the conditions (if any) specified in such consent;
- where a Prescribed Occurrence occurs, if at the time of the Prescribed Occurrence the Bidder's Voting Power in the Target is at or below 50%; or
- upon the occurrence of an Insolvency Event in relation to DTI (regardless of the Bidder's Voting Power in DTI).

Notice of withdrawal of the Offer must be given by the Bidder to ASX.

3.11 Variation of Offer

The Bidder may vary the Offer in accordance with the Corporations Act. If a DTI Shareholder has sold its DTI Shares prior to any such variation, that DTI Shareholder will not receive any benefit from the variation.

3.12 Jurisdiction

This Offer and any contract that results from a DTI Shareholder's acceptance of this Offer are governed by the laws of Victoria.

For personal use only

4. HOW TO ACCEPT THE OFFER

DTI Shareholders may sell their DTI Shares to the Bidder on-market by offering to sell some or all of their DTI Shares on ASX at the Offer Price on and from the Announcement Date until the end of the Offer Period.

Shaw and Partners will stand in the market to acquire on behalf of the Bidder all DTI Shares offered at the Offer Price during normal trading on ASX on and from the Announcement Date, as follows:

- If you hold your DTI Shares in an Issuer Sponsored Holding (your Security Holder Reference Number starts with an "I") - To sell your DTI Shares to the Bidder you must instruct any Broker to initiate acceptance;

- If you hold your DTI Shares in a CHESS Holding (your Holder Identification Number starts with an "X") - To sell your DTI Shares to the Bidder you must instruct your Controlling Participant (for example, your Broker) to initiate acceptance; or

- If you are a Broker or a Controlling Participant - To sell your DTI Shares to the Bidder you must initiate acceptance in accordance with the requirements of the ASX Settlement Operating Rules.

You are not required to complete an application form or take any other action to accept the Offer.

You are not required to sell all of your DTI Shares and may elect to sell some only of your DTI Shares.

For personal use only

For personal use only

5. INFORMATION ON THE BIDDER

5.1 Overview of the Bidder

The Bidder is Finico Pty Ltd ACN 002 046 559 atf The Morris Family Trust. Finico is a private company, incorporated in Australia in 1980, which is wholly beneficially owned by Chris Morris, and trades as Morris Group. Finico's head office is located in Albert Park, Victoria.

Morris Group is an independent family-run Australian business operating across tourism, hospitality, aviation and technology. Founded by Chris Morris, the founder of ASX Top-50 global company Computershare, the Morris Group operates across Australia, with operating businesses in technology, tourism, hospitality, gaming, brewing, aviation and agriculture, employing over 1700 people.

Morris Technology: Morris Technology is a Melbourne-based IT company with an extensive offering of IT services and support. Its technical expertise, wide range of skillsets and locally based staff allow it to offer flexible packages, which can be customised to meet any IT requirements.

Morris Group also hold investments in Australia and overseas in key technology verticals including business intelligence, AI, real estate, film production, parking technologies, amongst others.

Morris Hospitality: Morris Hospitality is a Melbourne-based company operating a collection of iconic hotels in Victoria and Queensland. It is a leader in modern pub culture with a passion for creating food-centric destinations with exceptional service at the core of everything it does.

Morris Escapes: Luxury lodges including Orpheus Island Lodge, Pelorus Private Island, Mt Mulligan Lodge and Beechmont Estate representing over 7,000 room nights annually, with a focus on inbound tourism.

Morris Nautical: Fleet of superyachts based out of Port Douglas attracting UHNW guests to Queensland.

Nautilus Aviation: Helicopter services headquartered in Cairns operating across both leisure and commercial operations, including the support of rescue and recovery operations.

The Ville Resort-Casino & Ardo: Luxury accommodation, dining and entertainment in Townsville representing over 97,000 room nights annually and employing over 1,100 staff, a key driver of the local economy.

CBCo: Brewing quality craft beer that represents the taste of modern Australia. Beers crafted to suit our weather, our celebrations, our quirks, habits and our unique take on things. Its philosophy is no more complicated than that. It brews for Australian tastes. Its breweries are based in Margaret River, WA and Port Melbourne, VIC.

Morris Family Foundation: Morris Family Foundation is a private charitable foundation and was established in 2009 as the philanthropic arm of Morris Group. The Morris Family Foundation donates c.$3 million annually to charities in Australia and overseas.

As at the date of this Bidder's Statement, the Bidder has a Relevant Interest in 57.50% of the issued share capital of DTI.

Further information about the Bidder is available on its website at https://www.morrisgroup.com.au/.

For personal use only

For personal use only

6. INFORMATION ON DTI

6.1 Disclaimer

Information in this Bidder's Statement about DTI has been prepared based on publicly available information as at the date of this Bidder's Statement. The publicly available information has not been independently verified by the Bidder and accordingly, subject to the Corporations Act, the Bidder does not make any representation or give any express or implied warranty as to the accuracy or completeness of this information. The information on DTI in this Bidder's Statement should not be considered to be comprehensive.

6.2 Publicly available information

Before accepting the Offer, you should also consider any publicly available information regarding DTI including information available on its website (http://www.dti.com.au/), announcements made to the ASX by DTI (which may be viewed at www.asx.com.au), filings which DTI has made with ASIC and which are obtainable from the ASIC Register and the Target's Statement that DTI is required to provide to you under the Corporations Act.

Information contained in or otherwise accessible from any website referred to in this section 6.2 does not form part of this Bidder's Statement.

Being a company listed on ASX, DTI is subject to the periodic and continuous disclosure requirements of the Corporations Act and Listing Rules. These disclosures are found at both of the websites noted above.

For more information concerning the financial position and affairs of DTI, you should refer to the full range of information that has been disclosed by DTI, which includes:

- DTI's Annual Report for the year ended 30 June 2025 was lodged with the ASX on 30 September 2025; and
- DTI's half year report for the period ended 31 December 2025 was lodged with the ASX on 27 February 2026.

6.3 Overview of DTI

DTI is an Australian public company listed on the ASX (ASX:DTI). DTI was incorporated in June 1995 and listed on the ASX on 9 December 2014.

6.4 Principal activities of DTI

According to publicly available information, DTI designs and develops leading surveillance and passenger information systems for the global transit industry.

DTI empowers the transit industry through the design, implementation, and support of world-class telematics, CCTV, video analytics, and passenger information solutions.

DTI’s clients include transit agencies, vehicle operators and owners, vehicle manufacturers, and law enforcement organizations. DTI’s product portfolio encompasses vehicle-based servers, recording systems, passenger counting technologies, driver and passenger information displays, and fleet management platforms — all integrated with industry-leading vehicle and back-office software.

DTI provides end-to-end services, including installation, maintenance, monitoring, and managed support, ensuring reliable performance and optimized operational efficiency for its customers.

Some examples of DTI's activities are set out below:

- DTI has been engaged by the Public Transport Authority of Western Australia on a long term contract to provide digital video surveillance systems on the entire fleet of more than 1500 vehicles.
- The San Francisco Municipal Transport Agency has installed DTI's digital surveillance system on all its trams, cable cars and buses.
- Metro Trains Melbourne is completing a life extension project on the Comeng fleet to provide another 10 years' service, and as part of this project engaged DTI to design, manufacture and install a new state of the art passenger information and surveillance system on 58 three car units.
- DTI has provided to Alstom India its world class rail rated passenger information and surveillance solution for 46 new driverless trains operating on the North West and soon to open City and Southwest lines in Sydney.

6.5 Directors

As at the date of this Bidder's Statement, based on DTI's public disclosures, the directors of DTI are:

- Greg Purdy (Independent Non-Executive Chairperson);
- Steve Gallagher (Independent Non-Executive Director);
- Andrew Lewis (Independent Non-Executive Director);
- Chris Afentoulis (Independent Non-Executive Director); and
- Paul Gillespie (Independent Non-Executive Director).

For personal use only

For personal use only

7. INTENTIONS OF THE BIDDER

7.1 Overview

This section 7 sets out the Bidder's intentions, on the basis of the facts and information concerning DTI which are known to it and the existing circumstances affecting the business of DTI, as at the date of this Bidder's Statement, in relation to:

- the continued operation of the business of DTI;
- any major changes to be made to the business of DTI including any redeployment of the fixed assets of DTI; and
- the future employment of the present employees of DTI.

7.2 Review

The Bidder has reviewed information that is publicly available concerning DTI and its businesses and assets.

At the conclusion of the Offer Period, the Bidder intends, to the extent that information is available to it, to conduct a review of DTI and its operations, assets, liabilities, structure and employees, following which it will review its intentions set out in this section 7. Final decisions will only be reached after that review has been concluded and the results evaluated and in light of all material information, facts and circumstances that exist at the time.

Consequently, the statements set out in this section 7 are statements of the Bidder's current intentions only and may vary as circumstances and further information arise. The statements in this section 7 should be read in this context.

Under the Offer, the Bidder may or may not acquire all of the DTI Shares that the Bidder does not already own. As at the date of this Bidder's Statement, the Bidder has no plan to pursue a further on market offer in relation to the DTI Shares in the future, but it has not ruled out doing so at its discretion (and therefore reserves the right to do so) including, for example, within six months of the end of the Offer Period.

7.3 Intentions upon acquiring 90% or more of DTI Shares

The Bidder's intentions, if it acquires:

- a relevant interest in 90% or more of the DTI Shares; and
- at least 75% (by number) of the DTI Shares that it offered to acquire under the Offer (whether the acquisitions happened under the Offer or otherwise),

and is entitled to proceed to compulsory acquisition of the outstanding DTI Shares, are set out below:

Compulsory acquisition

In the event the Bidder becomes entitled to do so under the Corporations Act, it intends to:

- give notices to DTI Shareholders to compulsorily acquire outstanding DTI Shares in accordance with section 661B of the Corporations Act promptly after it is entitled to do so; and/or

- if permitted, give notices to DTI Shareholders (and, if applicable, the holders of any other securities that confer rights to be issued DTI Shares) to compulsorily acquire all outstanding DTI Shares (and, if applicable, any other securities that confer rights to be issued DTI Shares) in accordance with section 664C of the Corporations Act.

If it is required to do so under section 662A of the Corporations Act, the Bidder will give notice to DTI Shareholders offering to acquire their DTI Shares in accordance with section 662B of the Corporations Act.

ASX Listing

At the conclusion of the compulsory acquisition process, the Bidder intends to arrange for DTI to be removed from the Official List of ASX (subject to any required approvals on the part of ASX), thereby eliminating the corporate administration costs associated with maintaining DTI as a listed company.

Directors

The Bidder intends, subject to the Corporations Act and DTI's Constitution, to replace all current members of the DTI Board with its own appointments. The Bidder would determine which directors it would appoint having regard to the skills and experience required to sit on the DTI Board, and any other appropriate skills and experience which the Bidder considers would assist DTI to effectuate the objectives and goals outlined in this section 7.

General operational overview

After the Offer Period, the Bidder intends to undertake a general review of DTI's operations covering strategic, financial and operating matters. As a part of this review, the Bidder intends to evaluate the future operations of DTI. The Bidder does not intend to make major changes to the core assets and operations of DTI other than to progress financing and development of its projects and improve its operations.

While the Bidder does not currently have any specific intentions in relation to this review or its outcomes and does not currently intend to make any material changes to DTI's business, its current expectation is that the review will focus on identifying the most effective means of utilising DTI's assets, growing its business and maximising the value of the investment that the Bidder has made in DTI.

Impact on employees

After the Offer Period, the Bidder intends to ensure that the operations of DTI are optimised to meet the needs of the business in the future. This may require reviewing and adjusting staff operations to meet the skills requirements of DTI's business with any such restructuring favouring retaining current employees where there is a skills match.

7.4 Intentions upon acquiring less than 90% of DTI Shares

The Bidder's intentions if it acquires a relevant interest in less than 90% of DTI Shares are set out below:

For personal use only

For personal use only

ASX Listing

The Bidder considers that there are both advantages and disadvantages of DTI continuing to remain listed on the ASX after the close of the Offer. The Bidder intends to request that the DTI Board review the benefits and suitability of DTI remaining listed on the ASX after the close of the Offer having regard to the requirements of the Listing Rules and the additional corporate and compliance costs. The Bidder anticipates that the DTI Board's determination will likely depend on a range of factors, including:

- the number of DTI Shares acquired by the Bidder under the Offer;
- the spread (i.e. number) of DTI Shareholders after the Offer closes;
- the level of liquidity of DTI Shares after the Offer closes; and
- the costs of remaining listed on ASX and associated compliance.

If the DTI Board were to decide that it is in the best interests of DTI to cease to be listed on ASX, the Bidder would support a resolution to delist DTI.

The Bidder is also mindful of the requirement under the Listing Rules for a listed company to maintain a spread of shareholders which, in ASX's opinion, is sufficient to ensure that there is an orderly and liquid market in its securities. ASX may suspend or delist a company which does not meet its spread requirements. Depending upon the level of acceptances under the Offer, it is possible that ASX may seek to de-list DTI on this basis. Should ASX seek to do so, the Bidder does not intend to oppose such a de-listing.

Directors

The Bidder intends, subject to the Corporations Act and DTI's Constitution, to replace all current members of the DTI Board with its own appointments. The Bidder would determine which directors it would appoint having regard to the skills and experience required to sit on the DTI Board, and any other appropriate skills and experience which the Bidder considers would assist DTI to effect the objectives and goals outlined in this section 7.

General operational overview

After the Offer Period, the Bidder intends to undertake a general review of DTI's operations covering strategic, financial and operating matters. As a part of this review, the Bidder intends to evaluate the future operations of DTI. The Bidder does not intend to make major changes to the core assets and operations of DTI other than to progress financing and development of its projects and improve its operations.

While the Bidder does not currently have any specific intentions in relation to this review or its outcomes and does not currently intend to make any material changes to DTI's business, its current expectation is that the review will focus on identifying the most effective means of utilising DTI's assets, growing its business and maximising the value of the investment that the Bidder has made in DTI.

Impact on employees

After the Offer Period, the Bidder intends to ensure that the operations of DTI are optimised to meet the needs of the business in the future. This may require reviewing and adjusting staff operations to meet the skills requirements of DTI's

business with any such restructuring favouring retaining current employees where there is a skills match.

Further acquisitions of DTI Shares

The Bidder may acquire additional DTI Shares under the "creep" provisions set out in the Corporations Act. In summary, those provisions allow the Bidder to acquire up to 3% of the DTI Shares every six months. The Bidder has not yet decided whether it will acquire further DTI Shares under the "creep" provisions in the future, as that will be dependent upon (amongst other things) the extent of the Voting Power of the Bidder in DTI and market conditions at the time.

As at the date of this Bidder's Statement, the Bidder has no plan to pursue a further on-market offer in relation to the DTI Shares in the future, but it has not ruled out doing so at its discretion (and therefore preserves the right to do so) including, for example, within six months of the end of the Offer Period.

7.5 Limitations on intentions

If, at the conclusion of the Offer Period, DTI is a controlled entity but is not wholly owned by the Bidder, there will be minority DTI Shareholders. In this event, the Bidder expects that any directors appointed by it to the DTI Board will act at all times in accordance with their fiduciary duties and intends that all requisite shareholder approvals and other requirements of law, including the Listing Rules and the Corporations Act, are complied with in pursuing any of the intentions which are referred to in this section 7.

As a result of complying with these requirements, approval of the minority DTI Shareholders may be required for the implementation of any of the intentions of the Bidder outlined in this section 7. The requirement for the DTI Board to have regard to their fiduciary duties in the context of a partly owned subsidiary and the possible requirement to seek approval of DTI's minority shareholders may prevent a particular intention from being achieved. However, the Bidder has not currently identified any particular initiative where these considerations may be relevant.

7.6 Continuation of business and assets

Other than set out in this section 7, it is the present intention of the Bidder that:

- the operation of DTI will continue as it is currently operating;
- no major changes will be made to the business of DTI nor will any of DTI's fixed assets be redeployed; and
- the employment of DTI's employees will continue.

The intentions and statements of future conduct set out in this section 7 must be read as being subject to:

- the law (including the Corporations Act and the Listing Rules), including in particular the requirements in relation to conflicts of interests and 'related party' transactions given that, if the Bidder obtains control of DTI but does not acquire all of the DTI Shares, it will likely be treated as a related party of DTI for these purposes; and
- the legal obligations of the DTI Board directors at the time, including any nominees of the Bidder, to act in good faith in the best interest of DTI

For personal use only

and for proper purposes and to have regard to the interests of all the DTI Shareholders.

For personal use only

For personal use only

8. INFORMATION ON DTI'S SECURITIES

8.1 DTI's issued securities

According to information publicly disclosed and according to documents lodged with ASX, as at 5.00pm (Melbourne time) on the day preceding the date of this this Bidder's Statement, the following securities in DTI are currently on issue:

Class	Number
Ordinary Fully Paid	897,102,828

8.2 DTI's substantial shareholders

As at the date of this Bidder's Statement, based on DTI's public disclosures, the substantial holders of DTI were:

Substantial holder	Number of DTI Shares held	Voting power / Percentage
INVIA CUSTODIAN PTY LIMITED <THE MORRIS FAMILY A/C>	515,853,298	57.50%
JP MORGAN NOMINEES AUSTRALIA PTY LIMITED	247,849,395	27.63%

8.3 Relevant interest and Voting Power of the Bidder

As at the date of this Bidder's Statement, the Bidder had Voting Power in 515,853,298 DTI Shares, which represent approximately 57.50% of DTI's current issued share capital

8.4 Consideration provided for DTI Shares during previous four months

The Bidder has not provided or agreed to provide consideration for DTI Shares during the period of four months ending on the day immediately before the date of this Bidder's Statement.

8.5 DTI Share price history

The last price of DTI Shares on ASX on 13 April 2026, being the last day on which DTI Shares were traded on ASX before the Announcement Date, was $0.010.

8.6 No collateral or other benefits

During the period of four months before the date of this Bidder's Statement, neither the Bidder nor any associate of the Bidder gave, or offered to give, or agreed to give a benefit to another person which was likely to induce the other person, or an associate of the other person to:

- accept the Offer; or
- dispose of DTI Shares,

and which is not offered to all holders of DTI Shares under the Offer.

8.7 No escalation agreements

Neither DTI nor any associate of DTI has entered into any escalation agreement that is prohibited by section 622 of the Corporations Act.

For personal use only

9. FUNDING

9.1 Maximum cash consideration

The consideration for the acquisition of DTI Shares to which the Offer relates (including DTI Shares which could be issued on the exercise of any other securities that confer rights to be issued DTI Shares) will be satisfied wholly in cash.

Based on the number of DTI Shares on issue as at the date of this Bidder's Statement, the total number of DTI Shares which could be acquired by the Bidder under the Offer is 381,249,530. The consideration payable under the Offer per DTI Share is $0.012.

If the Offer is accepted in respect of all DTI Shares on issue other than those owned by the Bidder as at the Announcement Date, the maximum cash consideration payable by the Bidder for those shares will be $4,574,994.36, excluding transaction costs.

9.2 Overview of funding arrangements

The Bidder will fund the cash consideration payable under the Offer for all of the DTI Shares currently on issue (which are not owned by the Bidder) using existing cash at hand.

Prior to the date of this Bidder's Statement, the Bidder has transferred the funds required to satisfy the consideration payable for all of the DTI Shares currently on issue (which are not owned by the Bidder) to a share trading account with Shaw and Partners. The Bidder has authorised Shaw and Partners to arrange for amounts that become payable by the Bidder under the trading facility in connection with the Offer to be made by deduction from this account.

The funds available to the Bidder are sufficient to fund the maximum amount of consideration payable under the Offer and all associated transaction costs.

The Bidder is of the opinion that it has a reasonable basis for forming the view, and it holds the view, that it will be able to pay the necessary consideration required for the Offer.

For personal use only

For personal use only

10. TAX CONSIDERATIONS

10.1 Overview of tax considerations

This section 10 contains a general a general description of the Australian capital gains tax (**CGT**) consequences for DTI Shareholders who accept the Offer and dispose of their DTI Shares to the Bidder in return for cash consideration. General comments are also provided in relation to stamp duty and Goods and Services Tax (**GST**).

This section 10 deals only with DTI Shareholders who are individuals, companies (other than life insurance companies), trusts and complying superannuation funds that hold their DTI Shares on capital account for Australian income tax purposes. The Australian income tax consequences will differ for those DTI Shareholders who hold their DTI Shares as trading stock, as part of a profit making undertaking or scheme or otherwise on revenue account (for example, share traders, banks and insurance companies).

The information in this section 10 is based on the Australian tax law and administrative practice of the Australian tax authorities in effect as at the date of this Bidder's Statement. The laws are complex and subject to change periodically as is their interpretation by the courts and the tax authorities. This summary is general in nature and is not intended to be an authoritative or complete statement of the laws applicable to the particular circumstances of a DTI Shareholder. The precise implications of ownership or disposal of DTI Shares will depend on each DTI Shareholder's specific circumstances. These comments should not be viewed as a substitute for advice from an appropriate professional advisor having regard to each DTI Shareholder's individual circumstances.

DTI Shareholders are urged to seek their own independent tax advice regarding the specific tax consequences of the Offer, including the application and effect of income tax and other tax laws to their particular circumstances.

This summary does not take into account the tax law of countries other than Australia. DTI Shareholders who are tax residents of a country other than Australia (whether or not they are also residents, or are temporary residents, of Australia for tax purposes) should take into account the tax consequences of the Offer under the laws of their country of residence, as well as under Australian law, of acceptance of the Offer.

To persons receiving this Bidder's Statement in Australia:

The information contained in this section 10 does not constitute "financial product advice" within the meaning of the Corporations Act. To the extent that this document contains any information about a "financial product" within the meaning of the Corporations Act, taxation is only one of the matters that must be considered when making a decision about the relevant financial product. This material has been prepared for general circulation and does not take into account the objectives, financial situation or needs of any recipient. Accordingly, any recipient should, before acting on this material, consider taking advice from a person who is licensed to provide financial product advice under the Corporations Act.

Any recipient should, before acting on this material, also consider the appropriateness of this material having regard to their objectives, financial situation and needs and consider obtaining independent financial advice.

For personal use only

10.2 Taxation on the disposal of DTI Shares

If you accept the Offer, you will be treated as having disposed of your DTI Shares for income tax purposes.

10.3 Australian resident DTI Shareholders

This section applies to DTI Shareholders who are residents of Australia for Australian income tax purposes and hold their DTI Shares on capital account.

Acceptance of the Offer will involve the disposal by resident DTI Shareholders of their DTI Shares by way of transfer of their shares and, as such, the disposal will have Australian CGT implications.

Australian resident DTI Shareholders who acquired their DTI Shares on or after 20 September 1985 may make a capital gain or capital loss on the sale of their DTI Shares. A capital gain will result where the amount you receive (or that you are entitled to receive) is more than the cost base of those DTI Shares. Alternatively, a capital loss will result where the amount you receive (or that you are entitled to receive) is less than the reduced cost base of those DTI Shares.

Broadly, the cost base of a DTI Share is generally the cost of acquisition or deemed cost of acquisition. Certain other amounts associated with the acquisition and disposal of DTI Shares (such as brokerage or stamp duty) may be added to the cost base. The reduced cost base of a DTI Share is calculated in a similar, but not identical, manner.

Capital gains and capital losses of a taxpayer in a year of income are aggregated to determine whether there is a net capital gain. That amount may be further reduced by any available capital losses of the taxpayer from previous income years (subject to satisfaction of loss recoupment tests) and other concessions (particularly the CGT discount rules (see further below)). If so, that net capital gain after applying any CGT concessions is included in assessable income and subject to Australian income tax.

Capital losses may not be deducted against other income for income tax purposes, but may be offset against current capital gains or carried forward to be offset against future capital gains (subject to satisfaction of loss recoupment tests).

10.4 CGT Discount

The CGT Discount may apply (after application of capital losses) to DTI Shareholders that are individuals, complying superannuation funds or trusts, who have held, or are taken to have held, their DTI Shares for at least 12 months (not including the date of acquisition or the date of disposal) before accepting the Offer.

The CGT Discount is:

- one-half if the DTI Shareholder is an individual or trustee: meaning only 50% of the capital gain (without any allowance for indexation) will be included in assessable income; and

- one-third if the DTI Shareholder is a trustee of a complying superannuation entity: meaning only two-thirds of the capital gain (without any allowance for indexation) will be included in assessable income.

The CGT Discount is not available to DTI Shareholders that are companies or DTI Shareholders who choose for indexation to apply (described above).

The CGT Discount is not relevant for the purposes of calculating a capital loss.

The CGT Discount rules relating to trusts are complex. Accordingly, we recommend trustees seek their own independent advice on how the CGT Discount applies to them and the trust's relevant beneficiaries.

The above comments do not apply to you if you buy and sell shares in the ordinary course of your business, or if you acquired the shares for resale at a profit. In such cases, any gain will generally be taxed as ordinary income. You should seek your own specific tax advice in such circumstances.

10.5 Foreign tax resident DTI Shareholders

This section applies to DTI Shareholders that are not residents of Australia for Australian income tax purposes (i.e. foreign tax residents).

If you are not a resident of Australia for tax purposes, you will generally not have to pay Australian tax on any capital gain when you dispose of your DTI Shares, unless both of the following requirements are satisfied:

- you hold a "non-portfolio interest" in DTI; and
- the DTI Shares pass the "principal asset test" at the time of the disposal.

If either element is absent, any capital gain made on the disposal of the DTI Shares should not be subject to income tax in Australia.

You will hold a "non-portfolio interest" in DTI if you (together with your associates) own, or owned, throughout a 12 month period during the two years preceding the sale of your DTI Shares, 10% or more of (broadly) all of the shares in DTI.

Broadly, the DTI Shares would pass the "principal asset test" if the market value of DTI's direct and indirect interests in Australian land (including leases and mining rights) is more than the market value of its other assets at the time you accept the Offer.

Detailed calculations are necessary to determine the results of the "principal asset test".

If you hold a "non-portfolio" interest in DTI, you should contact DTI to determine if the DTI Shares would pass the "principal asset test".

If you buy and sell shares in the ordinary course of business, or acquired the shares for resale at a profit, any gain could be taxed in Australia as ordinary income and not as a capital gain (subject to any relief under a double tax treaty that Australia has concluded with your country of residence). Again, you should seek your own specific Australian tax advice.

You should also seek advice from your taxation adviser as to the taxation implications of accepting the Offer in your country of residence.

10.6 Foreign Resident CGT Withholding Tax Rules

Australia's foreign resident capital gains withholding tax regime applies to transactions involving the acquisition of certain indirect interests in Australian real

For personal use only

property from relevant foreign residents. The relevant withholding tax rate is 12.5%.

The sale of DTI Shares should not be subject to this withholding tax on the basis that this is an on market offer. Shares disposed of on an approved stock exchange (including the ASX) are an 'excluded asset' for the purposes of this withholding.

10.7 GST

No GST should be payable by DTI Shareholders on the disposal of their DTI Shares other than GST payable to your Broker in respect of brokerage fees charged to you. DTI Shareholders should seek independent professional advice regarding whether they are able to claim GST credits on expenses associated with the disposal of their DTI Shares.

10.8 Stamp duty

No stamp duty should be payable by the DTI Shareholders on the disposal of their DTI Shares.

For personal use only

For personal use only

11. ADDITIONAL INFORMATION

11.1 ASIC modifications

The Bidder has relied on the modification to section 636(3) of the Corporations Act set out in *ASIC Corporations (Takeover Bids) Instrument 2023/683* (**ASIC INS 2023/683**) to include certain references to statements which are made in documents lodged with ASIC and ASX. Under ASIC INS 2023/683, the consent of the relevant person is not required for the inclusion of such statements in this Bidder's Statement. As required by ASIC INS 2023/683, the Bidder will make available a copy of these documents (or of relevant extracts from these documents), free of charge, to DTI Shareholders who request it during the Offer Period. To obtain a copy of these documents (or relevant extracts), you may call the Offer Information Line on 1300 822 158 (within Australia) or +61 3 9415 4689 (outside Australia) between 8.30am and 5.00pm (Melbourne time), Monday to Friday.

In addition, as permitted by *ASIC Corporations (Consents to Statements) Instrument 2026/89*, this Bidder's Statement contains trading data sourced from ASX without its consent.

The Bidder has not obtained from ASIC any modifications of or exemptions from the Corporations Act in relation to the Offer. The Bidder may rely on relief granted by ASIC under Corporations Instruments which apply generally to all persons, including the Bidder.

11.2 Regulatory and other approvals

There are no regulatory approvals that the Bidder is required to obtain before acquiring DTI Shares under the Offer.

11.3 Disclaimers and Consents

This Bidder's Statement includes statements which are made in, or based on statements which are made in, documents provided by DTI or announced on the company announcements platform of ASX by DTI. No person who has made any of these statements has consented to the statement being included in or accompanying this Bidder's Statement in the form in which it is included.

Each of the following has consented to being named in the Bidder's Statement in the capacity as noted below and have not withdrawn such consent prior to the date of lodgement of this Bidder's Statement:

- Lander & Rogers as legal advisor to the Bidder in relation to the Offer;
- Shaw and Partners Limited as Broker to the Bidder in relation to the Offer;
- Computershare Investor Services Pty Limited as the Bidder's Share Registry in relation to the Offer.

Each of the parties referred to in this section 11.3:

- has not authorised or caused the issue of this Bidder's Statement;
- does not make, or purport to make, any statement in this Bidder's Statement or on which a statement made in the Bidder's Statement is based other than as specified in this section 11.3; and

- to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Bidder's Statement other than a reference to its name and a statement included in this Bidder's Statement with the consent of that party as specified in this section 11.3.

11.4 Other material information

Except as disclosed elsewhere in this Bidder's Statement, there is no other information that is:

- material to the making of a decision by a DTI Shareholder whether or not to accept the Offer; and

- known to the Bidder,

which has not previously been disclosed to DTI Shareholders.

For personal use only

12. APPROVAL OF BIDDER'S STATEMENT

A copy of this Bidder's Statement that is to be lodged with ASIC has been approved by resolution passed by the directors of the Bidder.

Dated: 14 April 2026

Signed by Chris Morris, duly authorised by resolution passed by the directors of the Bidder.



Chris Morris
For and on behalf of Finico Pty Ltd ACN 002 046 559 atf The Morris Family Trust

For personal use only

13. COMPANY DIRECTORY

Bidder

Finico Pty Ltd ACN 002 046 559 atf
The Morris Family Trust

85 Dundas Place, Albert Park VIC 3206

Broker to the Offer

Shaw and Partners Limited (ABN 24 003 221 583)

Level 7, Chifley Tower
2 Chifley Square
Sydney NSW 2000
Australia

Legal advisers

Lander & Rogers

Level 15, 477 Collins Street
Melbourne VIC 3000
Australia

Share Registry

Computershare Investor Services Pty Limited (ACN 078 279 277)

Yarra Falls
452 Johnston Street
Abbotsford VIC 3067

For personal use only

For personal use only

14. DEFINITIONS AND INTERPRETATION

14.1 Defined Terms

In this Bidder Statement, the following words have these meanings unless the contrary intention or the context otherwise requires:

Announcement Date means 14 April 2026, being the date of the Broker Announcement.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited ACN 008 624 691 or the market it operates, as the context requires.

ASX Settlement means ASX Settlement Pty Limited ACN 008 504 532.

ASX Settlement Operating Rules means the operating rules of ASX Settlement.

Bidder or Finico means Finico Pty Ltd ACN 002 046 559 atf The Morris Family Trust.

Bidder's Statement or **Statement** means this document.

Broker means a person who is a share broker and a participant in CHESS.

Broker Announcement means the announcement in relation to the Offer made by Shaw and Partners on 14 April 2026, a copy of which is set out in Annexure A.

Business Day means a day on which banks are open for business in Melbourne, Victoria, excluding a Saturday, Sunday or public holiday in Melbourne, Victoria.

CGT means Australian capital gains tax.

CHESS means the Clearing House Electronic Subregister System of share transfers operated by ASX Settlement.

CHESS Holding means a holding of DTI Shares on the CHESS subregister of DTI.

Controlling Participant in relation to DTI Shares in a CHESS Holding, the Participant with whom the holder has a sponsorship agreement as defined in the ASX Settlement Operating Rules (usually, the holder's Broker).

Corporations Act means the *Corporations Act 2001* (Cth).

DTI means DTI Group Limited (ACN 069 791 091).

DTI Board means the board of directors of DTI.

DTI Shareholder means a person who is registered as the holder of a DTI Share in the DTI share register.

DTI Shares means fully paid ordinary shares in the capital of DTI, including those shares on issue at the end of the Offer Period.

GST means the goods and services tax imposed under the *A New Tax System (Goods and Services Tax) Act 1999* (Cth).

Holder Identification Number or **HIN** means the number used to identify a DTI Shareholder on the CHESS subregister of DTI.

Insolvency Event means any of the events set out in section 652C(2) of the Corporations Act.

Listing Rules means the official listing rules of the ASX as amended or waived from time to time.

Offer means the unconditional cash offer by the Bidder to acquire DTI Shares which will be made on-market by Shaw and Partners on behalf of the Bidder as described in this Bidder's Statement and includes a reference to that offer as varied in accordance with the Corporations Act.

Offer Period means the period during which the Offer will remain open for acceptance in accordance with this Bidder's Statement.

Offer Price means $0.012 per DTI Share.

Participant has the meaning set out in the ASX Settlement Operating Rules.

Prescribed Occurrence means an event set out in section 652C(1) of the Corporations Act as it applies to the Target.

Related Bodies Corporate means has the meaning given in the Corporations Act.

Relevant Interest has the meaning given to that term in sections 608 and 609 of the Corporations Act.

Security Holder Reference Number or **SRN** means the number allocated by DTI to identify a DTI Shareholder on its issuer sponsored subregister.

Share Registry means Computershare Investor Services Pty Limited ACN 078 279 277.

Shaw and Partners means Shaw and Partners Limited (ABN 24 003 221 583).

Target's Statement means the statement of DTI under Part 6.5 Division 3 of the Corporations Act relating to the Offer.

T+2 Basis means that settlement occurs on the second Trading Day after the date of the transaction in accordance with ASX practice.

Trading Day has the meaning given to that term in the Listing Rules.

Voting Power has the meaning given to that term in section 610 of the Corporations Act.

Volume Weighted Average Market Price or **VWAP** has the meaning given to that term in the Listing Rules.

14.2 Interpretation

In this Bidder's Statement, unless the context otherwise requires:

(a) words and phrases have the same meaning (if any) given to them in the Corporations Act;

For personal use only

(b) words importing a gender include any gender;

(c) words importing the singular include the plural and vice versa;

(d) an expression importing a natural person includes any company, partnership, joint venture, association, corporation or other body corporate and vice versa;

(e) a reference to a section, attachment and schedule is a reference to a section of and an attachment and schedule to this Bidder's Statement as relevant;

(f) a reference to any statute, regulation, proclamation, ordinance or by law includes all statutes, regulations, proclamations, ordinances, or by laws amending, varying, consolidating or replacing it and a reference to a statute includes all regulations, proclamations, ordinances and by laws issued under that statute;

(g) headings and bold type are for convenience only and do not affect the interpretation of this Bidder's Statement;

(h) a reference to time is a reference to time in Melbourne, Australia;

(i) a reference to writing includes facsimile transmissions; and

(j) a reference to dollars, $, A$, cents, ¢ and currency is a reference to the lawful currency of the Commonwealth of Australia.

For personal use only

ANNEXURE A

Broker Announcement

For personal use only

For personal use only

ShawandPartners
Financial Services

14 April 2026

Company Announcements Platform
ASX Limited
Level 27, 39 Martin Place
SYDNEY NSW 2000

For immediate release to the market

Unconditional on - market cash offer by FINICO PTY LTD ACN 002 046 559 ATF THE MORRIS FAMILY TRUST for all of the ordinary shares in DTI Group Limited ACN 069 791 091 at $0.012 cash per share (**Offer**)

Shaw and Partners Limited (**Shaw and Partners**) will, on behalf of Finico Pty Ltd ACN 002 046 559 atf The Morris Family Trust (**Bidder**), offer to acquire on-market under section 635 of the *Corporations Act 2001* (Cth) (**Corporations Act**) all fully paid ordinary shares (**Shares**) in DTI Group Limited ACN 069 791 091 (**DTI**) as listed for quotation on the official list of the Australian Securities Exchange (**ASX**) which exist or will exist at any time during the Offer Period (as defined below) and are not already owned by the Bidder (or its associates) (**DTI Shares**) for a price $0.012 cash per DTI Share (**Offer Price**).

Shaw and Partners (on behalf of the Bidder) will buy DTI Shares on-market from the date and time of this announcement (before the Offer is open) until the close of trading on ASX on 29 May 2026 (unless the Offer is withdrawn or extended in accordance with the Corporations Act), at the Offer Price up to a maximum of 381,249,530 DTI Shares (being all of the DTI Shares not already owned by the Bidder and its associates) plus any additional DTI Shares which are issued before the close of the Offer Period.

Terms of the Offer
The Offer is an on-market bid and therefore unconditional with payment of cash in consideration on settlement. The key features of the Offer are:

- it is an on-market, unconditional cash offer of $0.012 cash per DTI Share;
- Shaw and Partners will purchase DTI Shares offered to it on market on the ASX at the Offer Price from today until the conclusion of the Offer Period (defined below);
- the Offer Period may be extended in accordance with the Corporations Act; and
- the Offer Price is final and will not be increased (in the absence of a competing proposal).

Broker
The Bidder has appointed Shaw and Partners as its agent for the purchase of the DTI Shares on-market on the ASX.

Offer Period
Shaw and Partners will stand in the market on behalf of the Bidder and accept DTI Shares offered to it at the Offer Price.

The Offer will officially be made during the period commencing on 29 April 2026 (being the first trading day after the end of the 14 days after the date of this announcement) and ending on 29 May 2026 (**Offer Period**), unless extended or withdrawn under the

Corporations Act. However, Shaw and Partners will buy DTI Shares from the date and time of this announcement (before the Offer opens).

The Bidder reserves the right to withdraw unaccepted Offers in the limited circumstances permitted by, and in accordance with, Part 6.7 of the Corporations Act, at any time before the end of the Offer Period.

Acceptance
As the Offer will be an on-market offer, accepting shareholders may only accept the Offer by selling their DTI Shares on-market on the ASX through brokers which are members of the ASX.

Variation of the Offer
The Bidder may extend the Offer Period in accordance with the Corporations Act. The Offer Period may also be extended at law by the operation of the Corporations Act.

The Offer Price has been declared final and will not be increased during the Offer Period (in the absence of a competing proposal).

Payment of consideration for DTI Shares
The usual rules for settlement of transactions which occur on-market with ASX will apply in respect of acceptance of the Offer and the sale and purchase of DTI Shares.

This means that if a holder of DTI Shares accepts the Offer by selling their DTI Shares on-market on the ASX, they will receive the $0.012 cash consideration for each DTI Share on a T+2 basis (being the second trading day after the date of the transaction) in accordance with ASX Settlement Operating Rules.

Any brokerage charged by a broker acting for a DTI shareholder selling their DTI Shares will be the sole responsibility of that DTI shareholder.

Bidder's Statement
In accordance with section 635 of the Corporations Act, a bidder's statement will be served on DTI and lodged with the ASX and the Australian Securities and Investments Commission today.

The bidder's statement will be sent to DTI shareholders before commencement of the Offer Period.

DTI Shares
The DTI Shares the subject of the Offer are fully paid ordinary shares in the capital of DTI, which are on issue on the date of the bidder's statement and any other DTI Shares that are issued before the end of the Offer Period.

Immediately before making this announcement:

- so far as the Bidder is aware, there are 897,102,828 DTI Shares on issue, all of which are quoted on ASX;
- the Bidder has a relevant interest in 515,853,298 DTI Shares, which represent approximately 57.50% of the current issued share capital of DTI; and
- the Bidder has voting power in approximately 57.50% of the current issued share capital of DTI.

ENDS

For personal use only