

NetComm Shareholders vote in favour of Scheme of Arrangement

Tuesday 18 June 2019 (Sydney)

NetComm Wireless Limited (ASX: NTC) is pleased to announce that at its shareholder meeting held in Sydney earlier today, the Scheme of Arrangement (**Scheme**) pursuant to which NetComm will be acquired by Casa Systems, Inc. (Nasdaq: CASA) was approved.

The resolution to approve the Scheme, as set out in the Notice of Meeting attached to the Scheme Booklet dated 1 May 2019, was passed by the requisite majorities of NetCom Shareholders.

The final results of the poll were as follows:

	Votes For	Votes Against	Total	Abstain
Votes	87,433,482	13,548,226	100,981,708	30,723
% of Votes (excluding abstentions)	86.6%	13.4%		
Holders	660	441	1,101	4
% of Holders (excluding abstentions)	60.0%	40.0%		

In accordance with Listing Rule 3.13.2 and section 250AA(2) of the *Corporations Act 2001* (Cth), further details of voting can be found at the end of this announcement.

The Scheme remains subject to Court approval at a hearing which has been set for 2.15 pm on Thursday, 20 June 2019.

Scheme Consideration

If the Scheme is approved by the Court, NetComm shareholders will be entitled to receive \$1.10 cash for each NetComm share held on the Scheme Record Date, in accordance with the Scheme.

Key Dates

Event	
Second Court Date for approval of the Scheme	2.15 pm (AEST) on 20 June 2019
Effective Date of the Scheme	20 June 2019
Scheme Record Date	7.00pm (AEST) on 25 June 2019
Implementation Date	1 July 2019

All dates above are indicative only and, among other things, are subject to all necessary approvals from the Court and any other regulatory authority. Any changes to the above timetable (which may include an earlier or later date for the Second Court Hearing) will be announced through ASX and notified on NetComm's website at <https://www.netcomm.com/>.

-ENDS-

For more information

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About NetComm Wireless

NetComm Wireless Limited (ASX: NTC) is a leading developer of Fixed Wireless broadband, wireless M2M/Industrial IoT and Fibre and Cable to the distribution point (FTTdp / CTTdp) technologies that underpin an increasingly connected world. Our Listen. Innovate. Solve. methodology supports the unique requirements of leading telecommunications carriers, core network providers, system integrators, government and enterprise customers worldwide.

For over 35 years, NetComm Wireless has engineered new generations of world first data communication products and is now a globally recognised communications technology innovator. Headquartered in Sydney (Australia), NetComm Wireless has offices in the US, Europe/UK and New Zealand.

For more information visit: www.netcomm.com



Netcomm Wireless Ltd. | Results of General Meeting | Tuesday 18th June 2019

The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth)

Resolution Details	Manner in which the securityholder directed the proxy vote (as at proxy close):				Manner in which votes were cast in person or by proxy on a poll (where applicable)			Resolution Result
	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain**	
<p>Resolution</p> <p>To consider and, if thought fit, to pass the following resolution:</p> <p>“That, pursuant to and in accordance with section 411 of the Corporations Act, the scheme of arrangement proposed between NetComm and the holders of NetComm Shares, the terms of which are contained in and more precisely described in the Scheme Booklet of which the notice convening the Scheme Meeting forms part, is approved (with or without alterations or conditions as approved by the Federal Court of Australia and agreed to by NetComm and Casa)”.</p>	<p>86,236,644</p> <p>85.62%</p>	<p>12,513,228</p> <p>12.42%</p>	<p>1,966,138</p> <p>1.95%</p>	<p>5,723</p>	<p>87,433, 482</p> <p>86.58%</p>	<p>13,548, 226</p> <p>13.42%</p>	<p>30, 723</p>	<p>Carried / Not Carried</p> <p>Carried</p>

** - Note that votes relating to a person who abstains on an item are not counted in determining whether or not the required majority of votes were cast for or against that item