



## ASX ANNOUNCEMENT (UWL)

### Notice of Extraordinary General Meeting – 6 August 2019

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| <ul style="list-style-type: none"><li>- <i>Ratification and approval of share and options issues</i></li><li>- <i>Creation of additional share issue capacity to further M&amp;A agenda</i></li><li>- <i>Change of Company name to reflect now more diversified business</i></li></ul> |
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**5 July 2019:** Uniti Wireless Limited (“UWL”) today provides notice to its shareholders that it will be convening an Extraordinary General Meeting (“EGM”) at 10:30am on 6 August 2019 in Melbourne. All relevant particulars relating to the EGM are captured in the “Notice of Extraordinary General Meeting” which accompanies this announcement.

There are a total of six (6) resolutions to be tabled at the EGM, five of which are for the ratification of the issuance of UWL shares which relate to previously announced acquisitions and options to be issued to Executive Director, Vaughan Bowen, in accordance with the terms of his employment, the details of which were announced upon him joining UWL in March 2019. The final resolution relates to the proposed change of the name of the Company.

The resolutions for the ratification of the issue of shares for the recent \$15M share placement and business acquisitions previously announced and completed, will facilitate UWL’s continued active program of acquisitions, consistent with its stated ‘three pillars’ growth strategy. By shareholders ratifying and approving the issuance of these shares, UWL will be afforded additional capacity to issue new ordinary fully paid shares, in accordance with ASX Listing Rule 7.1. This additional capacity will provide UWL with greater optionality and flexibility in the continued implementation of its mergers and acquisitions (“M&A”) agenda.

The final resolution seeks shareholders to approve the change of name of the Company from Uniti Wireless Limited to “Uniti Group Limited”. The change of name recognises the origins of the organisation, whilst also acknowledging what is now a more diversified business, comprising wireless, fibre and specialty telco service offerings. The existing “UWL” ASX ticker will remain unchanged.

The Notice of the EGM accompanying this announcement has, together with proxy voting forms, been distributed to shareholders today, either by post or email, in accordance with the distribution means elected.

Uniti Chairman Graeme Barclay said of the upcoming EGM;

*“We are pleased to put forward these EGM resolutions to our shareholders, as each support our ongoing, active growth agenda and the name change to Uniti Group reflects our now more diversified, multi-faceted Company.”*

- ENDS -



## ADDITIONAL INFORMATION

For further information, contact as below:

Peter Wildy – Company Secretary

P - 0438 809 644

E – [investors@unitiwireless.com](mailto:investors@unitiwireless.com)

W – <https://investors.unitiwireless.com/>

## ABOUT UWL

UWL is a diversified provider of telecommunications services, specializing in fixed-wireless, fibre and specialty telco services. These are the ‘three pillars’ of strategic growth pursued by UWL.

UWL listed on the Australian Securities Exchange in February 2019 with a stated strategy of becoming a leading provider of niche telecommunications services, via both organic and inorganic (mergers and acquisitions) means. To this end, UWL has brought together an experienced Board and Executive team, to support the identification, execution and integration of the sizeable pool of identified opportunities, across the three growth pillars.

At the core of UWL is a commitment to deliver high quality, diversified telecommunications products and services to its customers, in order to produce strong and growing returns to shareholders.

**Uniti Wireless Limited**  
**ACN 158 957 889**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

Uniti Wireless Limited ACN 158 957 889 (**Company**) gives notice that an extraordinary general meeting of its Shareholders (**Meeting**) will be held at:

**Time:** 10.30am AEST

**Date:** 6 August 2019

**Place:** Level 12 Bourke Place, 600 Bourke Street, Melbourne VIC 3000

The Explanatory Statement attached to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Statement and the Proxy Form form part of this Notice.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders at 7.00pm (AEST) on 2 August 2019.

Shareholders should read the Notice and the Explanatory Statement carefully before deciding how to vote on the Resolutions.

Certain terms used in this Notice and the Explanatory Statement are defined in the Glossary which forms part of the Explanatory Statement.

**AGENDA**

**1 Resolution 1 – Ratification of the issue of Placement Shares**

To consider and, if thought fit, pass (with or without amendment) the following resolution as an **ordinary** resolution:

*“That, Shareholders ratify the issue of 15,000,000 ordinary shares at an issue price of \$1.00 (the terms and conditions set out in the Explanatory Statement accompanying this Notice) on 28 May 2019 for the purposes of ASX Listing Rule 7.4 and for all other purposes”.*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of the resolution by a person who participated in the issue, and any associates of those persons. However, the Company will not disregard a vote if it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form or it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

**2 Resolution 2 – Ratification of the issue of the PPL Shares**

To consider and, if thought fit, pass (with or without amendment) the following resolution as an **ordinary** resolution:

*“That, Shareholders ratify the issue of 32,401 ordinary shares at an issue price of \$0.93 (the terms and conditions set out in the Explanatory Statement accompanying this Notice) for the purposes of ASX Listing Rule 7.4 and for all other purposes”.*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of the resolution by a person who participated in the issue, and any associates of those persons. However, the Company will not disregard a vote if it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form or it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

### 3 Resolution 3 – Ratification of the issue of the CDPL Shares

To consider and, if thought fit, pass (with or without amendment) the following resolution as an **ordinary** resolution:

*“That, Shareholders ratify the issue of 978,100 ordinary shares at an issue price of \$0.76 (the terms and conditions set out in the Explanatory Statement accompanying this Notice) for the purposes of ASX Listing Rule 7.4 and for all other purposes”.*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of the resolution by a person who participated in the issue, and any associates of those persons. However, the Company will not disregard a vote if it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form or it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

### 4 Resolution 4 – Approval of the issue of the FDPL Shares

To consider and, if thought fit, pass (with or without amendment) the following resolution as an **ordinary** resolution:

*“That, approval is given for the Company to issue up to 12,684,032 ordinary shares at an issue price of \$0.5298 (the terms and conditions set out in the Explanatory Statement accompanying this Notice) for the purposes of ASX Listing Rule 7.1 and for all other purposes”.*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of the resolution by a person who is expected to participate in, or will obtain a material benefit as a result of the proposed issue, and any associates of those persons. However, the Company will not disregard a vote if it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form or it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

### 5 Resolution 5 – Approval of the issue of Options to Executive Director

To consider and, if thought fit, pass (with or without amendment) the following resolution as an **ordinary** resolution:

*“That, for the purpose of ASX Listing Rule 10.14, and for all other purposes, approval is given for the Directors to issue 2,458,230 Options to Mr Vaughan Bowen (or his nominee) under the terms of the Company's Share Option Plan and otherwise on the terms and conditions set out in the Explanatory Statement accompanying this Notice.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of the resolution by a director of the Company who is entitled to participate in the Company's Share Option Plan, and any associates of those persons. However, the Company will not disregard a vote if it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form or it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

**6 Resolution 6 – Change of Company Name**

To consider and, if thought fit, pass (with or without amendment) the following resolution as a **special** resolution:

*“That, approval is given for the Company change its name from Uniti Wireless Limited to **“Uniti Group Limited”** for the purposes of section 157(1) of the Corporations Act, and for all other purposes,”.*

There are no voting restrictions on this resolution.

**BY ORDER OF THE BOARD**

Dated: 3 July 2019



Peter Wildy  
Company Secretary

## Notes

- 1 A Shareholder entitled to attend and vote at the meeting may appoint a proxy to attend and vote on their behalf. If the Shareholder is entitled to cast two or more votes at the meeting, the Shareholder may appoint up to two proxies to attend and vote on their behalf.
- 2 If a Shareholder appoints two proxies, each proxy must be appointed to represent a specified proportion or number of the Shareholder's votes. Absent this specification, each proxy will need to exercise half the votes on a poll. Fractions will be disregarded.
- 3 A proxy need not be a Shareholder of the Company.
- 4 To appoint a proxy, a Proxy Form must be signed by the Shareholder or the Shareholder's attorney duly authorised in writing. If the Shareholder is a corporation, the Proxy Form must be signed in accordance with section 127 of the Corporations Act and the relevant representative should bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.
- 5 To be effective, a Proxy Form (and, if it is signed by an attorney, the authority under which it is signed or a certified copy of the authority) must be received by the Company not later than 10:30am EST on Sunday 4 August 2019. **Proxy appointments received later than this time will be invalid.**
- 6 Proxy forms and authorities may be sent to Boardroom Pty Limited (UWL Share Register) by:  
  
By Fax: 02 9290 9655  
  
By Post, to GPO Box 3993, Sydney NSW 2001; or  
  
by [hand](#) delivery, to Level 12, 255 George Street, Sydney NSW 2000
- 7 The Proxy Form must specify the Shareholder's name and address, the name of the Company, the name of the proxy, and the meetings at which the proxy is appointed. If no name is specified as proxy, the chairman of the meeting will be deemed to be the Shareholder's proxy.
- 8 If a proxy is appointed, Shareholders are encouraged to direct their proxy on how to vote by marking either "For", "Against" or "Abstain" on the Proxy Form for that item of business.
- 9 Where permitted, the chairman will vote undirected proxies in favour of all Resolutions.

## **Explanatory Statement**

This Explanatory Statement is intended to provide Shareholders with the information that the Directors believe to be material in assessing the merits of each resolution contained in the accompanying Notice and deciding whether or not to pass those resolutions.

This Explanatory Statement is not investment advice. You should seek your own financial and professional advice before making any decision on how to vote at the meeting.

### **1 Resolution 1 – Ratification of the Issue of 15,000,000 Placement Shares**

#### **1.1 Background**

On 28 May 2019, the Company announced a placement (**Placement**) of 15,000,000 Shares at a price of \$1.00 per Share (**Placement Shares**). The Placement was offered by the Company through Bell Potter as the lead manager and issued to certain institutional and sophisticated investors. None of these subscribers are related parties of the Company.

#### **ASX Listing Rule 7.1**

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue equity securities that total more than 15% of its fully paid ordinary issued shares during any 12 month period without approval of its Shareholders (**Placement Capacity**).

#### **ASX Listing Rule 7.4**

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rules 7.1. It provides that an issue of equity securities by a company made under Listing Rule 7.1 is treated as having been made with approval for the purposes of Listing Rule 7.1, if it is subsequently approved by the company's shareholders.

The Company is seeking Shareholder approval for the ratification of the issue of the Placement Shares under Listing Rule 7.4 so as to maintain flexibility to issue equity securities up to the Placement Capacity and take advantage of any capital raising opportunities or opportunities to use shares as consideration for acquisitions which may arise during the next 12 months.

Pursuant to ASX Listing Rule 7.5, the following information is provided in relation to Resolution 1:

- a) 15,000,000 Shares were issued on 4 June 2019 in respect of the Placement;
- b) the issue price was \$1.00 per Placement Share;
- c) the Placement Shares are fully paid ordinary shares in the capital of the Company issued on the same terms and rank equally with the existing Shares on issue;
- d) the Placement Shares were allotted and issued to certain new and existing sophisticated investors who were clients and contacts of Bell Potter or the Company and who subscribed under the Placement, none of which were Related Parties of the Company; and
- e) the funds raised (after costs) under the Placement will be used to fund the Company's ongoing merger and acquisition strategy.

#### **1.2 Recommendation**

We are seeking approval in order to maintain our positive M&A momentum as failure to ratify the issue of the Placement Shares would result in the Company being unable to maximise business opportunities and further its merger and acquisition strategy by restricting its ability to make further issues of equity securities within the next 12 month period. Any future delay associated with obtaining shareholder approval at the time of such an acquisition means that the Company cannot act in an opportunistic manner and potentially puts any such mergers or acquisitions at risk through the approval period.

The Directors unanimously recommend that the Shareholders vote in favour of Resolution 1.

## **2 Resolution 2 - Ratification of the issue of shares to vendors of Pivit Pty Ltd**

On 15 April 2019, the Company announced the successful completion of the acquisition of the private fibre customer base of Pivit Pty Ltd ACN 109 578 752 (**PPL**).

Consideration for the acquisition is payable on a deferred settlement basis and the vendors may elect to take shares in the Company instead of cash at each settlement. The share quantity is based on the 30 day VWAP immediately prior to the time the payment is due. To date the Company has issued 32,401 Shares as part consideration for the acquisition of PPL (**PPL Shares**).

The Company is seeking Shareholder approval for the ratification of the issue of the PPL Shares under Listing Rule 7.4 so as to maintain flexibility to issue equity securities up to the Placement Capacity and take advantage of any capital raising opportunities or opportunities to use shares as consideration for acquisitions which may arise during the next 12 months.

Pursuant to ASX Listing Rule 7.5, the following information is provided in relation to Resolution 2:

- a) 32,401 Shares were issued on 12 June 2019;
- b) the issue price was \$0.93 per Share;
- c) the PPL Shares are fully paid ordinary shares in the capital of the Company issued on the same terms and rank equally with the existing Shares on issue;
- d) the PPL Shares were allotted and issued to the vendors of PPL (none of whom are Related Parties of the Company); and
- e) the purpose of the issue was to satisfy the Company's obligations under its agreement to acquire PPL.

### **2.1 Recommendation**

We are seeking approval in order to maintain our positive M&A momentum as failure to approve the issue of the PPL Shares would also compromise the Company's merger and acquisition strategy by restricting its ability to make further issues of equity securities within the next 12 month period. Any future delay associated with obtaining shareholder approval at the time of such an acquisition means that the Company cannot act in an opportunistic manner and potentially puts any such mergers or acquisitions at risk through the approval period.

The Directors unanimously recommend that the Shareholders vote in favour of Resolution 2.

## **3 Resolution 3 - Ratification of the issue of shares to vendors of Call Dynamics Pty Ltd**

On 3 June 2019, the Company announced the successful completion of the acquisition of Call Dynamics Pty Ltd ACN 160 887 936 (**CDPL**). Consideration for the acquisition was to be paid partly in cash and partly with the issue of 978,100 Shares (**CDPL Shares**).

The Company is seeking Shareholder approval for the ratification of the issue of the CDPL Shares under Listing Rule 7.4 so as to maintain flexibility to issue equity securities up to the Placement Capacity and take advantage of any capital raising opportunities or opportunities to use shares as consideration for acquisitions which may arise during the next 12 months.

Pursuant to ASX Listing Rule 7.5, the following information is provided in relation to Resolution 3:

- a) 978,100 Shares were issued on 31 May 2019;
- b) the issue price was \$0.76 per Share;
- c) the CDPL Shares are fully paid ordinary shares in the capital of the Company issued on the same terms and rank equally with the existing Shares on issue;
- d) the CDPL Shares were allotted and issued to the vendors of CDPL (none of whom are Related Parties of the Company); and
- e) the purpose of the issue was to satisfy the Company's obligations under its agreement to acquire CDPL.



### 3.1 Recommendation

We are seeking approval in order to maintain our positive M&A momentum as failure to approve the issue of the CDPL Shares would further compromise the Company's merger and acquisition strategy by restricting its ability to make further issues of equity securities within the next 12 month period. Any future delay associated with obtaining shareholder approval at the time of such an acquisition means that the Company cannot act in an opportunistic manner and potentially puts any such mergers or acquisitions at risk through the approval period.

The Directors unanimously recommend that the Shareholders vote in favour of Resolution 3.

## 4 Resolution 4 - Approval of the issue of shares to vendors of Fone Dynamics Pty Ltd

On 3 June 2019, the Company announced the successful completion of the acquisition of Fone Dynamics Pty Ltd ACN 166 195 946 (**FDPL**). Consideration for the acquisition comprises two parts, the first being a base consideration (**Base Consideration**) calculated by reference to the annualised and normalised EBITDA as at June 2019 and the second being a performance-based consideration calculated by reference to the EBITDA delivered by FDPL in FY2020 over and above the EBITDA on which the Base Consideration is determined.

The Base Consideration is yet to be determined but is expected to be resolved during July. It will be satisfied by the issue of such number of Shares as equals the amount of the Base Consideration by the 10-day VWAP up to the date on which the transaction was announced (being 3 June 2019).

For the purposes of this Resolution, the Company has assumed a maximum Base Consideration of \$6,720,000 and calculated the 10-day VWAP to be \$0.5298, which results in a maximum of 12,684,032 ordinary shares (**FDPL Shares**) which the Company is seeking approval under this Resolution.

To the extent that the Base Consideration exceeds \$6,720,000, the additional Shares to be issued will be issued under the Company's remaining Placement Capacity.

The issue of the FDPL Shares would substantially impact the Company's Placement Capacity. Accordingly, the Company is seeking Shareholder approval in accordance with Listing Rule 7.1 for the purpose of approving the issue of equity securities for FDPL Shares and to allow the Company to complete the payment of the consideration owing to the vendors of FDPL.

Pursuant to ASX Listing Rule 7.3, the following information is provided in relation to Resolution 4:

- a) A maximum of 12,684,032 Shares are expected to be issued on or about 9 August 2019 on settlement of the Base Consideration (and in any event within 3 months of the date of this Meeting);
- b) the issue price will be \$0.5298 per Share;
- c) the FDPL Shares are fully paid ordinary shares in the capital of the Company issued on the same terms and rank equally with the existing Shares on issue;
- d) the FDPL Shares will be allotted and issued to the vendors of FDPL (each being a sophisticated investor and none of whom are Related Parties of the Company); and
- e) the purpose of the issue was to satisfy the Company's obligations under its agreement to acquire FDPL

### 4.1 Recommendation

We are seeking approval in order to maintain our positive M&A momentum as failure to approve the issue of the FDPL Shares would further compromise the Company's merger and acquisition strategy by restricting its ability to make further issues of equity securities within the next 12 month period. Any future delay associated with obtaining shareholder approval at the time of such an acquisition means that the Company cannot act in an opportunistic manner and potentially puts any such mergers or acquisitions at risk through the approval period.

The Directors unanimously recommend that the Shareholders vote in favour of Resolution 4.

**5 Resolution 5 – Approval of the Issue of Options to Related Party – Vaughan Bowen, Executive Director**

The Board wishes to offer Vaughan Bowen, an Executive Director, the opportunity to participate in the Company's Share Option Plan. The options are being offered to Mr Bowen as part of his executive remuneration package as announced on 13 March 2019. The quantity and exercise price of the options were set prior to 13 March 2019 in accordance with the terms and conditions of the Company's Share Option Plan. The 10 day VWAP prior to 13 March 2019 (date of announcement) was \$0.19.

Under Resolution 5, Shareholders' approval is sought to grant to or for the benefit of Mr Bowen 2,458,230 options to subscribe for 2,458,230 Shares in accordance with the table below:

Director	Tranche	Right	Vest	Exercise Price	Expire
<b>Vaughan Bowen – Executive Director</b>	1	819,410	31 December 2019	\$0.25	31 December 2022
	2	819,410	30 June 2020	\$0.30	30 June 2023
	3	819,410	30 June 2021	\$0.375	30 June 2024

Subject to the exercise conditions of the options having been satisfied as set out in accordance with the Option Plan Rules (as released to the ASX and a summary of which was released to the ASX on the 13 February 2019) the options will vest and can be exercised within the expiry period.

Pursuant to ASX Listing Rule 10.15, the following information is provided in relation to Resolution 5:

- a) A maximum of 2,458,230 options are to be granted to Mr Bowen, a Director of the Company;
- b) The options are being issued for nil cash consideration. The exercise prices for the options are as set out in the table above;
- c) No other director or person to whom Listing Rule 10.14 applies has received any securities under the Company's Share Option Plan since the commencement of the plan;
- d) All directors of the Company are entitled to participate in the Company's Share Option Plan;
- e) The options are being issued on the terms set out above and otherwise under the Company's Share Option Plan; and
- f) The options will be issued within 1 month of the date of the meeting.

Under Chapter 2E of the Corporations Act, a public company, or an entity that the public company controls, must not give a financial benefit to a related party of the public company, unless the shareholders of the company have in general meeting approved the giving of that financial benefit to the related or an exception applies.

The grant of the options constitutes giving a financial benefit and Mr Bowen (or his nominee) is a related party of the Company by virtue of his position as a Director.

The Directors are of the view that the exception under section 211(1) of the Corporations Act (Remuneration and reimbursement for officer or employee) applies to the proposed grant of options which are considered reasonable remuneration in the circumstances. Accordingly, the Directors have determined that shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of the options to Mr Bowen.

The options proposed to be granted to Mr Bowen are intended to incentivise him to work towards, and to reward him for, achieving increases in the Company's value. The quantity and exercise price of the options granted to Mr Bowen are consistent with option packages approved by Shareholders previously for the Chairman and CEO/Managing Director.

**5.1 Recommendation**

The Directors (other than Mr Bowen) unanimously recommend that Shareholders vote in favour of Resolution 5. Mr Bowen makes no recommendation because he has an interest in the outcome of Resolution 5.

The Chairman of the Meeting intends to vote all undirected proxies in favour of Resolution 5.

**6 Resolution 6 – Change of Company Name**

The Company proposes to change its name from "Uniti Wireless Group Limited" to "Uniti Group Limited". In accordance with section 157(1)(a) of the Corporations Act, to change its name the Company's Shareholders must pass a special resolution adopting the new name. That is, the resolution must be passed by at least 75% of the total votes cast by those Shareholders entitled to vote on it.

The Board believes the present name of the Company does not reflect or align with the Company's strategy to develop a full service telecommunications business, not just a Wireless Internet Service Provider business. The change of name to Uniti Group Limited and the adoption of [www.unitigrouplimited.com](http://www.unitigrouplimited.com) will enable more appropriate overall promotion of the Company reflecting its range of service offerings and products.

In any case, the Company will not change its ASX ticker code from "UWL".

The Company has reserved the proposed new name with ASIC to ensure it is available should Shareholders approve this resolution. The change of name will take effect on the day that ASIC approves the change of name and does not affect the legal status of the Company. The Company will carry on as the same legal entity as before, and the change of name will not affect the Company's existing property, rights or obligations, or any rights or entitlements of Shareholders.

**6.1 Recommendation**

The Directors unanimously recommend that the Shareholders vote in favour of Resolution 6.

## GLOSSARY

**AEST** means Australian Eastern Standard Time.

**ASIC** means the Australian Securities and Investment Commission.

**ASX** means the Australian Securities Exchange or ASX Limited as the context requires.

**Base Consideration** means the base consideration payable to FDPL calculated by reference to the annualised and normalised EBITDA as at June 2019, pursuant to the terms of the acquisition announced by the Company on 3 June 2019.

**Bell Potter** means Bell Potter Securities Limited (ACN 006 390 772) AFSL 243480.

**Board** means the board of Directors of the Company.

**CDPL** means Call Dynamics Pty Ltd ACN 160 887 936.

**CDPL Shares** 978,100 Shares.

**Chairman** means the chair of the Board or the person chairing the meeting (as the context requires).

**Company** means Uniti Wireless Limited ACN 158 957 889.

**Constitution** means the constitution of the Company.

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

**Directors** means the directors of the Company.

**Explanatory Statement** means this explanatory statement.

**FDPL** Fone Dynamics Pty Ltd ACN 166 195 946.

**FDPL Shares** means a maximum of 9,513,024 Shares.

**Listing Rules** means the ASX Listing Rules.

**Meeting** means the extraordinary general meeting of members called under the Notice.

**Notice** means the notice of meeting to which this Explanatory Statement is attached.

**Placement** means the placement of 15,000,000 Shares at a price of \$1.00 per Share, as announced by the Company on 28 May 2019.

**Placement Capacity** the ability for the Company to issue or agree to issue equity securities that total more than 15% of its fully paid ordinary shares during any 12 month period without approval of its Shareholders under Listing Rule 7.1.

**Placement Shares** means the Shares issued under the Placement.

**PPL** Pivit Pty Ltd ACN 109 578 752.

**PPL Shares** mean 32,401 Shares.

**Proxy Form** means the proxy form attached to or accompanying the Notice.

**Related Party** has the meaning given in the Listing Rules or the Corporations Act, as the context requires.

**Resolution** means a resolution set out in the Notice.

**Share** means a fully paid ordinary share in the Company.

**Shareholder** means a holder of a Share.

**Share Registry** means Boardroom Pty Limited.

**VWAP** means the volume weighted average share price for the relevant number of trading days as defined in the Listing Rules.



#### All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** [www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)
- ☎ **By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:30am AEST on Sunday 4 August 2019.**

### 🖨 TO VOTE ONLINE

**STEP 1: VISIT** <https://www.votingonline.com.au/uwlgm2019>

**STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**

**STEP 3: Enter your Voting Access Code (VAC):**

### 📱 BY SMARTPHONE



Scan QR Code using smartphone  
QR Reader App

### TO VOTE BY COMPLETING THE PROXY FORM

#### STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

##### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

#### STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

##### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

#### STEP 3 SIGN THE FORM

The form **must** be signed as follows:

**Individual:** This form is to be signed by the securityholder.

**Joint Holding:** where the holding is in more than one name, all the securityholders should sign.

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

#### STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:30am AEST on Sunday 4 August 2019**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

🖨 **Online** <https://www.votingonline.com.au/uwlgm2019>

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited  
Level 12, 225 George Street,  
Sydney NSW 2000 Australia

#### Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

# Uniti Wireless Limited

ACN 158 957 889

☐

## Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

**Please note, you cannot change ownership of your securities using this form.**

## PROXY FORM

### STEP 1 APPOINT A PROXY

I/We being a member/s of **Uniti Wireless Limited** (Company) and entitled to attend and vote hereby appoint:

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the **Chair of the Meeting** (mark box)

**OR** if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the General Meeting of the Company to be held at **Level 12 Bourke Place, 600 Bourke Street, Melbourne VIC 3000 on Tuesday, 6 August 2019 at 10:30am AEST** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

### STEP 2 VOTING DIRECTIONS

\* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Ratification of the issue of Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Ratification of the issue of the PPL Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of the issue of the CDPL Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of the issue of the FDPL Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of the issue of Options to Executive Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Change of Company Name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2019