

**Uniti Group Limited
ACN 158 957 889**

NOTICE OF ANNUAL GENERAL MEETING

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

Time: 11.00am Melbourne time

Date: 23 October 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 Melbourne time on 21 October 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 Review and consider Uniti Group Limited Financial Statements for the Financial Year ended 30 June 2019

"To receive and consider the Company's financial statements and the reports of the Directors and the Auditor for the financial year ended 30 June 2019."

2 Resolution 1 – Adoption of Remuneration Report

To consider and if thought fit, to pass the following as a **non-binding ordinary** resolution:

"That, for the purposes of section 250R(2) of the Corporations Act 2001 (Cth) and for all other purposes, the Remuneration Report for the year ended 30 June 2019 be adopted by the Company."

Notes:

(a) The Remuneration Report is set out from page 24 of the Financial Statements contained in the 2019 Annual Report. In accordance with section 250R(3) of the Corporations Act, the votes cast in respect of this Resolution are advisory only and do not bind the Directors or the Company.

(b) The Chairman of the meeting intends to vote all available proxies in favour of this Resolution.

Voting Exclusion Statement: The Company will disregard all votes cast on Resolution 1 by, or on behalf of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report for the year ended 30 June 2019; or a Closely Related Party, whether the votes are cast as a Shareholder, proxy or in any other capacity.

However, the Company will not disregard a vote cast on Resolution 1 by a Key Management Personnel or a Closely Related Party if it is cast as a proxy and it is not cast on behalf of a Key Management Personnel or a Closely Related Party and either the proxy is appointed by writing that specifies how the proxy is to vote on the resolution proposed in Resolution 1; or if the proxy is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on Resolution 1 but it expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a Key Management Personnel for the Company or if the Company is part of a consolidated entity, for the entity.

3 Resolution 2 – Election of Vaughan Bowen as a director

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

"For the purposes of clause 40.2 of the Constitution and for all other purposes, resolved as an ordinary resolution of Shareholders that Vaughan Bowen, having been appointed as a director of the Company on 13 March 2019 under clause 40.1 of the Constitution, who retires in accordance with clause 40.2 of the Constitution and ASX Listing Rule 14.4 and being eligible offers himself for election, be elected as a director of the Company."

4 Resolution 3 – 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 15,548,988 ordinary shares at an issue price of \$1.20 (the terms and conditions set out in the Explanatory Statement accompanying this Notice) on 26 August 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.

5 Resolution 4 – 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 56,196 ordinary shares at an issue price of \$1.42 (the terms and conditions set out in the Explanatory Statement accompanying this Notice) on 8 July 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.

6 Resolution 5a – Ratification of the issue of the LBN 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 8,333,333 ordinary shares at an issue price of \$1.20 (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.

7 Resolution 5b – Approval of the issue of shares to vendors of LBN

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 1,333,333 ordinary shares at an issue price of \$1.20 (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.

8 Resolution 6 – Approval of Additional Placement Facility

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

“That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on terms and conditions in the Explanatory Memorandum”.

The Company must be an eligible entity at the time of the meeting (as per explanatory statement, the Company can not be part of the ASX300 and must have a market cap of less than \$300m), if either statement is incorrect on the day of the meeting, this resolution will be withdrawn.

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.

9 Resolution 7 – Approval of the issue of Options to Directors and Executives

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 issue 2,456,502 Options under the terms of the Company's Employee Share Option Plan to Directors and Executives as set out in the table contained in, 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 or Executive of the Company who is entitled to participate in the issue of Options, 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.

10 Resolution 8 – Appointment of the Company's auditor

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

"For the purpose of section 327B of the Corporations Act 2001 (Cth) and for all other purposes, Deloitte Touche Tohmatsu having been nominated by a Shareholder and consenting in writing to act in the capacity of Auditor of the Company, be appointed as the auditor of the Company and that the Directors be authorised to fix the remuneration of the Auditor."

BY ORDER OF THE BOARD

Dated: 17 September 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 11:00am Melbourne time on Monday 21 October 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 vote in favour of each Resolution.

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

1 Uniti Group Limited Financial Statements 30 June 2019 (Appendix 1)

Background

The Company presents the financial statements and reports for the period ended 30 June 2019 as published in the Company's 2019 Annual Report.

No vote is required on the financial statements and reports. Shareholders will be given a reasonable opportunity to ask questions on the financial statements and reports.

Shareholders will also be given a reasonable opportunity to ask the Company's auditor, HLB Mann Judd, questions relevant to:

- the conduct of the audit;
- the preparation and content of the auditor's report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the auditor in relation to the conduct of the audit.

2 Resolution 1 – Remuneration Report

Resolution 1 provides Shareholders the opportunity to vote on the Company's Remuneration Report.

Under section 250R(2) of the Corporations Act, the Company must put the adoption of its Remuneration Report to a vote of Shareholders at the Company's AGM.

The vote on this Resolution is only advisory to the Company and does not bind the Board or the Company.

The Remuneration Report is set out in, and forms part of, the Directors' Report within the 2019 Annual Report. The Chairman of the Meeting will allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, the Remuneration Report.

The Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at this Meeting when reviewing the Company's remuneration policies in the future.

If 25% or more of votes cast are against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution (**Spill Resolution**) that another meeting be held within 90 days at which all of the Directors (other than the Managing Director) must stand for re-election (**Spill Meeting**). If the Spill Resolution is passed with 50% or more of eligible votes cast, then the Spill Meeting must occur.

All of the Directors who were in office when the Directors' report (as included in the Company's annual financial report for the most recent financial year) was approved, other than the Managing Director of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as Directors is approved will be the Directors.

As this is the first year the Company has been a listed company, this is the first Remuneration Report to be considered.

Recommendation

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

3 Resolution 2 – Election of Vaughan Bowen as an Executive Director

Background

(a) Appointment

On 13 March 2019 Mr Bowen was appointed a Director under clause 40.1 of the Constitution.

(b) About Vaughan Bowen

Mr Vaughan Bowen is a telecommunications industry expert with a career in the industry spanning over 15 years. Mr Bowen has held various directorships over the past 10 years, was the founder of M2 Group Limited, Chairman of Vocus Group Limited and is currently the Chairman of the Telco Together Foundation. Mr Bowen joined Uniti Group Limited in the position of Executive Director to lead the Company's mergers and acquisitions ("M&A") and inorganic growth activities.

(c) Committees

Nil

(d) Independence

The Board considers that Mr Bowen is not an independent Director given he is an employee of the Company.

(e) Constitution

Clause 40.1 of the Constitution and ASX Listing Rule 14.4 provide that the Board may appoint any person as a director to fill a casual vacancy or as an addition to the existing directors.

Clause 40.2 of the Constitution provides that unless a Director is an Executive Director and the ASX Listing Rules do not require that Director to be subject to retirement as set out in clause 41 of the Constitution, a Director appointed under clause 40.1 will hold office until the end of the next annual general meeting of the Company, at which the Director is eligible for re-election.

Whilst, Mr Bowen is an Executive Director, he is subject to the retirement provisions of the ASX Listing Rules and therefore, in accordance with clause 40.2 of the Constitution and ASX Listing Rule 14.4, Mr Bowen will retire at the meeting, and being eligible offers himself for election as a director of the Company.

Recommendation

The Directors, other than Mr Bowen, recommend that shareholders vote in favour of Resolution 2.

4 Resolution 3 – Ratification of the Issue of 15,548,988 Placement Shares

Background

On 19 August 2019, the Company announced a placement (**Placement**) of 15,548,988 Shares at a price of \$1.20 per Share (**Placement Shares**). The Placement was offered by the Company and issued to certain institutional and sophisticated investors. None of the subscribers for shares in the Placement are Related Parties.

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.

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

- a) 15,548,988 Shares were issued on 26 August 2019 in respect of the Placement;
- b) the issue price was \$1.20 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 subscribed under the Placement, none of which were Related Parties; and
- e) the funds raised (after costs) under the Placement will be used to fund the Company's acquisition of LBN.

Recommendation

The Directors are seeking this approval in order to provide the Company with the flexibility required to maintain the Company's positive M&A momentum, and further its merger and acquisition strategy. The ability to make further issues of equity securities within the next 12 month period (either for cash to fund, or as consideration for, any such acquisitions) will enable the Company to engage swiftly and with certainty on future transactions, to avoid both potentially putting any such mergers or acquisitions at risk as a result of the conditionality of requiring approval and the timing delays which would result through the approval period, as well as the significant costs which would otherwise be incurred by the Company being required to hold general meetings for the purpose of obtaining this approval.

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

5 Resolution 4 - 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 of PPL may elect to take Shares instead of cash at each settlement. The number of shares is based on the 30 day VWAP immediately prior to the time the payment is due. Since the previous ratification of Shares issued to the PPL vendors, the Company has issued a further 56,196 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.

Pursuant to ASX Listing Rule 7.5, the following information is provided in relation to Resolution 4:

- a) 56,196 Shares were issued on 5 July 2019;
- b) the issue price was \$1.42 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.

Recommendation

The Directors are seeking this approval in order to provide the Company with the flexibility required to maintain the Company's positive M&A momentum, and further its merger and acquisition strategy. The ability to make further issues of equity securities within the next 12 month period (either for cash to fund, or as consideration for, any such acquisitions) will enable the Company to engage swiftly and with certainty on future transactions, to avoid both potentially putting any such mergers or acquisitions at risk as a result of the conditionality of requiring approval and the timing delays which would result through the approval period, as well as the significant costs which would otherwise be incurred by the Company being required to hold general meetings for the purpose of obtaining this approval.

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

6 Resolution 5a - Ratification of the issue of shares to vendors of LBN

On 30 September 2019 the Company expects to announce the successful completion of the acquisition of LBN. Consideration for the acquisition is to be paid partly in cash and partly with the issue of 8,333,333 Shares (**LBN Shares**).

The issue of Shares will be at the UWL Placement (and entitlement offer) price of \$1.20.

The Company is seeking Shareholder approval for the ratification of the issue of the LBN Shares under Listing Rule 7.4.

Pursuant to ASX Listing Rule 7.5, the following information is provided in relation to Resolution 5a:

- a) 8,333,333 Shares will be issued on or about 30 September 2019;
- b) the issue price will be \$1.20 per Share;
- c) the LBN 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 LBN Shares will be allotted and issued to the vendors of LBN (none of whom are Related Parties); and
- e) the purpose of the issue was to satisfy the Company's obligations under its agreement to acquire LBN.

Recommendation

The Directors are seeking this approval in order to provide the Company with the flexibility required to maintain the Company's positive M&A momentum, and further its merger and acquisition strategy. The ability to make further issues of equity securities within the next 12 month period (either for cash to fund, or as consideration for, any such acquisitions) will enable the Company to engage swiftly and with certainty on future transactions, to avoid both potentially putting any such mergers or acquisitions at risk as a result of the conditionality of requiring approval and the timing delays which would result through the approval period, as well as the significant costs which would otherwise be incurred by the Company being required to hold general meetings for the purpose of obtaining this approval.

The Directors unanimously recommend that the Shareholders vote in favour of Resolution 5a.

7 Resolution 5b - Approval of the issue of shares to vendors of LBN

On 30 September 2019 the Company expects to announce the successful completion of the acquisition of LBN. Vendor shareholders have elected to take up additional shares in the Company and therefore the Company is seeking approval for an additional 1,333,333 Shares to be issued (**LBNA Shares**). These shares are over and above the shares in Resolution 5a that have been issued within the Company's Listing Rule capacity and approval is requested as LBN Vendor shareholders have requested additional Shares and therefore a lower cash payment.

The additional issue of Shares will be at the UWL Placement (and entitlement offer) price of \$1.20.

The Company is seeking Shareholder approval in accordance with listing rule 7.1 for the purpose of approving the issue of equity securities for LBNA shares and to allow the Company to complete the payment of consideration owing to the vendors of LBN.

Pursuant to ASX Listing Rule 7.3, the following information is provided in relation to Resolution 5b:

- a) A maximum of 1,333,333 Shares are expected to be issued on or 25 October 2019 on settlement of the LBN acquisition (and in any event within 3 months of the date of this meeting);
- b) the issue price will be \$1.20 per Share;
- c) the LBNA 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 LBNA Shares will be allotted and issued to the vendors of LBN (none of whom are Related Parties); and
- e) the purpose of the issue was to satisfy the Company's obligations under its agreement to acquire LBN.

Recommendation

The Directors are seeking this approval in order to provide the Company with the flexibility required to maintain the Company's positive M&A momentum, and further its merger and acquisition strategy. The ability to make further issues of equity securities within the next 12 month period (either for cash to fund, or as consideration for, any such acquisitions) will enable the Company to engage swiftly and with certainty on future transactions, to avoid both potentially putting any such mergers or acquisitions at risk as a result of the conditionality of requiring approval and the timing delays which would result through the approval period, as well as the significant costs which would otherwise be incurred by the Company being required to hold general meetings for the purpose of obtaining this approval.

The Directors unanimously recommend that the Shareholders vote in favour of Resolution 5b.

8 Resolution 6 – Approval of 10% Placement Facility

Listing Rule 7.1A

Listing Rule 7.1A enables an Eligible Entity to seek shareholder approval at its annual general meeting to issue equity securities up to 10% of its issued capital (**Additional Placement Capacity**) during the period up to 12 months after the date of this Meeting, without subsequent Shareholder approval and in addition to those under the Eligible Entity's 15% annual placement capacity under Listing Rule 7.1.

An Eligible Entity is one that, as at the date of the relevant Annual General Meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

As at the date of this Notice, the Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation at 6 September 2019 of \$273,028,966 based on a share price of \$1.405 and 194,326,666 shares on issue.

If the Company is no longer an Eligible Entity on the date of the Annual General Meeting, then Resolution 6 will be withdrawn.

Any equity securities issued under the Additional Placement Capacity must be in the same class as an existing class of quoted equity securities. The Company currently has one class of quoted equity securities on issue, being fully paid ordinary shares. The exact number of equity securities that the Company may issue under Listing Rule 7.1A will be calculated according to the following formula:

$$(A \times D) - E$$

Where:

- A** is the number of Shares on issue 12 months before the date of issue or agreement:
- a. plus the number of Shares issued in the previous 12 months under an exception in Listing Rule 7.2;
 - b. plus the number of partly paid shares that became fully paid in the previous 12 months;
 - c. plus the number of Shares issued in the previous 12 months with approval of holders of Shares under Listing Rules 7.1 and 7.4. This does not include an issue of fully paid ordinary shares under the entity's 15% placement capacity without shareholder approval;
 - d. less the number of Shares cancelled in the previous 12 months.

e. What about shares issued through exercise of Options ?

D is 10%.

E is the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with shareholder approval under Listing Rule 7.1 or 7.4.

Information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to Resolution 6:

(a) Minimum Price

The minimum price at which the equity securities may be issued under the Additional Placement Capacity is 75% of the volume weighted average price of equity securities in that class, calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the equity securities are to be issued is agreed; or
- (ii) if the equity securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the equity securities are issued.

(b) Date of Issue

The equity securities may be issued under the Additional Placement Capacity commencing on the date of this Meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of this Meeting; and
- (ii) the date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking) (after which date, an approval under Listing Rule 7.1A ceases to be valid).

Shareholder approval under Listing Rule 7.1A does not lapse if the Company is no longer an Eligible Entity at some time during that period provided that the Company meets those criteria to be an Eligible Entity on the date of the Meeting.

(c) Risk of voting dilution

Any issue of equity securities under the Additional Placement Capacity will dilute the economic and voting interests of Shareholders who do not receive any Shares under any issue utilising the Additional Placement Capacity.

If Resolution 6 is approved by Shareholders and the Company issues the maximum number of equity securities available under the Additional Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the current market price of Shares and the current number of equity securities on issue as at the date of this Notice.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the Additional Placement Capacity.

Number of Shares on Issue (Variable 'A' in Listing Rule 7.1A.2)	Dilution			
	Issue Price (per Share)	\$0.70 (50% decrease in Issue Price)	\$1.40 (Issue Price)	\$2.10 (50% increase in Issue Price)
194,326,666 (Current Variable A)	Shares issued - 10% voting dilution	19,432,667	19,432,667	19,432,667
	Funds raised	\$13,602,867	\$27,205,733	\$40,808,600
291,489,999 (50% increase in Variable A)	Shares issued - 10% voting dilution	29,149,000	29,149,000	29,149,000
	Funds raised	\$20,400,300	\$40,808,600	\$61,212,900
388,653,332 (100% increase in Variable A)	Shares issued - 10% voting dilution	38,865,333	38,865,333	38,865,333
	Funds raised	\$27,205,733	\$54,411,466	\$81,617,200

*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. There are currently 194,326,666 Shares on issue as at 6 September 2019.
2. The Issue Price set out above is the closing price of the Shares on the ASX on 6 September 2019.
3. The Company issues the maximum possible number of Equity Securities under the Additional Placement Capacity.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.
5. The issue of Equity Securities under the Additional Placement Capacity consists only of Shares. It is assumed that no options are exercised into Shares before the date of issue of the Equity Securities.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1.
8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Shares may be issued at a price that is a discount to the market price for those Shares on the date of issue subject to the minimum issue price in clause (a) above.

(d) Purpose of Issue under Additional Placement Capacity

The Company may issue Equity Securities under the Additional Placement Capacity for the following purposes:

- (i) as cash consideration, in which case the Company intends to use funds raised for acquisitions (including expenses associated with an acquisition) and general working capital; or
- (ii) as non-cash consideration for acquisitions, in such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3.

In either case, the cash issue price or the value of the non-cash consideration must comply with the minimum issue price noted in clause (a) above.

(e) Allocation policy under the Additional Placement Capacity

The Company's allocation policy for the issue of equity securities under the Additional Placement Capacity will be dependent on the prevailing market conditions at the time of the proposed placement(s).

The recipients of the equity securities to be issued under the Additional Placement Capacity have not yet been determined. However, the recipients of equity securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company without further specific shareholder approval.

The Company will determine the recipients at the time of the issue under the Additional Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the equity securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

Further, if the Company is successful in acquiring new resources, assets or investments, it is likely that the recipients under the Additional Placement Capacity will be vendors of the new resources, assets or investments.

(f) Previous Approval under Listing Rule 7.1A

The Company has not previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A.

(g) Compliance with Listing Rules 7.1A.4 and 3.10.5A

When the Company issues equity securities pursuant to the Additional Placement Capacity, it will give to the ASX:

- (i) a list of the recipients of the equity securities and the number of equity securities issued to each (not for release to the market), in accordance with Listing Rule 7.1A.4; and
- (ii) the information required by Listing Rule 3.10.5A for release to the market.

Resolution 6 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must vote in favour of this Resolution for it to be passed.

Recommendation

The Directors are seeking approval of Resolution 6 in order to maintain the Company's positive M&A momentum as failure to approve the Resolution could 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 (either for cash to fund, or as consideration for, acquisitions). Any delay associated with obtaining shareholder approval at the time of such an acquisition may mean that the Company cannot act in an opportunistic manner and potentially puts any such mergers or acquisitions at risk through the approval period. Further the Company incurs significant costs in holding general meetings for the purpose of obtaining this approval, which it desires to avoid.

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

9 Resolution 7 – Approval of the Issue of Options to Related Party – Directors

Since the grant of Options to Directors and Executives under the Company's Employee Share Option Plan at listing of the Company (or subsequently approved by shareholders), the Company has had an increase in the number of shares on issue through shares issued as consideration for recent acquisitions of companies and businesses and a share placement that Directors and senior management did not have the opportunity to participate in. This has meant the Options held by Directors and Executives has been diluted to the extent of new issues of shares since the listing of the Company up to the announcement of the year end 30 June 2019 financial results on 30th August 2019.

Clause 8.1 of the Employee Share Option Plan provides that where there has been issues of new shares the Board of the Company may in its discretion make adjustments to the rights attaching to existing Options (including without limitation to the number of shares that can be acquired on exercise and the exercise price). The Board believes that it is appropriate and reasonable to make an adjustment to the original Option grant in light of the dilutionary impact of the new issues of shares and to re-establish the same level of Option incentivisation for the recipients by making a further grant of Options to the Director and Executive holders of unexercised Options.

The Board recommends to Shareholders a pro rata increase in the number of existing unexercised Options held by Directors and Executives as at the date of the announcement of the financial results of the Group on the 30th August 2019 based upon the relative increase in issued shares to the unexercised Options held as at that date.

The Board has determined to exclude the dilutionary impact of the LBN Placement Shares, the accelerated rights issue and shares issued under the non-renounceable retail rights issue as these transactions are not complete and/or subject to shareholder approval.

The Board seeks Shareholder approval to exercise its discretion under clause 8.1 of the Employee Share Option Plan to grant new Options to existing Director and Executive Option holders which will be issued pro-rata with existing unexercised Options, with the same vesting and expiry periods and under the same terms and conditions, however the exercise price that will apply to the new Options will be set at a price that is equal to the 10 days VWAP for the period immediately after the 2019 Financial Results were released on 30 August 2019. The exercise price will be \$1.35.

Listing Rule 10.14 requires the issue of Options to Directors to be approved by Shareholders. For completeness, under Resolution 7, Shareholders' approval is sought to grant to, or for the benefit of related entities of, Directors and Executives 2,456,502 Options to subscribe for the same quantity of Shares at a price of \$1.35 per share in accordance with the table below. The vesting and expiry dates in the table match the dates that apply to existing unexercised Options held by Directors and Executives at this time. Should this change prior to the Shareholder vote in favour of this Resolution 7 the pro rata allocation would be adjusted following approval.

The following table outlines the allocation to Directors and Management

Director	Options	Vest	Exercise Price	Expire
Graeme Barclay – Non-Executive Chairman	Tranche 1 – 267,947	30 June 2019	\$1.35	30 June 2022
	Tranche 2 – 133,973	30 June 2020	\$1.35	30 June 2023
	Tranche 3 – 133,974	30 June 2021	\$1.35	30 June 2024
Kathy Gramp – Non-Executive Director	Tranche 1 – 66,987	30 June 2019	\$1.35	30 June 2022
	Tranche 2 – 66,987	30 June 2020	\$1.35	30 June 2023
	Tranche 3 – 66,986	30 June 2021	\$1.35	30 June 2024
John Lindsay – Non-Executive Director	Tranche 1 – 66,987	30 June 2019	\$1.35	30 June 2022
	Tranche 2 – 66,987	30 June 2020	\$1.35	30 June 2023
	Tranche 3 – 66,986	30 June 2021	\$1.35	30 June 2024
Vaughan Bowen – Executive Director	Tranche 1 - 178,631	31 Dec 2019	\$1.35	31 Dec 2022
	Tranche 2 – 178,631	30 June 2020	\$1.35	30 June 2023
	Tranche 3 – 178,632	30 June 2021	\$1.35	30 June 2024
Michael Simmons – Managing Director	Tranche 1 – 267,947	30 June 2019	\$1.35	30 June 2022
	Tranche 2 – 133,973	30 June 2020	\$1.35	30 June 2023
	Tranche 3 – 133,974	30 June 2021	\$1.35	30 June 2024
Management				
Darryl Inns – Group CFO	Tranche 1 – 71,940	31 March 2020	\$1.35	31 March 2022
	Tranche 2 – 71,940	31 March 2021	\$1.35	31 March 2023
	Tranche 3 – 128,620	31 March 2022	\$1.35	31 March 2024
Peter Wildy – Company Secretary and Group Financial Controller	Tranche 1 – 43,600	30 June 2020	\$1.35	30 June 2022
	Tranche 2 – 43,600	30 June 2021	\$1.35	30 June 2023
	Tranche 3 – 43,600	30 June 2022	\$1.35	30 June 2024
	Tranche 4 – 43,600	30 June 2023	\$1.35	30 June 2025

Subject to the exercise conditions of the Options having been satisfied as set out in accordance with the Employee Share Option Plan Rules 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 7:

- a) A maximum of 2,456,502 options are to be granted to Directors and Executives;
- b) The options are being issued for nil cash consideration. The exercise price for the options are set out in the table above and is equal to the 10 days VWAP for the period immediately after the 2019 Financial Results were released;
- c) The directors or persons to whom Listing Rule 10.14 applies who have received securities under the Company's Employee Share Option Plan are;
 - a. Mr Bowen, as approved at the Company's Extraordinary General Meeting on the 6 August 2019, receiving 2,458,230 options
- d) All Directors are entitled to participate in the Employee Share Option Plan;
- e) All Options currently held by Directors have been previously approved by Shareholders;
- f) The Options are being issued on the terms set out above and otherwise under the Employee Share Option Plan; and
- g) The Options will be issued within 1 month of the date of the Meeting.

If Resolution 7 is passed for the purposes of Listing Rule 10.14, then additional approval of shareholders is not required for the purposes of Listing Rule 7.1.

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 party or an exception applies.

The grant of the Options constitutes giving a financial benefit to Directors (or their nominee) and all Directors are a Related Party by virtue of their 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 Directors.

The Options proposed to be granted to Directors and Executives are intended to incentivise them to work towards, and to reward Directors and Executives for, achieving increases in the Company's value. Hence the exercise price for this new tranche of Options has been set at the 10 day VWAP following the release of the 2019 Financial Results

Recommendation

The Directors make no recommendation because they have an interest in the outcome of Resolution 7.

The Chairman of the Meeting intends to vote all undirected proxies in favour of Resolution 7.

10 Resolution 8 – Appointment of the Company's auditor

In accordance with section 328B(1) of the Corporations Act, the Company has received a written notice nominating Deloitte Touche Tohmatsu as the Company's auditor from Robin Hammond, a member of the Company. A copy of this nomination notice is enclosed with this notice of Meeting at Annexure A.

Deloitte Touche Tohmatsu has also provided to the Company, and has not withdrawn, its written consent to act as auditor of the Company as required under section 328A of the Corporations Act.

HLB Mann Judd (SA) Pty Ltd has also provided to the Company, and ASIC, its resignation as auditor of the Company, effective at the passing of Resolution 8.

The resignation, and subsequent appointment of a new auditor is subject to ASIC consent under section 329(6) of the Corporations Act, which has been requested and is expected to be received prior to the Meeting.

If Resolution 8 is passed, the appointment of Deloitte Touche Tohmatsu will take effect at the close of this Meeting.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 8.

GLOSSARY

ASIC means the Australian Securities and Investment Commission.

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

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

Board means the board of Directors.

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

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001* (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Uniti Group 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.

Employee Share Option Plan means the Company's employee share option plan as released to the ASX on 12 February 2019

Explanatory Statement means this explanatory statement.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

LBN means LBNCo Pty Ltd ACN 073 226 114.

LBN Shares 8,333,333 Shares.

LBNA Shares 1,333,333 Shares

Listing Rules means the ASX Listing Rules.

Meeting means the annual 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 15,548,988 Shares at a price of \$1.20 per Share, as announced by the Company on 19 August 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 means Pivit Pty Ltd ACN 109 578 752.

PPL Shares mean 56,196 Shares.

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

Option means an option to acquire one fully paid share in the Company pursuant to the Employee Share Option Plan at a price nominated to the recipient of the Option at the time of the grant of the Option.

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.

Trading Day has the meaning given in the Listing Rules.

VWAP means the volume weighted average share price for the relevant number of Trading Days as defined in the Listing Rules.

ANNEXURE A

17 September 2019

Mr Peter Wildy

Company Secretary

Uniti Wireless Limited

Level 1, 44 Currie Street, Adelaide SA 5000

Dear Peter

NOTICE OF NOMINATION OF AUDITOR

I am a shareholder of Uniti Group Limited ACN 158 957 889 (the Company), holding 86,511 ordinary fully paid shares in the Company.

I hereby give the Company notice under section 328B (1) of the Corporations Act 2001 (Cth) of my nomination of Deloitte Touche Tohmatsu of 550 Bourke Street, Melbourne, Victoria 3000, for appointment as auditor of the Company.

Your Sincerely

A handwritten signature in black ink, appearing to read 'R Hammond', written in a cursive style.

Robin Hammond



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
- ☎ **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 11:00am (Melbourne Time) on Monday 21 October 2019.**

🖥 TO VOTE ONLINE

STEP 1: VISIT <https://www.votingonline.com.au/uwlagm2019>

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 **11:00 am (Melbourne Time) on Monday, 21 October 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/uwlagm2019>
- 📠 **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.

☐

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 Group Limited** and entitled to attend and vote hereby appoint:

☐

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 Annual General Meeting of the Company to be held at **Level 12 Bourke Place, 600 Bourke Street, Melbourne VIC 3000 on Wednesday 23 October 2019 at 11:00am (Melbourne Time)** 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.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 1 & 7 I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolutions 1 & 7 are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolutions 1 & 7). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

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	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Election of Vaughan Bowen as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of the issue of Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of the issue of the PPL Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5a	Ratification of the issue of the LBN Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5b	Approval of the issue of shares to vendors of LBN	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval of Additional Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval of the issue of Options to Directors and Executives	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Appointment of the Company's auditor	<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