



UNITI

ASX ANNOUNCEMENT (UWL)

Notice of Extraordinary General Meeting – 2 December 2019

- *Creation of additional share issue capacity to further M&A agenda* -

31 October 2019: Uniti Group Limited (“UWL”) today provides notice to its shareholders that it will be convening an Extraordinary General Meeting (“EGM”) at 10:00am on 2 December 2019 in Sydney. All relevant particulars relating to the EGM are captured in the “Notice of Extraordinary General Meeting” which accompanies this announcement.

The single resolution is for the ratification of the issue of shares for the OPENetworks Pty Ltd acquisition. 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 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.

- ENDS -

ADDITIONAL INFORMATION

For further information, contact as below:

Peter Wildy – Company Secretary

P - 0438 809 644

E – investors@unitiwireless.com

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

ABOUT UWL

UWL is a diversified provider of telecommunications services, specialising in fixed-wireless, fibre and specialty telecommunications services. These are the ‘three pillars’ of strategic growth identified 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 growth and inorganic mergers and acquisitions. 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 Group Limited
ACN 158 957 889**

NOTICE OF EXTRAORDINARY GENERAL MEETING

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

Time: 10.00am AEDT

Date: 2 December 2019

Place: Level 19, 123 Pitt Street, Sydney NSW 2000

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 30 November 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 the OPEN 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 6,492,425 ordinary shares at an issue price of \$1.446 (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.

BY ORDER OF THE BOARD

Dated: 29 October 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 10:00am EST on Saturday 30 November 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 shares to vendors of OPENetworks Pty Ltd

On 31 October 2019, the Company expects to announce the successful completion of the acquisition of OPENetworks Pty Ltd ACN 118 525 821 (**OPEN**). Consideration for the acquisition was to be paid partly in cash and partly with the issue of 6,492,425 Shares (**OPEN Shares**).

The Company is seeking Shareholder approval for the ratification of the issue of the OPEN 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) 6,492,425 Shares will be issued on 31 October 2019;
- b) the issue price will be \$1.446 per Share;
- c) the OPEN 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 OPEN Shares will be allotted and issued to the vendors of OPEN (none of whom are Related Parties of the Company); and
- a) the purpose of the issue was to satisfy the Company's obligations under its agreement to acquire OPEN.

1.1 Recommendation

We are seeking approval in order to maintain our positive M&A momentum as failure to approve the issue of the OPEN 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 1.

GLOSSARY

AEDT means Australian Eastern Daylight Saving Time.

ASIC means the Australian Securities and Investment Commission.

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

Board means the board of Directors of the Company.

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

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.

Explanatory Statement means this explanatory statement.

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.

OPEN OPENetworks Pty Ltd ACN 118 525 821

OPEN Shares mean 6,492,425 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

☎ **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 10:00am AEST on Saturday 30 November 2019.**

🖥 TO VOTE ONLINE

📱 BY SMARTPHONE

STEP 1: VISIT <https://www.votingonline.com.au/uwldecgm2019>

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

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



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 **10:00am AEST on Saturday 30 November 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/uwldecgm2019>

📠 **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 Group Limited

ACN 158 957 889

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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** (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 19, 123 Pitt Street, Sydney NSW 2000 on Monday, 2 December 2019 at 10:00am 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.

Resolution 1 Ratification of the issue of OPEN Shares

For Against Abstain*

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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