



## Announcement Summary

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**Entity name**

UNITI GROUP LIMITED

**Announcement Type**

New announcement

**Date of this announcement**

Thursday November 12, 2020

**The Proposed issue is:**

☒ A placement or other type of issue

**Total number of +securities proposed to be issued for a placement or other type of issue**

ASX +security code	+Security description	Maximum Number of +securities to be issued
UWL	ORDINARY FULLY PAID	104,943,396

**Proposed +issue date**

Friday November 20, 2020

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

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**1.1 Name of +Entity**

UNITI GROUP LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

**1.2 Registered Number Type**

ACN

**Registration Number**

158957889

**1.3 ASX issuer code**

UWL

**1.4 The announcement is**

☒ New announcement

**1.5 Date of this announcement**

Thursday November 12, 2020

**1.6 The Proposed issue is:**

☒ A placement or other type of issue



## Part 7 - Details of proposed placement or other issue

## Part 7A - Conditions

**7A.1 - Are any of the following approvals required for the placement or other type of issue?**

- +Security holder approval
- Court approval
- Lodgement of court order with +ASIC
- ACCC approval
- FIRB approval
- Another approval/condition external to the entity

☒ Yes

## 7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	Friday November 6, 2020	<input checked="" type="checkbox"/> Actual	Yes

## Comments

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
Court approval	Thursday November 12, 2020	<input checked="" type="checkbox"/> Actual	Yes

## Comments

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
Lodgement of court order with +ASIC	Friday November 13, 2020	<input checked="" type="checkbox"/> Estimated	No

## Comments

Lodgement cannot occur until the day after the court order is received from the Federal Court of Australia.  
The court order is expected to be received shortly after the court hearing on 12 November 2020.

## Part 7B - Issue details

**Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?**  
☒ Existing class

**Will the proposed issue of this +security include an offer of attaching +securities?**  
☒ No



Details of +securities proposed to be issued

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**ASX +security code and description**

UWL : ORDINARY FULLY PAID

**Number of +securities proposed to be issued**

104,943,396

**Offer price details**

**Are the +securities proposed to be issued being issued for a cash consideration?**

☒ No

**Please describe the consideration being provided for the +securities**

The new UWL shares (New UWL Shares) are to be issued as partial consideration for the acquisition of OptiComm Limited (OPC) via a scheme of arrangement between OPC and its shareholders (excluding UWL). The New UWL Shares will not be issued to ineligible foreign shareholders of OPC or to UWL.

The details of the consideration to be paid by UWL to OPC shareholders (excluding ineligible foreign shareholders and UWL) are as follows:

- 1.07 New UWL Share per OPC share held; and
- \$5.10 per OPC share held.

The record date for determining OPC shareholders who are eligible to receive New UWL Shares will be 7:00pm on Tuesday, 17 November 2020 (Scheme Record Date).

**Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities**

1.370000

**Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?**

☒ Yes

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Part 7C - Timetable

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**7C.1 Proposed +issue date**

Friday November 20, 2020

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Part 7D - Listing Rule requirements

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**7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?**

☒ No



**7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?**

☒ No

**7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?**

☒ No

**7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?**

☒ Yes

**7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?**

☒ No

**7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?**

☒ No

#### Part 7E - Fees and expenses

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**7E.1 Will there be a lead manager or broker to the proposed issue?**

☒ No

**7E.2 Is the proposed issue to be underwritten?**

☒ No

**7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue**

#### Part 7F - Further Information

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**7F.01 The purpose(s) for which the entity is issuing the securities**

The purpose for which the New UWL Shares are to be issued is to partially pay for the scheme consideration for the acquisition of OPC via a scheme of arrangement, as described in the response to 7B above.

**7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?**

☒ No



**7F.2 Any other information the entity wishes to provide about the proposed issue**

The figure provided in question 7B is based on following formula:

(Total number of OPC shares on issue as at 11 November 2020, being 104,074,986 plus 220,336 OPC shares to be issued in respect of performance rights less OPC Shares held by UWL, being 6,210,689 less total number of OPC shares held by ineligible foreign shareholders at 11 November 2020, being 6,692) x 1.07

The total number of OPC shares held by ineligible foreign shareholders may be different on the Scheme Record Date.

The total number of New UWL Shares that will be issued may therefore be different to the figure provided in question 7B.