



13 February 2023

ASX Announcement

Sale of less than marketable parcels

Uscom Ltd (ASX code: UCM) has established a sale facility for holders of less than marketable parcels of shares in the Company, being a parcel of shares with a value of less than \$500. The sale facility is subject to the conditions set out in the attached notice.

As at the close of business on 10 February 2023, the Company had 794 shareholders of which 279 (35.1%) held less than a marketable parcel (<\$500 in value). Their holdings, which totaled 1,635,802 shares represents 0.82% of the Company's total issued shares.

The elimination of less than marketable parcels of shares will assist in reducing the Company's large shareholder base and the administrative costs associated with managing that base. It will also benefit the shareholders of less than marketable parcels who otherwise might find it difficult to sell their shares due to the small size of their holding. The shareholders will also avoid incurring any brokerage costs as these will be borne by the Company.

Shareholders with less than marketable parcels will have the option to increase their holdings, retain the current less than marketable holdings, or sell their holdings through the facility.

Attached are copies of the notices which will be sent to shareholders holding unmarketable parcels as at 10 February 2023.

Professor Rob Phillips
Chairman
rob@uscom.com.au



13 February 2023

Dear Shareholder

This is an important letter concerning your shareholding in Uscom Limited.

I am writing on behalf of the Board of Directors to advise you that Uscom Limited (UCM) is putting in place a share sale facility for holders whose shares have a total value of less than \$500 (less than marketable parcel) as at 10 February 2023, the Record Date.

UCM is offering this facility to assist holders of unmarketable parcels of shares to sell them at market value without brokerage costs. It will also reduce the expense to the company of maintaining a large number of shareholders with unmarketable parcels.

Unless you advise the UCM share registry by 5.00pm (AEST) on 28 March 2023 that you want to retain your shares, your shares will be sold and you will be sent the sale proceeds.

The share sale facility is being operated in accordance with section 2.9 of the Company's constitution and the Australian Securities Exchange (ASX) Listing Rule 15.13.

If you want to sell your shares under the facility - you need to take no further action.

Your shares will be sold on your behalf by UCM after 28 March 2023. You will not need to appoint a broker or pay the brokerage and handling costs associated with the sale of shares under the facility. Any tax consequences from the sale of your shares will be your responsibility.

If you want to retain your shares - you must complete and return the enclosed Share Retention Form to Boardroom Pty Limited, GPO Box 3993, Sydney, NSW 2001, Australia by 5.00pm (AEST) on 28 March 2023.

Facsimile of the Notice will not be accepted.

If you do not return the Share Retention Form by the Closing Date, your shares will be sold.

If you wish to increase your shareholding to a marketable parcel, you should contact your broker.

If you have a number of holdings which you wish to consolidate, please contact the registry on 1300 737 760 (within Australia) or 61 2 9290 9600 (outside Australia).

For further clarification, please refer to the additional information on the reverse of this letter or contact the registry on 1300 737 760 (within Australia) or 61 2 9290 9600 (outside Australia).

If you are in any doubt, or if you require information regarding possible taxation implications from participation in the facility, please consult your legal, financial or taxation adviser.

Yours sincerely

Professor Rob Phillips
Chairman
rob@uscom.com.au



TERMS AND CONDITIONS OF SMALL SHAREHOLDER SALE FACILITY

These terms and conditions and the accompanying 'Share Retention Form' set out the terms and conditions by which the Small Shareholder Sale Facility will operate.

1. WHAT IS THE SMALL SHAREHOLDER SALE FACILITY?

The Small Shareholder Sale Facility allows UCM to sell shares on behalf of shareholders who hold less than a marketable parcel (that is, less than \$500 worth of UCM fully paid ordinary shares) on a particular date ("Small Shareholders").

A Small Shareholder Sale Facility is often implemented by listed companies in response to the disproportionately high registry and administrative costs incurred by the company from maintaining Small Shareholders on its shareholder register.

2. DOES UCM HAVE THE RIGHT TO SELL YOUR UCM SHARES?

Yes, UCM is entitled, under section 2.9 of its Constitution and Australian Securities Exchange Listing Rule 15.13, to sell the shares of Small Shareholders, unless they elect to retain their shares.

Proceeds from the sale must be remitted to Small Shareholders.

3. WHAT IF I DON'T WANT MY UCM SHARES TO BE SOLD?

If you wish to retain your UCM shares, you MUST complete the 'Share Retention Form' and return it so that it is received by UCM's registry no later than 5.00pm (AEST) on 28 March 2023.

4. WHAT ARE THE COSTS OF HAVING UCM SHARES SOLD ON MY BEHALF?

There is no brokerage or other transaction costs payable by Small Shareholders whose shares are sold under the Small Shareholder Sale Facility. These costs will be paid by UCM.

Taxation consequences arising from the sale of your shares under the Small Shareholder Sale Facility will be your responsibility.

5. WHAT IS THE SALE PRICE?

The company will sell the shares at a price which the directors considered to be the best price reasonably obtainable for the shares at the time they are sold.

6. WHEN WILL MY UCM SHARES BE SOLD?

Sales of shares will occur on ASX as soon as practicable after the expiry of the Notice Date ("Sale Period").

7. WHAT WILL I RECEIVE FOR SHARES SOLD UNDER THE SMALL SHAREHOLDER SALE FACILITY?

For each share sold, you will receive an amount equal to the total proceeds from all shares sold under the Small Shareholder Sale Facility, divided by the total number of shares sold under the Small Shareholder Sale Facility.

8. WHEN WILL THE PROCEEDS FROM THE SALE OF SHARES BE SENT TO SMALL SHAREHOLDERS?

A cheque for your proceeds will be mailed to you within 21 days after completion of the Sale Period. Payment will be made in Australian dollars.

9. IF I BUY OR SELL SHARES, WILL I RETAIN MY HOLDING?

If you sell your shares, any balance remaining on the share register will be sold unless a Share Retention Form is received. If you purchase more shares and your registered holding is more than a marketable parcel by 5.00pm (AEST) on 28 March 2023 then your shares will not be sold. For a purchase to be an effective notification that you wish to retain your shares, any additional shares must be registered by 5.00pm (AEST) on 28 March 2023 under the same holder number (SRN or HIN) as set out in this letter.

10. WHERE CAN I OBTAIN FURTHER INFORMATION IN RELATION TO THE SMALL SHAREHOLDER SALE FACILITY?

If you have any questions concerning the contents of this letter, please contact our registry, Boardroom Pty. Limited, by telephone 1300 737 760 (within Australia) or 61 2 9290 9600 (outside Australia). None of UCM or Boardroom Pty Limited, or any of their personnel, is or is to be taken to be giving any securities recommendation or investment advice in relation to the Small Shareholder Sale Facility, nor do any of them have any obligation to do so.

You should consider seeking your own independent advice in relation to the Small Shareholder Sale Facility.

Uscom Limited

(ABN 35 091 028 090)

All correspondence to

Boardroom Pty Limited

GPO Box 3993

Sydney NSW 2001

Tel: 1300 737 760 (within Aust)

Tel: + 61 2 9290 9600 (outside Aust)

Fax: + 61 2 9279 0664

www.boardroomlimited.com.au

enquires@boardroomlimited.com.au

Subregister

SRN/HIN.

Share Retention Form

IMPORTANT: This is an important document and requires your immediate attention. Uscom Limited (**Company**) is implementing a sale facility for holders of parcels of the Company's shares valued at less than \$500 (**Sale Facility**). Further details regarding the Sale Facility are set out in the letter to you from the Company dated 13 February 2023, which accompanies this form. If you do not want the parcel of shares in the Company referred to below sold under the Sale Facility, you must complete this form and return it so that it is received by the Company's share registry no later than 5.00pm (AEST) on 28 March 2023. If you are in any doubt as to how to deal with this form, you should consult your professional adviser.

If your holding of the Company's shares increases to more than \$500 by on market purchases or otherwise, then your holding will not be sold under the Sale Facility.

A Number of shares held as at Record Date

The number of shares that you held at 7pm (AEDT) on 10 February 2023.

B Retention of shares

I/We refer to the letter from the company dated 13 February 2023 and hereby give notice that we would like to retain my/our shares.

C Contact details (Enter your contact details below)

CONTACT NAME	TELEPHONE WORK	TELEPHONE HOME	EMAIL ADDRESS
	()	()	

D Shareholder Signature

By signing and returning this form, I/we confirm that I/we understand that my/our shares will **NOT BE SOLD** under the Sale Facility.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Day

Month

Year

**This form must be received by no later than 5.00pm (AEST) on
28 March 2023.**

LOGEMENT INSTRUCTIONS ARE ON THE REVERSE OF THIS FORM

Additional information

How to complete this form

- A. This is the number of shares that you held at 7pm (AEST) on 10 February 2023.
- B. If you would like to retain your shares, please mark the box on the front of this form and return it to the Company's share registry in accordance with the lodgement instructions below. If this form is not received by 5.00pm (AEST) on 28 March 2023, and you have not otherwise validly notified the Company that you wish to retain your shares, the Company will be entitled to sell your shares on your behalf. **IF YOU WOULD LIKE THE COMPANY TO SELL YOUR SHARES, YOU SHOULD NOT COMPLETE THIS FORM.**
- C. Enter your **contact details** so we may contact you regarding your form.
- D. The form **must** be signed. In the spaces provided you must sign this form as follows:

Individual: Where the holding is in only one name, this form is to be signed by the securityholder.

Joint Holding: Where the holding is in more than one name, all the securityholders must 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 must be signed by that person. **Please indicate the office held by signing in the appropriate place.**

Lodgement of this Form

If you wish to retain your shares, this form must be completed and returned to the share registry by no later than 5.00pm (AEST) on 28 March 2023. If you are returning your form by post, please allow sufficient time for collection and delivery by postal services. The postal rule does not apply, which means that to be valid your completed form must be received by no later than 5.00pm (AEST) on 28 March 2023.

Mailing address:

Uscom Limited
C/- Boardroom Pty Limited
GPO Box 3993
SYDNEY NSW 2001

Delivery address:

Uscom Limited
C/- Boardroom Pty Limited
Level 12
225 George Street
SYDNEY NSW 2000

Consolidation of shareholdings

If you have more than one holding on the Uscom Limited register, you should consider consolidating them. For further information regarding this, please contact Boardroom Pty Limited on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia).

Changes of Address Supported by your Signature(s)

If your address is not exactly as shown, please provide details below. This is only relevant for Issuer Sponsored registered holdings. CHESS holders must notify your sponsoring broker for amendments to holdings on the CHESS Subregister.

CHANGE OF ADDRESS DETAILS – ISSUER SPONSORED ONLY		
SIGN HERE FOR ADDRESS AMENDMENTS:		

Shareholder 1 (Individual) /
Sole Director & Sole Company
Secretary

Joint Shareholder 2 (Individual) /
Director

Joint Shareholder 3 (Individual) /
Director/Company Secretary
(Delete one)

Privacy Statement

Boardroom Pty Limited advises that Chapter 2C of the *Corporations Act 2001* (Cth) requires information about you as a shareholder (including your name, address and details of the shares you hold) to be included in the public register of the entity in which you hold shares. Information is collected to administer your share holding and if some or all of the information is not collected then it might not be possible to administer your share holding. Your personal information may be disclosed to the entity in which you hold shares. You can obtain access to your personal information by contacting us at the address or telephone number shown on the Application Form. Our privacy policy is available on our website <https://www.boardroomlimited.com.au/corp/privacy-policy>

Uscom Limited

(ABN 35 091 028 090)

All correspondence to

Boardroom Pty Limited

GPO Box 3993

Sydney NSW 2001

Tel: 1300 737 760 (within Aust)

Tel: + 61 2 9290 9600 (outside Aust)

Fax: + 61 2 9279 0664

www.boardroomlimited.com.au

enquires@boardroomlimited.com.au

Subregister

SRN/HIN.

Share Retention Form

IMPORTANT: This is an important document and requires your immediate attention. Uscom Limited (**Company**) is implementing a sale facility for holders of parcels of the Company's shares valued at less than \$500 (**Sale Facility**). Further details regarding the Sale Facility are set out in the letter to you from the Company dated 13 February 2023, which accompanies this form. If you do not want the parcel of shares in the Company referred to below sold under the Sale Facility, you must complete this form and return it so that it is received by the Company's share registry no later than 5.00pm (AEST) on 28 March 2023. If you are in any doubt as to how to deal with this form, you should consult your professional adviser.

If your holding of the Company's shares increases to more than \$500 by on market purchases or otherwise, then your holding will not be sold under the Sale Facility.

A Number of shares held as at Record Date

The number of shares that you held at 7pm (AEDT) on 10 February 2023.

B Retention of shares

I/We refer to the letter from the company dated 13 February 2023 and hereby give notice that we would like to retain my/our shares.

C Contact details (Enter your contact details below)

CONTACT NAME	TELEPHONE WORK	TELEPHONE HOME	EMAIL ADDRESS
	()	()	

D Shareholder Signature

By signing and returning this form, I/we confirm that I/we understand that my/our shares will **NOT BE SOLD** under the Sale Facility.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Day

Month

Year

**This form must be received by no later than 5.00pm (AEST) on
28 March 2023.**

LODGEMENT INSTRUCTIONS ARE ON THE REVERSE OF THIS FORM

Additional information

How to complete this form

- A. This is the number of shares that you held at 7pm (AEST) on 10 February 2023.
- B. If you would like to retain your shares, please mark the box on the front of this form and return it to the Company's share registry in accordance with the lodgement instructions below. If this form is not received by 5.00pm (AEST) on 28 March 2023, and you have not otherwise validly notified the Company that you wish to retain your shares, the Company will be entitled to sell your shares on your behalf. **IF YOU WOULD LIKE THE COMPANY TO SELL YOUR SHARES, YOU SHOULD NOT COMPLETE THIS FORM.**
- C. Enter your **contact details** so we may contact you regarding your form.
- D. The form **must** be signed. In the spaces provided you must sign this form as follows:

Individual: Where the holding is in only one name, this form is to be signed by the securityholder.

Joint Holding: Where the holding is in more than one name, all the securityholders must 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 must be signed by that person. **Please indicate the office held by signing in the appropriate place.**

Lodgement of this Form

If you wish to retain your shares, this form must be completed and returned to the share registry by no later than 5.00pm (AEST) on 28 March 2023. If you are returning your form by post, please allow sufficient time for collection and delivery by postal services. The postal rule does not apply, which means that to be valid your completed form must be received by no later than 5.00pm (AEST) on 28 March 2023.

Mailing address:

Uscom Limited
C/- Boardroom Pty Limited
GPO Box 3993
SYDNEY NSW 2001

Delivery address:

Uscom Limited
C/- Boardroom Pty Limited
Level 12
225 George Street
SYDNEY NSW 2000

Consolidation of shareholdings

If you have more than one holding on the Uscom Limited register, you should consider consolidating them. For further information regarding this, please contact Boardroom Pty Limited on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia).

Changes of Address Supported by your Signature(s)

If your address is not exactly as shown, please provide details below. This is only relevant for Issuer Sponsored registered holdings. CHESS holders must notify your sponsoring broker for amendments to holdings on the CHESS Subregister.

CHANGE OF ADDRESS DETAILS – ISSUER SPONSORED ONLY		
SIGN HERE FOR ADDRESS AMENDMENTS:		

Shareholder 1 (Individual) /
Sole Director & Sole Company
Secretary

Joint Shareholder 2 (Individual) /
Director

Joint Shareholder 3 (Individual) /
Director/Company Secretary
(Delete one)

Privacy Statement

Boardroom Pty Limited advises that Chapter 2C of the *Corporations Act 2001* (Cth) requires information about you as a shareholder (including your name, address and details of the shares you hold) to be included in the public register of the entity in which you hold shares. Information is collected to administer your share holding and if some or all of the information is not collected then it might not be possible to administer your share holding. Your personal information may be disclosed to the entity in which you hold shares. You can obtain access to your personal information by contacting us at the address or telephone number shown on the Application Form. Our privacy policy is available on our website <https://www.boardroomlimited.com.au/corp/privacy-policy>