

ASX Announcement

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

13 November 2023

Aussie Broadband Share Purchase Plan Offer Opens

Aussie Broadband (ASX:ABB) is pleased to announce that its Share Purchase Plan (**SPP**) announced on 2 November 2023 opens today. The SPP follows the completion of a \$120 million institutional placement on 3 November 2023 (**Placement**).

Under the SPP, eligible shareholders have the opportunity to subscribe for up to \$30,000 worth of new fully paid ordinary shares in ABB (**SPP Shares**) free of any brokerage, commissions and transaction costs.

The SPP is offered to holders of fully paid ordinary shares in ABB as at 7.00pm (AEDT) on Wednesday, 1 November 2023 who have a registered address in Australia or New Zealand and who are not in the United States or acting for the account or benefit of any person in the United States or otherwise excluded from participating (**Eligible Shareholders**).

The issue price of SPP Shares will be the lower of:

- \$3.55 per SPP Share, being the issue price under the Placement; and
- a 2% discount (rounded down to the nearest cent) to the volume-weighted average price of ABB shares traded on ASX during the 5 trading days up to and including the SPP closing date (expected to be Wednesday, 29 November 2023).

The SPP Shares will rank equally in all respects with ABB's existing ordinary shares from the date of allotment.

ABB has determined to raise up to \$20 million in aggregate through the SPP. If the demand for the SPP exceeds \$20 million, ABB may decide in its absolute discretion to accept applications (in whole or in part) that result in the SPP raising more than \$20 million. ABB may also decide to raise less than \$20 million. If ABB decides to conduct any scale back of applications, for example because the aggregate amount applied for under the SPP exceeds ABB's requirements, the scale back will be applied on a pro rata basis to shareholdings of participating Eligible Shareholders at the record date of the SPP.

A copy of the SPP booklet, which contains full details of the terms and conditions of the SPP and a timetable, is attached. SPP booklets have also been dispatched to Eligible Shareholders today.

Eligible Shareholders can download a copy of the SPP offer booklet and their personalised application form (including the BPAY® payment details) online from the SPP website at <https://events.miraqle.com/abb-offer>.

The closing date for SPP applications is 5.00pm (AEDT) on Wednesday, 29 November 2023.

For further information, Eligible Shareholders can visit the SPP offer website at <https://events.miraqle.com/abb-offer> or contact the SPP offer information line on 1300 420 709 (within Australia) and +61 1300 420 709 (outside Australia) between 8.30am and 5.30pm (AEDT), Monday to Friday.

ENDS

Authorised for release by the Aussie Broadband Board.

Investor enquiries contact Aline van Deventer on 0423 55 34 34 or investors@team.aussiebroadband.com.au

Media enquiries contact Alex Walker on 0448 110 962

About Aussie Broadband Limited

Aussie Broadband is an Australian operated telecommunications and technology company that formed in 2008 in Morwell, Victoria.

The Company provides a broad range of solutions to residential, business, enterprise and government customers, and provides wholesale services to other telecommunications companies and managed service providers.

The Company is the 5th largest provider of broadband services in Australia and is one of only six tier 1 voice providers in Australia.

Aussie Broadband is focused on building market share in the business, enterprise & government and wholesale segments through its range of data, voice, cloud and managed solutions, whilst continuing to build share in the residential segment.

For further information please visit: <https://www.aussiebroadband.com.au/>



Share Purchase Plan Offer

13 November 2023

Dear Shareholder

Aussie Broadband Limited (**Aussie Broadband** or **ABB**) is pleased to announce that its Share Purchase Plan Offer (SPP) is now open.

The SPP follows Aussie Broadband's successful \$120 million share placement to institutional, sophisticated and professional investors, which was announced on 2 November 2023 (**Placement**). The SPP is targeting to raise up to an additional \$20 million by the issue of New Shares at no higher than the price of shares offered under the Placement. If the total value of Applications received under the SPP is greater than \$20 million, at the discretion of the ABB Board, ABB may increase the size of the SPP offer or alternatively ABB may scale back the number of New Shares that will be allotted under the SPP having regard to the pro rata shareholdings of Eligible Shareholders as at the Record Date and you may be allocated fewer New Shares than the number for which you applied.

The SPP is offered exclusively to all shareholders who were recorded on ABB's share register at 7.00pm (AEST) on Wednesday, 1 November 2023 with an address on the share register in Australia or New Zealand (each an Eligible Shareholder). The SPP provides Eligible Shareholders with an opportunity to buy a parcel of shares in ABB with no brokerage or transaction costs, irrespective of their existing shareholdings, up to a maximum of \$30,000. The minimum application amount for New Shares is \$1,000, and thereafter in increments of \$1,000 up to the maximum application amount of \$30,000.

To participate:

1. Visit www.aussiebroadband.com.au/investor-centre/ and click on the '**Share Purchase Plan - Apply Here**' button.
2. Enter your Shareholder validation information (refer below).
3. Download and carefully read a copy of the SPP Offer Booklet and your personalised SPP Application Form, which includes BPAY® payment details.
4. Make payment before the Closing Date of the Offer.

The SPP will close at 5.00pm (AEST) on Wednesday, 29 November 2023 and payment must be received by that time.

You will be required to provide the following validation information to download your Application Form:

- Securityholder Reference Number (SRN) or Holder Identification Number (HIN) or Employee ID

- Surname/Company Name
- Country
- Postcode (if applicable)

When payment is made through BPAY[®], you do not need to return your Application Form.

Should you wish to discuss further any information contained in this email, do not hesitate to call the Aussie Broadband SPP Information Line on 1300 420 709 (within Australia) or +61 1300 420 709 (outside Australia).

Yours sincerely,

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

Phillip Britt
Managing Director

Aussie Broadband Limited

ACN 132 090 192

Share Purchase Plan Offer Booklet

November 2023

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

This is an important document and should be read carefully and in its entirety. The Share Purchase Plan does not take into account the individual investment objectives, financial situation or particular needs of any Eligible Shareholder. If you are in any doubt about the action you should take or the contents of this document, please seek independent financial advice from your broker, accountant, solicitor or other professional adviser without delay. The contents of this document have not been reviewed by any regulatory authority. An investment in Aussie Broadband shares should be considered as a speculative investment.

Aussie Broadband Limited ACN 132 090 192 Share Purchase Plan

As announced to ASX on 2 November 2023, each Eligible Shareholder has the opportunity to participate in the Share Purchase Plan offer (**SPP**) by applying for up to \$30,000 of fully paid ordinary shares in Aussie Broadband Limited ACN 132 090 192 (ASX:ABB) (**ABB**) (**New Shares**) without incurring brokerage or transaction costs.

New Shares issued under the SPP will be issued on Wednesday, 6 December 2023 (**Allotment Date**) and will rank equally with existing fully paid ordinary shares in ABB (**ABB Shares**) and carry the same voting rights and other entitlements. The New Shares are expected to commence quotation on ASX on Thursday, 7 December 2023.

Further details of the SPP are set out in the attached documents.

This is an important document that requires your attention.

In particular, if you participate in the SPP, you are accepting the risk that the market price of ABB Shares may change between the date on which you make your application and the Allotment Date.

ABB recommends that you seek independent advice from your financial or other professional advisers regarding your participation in the SPP.

Key SPP dates*

Event	Date
Record Date	7.00pm (AEDT) Wednesday, 1 November 2023
Announcement Date	Thursday, 2 November 2023
Dispatch of Offer Documents to Eligible Shareholders and Opening Date	Monday, 13 November 2023
Closing Date	5.00pm (AEDT) Wednesday, 29 November 2023
Announcement of results of SPP	Monday, 4 December 2023
Allotment Date for New Shares	Wednesday, 6 December 2023
New Shares commence trading on ASX	Thursday, 7 December 2023

**ABB reserves the right to vary any of the above indicative dates other than the Record Date.*

Important notice

This Booklet contains important information. You should read it carefully and in its entirety.

The offer of New Shares under the SPP is made in accordance with *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547* (Australia), which grants relief from the requirement to issue a disclosure document for the SPP. This Booklet is not a prospectus under Chapter 6D of the *Corporations Act 2001* (Cth) (**Corporations Act**).

If you have any questions in relation to how to participate in the SPP, please contact Link Market Services during the SPP offer period on 1300 420 709 (within Australia) or +61 1300 420 709 (outside Australia) between 8.30am and 5.30pm (AEDT) Monday to Friday, or email any questions to Link Market Services, at capitalmarkets@linkmarketservices.com.au.

This Booklet does not constitute or provide financial advice and has been prepared without taking into account your particular objectives, financial situation or needs. If you are in any doubt about whether to participate in the SPP, you should seek advice from your financial, taxation or other professional adviser before participating.

This Booklet does not constitute an offer to sell, or a solicitation of an offer to buy, any New Shares in the United States or in any jurisdiction in which such an offer would be illegal. The New Shares have not been, and will not be, registered under the U.S. Securities Act of 1933 or the securities laws of any U.S. state or other jurisdiction of the United States, and may not be offered or sold, directly or indirectly, in the United States except in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act, and the securities laws of any state or other jurisdiction in the United States.

New Zealand

The New Shares are not being offered or sold to the public within New Zealand other than to existing shareholders of ABB with registered addresses in New Zealand to whom the offer of the New Shares is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021.

This Booklet has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013. This Booklet is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

13 November 2023

Dear Shareholder

Invitation to participate in Share Purchase Plan

Aussie Broadband Limited (**ABB**) is pleased to present to Eligible Shareholders the opportunity to increase their investment in ABB through an offer of fully paid ordinary shares under this Share Purchase Plan (**SPP**).

In conjunction with the placement announced to market on 2 November 2023 (**Placement**), the SPP is part of a capital raising being undertaken to strengthen ABB's balance sheet in light of M&A opportunities and capital investment opportunities. The proceeds of the Placement and SPP will be used to enable ABB to achieve these purposes and for general working capital.

There are a number of shareholders in ABB who hold less than a marketable parcel of ABB Shares. The SPP also provides an opportunity for those shareholders to increase their shareholdings to marketable parcels.

Placement

As announced on 3 November 2023, ABB successfully raised \$120 million (before costs) pursuant to the Placement, following the issue of shares under ASX Listing Rule 7.1 to professional, institutional and sophisticated investors at an offer price of \$3.55 per share.

SPP

The SPP is offered exclusively to all shareholders who were recorded on ABB's share register at 7:00pm (AEDT) on Wednesday, 1 November 2023 with an address on the share register in Australia and New Zealand that are not in the United States and are not acting for the account or benefit of a person in the United States (each an **Eligible Shareholder**).

The SPP provides Eligible Shareholders with an opportunity to buy a parcel of shares in ABB with no brokerage or transaction costs, irrespective of their existing shareholdings, up to a maximum of \$30,000.

The offer price of the SPP Shares (**Offer Price**) will be the lower of:

- the offer price under the Placement, being \$3.55 per New Share as announced on the ASX on 3 November 2023; and
- a 2% discount to the 5-day volume-weighted average price of ABB shares traded on the ASX up to and including the closing date of the SPP (expected to be Wednesday, 29 November 2023, rounded down to the nearest cent.

The minimum application amount for New Shares is \$1,000, and subsequently in additional \$1,000 increments up to the maximum application amount for New Shares of \$30,000.

ABB is seeking to raise between \$15 million and \$20 million under the SPP. However, if the total value of applications received under the SPP is greater than \$20 million, ABB may increase the size of the SPP or may scale back the number of New Shares that will be allotted under the SPP such that you may be allocated fewer New Shares than the number for which you applied. In such circumstances, you will receive a proportionate refund of your application monies (greater than \$2.00 and without interest). To the extent it is necessary to scale the number of New Shares that will be issued to Eligible Shareholders under the SPP, ABB intends to do so having regard to the pro rata holdings of Eligible Shareholders (ie as at the Record Date, being 7.00pm (AEDT) Wednesday, 1 November 2023) who apply for New Shares. ABB may also, where considered

appropriate, scale back the number of New Shares that will be issued to Eligible Shareholders who apply for New Shares in its absolute discretion.

Participation in the SPP is optional and the right to participate is not transferrable. The offer to participate in the SPP closes at 5:00pm (AEDT) on Wednesday, 29 November 2023.

Full details on the SPP and how to participate are contained in the attached documents.

If you wish to participate in the SPP, Eligible Shareholders can either participate as follows:

- **Online** – Eligible Shareholders can download a copy of the SPP offer booklet and their personalised application form (including the BPAY® payment details) online from the SPP website at <https://events.miraqle.com/abb-offer>. You will need to provide your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) and postcode and follow the instructions to apply for New Shares.; or
- **Paper** – Eligible Shareholders can contact ABB's SPP offer information line on 1300 420 709 (within Australia) or +61 1300 420 709 (outside Australia) between 8.30am and 5.30pm (AEDT) Monday to Friday during the SPP offer period to request a copy of the SPP booklet and their personalised application form.

Shareholders in the United States are not eligible to participate in the SPP. Similarly, Shareholders (including Custodians and nominees) who hold Shares on behalf of persons in the United States or elsewhere outside Australia and New Zealand, or are acting for the account or benefit of such persons, are not eligible to participate in the SPP on behalf of those persons.

If you have any questions in relation to how to participate in the SPP, please contact Link Market Services during the SPP offer period on 1300 420 709 (within Australia) or +61 1300 420 709 (outside Australia) between 8.30am and 5.30pm (AEDT) Monday to Friday, or email any questions to Link Market Services, at capitalmarkets@linkmarketservices.com.au.

ABB appreciates your continued support of our company.

Yours sincerely



Phillip Britt
Managing Director

Frequently asked questions

What is the Share Purchase Plan?

The Share Purchase Plan (or **SPP**) provides Eligible Shareholders with an opportunity to purchase additional fully paid ordinary shares in ABB (**New Shares**) at no higher than the price offered to professional, institutional and sophisticated investors under ABB's recent Placement, without brokerage or transaction costs.

All New Shares issued under the SPP will rank equally with existing ordinary shares in ABB (**ABB Shares**), including with respect to voting rights and other entitlements.

Am I an Eligible Shareholder?

You are an Eligible Shareholder if, at 7:00pm (AEDT) on Wednesday, 1 November 2023 (**Record Date**), you were registered as a holder of ABB Shares with an address on the share register in Australia or New Zealand.

What is the Offer Price of the New Shares?

The Offer Price of the SPP Shares will be the lower of:

- the offer price under the Placement, being \$3.55 per New Share as announced on the ASX on 3 November 2023; and
- a 2% discount to the 5-day volume-weighted average price of ABB shares traded on the ASX up to and including the closing date of the SPP (expected to be Wednesday, 29 November 2023, rounded down to the nearest cent.

The Offer Price may differ from the market price of Shares on the day SPP Shares are issued or allotted to you. The exact issue price of the Shares to be issued under the SPP will be calculated after the SPP offer closes, which is expected to be on Wednesday, 29 November 2023.

The market price or value of Shares is subject to market volatility. This means that there is a risk that the price or value of Shares may be higher or lower, at any time, than the Offer Price of the SPP Shares you receive. The market price may change between the date of this SPP booklet and the date when SPP Shares are issued or allotted to you under the SPP. You agree to pay the Offer Price per SPP Share for the number of SPP Shares that are allocated to you under the SPP in accordance with the terms and conditions of the SPP.

How many New Shares can I apply for under the SPP?

Each Eligible Shareholder is entitled to apply for New Shares in \$1,000 increments from a minimum of \$1,000 up to a maximum of \$30,000. The \$30,000 limit applies regardless of the number of ABB Shares that the Eligible Shareholder owns as at the Record Date.

If ABB receives an application for New Shares (**Application**) for an amount that does not equal one of the amounts specified above, ABB may either:

- reject the Application and refund in full the Application money (without interest) to the Eligible Shareholder; or
- apply the dollar amount of the payment to the highest designated parcel that is less than the amount of the payment and refund the excess Application money (greater than \$2.00 and without interest) to the Eligible Shareholder.

If an Eligible Shareholder holds ABB Shares in more than one capacity (e.g. as both a joint holder and a sole holder), then the maximum amount that Eligible Shareholder can apply for under the SPP in all capacities is an aggregate of \$30,000.

By applying for New Shares under the SPP, you will have agreed to be bound by the terms and conditions of the SPP set out in the attached terms and conditions and the personalised application form (**Application Form**).

Can I transfer my rights under the SPP?

The offer made under the SPP is non-renounceable and therefore you cannot transfer your right to apply for New Shares under the SPP to another person.

How do I apply for New Shares under the SPP?

If you wish to participate in the SPP, Eligible Shareholders can either participate as follows:

- **Online** – Eligible Shareholders can download a copy of the SPP offer booklet and their personalised application form (including the BPAY® payment details) online from the SPP website at <https://events.miraqle.com/abb-offer>. You will need to provide your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) and postcode and follow the instructions to apply for New Shares; or
- **Paper** – Eligible Shareholders can contact ABB's SPP offer information line on 1300 420 709 (within Australia) or +61 1300 420 709 (outside Australia) between 8.30am and 5.30pm (AEDT) Monday to Friday during the SPP offer period to request a copy of the SPP booklet and their personalised application form.

To participate in the SPP, you must ensure that either your completed Application Form and Application Money, or your Application Money submitted by BPAY® are received before 5.00pm (AEDT) on Wednesday, 29 November 2023 in accordance with the instructions set out on the application form and in the SPP Offer Booklet.

Applications for New Shares can only be made in \$1,000 increments and must be for a minimum of \$1,000 and a maximum of \$30,000.

In order to pay by BPAY®, you must have an Australian bank account enabled for this purpose. BPAY® customers must use the customer reference number shown on the Application Form which is required to identify your individual holding. When making a BPAY® payment, you are not required to return your Application Form.

An Application cannot be withdrawn or revoked once payment has been received.

How much is ABB seeking to raise?

ABB is targeting to raise between \$15 million and \$20 million under the SPP. ABB may (in its absolute discretion) however decide to accept applications (in whole or in part) under the SPP that results in ABB raising more or less than this amount, provided that the total number of New Shares issued under the SPP does not exceed the prescribed limits under the ASX Listing Rules. No Eligible Shareholder will be entitled to apply for more than \$30,000 worth of New Shares under the SPP.

Will I receive the full amount that I apply for?

ABB has a discretion as to the amount raised under the SPP, and this includes reserving the right to increase the size of the SPP offer or to scale back.

If the total value of Applications received under the SPP is greater than \$20 million, ABB may increase the size of the SPP. Alternatively ABB may, at its absolute discretion, scale back the number of New Shares that will be allotted under the SPP and you may be allocated fewer New Shares than the number for which you applied. In such a case, you will receive a proportionate refund of your Application monies (greater than \$2.00 and without interest).

If a scale back is undertaken, Applications received in excess of \$20 million may be scaled at the discretion of ABB. The Board of Directors of ABB will use its discretion to accept any oversubscriptions.

To the extent it is necessary to scale the number of New Shares that will be issued to Eligible Shareholders under the SPP, ABB intends to do so having regard to the pro rata shareholdings of Eligible Shareholders (i.e. as at the Record Date) who apply for New Shares. ABB may also, where considered appropriate, scale back the number of New Shares that will be issued to Eligible Shareholders who apply for New Shares in its absolute discretion.

ABB will make an announcement to the ASX on the outcome of the SPP on or around Monday, 4 December 2023, including regarding the final size of the SPP and any scale back applied to Applications received under the SPP. SPP Shares will be issued to successful applicants on or around Wednesday, 6 December 2023.

How long does the SPP remain open?

The SPP opens on Monday, 13 November 2023 and is expected to close at 5:00pm (AEDT) on Wednesday, 29 November 2023.

If you wish to participate, you should ensure that your BPAY® payment is received by ABB's share registry, Link Market Services, by no later than 5:00pm (AEDT) on Wednesday, 29 November 2023.

Is participation in the SPP mandatory?

Participation in the SPP is voluntary. Before participating in the SPP and applying for New Shares, ABB recommends that you seek independent advice from your financial or other professional advisers.

Is the SPP underwritten?

No, the SPP is not underwritten.

Further assistance

If you have any questions in relation to the SPP, please contact your financial or other professional advisers.

If you have any questions in relation to how to participate in the SPP, please contact Link Market Services during the SPP offer period on 1300 420 709 (within Australia) or +61 1300 420 709 (outside Australia) between 8.30am and 5.30pm (AEDT) Monday to Friday, or email any questions to Link Market Services, at capitalmarkets@linkmarketservices.com.au.

SPP Terms and Conditions

Purpose

The purpose of the Share Purchase Plan (**SPP**) is to offer existing shareholders of Aussie Broadband Limited ACN 132 090 192 (**ABB**) the opportunity to acquire additional fully paid ordinary shares in ABB (**New Shares**) up to a maximum value of \$30,000 at no higher than the price offered to professional, institutional and sophisticated investors under ABB's recent Placement, without the need to pay brokerage or transaction costs and without the need for ABB to issue a prospectus.

This document sets out the terms and conditions of the offer under the SPP.

Shareholder eligibility to participate

Participation in the SPP is only open to each person registered as a holder of ordinary shares in ABB (**ABB Shares**) at 7:00pm (AEDT) on Wednesday, 1 November 2023 (**Record Date**), who has an address on the share register in Australia or New Zealand (each an **Eligible Shareholder**).

Due to foreign securities laws, it is not practical for shareholders who are resident in countries other than Australia or New Zealand to participate in the SPP.

Participation in the SPP is optional and is subject to these terms and conditions. Offers made under the SPP are non-renounceable meaning that Eligible Shareholders may not transfer their rights to New Shares offered under the SPP.

Joint shareholders are taken to be a single registered holding for the purpose of the SPP, and the joint holders are entitled to participate in the SPP in respect of that single holding only. If the same joint holders receive more than one offer under the SPP, those joint holders may only apply for an aggregate maximum parcel of shares (ie \$30,000) between any joint or individual holdings.

If an Eligible Shareholder is a "Custodian" (as defined in *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547* (Australia)) (**Custodian**) and is the registered holder of ABB Shares on behalf of one or more persons who have a registered address in either Australia or New Zealand and who is not in the United States and is not acting for the account or benefit of a person in the United States (each an **Eligible Beneficiary**), the offer is made to that Eligible Shareholder and it has the discretion whether to extend the offer to the Eligible Beneficiaries. Custodians must complete and submit a certificate that certifies the matters required by paragraph 8(3) of *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547* (Australia) (**Custodian Certificate**) when making an Application on behalf of Eligible Beneficiaries. To request a Custodian Certificate please email capitalmarkets@linkmarketservices.com.au. Applications received from Custodians must be accompanied by a duly completed and signed Custodian Certificate. Applications that are not accompanied by a duly completed Custodian Certificate will be rejected.

If an Eligible Shareholder holds ABB Shares as a trustee or nominee for another person, but is not a Custodian, that Eligible Shareholder cannot participate for the beneficiaries of that trust in the manner described above. In this case, the rules for multiple single holders apply.

By electing to participate in the SPP, an Eligible Shareholder is deemed to have certified that the aggregated maximum amount subscribed for under the SPP does not exceed \$30,000. Furthermore, Eligible Shareholders are deemed to have confirmed, in relation to all New Shares applied for by them under the SPP, that they do not make an Application for any other person in circumstances which might involve any breach of securities law of any jurisdiction other than Australia and New Zealand and have agreed to be bound by ABB's constitution in respect of all the New Shares issued to them under the SPP.

Offer Price

The Offer Price of the SPP Shares will be the lower of:

- the offer price under the Placement, being \$3.55 per New Share as announced on the ASX on 3 November 2023; and
- a 2% discount to the 5-day volume-weighted average price of ABB shares traded on the ASX up to and including the closing date of the SPP (expected to be Wednesday, 29 November 2023, rounded down to the nearest cent.

The Offer Price may differ from the market price of Shares on the day SPP Shares are issued or allotted to you. The exact issue price of the Shares to be issued under the SPP will be calculated after the SPP offer closes, which is expected to be on Wednesday, 29 November 2023.

The market price or value of Shares is subject to market volatility. This means that there is a risk that the price or value of Shares may be higher or lower, at any time, than the Offer Price of the SPP Shares you receive. The market price may change between the date of this SPP booklet and the date when SPP Shares are issued or allotted to you under the SPP. You agree to pay the Offer Price per SPP Share for the number of SPP Shares that are allocated to you under the SPP in accordance with the terms and conditions of the SPP.

Application and notices

Before taking any action, you should carefully read this SPP Offer Booklet.

Eligible Shareholders may apply to purchase a parcel of New Shares under the SPP in \$1,000 increments from a minimum of \$1,000 up to a maximum of \$30,000. The \$30,000 limit applies regardless of the number of ABB Shares that the Eligible Shareholder owns as at the Record Date

If you wish to participate in the SPP, Eligible Shareholders should do one of the following:

- **Pay by BPAY®** – You can make a payment by BPAY®. To do this, you must use the Reference Number show on the Application Form or obtaining by making an Application via the SPP website at <https://events.miraqle.com/abb-offer>. If you make your payment with BPAY® you do not need to return your Application Form. You will not be able to withdraw or revoke your Application or BPAY® payment once you have submitted it or made it or change the amount of the parcel you have applied for.
- **New Zealand Shareholders** – If you are an Eligible Shareholder in New Zealand who does not have an Australian bank account or cannot pay via BPAY®, you should contact ABB's SPP offer information line on 1300 420 709 (within Australia) or +61 1300 420 709 (outside Australia) between 8.30am and 5.30pm (AEDT) Monday to Friday during the SPP offer period to request a copy of the SPP booklet and their personalised application form.

Applications for New Shares under the SPP offer will not be accepted unless received by ABB's share registry, Link Market Services, by no later than 5:00pm (AEDT) on Wednesday, 29 November 2023 (**Closing Date**).

Any Applications for less than \$1,000 will be returned (without interest).

Oversubscriptions or refunds (greater than \$2.00) will be returned without interest by direct credit to the shareholder's bank account recorded on their shareholding or by cheque to the shareholder's registered address on ABB's share register.

Cooling off rights do not apply to an investment in New Shares. You cannot withdraw your Application or payment once it has been accepted, except as allowed by law.

Acknowledgements

By returning a completed Application Form and providing payment or making a payment by BPAY®, you:

- (a) are deemed to have accepted the SPP offer and you irrevocably and unconditionally agree to the terms and conditions of the SPP and the terms and conditions of the Application Form and agree not to do any act or thing that would be contrary to the spirit, intention or purpose of the SPP;
- (b) warrant that all details and statements in your Application are true and complete and not misleading;
- (c) agree that your Application will be irrevocable and unconditional (that is, it cannot be withdrawn);
- (d) agree that your Application is only effective when received by ABB's share registry, and not when it is posted;
- (e) warrant that you are an Eligible Shareholder and eligible to lawfully participate in the SPP and apply for the New Shares, in each case in accordance with these terms and conditions as well as any applicable laws;
- (f) acknowledge that no interest will be paid on any Application monies held pending the issue of New Shares or subsequently refunded to you for any reason;
- (g) acknowledge that ABB and its officers and agents are not liable for any consequence of the exercise or non-exercise of its discretions referred to in these terms and conditions;
- (h) agree to pay the Offer Price per New Share up to the maximum value of your BPAY® payment;
- (i) acknowledge and agree that:
 - (i) you are not in the United States and are not acting for the account or benefit of a person in the United States;
 - (ii) the New Shares have not been, and will not be, registered under the *United States Securities Act of 1933*, as amended (**US Securities Act**) or the securities laws of any state or other jurisdiction of the United States, and accordingly, the New Shares may not be offered, sold or otherwise transferred without registration under the US Securities Act unless the New Shares are offered, sold or otherwise transferred in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act, and the securities laws of any state or other jurisdiction in the United States;
 - (iii) you have not, and will not, send this Booklet or any materials relating to the SPP to any person in the United States or to any person located in any other country outside Australia and New Zealand;
 - (iv) if in the future you decide to sell or otherwise transfer the New Shares, you will only do so in the regular way for transactions on the ASX where neither you nor any person acting on your behalf know, or have reason to know, that the sale has been pre-arranged with, or that the purchaser is, a person in the United States; and
 - (v) if you are acting as a trustee, nominee or Custodian, each beneficial holder on whose behalf you are participating is a resident in Australia or New Zealand, and you have not sent this Booklet, or any materials relating to the SPP, to any person in the United States or elsewhere outside Australia and New Zealand;

- (j) if you are applying on your own behalf (and not as a Custodian), acknowledge and agree that:
- (i) you are not applying for New Shares for which Application monies of more than \$30,000 are payable under the SPP (including by instructing a Custodian to acquire New Shares on your behalf under the SPP);
 - (ii) the total Application monies payable for the following does not exceed \$30,000:
 - (A) the New Shares the subject of the Application;
 - (B) any other ABB Shares issued to you under a SPP or any similar arrangement in the 12 months before the Application;
 - (C) any other New Shares which you have instructed a Custodian to acquire on your behalf under the SPP; and
 - (D) any other ABB Shares issued to a Custodian in the 12 months before the Application as a result of an instruction given by you to the Custodian to apply for ABB Shares on your behalf under an arrangement similar to the SPP,

even though you may have received more than one offer under the SPP or received offers in more than one capacity under the SPP;
- (k) if you are a Custodian and are applying for New Shares on behalf of an Eligible Beneficiary on whose behalf you hold ABB Shares, acknowledge and agree that:
- (i) you are a Custodian (as that term is defined in *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (Australia)*);
 - (ii) you held ABB Shares on behalf of the Eligible Beneficiary as at the Record Date who has instructed you to apply for New Shares on their behalf under the SPP and that the Eligible Beneficiary has been given a copy of this Booklet;
 - (iii) you are not applying for New Shares on behalf of any Eligible Beneficiary for which Application monies of more than \$30,000 are payable under the SPP;
 - (iv) your Application will not be accepted unless you duly complete and submit a Custodian Certificate; and
 - (v) the information in the Custodian Certificate submitted with your Application Form is true, correct and not misleading;
- (l) accept the risk associated with any refund that may be dispatched to you by cheque to your address shown on ABB's share register;
- (m) agree to be bound by the constitution of ABB (as it may be amended from time to time in the future);
- (n) acknowledge that none of ABB, its officers, advisers or agents, has provided you with any financial product or investment advice or taxation advice in relation to the SPP, or has any obligation to provide such advice;
- (o) acknowledge that an investment in ABB is speculative and involves many risks (many of which are outside the control of ABB) and that any such investment may result in the loss of some or all your invested capital;
- (p) acknowledge that ABB may at any time irrevocably determine that your Application is valid, in accordance with the terms and conditions of the SPP;

- (q) authorised ABB and its officers and agents to do any thing on your behalf necessary or desirable for New Shares to be issued to you in accordance with the terms of this SPP offer; and
- (r) authorise ABB, and its officers and agents, to correct minor or easily rectified errors in, or omissions from, your Application Form and to complete the Application Form by the insertion of any missing minor detail.

Discretion to scale back or increase the size of the offer

ABB may in its absolute discretion increase the size of the SPP or undertake a scale back to the extent and in the manner it sees fit. If the total value of Applications received under the SPP is greater than \$20 million, ABB may increase the size of the SPP offer or scale back the number of New Shares that will be allotted under the SPP.

If a scale back is undertaken, Applications received in excess of \$20 million will be scaled back at the discretion of ABB, having regard to the pro rata shareholdings of Eligible Shareholders as at the Record Date. However, ABB may also, where appropriate, scale back the number of New Shares to be issued at its absolute discretion.

Accordingly, if ABB undertakes a scale back you may not receive the full amount or any of the New Shares for which you have applied. If this is the case, the difference between the Application monies received, and the number of New Shares issued to you multiplied by the Offer Price, will be refunded to you (greater than \$2.00 and without interest) by cheque forwarded to your address on ABB's share register. If the scale back produces a fractional number of New Shares when applied to a parcel of New Shares, the number of New Shares allocated will be rounded down to the nearest whole number of New Shares.

ABB will make an announcement to the ASX on the outcome of the SPP on or around Monday, 4 December 2023, including regarding the final size of the SPP and any scale back applied to Applications received under the SPP. SPP Shares will be issued to successful applicants on or around Wednesday, 6 December 2023.

New Shares issued under the SPP

New Shares issued under the SPP will rank equally in all respects with all other ABB Shares from the Allotment Date.

Modification and termination of the SPP

ABB may modify or terminate the SPP at any time.

ABB will notify ASX of any modification to, or termination of the SPP. The omission to give notice of any modification to, or termination of, the SPP or the failure of ASX to receive such notice will not invalidate that modification or termination.

Dispute resolution

ABB may settle in any manner it thinks fit, any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the SPP, whether generally or in relation to any participant or application, and the decision of ABB will be conclusive and binding on all participants and other persons to whom the determination relates.

ABB reserves the right to waive strict compliance with any provision of these terms and conditions. The powers of ABB under these terms and conditions may be exercised by the directors of ABB or any delegate of the directors of ABB in their sole and absolute discretion.

Privacy

By applying for New Shares under the SPP, you acknowledge that you will be providing personal information to ABB and its share registry. ABB and its share registry may collect personal information to process your application for New Shares, implement the SPP and administer your shareholding. The personal information held by the share registry is also used to facilitate payments and to make corporate communications (including financial results, annual reports and other information to be communicated to holders of ABB Shares) and to ensure compliance with legal and regulatory requirements, including Australian taxation and company laws.

Chapter 2C of the Corporations Act requires information about you as securityholder (including your name, address and details of the securities you hold) to be included in ABB's public register (which is maintained by the share registry). This information must continue to be held in the public register even if you cease to be a shareholder. This information may be disclosed to stock brokers, third party service providers, professional advisers, to related entities of ABB and its agents and contractors and to ASX and other regulatory authorities and in any case, where disclosure is otherwise required or allowed by law. In some cases, your personal information may be given to persons outside of Australia. A copy of ABB's privacy policy may be found at <https://www.aussiebroadband.com.au/legal/#privacy>.

ASIC Relief

This offer of New Shares under the SPP is made in accordance with the relief granted under *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547* (Australia). This ASIC instrument grants relief from the requirement to prepare a prospectus for the offer of New Shares under the SPP.

Contact Details

If Eligible Shareholders have any questions regarding the SPP or how to deal with this offer, they should contact their professional advisers or stockbrokers.

If Eligible Shareholders have any questions in relation to how to participate in the SPP, they may contact Link Market Services during the SPP offer period on 1300 420 709 (within Australia) or +61 1300 420 709 (outside Australia) between 8.30am and 5.30pm (AEDT) Monday to Friday, or email any questions to Link Market Services, at capitalmarkets@linkmarketservices.com.au.

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