

ASX ANNOUNCEMENT (UWL)

FEDERAL COURT APPROVES DESPATCH OF OPTICOMM SCHEME BOOKLET AND CONVENING OF OPTICOMM SCHEME MEETING

7 August 2020: Uniti Group Limited (ASX: UWL) (**Uniti**) refers to the ASX releases made by OptiComm Ltd (ASX: OPC) (**OptiComm**) dated 7 August 2020 and is pleased to advise that, in relation to the proposed acquisition of OptiComm by Uniti, as announced on 15 June 2020:

- The Federal Court has approved the despatch of the explanatory statement (**Scheme Booklet**) in relation to the proposed acquisition of OptiComm by Uniti by way of a scheme of arrangement (**Scheme**). The Scheme Booklet has also been registered with the Australian Securities and Investments Commission (**ASIC**) and filed with Australian Securities Exchange (**ASX**).
- The Federal Court has ordered that a virtual meeting of OptiComm shareholders be convened at 11:00 am (AEST) on Thursday, 10 September 2020.
- The Scheme Booklet includes an independent expert's report from Lonergan Edwards & Associates Limited (**Independent Expert**) which concludes that the Scheme is fair and reasonable and in the best interests of OptiComm shareholders, in the absence of a superior proposal.
- The directors of OptiComm unanimously recommend that OptiComm shareholders vote in favour of the Scheme in the absence of a superior proposal, and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of OptiComm shareholders. Subject to those same qualifications, each director of OptiComm intends to vote all the OptiComm shares held or controlled by her or him in favour of the Scheme.

Uniti Chairman, Graeme Barclay said:

OptiComm's extensive network of private fibre, connecting premises in Greenfield, Broadacre and other developments, is highly complementary to Uniti's network of MDU and other connected premises. A combination of the assets and capabilities of OptiComm and Uniti will strategically position the Combined Group as an effective, national challenger to NBN Co in the Australian private fibre market and will provide the platform for long-term annuity earnings growth for UWL's shareholders.

The Scheme Booklet sets out the information OptiComm shareholders require to evaluate the Scheme and is available on the ASX announcements platform ([OPC announcement](#)). OptiComm shareholders who have not elected to receive communications electronically will be mailed a copy of the Scheme Booklet on or before 11 August 2020.

Subject to OptiComm shareholders voting in favour of the Scheme and the Federal Court subsequently approving the Scheme at the second court hearing to be held on 18 September 2020, the transaction is scheduled to be implemented on 30 September 2020, at which time Uniti will assume unconditional control of OptiComm. In the interim, close engagement between OptiComm and Uniti executive management is underway, to ensure effective integration, upon completion of the Scheme.

This announcement was authorised for release by the Uniti Board.

- ENDS -



For further information, contact as below:

Ashe-Lee Jegathesan – Company Secretary

P - 03 9034 7897

E – investors@unitiwireless.com

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

ABOUT UNITI GROUP

Uniti Group (ASX:UWL) is a diversified provider of telecommunications services, with ‘three pillars’ of strategic growth; Wholesale & Infrastructure, Specialty Services, and Consumer & Business Enablement.

Uniti Group 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. The Company 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 Uniti Group is a commitment to deliver high quality, diversified telecommunications products and services to its customers, in order to produce strong and growing returns to its shareholders.

