

22 October 2021

The Manager
Market Announcements Office
Australian Securities Exchange Limited
20 Bridge Street
Sydney NSW 2000

ELECTRONIC LODGEMENT

Dear Sir / Madam

Notice of Meeting – Annual General Meeting

Please find attached, for immediate release to market, our Notice of Meeting and Explanatory Note for Uniti Group Limited's Annual General Meeting scheduled to be held on **Friday 26 November 2021 at 10.30 a.m.**, together with a sample voting / proxy form.

The Notice of Meeting was authorised by the Board of Directors.

Authorised for lodgement by:



Ashe-lee Jegathesan
Company Secretary

Dear Shareholder

I am pleased to announce that Uniti's Annual General Meeting (AGM) will be held on Friday, 26 November 2021 commencing at 10.30 a.m. Sydney time at the following location:

Uniti Group, Level 2, 171 Victoria Road, Gladesville, New South Wales.

Given on-going COVID-19 restrictions, we have taken steps to ensure shareholders can participate in the meeting, whilst maintaining their health and safety and complying with Federal and State Government guidelines on indoor venue maximum capacity. This means that physical attendance at the AGM may be restricted in number.

If you wish to attend the AGM in person, please contact agm2021@unitigrouplimited.com to confirm that this can be accommodated.

The quorum requirements for the Meeting will be satisfied through my attendance and that of Michael Simmons, Managing Director & CEO.

Uniti Group's external auditor, Deloitte Touche Tohmatsu, will attend the meeting (either in person or by video link) to answer any questions in relation to financial statements.

We invite all shareholders to participate in the AGM by attending via webcast. Shareholders wishing to ask any questions may either submit questions in advance or during the course of the meeting, either via the online portal or the audio voice links provided. We also encourage all shareholders to vote, either directly or via proxy online, prior to the meeting.

Notice of Meeting

The Notice of Meeting has been released online and was emailed to those shareholders who have elected to receive their communications by email on Friday 22 October 2021.

We will not be sending you a hard copy of the Notice of Meeting and Shareholder Voting Form by post ahead of the AGM. This approach is consistent with the relief provided by the Commonwealth Treasurer and temporary changes to the Corporations Act made in response to the COVID-19 pandemic.

You can view and download the Notice of Meeting at: www.unitigrouplimited.com/AGM2021.

Participation at the AGM:

You will be able to participate in the AGM by webcast including listening to the presentations from myself and Michael Simmons, our Managing Director & CEO, as well as submitting questions to be asked. You will be able to vote (directly and via proxy) online.

To participate by webcast: <https://ccmediaframe.com/?id=xih3Cs4r>

Further information and guidance on how to join the AGM is in the Notice of Meeting and is also on Uniti's website at www.unitigrouplimited.com/AGM2021.

Voting

All shareholders are encouraged to cast a direct vote prior to the meeting or, alternatively, to appoint a proxy to vote on your behalf. If you direct your proxy how to vote, your votes will be cast at the meeting in accordance with your directions.

You can cast your direct vote or appoint a proxy online at <https://www.votingonline.com.au/uwlagm2021> or by following the instructions on the Voting Form. These must be submitted by no later than 10.30 am (AEDT) on Wednesday, 24 November 2021 to be valid.

We encourage all shareholders to either cast their direct vote or direct their proxy votes on each of the resolutions.

Further information on voting is set out on page 6 of the Notice of Meeting.

AGM Website

Uniti's website, www.unitigrouplimited.com/AGM2021, will provide you with the information you need in relation to participation in the meeting, how to vote and how to submit any questions ahead of the AGM.

Electronic Communications

You can receive your communications electronically to stay informed and keep in touch as a Uniti shareholder. If you have not already done so, I encourage you to take this opportunity to choose to receive electronic communications and allow us to communicate with you in a secure and cost-effective manner, and to reduce paper and transport usage. You can do this through Boardroom's investor portal at <https://www.investorserve.com.au/>.

On behalf of the Board, thank you for your continuing support of Uniti Group and I look forward to welcoming you to our AGM in November.

Yours sincerely,



Graeme Barclay
Chairman

Notice of Annual General Meeting 2021



Notice of Annual General Meeting

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

Time: 10.30am (AEDT)

Date: Friday 26th November 2021

Place: Level 2, 171 Victoria Road, Gladesville, New South Wales and by webcast, the details of which are set out in the Important Information section of this Notice of Annual General Meeting (Notice).

IMPORTANT NOTICE REGARDING ATTENDANCE, COVID-19 AND THE VIRTUAL MEETING

In light of the on-going limitations brought about by COVID-19 restrictions, the Company has taken steps to ensure shareholders can participate in the meeting, whilst maintaining their health and safety and complying with Government guidelines. This means that physical attendance at the AGM will be restricted in number. If you wish to attend the AGM in person, please contact agm2021@unitigrouplimited.com to confirm that this can be accommodated. The quorum requirements for the Meeting will be satisfied through the attendance in person of Graeme Barclay, Chairman, and Michael Simmons, Managing Director & CEO.

Shareholders will be able to participate in the AGM by webcast including listening to the presentations from Graeme Barclay and Michael Simmons, and asking questions through the Q&A facilities provided, as well as submitting questions to be asked (in advance) and voting (either directly or via proxy) online prior to the meeting.

Voting

Shareholders are encouraged to cast a direct vote prior to the meeting or, alternatively, to appoint a proxy to attend and vote on your behalf. If you elect to direct your proxy how to vote, your votes will be cast at the meeting in accordance with your directions.

Shareholders can cast their direct vote or appoint a proxy online at:

<https://www.votingonline.com.au/uwlagm2021>

or by following the instructions on the Voting Form.

These must be submitted either by mail or online as set out above, and must be received by no later than 10:30am (AEDT) on Wednesday, 24 November 2021 to be valid.

The Company encourages all Shareholders to cast their direct vote or elect to direct their proxy on how to vote on each of the resolutions. Please see the "Important Information" below for more information.

Questions from Shareholders

Shareholders are encouraged to submit questions in advance of the meeting, including any questions for the Company's auditor: Mr Chris Biermann of Deloitte Touche Tohmatsu. Questions may be submitted by emailing: agm2021@unitigrouplimited.com and specifying whether the question is to the auditor or to the board. Questions should be submitted no later than 5pm (AEDT) on Monday, 22 November 2021. A Q&A facility will also be provided for shareholders who wish to ask a question during the meeting.

We will endeavour to address as many of the more frequently raised relevant questions as possible during the course of the meeting. However, there may not be sufficient time available at the meeting to address all of the questions raised, therefore questions on the same topic may be grouped and answered together. Please note that individual responses will not be sent to shareholders.

Please refer to the Explanatory Statement for additional information in relation to submission of questions.

Explanatory Statement

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 (AEDT) on Wednesday 24 November 2021.

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.

Notice of Annual General Meeting continued

Agenda

1 Review and consider Uniti Group Limited Financial Statements for the Financial Year ended 30 June 2021

To receive and consider the Company's financial statements and the reports of the Directors and the Auditor for the financial year ended 30 June 2021.

2 Resolution 1 – Adoption of Remuneration Report

To consider and if thought fit, to pass the following as a non-binding **ordinary** resolution:

"That, pursuant to and in accordance with section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the year ended 30 June 2021 as set out in pages 34 to 55 (inclusive) of the Annual Report be adopted."

Note: The vote on this resolution is advisory only and does not bind the Company or the Directors.

3 Resolution 2 – Election of Non-Executive Directors

Resolution 2a – Re-election of Graeme Barclay as a director

To consider and, if thought fit, pass (with or without amendment) the following resolution as an **ordinary** resolution:

"For the purposes of clause 39.2 of the Constitution, Listing Rule 14.4 and for all other purposes, Graeme Barclay retires and being eligible pursuant to clause 39.2 of the Constitution and Listing Rule 14.4 is re-elected as a director of the Company."

Resolution 2b – Re-election of John Sands Lindsay as a director

To consider and, if thought fit, pass (with or without amendment) the following resolution as an ordinary resolution:

"For the purposes of clause 39.2 of the Constitution, Listing Rule 14.4 and for all other purposes, John Lindsay retires and being eligible pursuant to clause 39.2 of the Constitution and Listing Rule 14.4 is re-elected as a director of the Company."

4 Resolution 3 – Approval of the issue of Share Rights to Eligible Directors (as part of the Senior Executive Incentive Plan for FY21)

Resolution 3a – Approval of the issue of Share Rights to Michael Simmons (as part of the Senior Executive Incentive Plan for FY21)

To consider and, if thought fit, pass (with or without amendment) the following resolution as an **ordinary** resolution:

"That, for the purpose of Listing Rule 10.14, and for all other purposes, approval is given for the issue of 192,210 Share Rights under the terms of the Company's Senior Executive Equity Incentive Plan to Michael Simmons as set out in the table contained in, and otherwise on the terms and conditions set out in, the Explanatory Statement accompanying this Notice."

Resolution 3b – Approval of the issue of Share Rights to Vaughan Bowen (as part of the Senior Executive Incentive Plan for FY21)

To consider and, if thought fit, pass (with or without amendment) the following resolution as an **ordinary** resolution:

"That, for the purpose of Listing Rule 10.14, and for all other purposes, approval is given for the issue of 168,183 Share Rights under the terms of the Company's Senior Executive Equity Incentive Plan to Vaughan Bowen as set out in the table contained in, and otherwise on the terms and conditions set out in, the Explanatory Statement accompanying this Notice."

BY ORDER OF THE BOARD

Dated: 22 October 2021



Ashe-lee Jegathesan
Company Secretary

Voting Exclusion Statements

1 Resolution 1 – Adoption of Remuneration Report

The Company will disregard any votes cast in favour of the resolution:

- by or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member, regardless of the capacity in which the vote is cast; or
- by a person appointed as a proxy on an undirected basis, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, the Company will not disregard a vote if it is cast by:

- the person as proxy or attorney for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- 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; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

2 Resolution 2 – Election of Non-Executive Directors

Resolution 2a - Re-election of Graeme Barclay as a director

There are no voting restrictions on this resolution.

Resolution 2b – Re-election of John Sands Lindsay as a director

There are no voting restrictions on this resolution.

3 Resolution 3 – Approval of the issue of Share Rights to Eligible Directors (as part of the Senior Executive Incentive Plan for FY21)

Resolution 3a – Approval of the issue of Share Rights to Michael Simmons (as part of the Senior Executive Incentive Plan for FY21)

The Company will disregard any votes cast in favour of Resolution 3a by or on behalf of the individual named in the resolution who is a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3, who is eligible to participate in the employee incentive scheme, and any associates of that person or by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, the Company will not disregard a vote if it is cast by:

- the person as proxy or attorney for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- 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; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Exclusion Statements *continued*

Resolution 3b – Approval of the issue of Share Rights to Vaughan Bowen (as part of the Senior Executive Incentive Plan for FY21)

The Company will disregard any votes cast in favour of Resolution 3b by or on behalf of the individual named in the resolution who is a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3, who is eligible to participate in the employee incentive scheme, and any associates of that person or by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, the Company will not disregard a vote if it is cast by:

- the person as proxy or attorney for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- 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; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

4 Key Management Personnel as proxies

In accordance with section 250BD of the Corporations Act, a vote on the following resolutions must not be cast by a person appointed as a proxy, where the proxy is either Key Management Personnel or a Closely Related Party of Key Management Personnel, unless the way the proxy is to vote on the resolution is specified or the Chairman as proxy for a person who is entitled to vote, does so in accordance with a direction on the Proxy Form to vote as the proxy decides :

- *Resolution 1 – Adoption of Remuneration Report*
- *Resolution 3 – Approval of the issue of Share Rights to Eligible Directors (as part of the Senior Executive Incentive Plan for FY21)*

“Key Management Personnel” are the Directors and those other persons who have authority and responsibility for planning, directing and controlling the activities of the Company, either directly or indirectly, as listed in the Remuneration Report for the year ended 30 June 2021.

A “Closely Related Party” of such a Key Management Personnel means:

- a spouse or child of such a Key Management Personnel;
- a child of such a Key Management Personnel;
- a dependent of such a Key Management Personnel or of the spouse such a Key Management Personnel; or
- a company that a Key Management Personnel controls.

IMPORTANT INFORMATION

Direct voting – prior to the Meeting

- 1 You may vote directly on resolutions considered at the meeting without attending the meeting or appointing a proxy. You may cast a direct vote prior to the meeting either online at <https://www.votingonline.com.au/uwlagm2021> or by completing and submitting a Voting Form by the due date and time.
- 2 If you use the Voting Form to cast your direct vote, you must mark Box A in Section 1 on the Voting Form. You must complete the voting directions on Section 3 by marking “For” or “Against” for your vote to be counted.

Voting by proxy

- 3 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.
- 4 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.

Voting Exclusion Statements *continued*

- 5 The Company encourages shareholders to elect either Graeme Barclay, Chairman, or Michael Simmons, Managing Director & CEO, as their proxy for the purpose of casting votes as both will be attending the meeting in person to satisfy quorum requirements.
- 6 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.
- 7 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 10.30 a.m. (AEDT) on Wednesday 24 November 2021. Proxy appointments received later than this time will be invalid.
- 8 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.
- 9 You can also lodge your proxy online at <https://www.votingonline.com.au/uwlagm2021>. Given there are ongoing delays with postal delivery, shareholders are encouraged to use the online option to lodge Proxy Forms.
- 10 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.
- 11 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.
- 12 Where permitted, the Chairman will vote undirected proxies in favour of all Resolutions.
- 13 Shareholders will be only able to vote by proxy or by direct voting prior to the Meeting.
14. To participate by webcast:
<https://ccmediaframe.com/?id=xih3Cs4r>

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 vote in favour of each Resolution.

This Explanatory Statement forms part of the Notice which should be read in its entirety. This Explanatory Statement contains the terms and conditions on which Resolutions will be voted.

A Proxy Form accompanies the Notice.

A shareholder who is entitled to cast a vote at the Meeting may submit a written question to the Company if the question is relevant to:

- (a) the resolutions the subject of the AGM; or
- (b) the business of the Company,

by giving the question to the Company prior to the meeting up to 5.00 pm on Monday 22 November 2021 via email to agm2021@unitigrouplimited.com.

If you have questions regarding attendance at, or questions about accessing, the AGM via the webcast, please contact the Company's share registry, Boardroom Limited by telephone, from within Australia 1300 737 760 or from outside Australia +61 2 9290 9600.

This Explanatory Statement is not investment advice. You should seek your own financial and professional advice before making any decision on how to vote.

1 Uniti Group Limited Financial Statements 30 June 2021

Background

In accordance with section 317(1) of the Corporations Act, the Company presents the financial statements and reports for the period ended 30 June 2021, as published in the Company's 2021 Annual Report (a copy of which is available on the Company's website at <https://www.unitigrouplimited.com>).

No vote is required by Shareholders on the financial statements and reports. However, a Shareholder who is entitled to cast a vote at the Meeting may submit a written question on the financial statements and reports by following the process outlined above.

In addition, a Shareholder who is entitled to cast a vote at the Meeting may submit a written question to the Company's auditor, Deloitte Touche Tohmatsu, if the question is relevant to:

- the conduct of the audit;
- the preparation and content of the auditor's report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the auditor in relation to the conduct of the audit.

Written questions for the Company's auditor must be submitted via email to agm2021@unitigrouplimited.com (specifying that the questions are for the Company's auditor) no later than 5.00 pm on Monday 22 November 2021.

2 Resolution 1 – Remuneration Report

Resolution 1 provides Shareholders the opportunity to vote on the Company's Remuneration Report.

Under section 250R(2) of the Corporations Act, the Company must put the adoption of its Remuneration Report to a vote of Shareholders at the Company's AGM.

The vote on this Resolution is advisory only to the Company and does not bind the Board or the Company.

The Remuneration Report is set out in, and forms part of, the Directors' Report within the 2021 Annual Report (a copy of which is available on the Company's website at <https://www.unitigrouplimited.com>).

A Shareholder who is entitled to cast a vote at the Meeting may submit a written question about, or make comments on, the Remuneration Report (in accordance with the process set out at the beginning of this Explanatory Statement).

The Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at this Meeting when reviewing the Company's remuneration policies in the future.

Also, Shareholders should note that if 25% or more of votes cast are against the adoption of the Remuneration Report at two consecutive annual general meetings,

Explanatory Statement *continued*

Shareholders will be required to vote at the second of those annual general meetings on a resolution (**Spill Resolution**) that another meeting be held within 90 days at which all of the Directors (other than the Managing Director) must stand for re-election (**Spill Meeting**).

The Chairman intends to exercise all available proxies in favour of Resolution 1.

Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

3 Resolutions 2a and 2b – Election of Non-Executive Directors

Background

Clause 41.3 of the Constitution provides that there must be an election of Directors each year if required by the Relevant Law. Listing Rule 14.5 requires an election of Directors each year. Under clause 41.4(b) of the Constitution, the Director who must retire if clause 41.3 applies (in the absence of the Board determining otherwise under clause 41.4(a)), is the Director (other than the Managing Director) who has been longest in office since their election.

Listing Rule 14.4 requires that a Director must not hold office (without re-election) past the third annual general meeting following the director's appointment (or the listing of the Company on the ASX) or 3 years, whichever is the longer.

As at the date of this Notice, the Board is comprised of four (4) Directors and the Managing Director. Mr Graeme Barclay and Mr John Sands Lindsay were both appointed as Directors prior to the Company's admission to the official list, and accordingly, both will retire and being eligible, each offers himself for re-election as a Director.

Resolution 2a – Election of Graeme Barclay as Non-Executive Director

(a) Appointment

On 20 September 2018 Mr Barclay was appointed a Director under clause 39.1 of the Constitution, and this

appointment was ratified by shareholders at the 2018 AGM. Mr Barclay was also appointed Chairman of the Board at the time. The Company was admitted to the official list on 13 February 2019.

(b) About Graeme Barclay

Graeme Barclay is a former CEO and qualified Chartered Accountant with more than 35 years' experience in professional services, corporate finance and investment banking, broadcast, telecommunications and digital infrastructure.

Graeme has held Executive and Non-Executive Chair, Director or Group CEO roles at a number of companies including BAI Communications group, Transit Wireless LLC (New York), Arqiva Limited (UK), Nextgen Networks, Metronode data centres, Axicom Group (formerly Crown Castle Australia) mobile tower infrastructure owner, and as an Executive Director in Macquarie Group's infrastructure business. In addition, he had a 14-year career, including 4 years as partner, with a major international accounting firm.

In his Group CEO roles at BAI Communications, Nextgen Group and Axicom Group, Graeme was responsible for all aspects of strategy, M&A, sales and business development, contract delivery, capital expenditure management and operations, as well as implementing the appropriate capital structure and raising third party debt and equity for these infrastructure businesses with operations in Australia, UK, Hong Kong, Singapore, Canada, USA and New Zealand. Throughout Graeme's executive career he has been involved in operating, managing or overseeing digital infrastructure businesses.

Over the past 22 years in these businesses, Graeme led and completed more than 20 acquisition and divestment transactions including the sale of Nextgen Networks to Vocus for \$820m in 2016 and the sale of Metronode data centres to Equinix for \$1,040m in 2018.

Graeme is currently a non-executive director of Axicom Group and of ASX listed Codan Limited (ASX:CDA)

Graeme holds an honours economics degree, is a qualified Chartered Accountant in Scotland and Australia/NZ, a fellow of FINSIA and a member of the Australian Institute of Company Directors.

Explanatory Statement *continued*

(c) Committees

Member of the Audit & Risk Committee and Member of Nomination & Remuneration Committee. Mr Barclay was also appointed Chairman of the Board at the time.

(d) Independence

The Board considers that Mr Barclay is an independent Director.

Recommendation

The Directors (other than Mr Barclay who is the subject of this resolution) unanimously recommend that shareholders vote in favour of Resolution 2a.

Resolution 2b – Election of John Sands Lindsay as Non-Executive Director

(a) Appointment

On 15 May 2018 Mr Lindsay was appointed a Director under clause 39.1 of the Constitution. The Company was admitted to the official list on 13 February 2019.

(b) About John Sands Lindsay

John Lindsay is one of Australia's original Internet industry executives with more than 25 years' experience in the telecommunications industry.

His past roles include senior executive responsibility as Chief Technology Officer at iiNet Ltd where he integrated the iiNet, Internode, TransACT and Adam networks and operations teams into one global IP network from the USA, Asia and Europe all the way to DSLAMs and fibre to the premises. In this role, John was responsible for network commercial strategy, wholesale carrier relations including negotiating the purchase of wholesale ADSL, exchange and copper loop access, IP transit, dark fibre and high-capacity inter-capital and international data services. He was also responsible for regulatory matters with the ACMA, ACCC, TIO and industry associations, and successfully challenged Telstra's wholesale pricing via Access Disputes with the ACCC on several occasions resulting in large cost reductions and back-dated refunds.

As TransGrid Telecommunications Advisory Chief Technology Officer in 2015 and 2016, John advised on

commercial strategy and technical design of a ground-up new network and services during the successful \$10.258 billion 99 year lease of the NSW government's assets.

John currently serves as a director of zinc/bromine flow battery maker Redflow Ltd (ASX:RFX), a number of private companies including multinational eCommerce Software as a Service (SaaS) host, Ultra Commerce Holdings Ltd, Chatbot innovator Clevertar Pty Ltd and is co-founder of Adelaide based enterprise and government Cloud IT transition specialist jtwo solutions Pty Ltd. John is also a director of the Telecommunications Industry Ombudsman (TIO), a federal statutory government body.

John is a graduate member of the Australian Institute of Company Directors.

(c) Committees

Chair of the Nomination & Remuneration Committee and Member of Audit & Risk Committee

(d) Independence

The Board considers that Mr Lindsay is an independent Director.

Recommendation

The Directors (other than Mr Lindsay who is the subject of this resolution) unanimously recommend that shareholders vote in favour of Resolution 2b.

4 Resolutions 3a and 3b – Approval of the issue of Share Rights to each of Michael Simmons and Vaughan Bowen (as part of the Uniti Group Limited Senior Executive Incentive Plan for FY21)

Listing Rule 10.14 requires shareholder approval for a Director to be issued securities under an employee incentive scheme and the Company wishes to have flexibility to satisfy Share Rights by way of issuing new shares or acquiring shares on-market. Accordingly, Resolution 3a and 3b seeks approval from Shareholders for the Board to grant Share Rights to Mr Michael Simmons, Managing Director & CEO and Mr Vaughan Bowen, Executive Director, of the Company (Eligible Directors), and the subsequent issue or transfer of

Explanatory Statement *continued*

ordinary shares on vesting of those Share Rights under Listing Rule 10.14 and for all other purposes.

If shareholder approval is not obtained, the Board will consider whether to proceed with the grants, make the grants on different terms, acquire shares on-market to satisfy the Share Rights, or make payments in cash in lieu.

4.1 Details of Directors' total remuneration for FY21

Details of each Directors' total remuneration for FY21 under the terms of their employment agreements comprises fixed remuneration and variable remuneration as set out below.

As outlined in the Remuneration Report, variable remuneration under the Senior Executive Incentive Plan (SEIP) is intended to recognise a participant's

contribution towards the successful execution of the Company's strategy, and meeting/exceeding the targets set for the Company in the year ending 30 June 2021, whilst further incentivising the participants in the SEIP to contribute towards future further increases in the Company's value.

Variable remuneration under the SEIP for both the Managing Director & CEO and the Executive Director consists of a combination of cash (which can also be converted, at the participant's election, to an equity-based payment), restricted and unrestricted Share Rights. The MD & CEO and Executive Director, subject to shareholder approval at this AGM, have elected to receive 100% of their SEIP entitlements for FY21 in the form of share-based payments only.

Table 1: FY21 Remuneration Structure for Eligible Directors

Director	Remuneration element and opportunity			
	Fixed remuneration (incl. of superannuation and salary sacrificed items)	Non-Deferred Incentive (50% Equity and 50% Cash convertible to equity) at Target	Deferred Equity Incentive	
			Target	Maximum
Michael Simmons	\$450,000	\$200,000	\$200,000	\$600,000
Vaughan Bowen	\$200,000	\$175,000	\$175,000	\$525,000

Further details of and explanation for the calculation of Director's total remuneration for FY21 can be found in the Annual Report at page 40.

Explanatory Statement *continued*

4.2 Key terms of the SEIP

A summary of the key terms of the SEIP are set out below:

Term	Summary									
Participants	The Managing Director & CEO, Executive Director and key members of the executive team and senior leaders within the business. The Board (through the Nomination & Remuneration Committee), upon the recommendation of the Managing Director & CEO, will annually determine eligible participants.									
Frequency of Assessment	Annual									
Performance Period	12 months from 1 July 2020 until 30 June 2021. The Performance Measures were determined on the basis of the audited full year financial results for that year and the other actual achievements of the Company as set out in detail in the sections below.									
Performance Measures	<p>The Board determines the value of an individual’s variable remuneration award on the basis of the following measures:</p> <ul style="list-style-type: none">• Achievement of the underlying Group budgeted EBITDA;• Achievement of the Free Cash Flow target; and• Achievement of the underlying EBITDA per share target. <p>The other factors taken into consideration by the Board included the successful acquisition and integration of acquired businesses measured against profitability, cash and sales targets in acquisition cases. The measures and actual achievements against target are set out in the annual Remuneration Report and repeated below.</p>									
Award mechanism	<p>A participant’s variable remuneration award will be delivered through a combination of Non-Deferred Equity (50%) and Deferred Equity (50%). The equity granted is in the form of share rights. A participant has the opportunity to receive an award of Deferred Equity for performance at target and an accelerator for performance that exceeds target up to a maximum of 2x the target SEIP variable remuneration opportunity, as set out in the table above.</p> <p>Share Rights create alignment between the Directors and shareholders, but do not provide the full benefits of share ownership (such as dividend and voting rights) until any exercise restrictions cease, or vesting conditions are satisfied, and the Share Rights are exercised by the participant and converted to shares.</p> <table><tr><th>Component</th><th>Weighting</th><th></th></tr><tr><td>Target Non-Deferred Incentive (NDI) – Cash</td><td>25%</td><td>Participants may elect to receive cash or convert their cash entitlement to shares at a 5% discount to the value of each share-based payment share with these additional shares subject to a 12-month holding lock (\$3.98)</td></tr><tr><td>Target Non-Deferred Incentive (NDI) - Equity</td><td>25%</td><td>Approved value of award to be divided by the 10-day VWAP after the date the FY21 Annual Results are announced to market (\$4.1895), with no vesting conditions or divestment restrictions</td></tr></table>	Component	Weighting		Target Non-Deferred Incentive (NDI) – Cash	25%	Participants may elect to receive cash or convert their cash entitlement to shares at a 5% discount to the value of each share-based payment share with these additional shares subject to a 12-month holding lock (\$3.98)	Target Non-Deferred Incentive (NDI) - Equity	25%	Approved value of award to be divided by the 10-day VWAP after the date the FY21 Annual Results are announced to market (\$4.1895), with no vesting conditions or divestment restrictions
Component	Weighting									
Target Non-Deferred Incentive (NDI) – Cash	25%	Participants may elect to receive cash or convert their cash entitlement to shares at a 5% discount to the value of each share-based payment share with these additional shares subject to a 12-month holding lock (\$3.98)								
Target Non-Deferred Incentive (NDI) - Equity	25%	Approved value of award to be divided by the 10-day VWAP after the date the FY21 Annual Results are announced to market (\$4.1895), with no vesting conditions or divestment restrictions								

Explanatory Statement *continued*

	<p>Target Deferred Equity Incentive (DEI) - subject to time-based vesting</p>	50%	<p>Approved value of award to be divided by the 10-day VWAP after the date the FY21 Annual Results are announced to market (\$4.1895) and subject to a time-based vesting condition, and no further performance conditions, as follows:</p> <ul style="list-style-type: none"> > 1/3 to vest 12 months following allocation > 1/3 to vest 24 months following allocation > 1/3 to vest 36 months following allocation
	<p>Accelerator - Deferred Equity Incentive (DEI) - subject to time-based vesting</p>	100%	<p>Where actual performance exceeds the targets, an accelerator will apply subject to an overall cap of two times the aggregate target variable opportunity.</p> <p>All accelerator awards will be in the form of deferred share rights on the same terms as the DEI awards.</p>
Number of Share Rights	<p>Share Rights are to be granted to Eligible Directors.</p> <p>The number of Share Rights granted has been determined as the sum of:</p> <ul style="list-style-type: none"> - each Eligible Director's FY21 variable remuneration payable in the form of Cash (which has been elected to be paid in the form of Equity), divided by the 10-day VWAP for the period following the FY21 Financial Results on 24 August 2021 discounted by 5%, which has been determined to be \$3.98. - each Eligible Director's FY21 variable remuneration payable in the form of Equity divided by the 10-day VWAP for the period following the FY21 Financial Results on 24 August 2021, which has been determined to be \$4.1895; plus <p>Details of the number of Share Rights to be granted to each Director is outlined in Table 2 and for the reasons set out below.</p>		
Award vehicle	<p>Each Share Right is a fully vested right to acquire ordinary shares for nil consideration, subject to valid exercise during the relevant exercise period.</p>		
Timing of grant	<p>If shareholder approval is obtained, the Share Rights will be issued within 1 month of the date of the Meeting.</p>		
Cessation of employment	<p>Share Rights cannot generally be forfeited by participants (subject to clawback provisions) but must be exercised by the later of 90 days after ceasing employment or the end of any applicable exercise restriction period.</p>		
Change of control	<p>A change of control will occur if:</p> <ul style="list-style-type: none"> • an entity becomes entitled to more than 50% of the Company's issued share capital (as a result of any event or transaction); • the Company sells all, or a substantial portion, of its business / assets; or • the Board determines that any other event should be considered a change of control. <p>Subject to the Board's discretion to determine a different treatment should apply, on a change of control, any applicable exercise restriction will lapse, and Share Rights will become exercisable.</p>		
Clawback	<p>Clawback will apply to the Share Rights in certain circumstances e.g., fraud, misconduct and / or material misstatement.</p>		

Explanatory Statement *continued*

4.3 Proposed number of Share Rights to be Awarded

The proposed number of Share Rights to be granted to each of the Eligible Directors is set out below:

Table 2: Number of Share Rights proposed to be issued

Director	Number of Share Rights to be granted			
	Cash converted to non-deferred equity	Non-Deferred Equity	Deferred Equity	Total
See descriptions from Table 1 above				
Michael Simmons – Managing Director & CEO	25,125	23,870	143,215	192,210
<i>Cash equivalent value total of \$800,000</i>	<i>\$100,000</i>	<i>\$100,000</i>	<i>\$600,000</i>	
Vaughan Bowen – Executive Director	21,985	20,885	125,313	168,183
<i>Cash equivalent value total of \$700,000</i>	<i>\$87,500</i>	<i>\$87,500</i>	<i>\$525,000</i>	

Details of Share Rights issued to Directors under the SEIP in FY20 are as follows:

Table 3: Share Rights awarded under FY20 SEIP following shareholder approval at FY20 AGM

Director	Date of Issue	Number of Share Rights
Graeme Barclay	3 December 2020	202,702
Michael Simmons	3 December 2020	544,095
Vaughan Bowen	3 December 2020	432,408

4.4 Company performance in FY21 versus targets

Remuneration for Eligible Directors is directly linked to Uniti's financial performance and aligned with shareholder returns over the long term. A summary of the key metrics relating to Uniti's earnings and shareholder wealth, or Total Shareholder Returns (TSR) are set out below (for the period since Uniti's listing in February 2019):

Table 4: Financial Performance metrics for FY21 and the previous financial years

\$'000	FY21		FY20		FY19	
	Statutory	Underlying	Statutory	Underlying	Statutory	Underlying
Revenue	160,475	159,854	58,216	58,216	14,336	14,336
Revenue growth	176%	175%	306%	306%	n/a	n/a
EBITDA	73,610	93,737	16,055	26,530	(5,499)	(884)
EBITDA growth	358%	254%	n/m	n/m	n/a	n/a
EBIT	52,192	84,287	9,202	22,263	(12,659)	(6,098)
Profit after tax	29,195	53,432	15,921	15,168	(13,531)	(6,970)
Free Cash Flow (FCF)	64,200	64,200	13,401	13,401	(1,696)	(1,696)
FCF growth	371%	371%	n/m	n/m	n/a	n/a

Explanatory Statement *continued*

Measure	FY21	FY20	FY19
Underlying Earnings per share (Basic, in cents)	8.80	5.54	(5.98)
Underlying Earnings per share (Diluted, in cents)	8.39	5.24	(5.98)
Statutory Earnings per share (Basic, in cents)	4.81	5.81	(11.61)
Statutory Earnings per share (Diluted, in cents)	4.59	5.50	(11.61)
Share price at 30 June	3.31	1.42	1.70
Total Shareholder Return (Annualised)	133%	(16%)	186%

The variable remuneration outcomes for Eligible Directors are determined by the Board via the Nomination & Remuneration Committee, assessed against the performance targets set for the FY21 year, and taking into account any other factors not included in the targets that the Committee considers to be relevant, including for example compliance with Uniti's policies and all regulatory requirements, the performance of businesses acquired during the year and progress with integration of businesses acquired during the year.

During FY21, the Company undertook and completed the acquisitions of OptiComm Ltd (Opticomm), HarbourISP Pty Ltd (HarbourISP) and the Telstra Velocity network assets (Velocity assets), and the integration of these businesses has been progressed at or ahead of schedule and in accordance with expected synergy targets. The very significant contribution of each of the Managing Director & CEO and the Executive Director to these value creating acquisitions has been reflected in the variable remuneration outcomes for FY21.

The performance measures for FY21 that contributed to executive's variable remuneration outcomes were:

Table 5: FY 21 Performance Measure Comparison of Actual v Target Results

Weighting	Description	Target	Actual	Achieved as a % of Target	Within or Above Target/Stretch
50%	Underlying Group EBITDA	\$43,974,000	\$93,737,000	212%	Above Stretch
20%	Free Cash Flow (FCF)	\$27,899,000	\$64,200,000	226%	Above Stretch
20%	EBITDA(u) per Share (EBITDAPS)	7.3cps	14.7cps	201%	Above Stretch
10%	Individual KPIs which related to non-financial metrics relating to the integration of acquired businesses to achieve expected acquisition business cases from a network, systems, processes and people (team) perspective, and to ensure strong risk, compliance and safety management practices across the Group.				Within or above Target

In relation to Individual KPI's, integration progressed at or ahead of schedule and successfully with expected synergies achieved. The Company's strong safety record continued, with training and processes being rolled out across all teams. Significant improvement in embedding a consistent risk and compliance framework across the Group also occurred throughout the year, as the Company's risk management processes matured.

The Board also compared the earnings and free cash flow contributions from acquired businesses to what was expected in the respective acquisition cases, to confirm that the aggregate earnings and free cash flow generated from existing businesses, acquired businesses and combination synergies significantly exceeded expectations in the acquisition cases to ensure that the structure of the performance measures used for FY21 SEIP assessment only rewards executives when value accretive acquisitions have been undertaken.

Explanatory Statement *continued*

Table 6: Metrics used to assess performance of acquired businesses

Metric	Actual Achieved in FY21	% Above Target	Comments
FY21 budgeted EBITDA plus acquisition case EBITDA (u)	\$93,737,000	114%	Reflects organic growth and execution of synergies exceeding targets
FY21 budgeted FCF plus acquisition case FCF	\$66,151,000	109%	Reflects efficient and profitable deployment of capital
FY21 Budgeted secured on-net premises plus acquisition case secured on-net premises	98,800	210%	Winning new business in market contributes to future growth over the long term

Based on the stretch performance targets set by the Board having been exceeded, including that the actual financial performance of acquired businesses was also significantly above acquisition case assumptions, the Board determined to award the maximum potential variable remuneration to Eligible Directors.

Other information

No other director in the Company, other than the two Eligible Directors, are entitled to participate in the FY21 SEIP. Mr Barclay (who received an award under the FY20 SEIP, that was approved by shareholders at the FY20 AGM) no longer participates in the Company's SEIP, and there are no other persons for whom approval is required under Listing Rule 10.14 to participate in the SEIP, who are not named in this Notice of Meeting.

Details of any securities issued under the FY21 SEIP will be published in the Company's Annual Report relating to the year in which the securities were granted (and in the case of these Share Rights this will be the 2022 Annual Report), noting that the issue of securities was approved under Listing Rule 10.14 (assuming these resolutions are approved by shareholders).

If Resolutions 3a and 3b are passed for the purposes of Listing Rule 10.14, then the additional approval of shareholders is not required for the purposes of Listing Rule 7.1.

Under Chapter 2E of the Corporations Act, a public company, or an entity that the public company controls, must not give a financial benefit to a related party of the public company, unless the Shareholders of the company have in general meeting approved the giving of that financial benefit to the related party or an exception applies.

The grant of the Share Rights proposed constitutes giving a financial benefit to Directors (or their nominee) and all Directors are a Related Party by virtue of their position as a Director.

The Directors are of the view that the exception under section 211(1) of the Corporations Act (Remuneration and reimbursement for officer or employee) applies to the proposed grant of Share Rights which are considered reasonable remuneration in the circumstances. Accordingly, the Directors have determined that shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of the Share Rights to Directors.

Recommendation

The Directors, other than the Eligible Directors, recommend that the Shareholders vote in favour of Resolutions 3a and 3b. Each of the Eligible Directors make no recommendation in relation to the resolution that they have an interest in the outcome of.

The Chairman of the Meeting intends to vote all undirected proxies in favour of Resolutions 3a and 3b.

Glossary

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 Uniti Group Limited.

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

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

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.

Eligible Directors means Michael Simmons and Vaughan Bowen, who are entitled to participate in the SEIP for FY21.

Explanatory Statement means this explanatory statement.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

FY21 SEIP means the Senior Executive Incentive Plan for the year ending 30 June 2021.

Listing Rules means the ASX Listing Rules.

Meeting means the annual general meeting of members called under the Notice.

Notice means the notice of meeting to which this Explanatory Statement is attached.

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.

SEIP means the Senior Executive Incentive Plan adopted by the Company, pursuant to which a participant's variable remuneration is determined.

Share means a fully paid ordinary share in the Company.

Share Right means the rights, granted to Eligible Directors under the Senior Executive Incentive Plan, and subject to any performance conditions attached to those rights, to subscribe for (or acquire) one share per Share Right;

Shareholder means a holder of a Share.

Share Registry means Boardroom Pty Limited.

Trading Day has the meaning given in the Listing Rules.

Uniti refers to Uniti Group Limited ACN 158 957 889.

Uniti Group refers to Uniti Group Limited and all of its wholly owned subsidiaries.

VWAP means the volume weighted average share price for the relevant number of Trading Days as defined in the Listing R



www.unitigrouplimited.com

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 10:30 am (AEDT) on Wednesday 24 November 2021.**

🖥 TO VOTE ONLINE

STEP 1: VISIT <https://www.votingonline.com.au/uwlagm2021>

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

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

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

PLEASE NOTE: For security reasons it is important you keep the above information confidential.

TO VOTE BY COMPLETING THE VOTING FORM

The voting form can be used to either vote directly (Section 1) OR appoint a proxy to vote on your behalf (Section 2).

SECTION 1: DIRECT VOTING

If you wish to vote directly, you should clearly mark the box in Section 1 and the boxes in Section 3 to indicate your voting instruction for each resolution. Please only mark either "for" or "against" for each resolution. Do not mark the "abstain" box if you are voting directly. If no direction is given on a resolution, or if you complete both the boxes in Section 1 and 2, your vote may be passed to the Chairman of the Meeting as your proxy. Securityholders, custodians and nominees may identify on the Voting Form the total number of votes in each of the categories "for" and "against" and their votes will be valid. The Chairman's decision as to whether a direct vote is valid is final and conclusive.

SECTION 2: APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Section 2. If you wish to appoint someone other than the Chairman 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 or does not vote on a poll in accordance with your instructions, the Chairman of the Meeting will be your proxy by default. 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 on a poll. 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 forms. On each 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.

SECTION 3: VOTING DIRECTIONS

To cast your direct vote or to direct your proxy how to vote, place a mark in one of the boxes opposite each resolution. 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 resolution by inserting the percentage or number that you wish to vote in the appropriate box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%. If you do not mark any of the boxes on a given resolution, your proxy may vote as he or she chooses (subject to any voting restrictions that apply to your proxy). If you mark more than one box on a resolution for all your securities your vote on that resolution 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.

SECTION 4: 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.**

LODGEMENT

Voting 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 **10:30 am (AEDT) on Wednesday 24 November 2021**. Any Voting Form received after that time will not be valid for the scheduled Meeting.

Voting forms may be lodged using the enclosed Reply Paid Envelope or:

🖥 **Online** www.votingonline.com.au/uwlagm2021

📱 **By Smartphone** Scan the QR Code

📠 **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

☐ **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.

VOTING FORM

SECTION 1: DIRECT VOTING

☐

I/We being a Securityholder/s of **Uniti Group Limited** (Company) and entitled to attend and vote hereby elect to vote directly at the Extraordinary General Meeting of the Company to be held **via Webcast on Friday, 26 November, 2021 at 10:30 am (AEDT)** and at any adjournment of that Meeting.

SECTION 2: APPOINTMENT OF PROXY

I/We being a Securityholder/s of **Uniti Group Limited** (Company) and entitled to attend and vote hereby appoint:

☐

the **Chairman of the Meeting** (mark box)

OR if you are **NOT** appointing the Chairman 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 Chairman of the Meeting as my/our proxy at the **Annual General Meeting** of the Company to be held **via Webcast on Friday, 26 November, 2021 at 10:30 am (AEDT)** 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.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions including Resolutions 1, 3a & 3b, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though including Resolutions 1, 3a & 3b are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolutions 1, 3a & 3b). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

SECTION 3: VOTING DIRECTIONS

		For	Against	Abstain*
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2a	Re-election of Graeme Barclay as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2b	Re-election of John Sands Lindsay as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3a	Approval of the issue of Share Rights to Michael Simmons (as part of the Senior Executive Incentive Plan for FY21)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3b	Approval of the issue of Share Rights to Vaughan Bowen (as part of the Senior Executive Incentive Plan for FY21)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* If you mark the Abstain box for a particular resolution, 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.

SECTION 4: SIGN THE FORM

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 / / 2021