

ASX Announcement (UWL)

Federal Court Approves Convening of Scheme Meetings and Dispatch of Scheme Booklet

7 June 2022: Uniti Group Limited (Uniti or Company) (ASX:UWL) is pleased to provide the following update in relation to the proposed acquisition of 100% of Uniti by MBC BidCo Pty Ltd, an entity wholly owned by a consortium comprising The Morrison & Co Infrastructure Partnership, Commonwealth Superannuation Corporation and BIF IV One Holdings LP (a special purpose limited partnership managed by Brookfield), by way of a scheme of arrangement (Scheme), as announced to the ASX on 14 April 2022.

Court Approval

The Federal Court has today made orders approving:

- the convening of the following two separate meetings of Uniti Shareholders to consider and vote on the Scheme:
 - a meeting of General Shareholders (being all Uniti Shareholders other than the Rollover Shareholders (as defined below)) (General Scheme Meeting); and
 - a separate meeting comprising Uniti Managing Director & CEO Mr Michael Simmons, and Uniti Chief Infrastructure Networks & Technology Mr Geoff Aldridge (and certain entities controlled by them respectively, where applicable) (together, the Rollover Shareholders) (Rollover Shareholders Scheme Meeting),¹

(together, the Scheme Meetings); and

- the dispatch of an explanatory statement providing information about the Scheme and the notice of each Scheme Meeting (Scheme Booklet) to Uniti Shareholders.

¹ The Rollover Shareholders have elected to receive a pre-determined proportion of their Scheme Consideration as Scrip Consideration. As the Rollover Shareholders have elected to receive a different form of consideration under the Scheme to the General Shareholders, their rights under the Scheme are sufficiently different from those of General Shareholders such that they constitute a separate class of members for the purpose of voting on the Scheme. This means that the Rollover Shareholders will not be permitted to vote at the General Scheme Meeting and will instead vote at the Rollover Shareholders Scheme Meeting. For further details on the Rollover Shareholders please refer to the Scheme Booklet.

Scheme Booklet and Independent Expert's Report

The Scheme Booklet is expected to be released to the ASX on Wednesday, 8 June 2022 following registration with the Australian Securities and Investments Commission and will also be made available electronically for viewing and downloading at <https://unitigrouplimited.com/>.

The Scheme Booklet will include a copy of the Independent Expert's Report prepared by Lonergan Edwards & Associates Limited (Independent Expert), Notice of General Scheme Meeting and Notice of Rollover Shareholders Scheme Meeting.

Further details on where the Scheme Booklet can be viewed and downloaded, as well as the proxy forms, are expected to be dispatched to Uniti Shareholders shortly.

Uniti Shareholders who have previously elected to receive communications electronically will receive an email to their nominated email address that will contain instructions on how to view or download a copy of the Scheme Booklet and the online meeting guide and access a proxy form. Uniti Shareholders who have not made such an election will receive a letter (sent by post to their registered address) containing details of where they can view and download the Scheme Booklet and the online meeting guide, and enclosing a hard copy proxy form.

Uniti Shareholders who wish to receive a printed copy of the Scheme Booklet may request one by calling the Uniti Shareholder Information Line on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia), Monday to Friday (excluding public or bank holidays in Adelaide or Sydney, Australia) between 9.00am and 5.00pm AEST (Sydney, Melbourne).

The Scheme Booklet provides Uniti Shareholders with important information about the Scheme. Uniti Shareholders are advised to read the Scheme Booklet, including the Independent Expert's Report, carefully in its entirety before making a decision on whether or not to vote in favour of the Scheme.

Scheme Meetings

The General Scheme Meeting is currently expected to be held at 9.30am AEST (Sydney, Melbourne) on Friday, 15 July 2022, virtually via the online meeting platform at web.lumiagm.com/381-257-625.

The Rollover Shareholders Scheme Meeting is currently expected to be held immediately following the General Scheme Meeting on Friday, 15 July 2022, in person at 22 Salmon Street, Port Melbourne, Victoria 3207.

General Shareholders who participate in the General Scheme Meeting via the online platform will be able to listen to the General Scheme Meeting, ask questions and make comments.

Assuming the Scheme Meetings are held on Friday, 15 July 2022, each registered Uniti Shareholder as at 7.00pm AEST (Sydney, Melbourne) on Wednesday, 13 July 2022 will be eligible to vote at the Scheme Meeting applicable to them.

All Uniti Shareholders are encouraged to vote either by completing and returning the proxy form or alternatively by attending the relevant Scheme Meeting in person (if a Rollover Shareholder), virtually (if a General Shareholder), or by proxy, attorney or corporate representative. The relevant notice of Scheme Meeting provides Uniti Shareholders with information on how to lodge the proxy form (if applicable).

This announcement is authorised for release by the Uniti Board.

Further Information

If you have any questions in relation to the Scheme or the Scheme Booklet, please contact the Uniti Shareholder Information Line on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia), Monday to Friday (excluding public or bank holidays in Adelaide or Sydney, Australia) between 9.00am and 5.00pm AEST (Sydney, Melbourne).

For further information, contact as below:

Ashe-Lee Jegathesan – Company Secretary

P – 03 9034 7897

E – investors@unitigrouplimited.com

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