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Aussie Broadband Limited **ACN 132 090 192**

Share Purchase Plan Offer Booklet

September 2021

Aussie Broadband Limited ACN 132 090 192 Share Purchase Plan

As announced to ASX on 8 September 2021, 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 Friday, 8 October 2021 (**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 Friday, 8 October 2021.

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 advisors regarding your participation in the SPP.

Key SPP dates*

Event	Date
Record Date	7.00pm (AEST) Tuesday, 7 September 2021
Announcement Date	Wednesday, 8 September 2021
Dispatch of Offer Documents to Eligible Shareholders and Opening Date	Wednesday, 15 September 2021
Closing Date	5.00pm (AEST) Friday, 1 October 2021
Announcement of results of SPP	Wednesday, 6 October 2021
Allotment Date for New Shares	Friday, 8 October 2021
New Shares commence trading on ASX	Friday, 8 October 2021

**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 on 1300 420 709 (within Australia) or +61 1300 420 709 (outside Australia) between 8.30am and 5.30pm (Sydney time) Monday to Friday, or email any questions to the Company Secretary, on investors@team.aussiebroadband.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 advisor before participating.

New Zealand

The New Shares under the SPP are not being offered or sold to the public in New Zealand other than to existing shareholders of ABB with registered addresses in New Zealand to whom the offer of New Shares under the SPP is being made in reliance on the *Financial Markets Conduct Act 2013* (New Zealand) and the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2016* (New Zealand).

This document has not been registered, filed or approved by any New Zealand regulatory authority. This document 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.

United States

In particular, the New Shares referred to in this document have not been, and will not be registered under the *United States Securities Act of 1993* as amended (**US Securities Act**), and may not be offered or sold in the United States or to or for the account or benefit of 'US Persons' (as defined in Regulation S under the US Securities Act) in the absence of registration or an available exemption from registration.

15 September 2021

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, as announced on 8 September 2021, the SPP is part of a capital raising being undertaken to support acquisitive growth by M&A, new business product and technology development, and/or increase technology development to improve network efficiency and fund the growth of fibre and network assets.

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

ABB has successfully raised \$114 million (before costs) from a placement of shares under ASX Listing Rule 7.1 to professional, institutional and sophisticated investors under a placement at an offer price of \$4.00 per share (**Placement**).

SPP

The SPP is offered exclusively to all shareholders who were recorded on ABB's share register at 7:00pm (AEST) on Tuesday, 7 September 2021 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 offer price of the New Shares is \$4.00 per New Share (**Offer Price**), which is the same as the issue price of ABB Shares under the Placement.

The minimum application amount for New Shares is \$2,500 and the maximum application amount for New Shares is \$30,000. The Offer Price represents a:

- 13.6% discount to the last traded price of ABB's shares on 6 September 2021, being the last trading day before details of the SPP were announced; and
- 5.1% discount to the previous 5-day volume-weighted average price of ABB's shares traded on the ASX up to and including 6 September 2021.

ABB is seeking to raise \$10 million under the SPP. However, if the total value of applications received under the SPP is greater than \$10 million, ABB may increase the size of the SPP offer 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 a case, you will receive a proportionate refund of your application monies (without interest).

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 (AEST) on Friday, 1 October 2021.

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

In order to apply for a parcel of New Shares, please read the attached documents carefully and follow the instructions on the enclosed personalised application form.

If you have any questions in relation to how to participate in the SPP, please contact Link Market Services on 1300 420 709 (within Australia) or +61 1300 420 709 (outside Australia) between 8.30am and 5.30pm (Sydney time) Monday to Friday, or email any questions to the Company Secretary, at investors@team.aussiebroadband.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 the same 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 (AEST) on Tuesday, 7 September 2021 (**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 is \$4.00 per New Share (**Offer Price**). The Offer Price represents a:

- 13.6% discount to the last traded price of ABB's shares on 6 September 2021, being the last trading day before details of the SPP were announced; and
- 5.1% discount to the previous 5-day volume-weighted average price of ABB's shares traded on the ASX up to and including 6 September 2021.

The market price of ABB Shares may rise or fall between the date of this offer and the date on which the New Shares are allotted under the SPP.

The Offer Price may therefore be higher, equal to or lower than the price at which ABB Shares are trading on the ASX at the time the New Shares are allotted under the SPP.

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

Each Eligible Shareholder is entitled to apply for a parcel of New Shares valued at either \$2,500 (625 New Shares), \$5,000 (1,250 New Shares), \$10,000 (2,500 New Shares), \$15,000 (3,750 New Shares), \$20,000 (5,000 New Shares), \$25,000 (6,250 New Shares) or \$30,000 (7,500 New Shares) 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 (eg 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, you must follow the instructions set out in the Application Form and make payment by BPAY® to:

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.

You should ensure that your BPAY® is received by no later than 5:00pm (AEST) on Friday, 1 October 2021.

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

How much is ABB seeking to raise?

There is no minimum amount that ABB is seeking to raise under the SPP. However, if the total value of Applications received is more than \$10 million, ABB may increase the size of the SPP offer or may undertake a scale back (see below). No Eligible Shareholder will be entitled to apply for more than \$30,000 worth of New Shares.

The Board of Directors of ABB advises that it will have discretion to accept any oversubscriptions provided that the total number of New Shares issued under the SPP does not exceed a maximum of 30% of the issued capital of ABB.

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 \$10 million, ABB may increase the size of the SPP offer. Alternatively ABB may 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 (without interest).

If a scale back is undertaken, Applications received in excess of \$10 million may be scaled at the discretion of ABB. The indicative cap has been determined by ABB in consultation with its advisors having regard to the size of the Placement and the composition of ABB's share register. The Board of Directors of ABB will use its discretion to accept any oversubscriptions.

ABB will announce any increase to the size of the SPP offer or scale back to ASX.

How long does the SPP remain open?

The SPP opens on Wednesday, 15 September 2021 and is expected to close at 5:00pm (AEST) on Friday, 1 October 2021.

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 (AEST) on Friday, 1 October 2021.

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 advisors.

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 advisors.

If you have any questions in relation to how to participate in the SPP, please contact Link Market Services on 1300 420 709 (within Australia) or +61 1300 420 709 (outside Australia) between 8.30am and 5.30pm (Sydney time) Monday to Friday, or email any questions to the Company Secretary, on investors@team.aussiebroadband.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 the same 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 (AEST) on Tuesday, 7 September 2021 (**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.

Issue Price

The price of New Shares to be issued under the SPP will be \$4.00 per New Share (**Offer Price**).

The market price of ABB Shares may rise or fall between the date of this offer and the date that New Shares are issued to Eligible Shareholders. This means that the Offer Price may be higher,

equal or lower than the price of ABB Shares traded on ASX at the time the New Shares applied for under the SPP are issued and allotted.

Application and notices

At the discretion of the directors of ABB, Eligible Shareholders will each be sent a letter of offer, terms and conditions and an application form, inviting them to subscribe for New Shares under the SPP.

Eligible Shareholders may apply to purchase a parcel of New Shares under the SPP valued at either \$2,500, \$5,000, \$10,000, \$15,000, \$20,000, \$25,000 or \$30,000.

Eligible Shareholders who wish to participate in the SPP must make payment by BPAY® in accordance with the instructions set out on the 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 (AEST) on Friday, 1 October 2021 (**Closing Date**).

Any Applications for less than \$2,500 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.

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
 - (i) 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;

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- (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 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

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- (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, advisors 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 ABB may at any time irrevocably determine that your Application is valid, in accordance with the terms and conditions of the SPP; and
 - (p) 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 offer 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 \$10 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 \$10 million will be scaled back at the discretion of ABB. The indicative cap has been determined by ABB in consultation with its advisors having regard to the size of the Placement and the composition of ABB's share register. Any scale back or increase to the size of the SPP offer will be announced on Wednesday, 6 October 2021.

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 (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.

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.

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 advisors or stockbrokers.

If Eligible Shareholders have any questions in relation to how to participate in the SPP, they may contact Link Market Services on 1300 420 709 (within Australia) or +61 1300 420 709 (outside Australia) between 8.30am and 5.30pm (AEST) Monday to Friday, or email any questions to the Company Secretary on investors@team.aussiebroadband.com.au.

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