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ASX RELEASE

24 FEBRUARY 2022

OVER THE WIRE'S SHAREHOLDERS VOTE IN FAVOUR OF SCHEME

Over the Wire Holdings Limited (ASX:OTW) is pleased to announce that Over the Wire's shareholders approved the proposed acquisition of Over the Wire by Aussie Broadband Limited (ASX: ABB) by way of scheme of arrangement.

Voting results of the scheme meeting

For the purposes of ASX Listing Rule 3.13.2 and section 251AA(2) of the *Corporations Act 2001* (Cth), Over the Wire advises that the resolution to approve the Scheme as set out in the notice of scheme meeting attached to Over the Wire's scheme booklet dated 21 January 2021 was passed by the requisite majorities of Over the Wire shareholders.

The Scheme Resolution results were:

- 99.03% of Over the Wire's shareholders present and voting at the scheme meeting (via Over the Wire's online meeting platform or by proxy, attorney or corporate representative) voted in favour of the Scheme Resolution; and

- 99.99% of the total number of votes cast on the Scheme Resolution at the scheme meeting (via Over the Wire's online meeting platform or by proxy, attorney or corporate representative) voted in favour of the Scheme Resolution.

Full details of the poll and proxy results for the Scheme Resolution are set out in the attached voting summary.

Next steps

OTW will seek orders from the Federal Court of Australia for the approval of the Scheme at the second Court hearing, scheduled for 10.15am AEDT on Thursday, 3 March 2022.

If the Court approves the Scheme, OTW proposes to lodge the Court orders with the Australian Securities and Investments Commission on Friday, 4 March 2022, at which time the Scheme will become effective.

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Key dates

Event	Date
Second court date for approval of the Scheme	Thursday, 3 March 2022
Effective Date of the Scheme	Friday, 4 March 2022
Scheme Record Date	Tuesday, 8 March 2022
Implementation Date	Tuesday, 15 March 2022

The above dates are indicative only and remain subject to approval from the Court. Any changes will be announced to the ASX.

This announcement was authorised for release to the market by the Chair of OTW.

For further information, please contact:

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About Over the Wire Holdings Limited

Over the Wire Holdings Limited (ASX: OTW) is an ASX listed telecommunications, cloud and IT solutions provider that has a national network with points of presence in all major Australian capital cities and Auckland, NZ. The company offers an integrated suite of products and services to business customers including Data Networks and Internet, Voice, Data Centre co-location, Cloud and Managed Services.

Over the Wire Holdings Limited companies include Over the Wire, NetSIP, FaktorTel, Sanity Technology, Telarus, VPN Solutions, Access Digital Networks, Comlinx, Zintel Communications, Fonebox and Digital Sense.

For further information, visit www.overthewire.com.au

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OVER THE WIRE HOLDINGS LIMITED

SCHEME MEETING
Thursday, 24 February, 2022

DECLARATION OF A POLL

Link Market Services Limited, the undersigned being the scrutineer duly appointed in connection with the voting on the poll demanded on the undermentioned resolution, do hereby report the result of the voting on the said poll.

RESOLUTION 1

THAT THE SCHEME PROPOSED IS APPROVED AND THE BOARD OF DIRECTORS IS AUTHORISED TO AGREE TO ANY MODIFICATIONS OR CONDITIONS OF THE COURT AND, SUBJECT TO APPROVAL OF THE SCHEME BY THE COURT, TO IMPLEMENT THE SCHEME WITH THOSE MODIFICATIONS OR CONDITIONS.

FOR:				
	41,489,616	VOTES REPRESENTING	**99.99%**	OF VOTES CAST
	307	HOLDERS REPRESENTING	**99.03%**	OF HOLDERS
AGAINST:				
	5,418	VOTES REPRESENTING	**0.01%**	OF VOTES CAST
	3	HOLDERS REPRESENTING	**0.97%**	OF HOLDERS
ABSTAIN:				
(note only)	**7,018**	VOTES		
	3	HOLDERS		

Signature of Scrutineer **Date**

OVER THE WIRE HOLDINGS LIMITED

RESULT OF SCHEME MEETING (ASX REPORT)

SCHEME MEETING
Thursday, 24 February, 2022

As required by section 251AA(2) of the Corporations Act 2001 (Commonwealth) the following statistics are provided in respect of each resolution on the agenda.

Resolution Voted on at the meeting			Proxy Votes (as at proxy close)				Total votes cast in the poll (where applicable)			
No	Short Description	Strike Y/N/NA	*For*	*Against*	*Discretionary (open votes)*	*Abstain*	*For*	*Against*	*Abstain **	*Result*
1	THAT, UNDER SECTION 411 OF THE CORPORATIONS ACT, THE SCHEME PROPOSED TO BE ENTERED INTO BETWEEN OVER THE WIRE AND HOLDERS OF ITS FULLY PAID ORDINARY SHARES IS APPROVED AND THE BOARD OF DIRECTORS OF OVER THE WIRE IS AUTHORISED TO AGREE TO THOSE MODIFICATIONS OR CONDITIONS WHICH ARE THOUGHT APPROPRIATE BY THE COURT AND, SUBJECT TO APPROVAL OF THE SCHEME BY THE COURT, TO IMPLEMENT THE SCHEME WITH ANY OF THOSE MODIFICATIONS OR CONDITIONS.	NA	41,047,202 99.73%	5,418 0.01%	104,449 0.25%	7,018	41,489,616 99.99%	5,418 0.01%	7,018	Carried

** - Note that votes relating to a person who abstains on an item are not counted in determining whether or not the required majority of votes were cast for or against that item

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