



## TPG TELECOM LIMITED (ASX: TPM)

Wednesday, 11 November 2015

### TPG TELECOM LAUNCHES A\$300 MILLION UNDERWRITTEN INSTITUTIONAL PLACEMENT AND SHARE PURCHASE PLAN

TPG Telecom Limited (ASX: TPM) ("**TPG**" or the "**Company**") has announced the launch of a fully underwritten institutional placement to raise \$300 million ("**Placement**").

#### Background and use of proceeds

TPG successfully completed the acquisition of iiNet Limited in September 2015 ("**iiNet Acquisition**"), for which a number of debt facilities ("**Acquisition Debt**") were established to fund the cash consideration paid to iiNet's shareholders and refinance iiNet's existing debt arrangements. As announced at TPG's FY15 results briefing, TPG's bank debt rose to \$1.85 billion following completion of the iiNet Acquisition.

The net proceeds of the Placement will be used to partly repay the Acquisition Debt in order to support ongoing growth capex initiatives (including the recently announced significant fibre network build for Vodafone Hutchison Australia) and to minimise the Company's overall cost of funding.

The Company notes that TPG's operations, including the integration of the iiNet Acquisition, are proceeding as expected.

#### Impact of Placement

The Placement is not expected to have a material impact on TPG's FY16 earnings per share ("**EPS**").

Following completion of the iiNet Acquisition, TPG's gearing rose to 2.6x pro forma LTM Net Debt / EBITDA<sup>1</sup>. Following the completion of the Placement and the application of part of its proceeds to partially repay the Acquisition Debt, TPG's pro forma gearing will reduce to 2.2x.

#### Underwritten Placement

The fully underwritten placement of fully paid ordinary shares ("**New Shares**") to sophisticated and institutional investors in Australia and in certain overseas jurisdictions will raise \$300 million. The Placement price per New Share will be determined via a bookbuild process.

The New Shares to be issued under the Placement ("**Placement Shares**") will rank equally with existing TPG fully paid ordinary shares on issue and are expected to be allotted on Wednesday, 18 November 2015.

Macquarie Capital (Australia) Limited ("**Macquarie**") is acting as underwriter and sole bookrunner to the Placement. Macquarie and Petra Capital Pty Ltd are acting as Joint Lead Managers to the Placement.

#### SPP

In addition to the Placement, a non-underwritten share purchase plan will be offered to eligible shareholders in Australia and New Zealand ("**SPP**"). Under the SPP, holders of existing TPG shares on the TPG share register as at 7.00pm (Sydney time) on the Record Date of Tuesday, 10 November 2015 and who are eligible shareholders in Australia or New Zealand will be invited to subscribe for up to A\$15,000 of new fully paid ordinary shares in TPG per eligible shareholder<sup>2</sup>.

The SPP will not be underwritten and participation in the SPP will be optional. Further information in relation to the SPP, including the SPP terms and conditions, will be outlined in a separate SPP Booklet which will be despatched to eligible shareholders.

<sup>1</sup> TPG's pro forma LTM EBITDA of \$686m, based on reported FY15 earnings metrics for TPG (to 31 July 2015) and iiNet (to 30 June 2015); Net debt based on reported FY15 cash balances for TPG and iiNet, \$1.85 billion pro forma bank debt announced at the TPG FY15 results briefing on 22 September 2015 and excluding IRU lease liabilities.

<sup>2</sup> Subject to the terms and conditions outlined in the SPP Booklet which will be despatched to eligible shareholders.

### Indicative Timetable

The timetable below is indicative only and subject to change. TPG reserves the right to alter the below dates at its full discretion and without prior notice, subject to the ASX Listing Rules and the *Corporations Act 2001* (Cth).

All times below represent Sydney, Australia time (AEST).

Commence trading halt	Wednesday, 11 November 2015
Bookbuild	Wednesday, 11 November 2015
Shares in TPG resume trading	Thursday, 12 November 2015
Settlement of Placement Shares	Tuesday, 17 November 2015
Allotment of Placement Shares	Wednesday, 18 November 2015
Placement Shares to trade on ASX	Wednesday, 18 November 2015

**- ENDS -**

This announcement has been prepared for publication in Australia and may not be released or distributed in the United States. This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or any other jurisdiction. Any securities described in this announcement have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration of the US Securities Act and applicable US state securities laws.

# Appendix A – Key Risks

A number of risks and uncertainties, which are both specific to TPG and of a more general nature, may affect the future operating and financial performance of TPG and the value of its shares. This section identifies the key risks associated with an investment in New Shares. These risks are not exhaustive of the risks faced by potential investors in TPG. You should consider carefully the risks described in this Appendix, as well as other information in this announcement, and consult your financial or other professional adviser before making an investment decision. If any of the following risks materialise, TPG's business, financial condition and operational results may suffer. In this case, the trading price of TPG shares may fall and you may lose all or part of your investment, and/or the distributable income of TPG may be lower than expected (or zero) if dividends are reduced.

## **TPG Specific Risks**

### **a) Competitive environment and impact of the National Broadband Network (“NBN”)**

Increased competition or consolidation in the telecommunications industry could impact TPG's financial performance. The Australian government is rolling out the NBN, which is planned to cover approximately 97% of premises across Australia. All retail telecommunication service providers will have equivalent access to acquiring wholesale services on the NBN, which is intended to create a more level competitive playing field in the industry. This new competitive environment with the NBN may enable the entrance of new competitors in the market which could have an adverse impact on the future financial performance of TPG if it is unable to effectively compete against the new competitors.

Increasing competition may require increased investment in marketing to grow its customer base, which could adversely impact TPG's operating margins.

### **b) Sustainability of growth**

The continued strong growth in sales and profitability of TPG is dependent on a number of factors, including its ability to win new customers on a profitable basis and to retain and grow revenues from existing customers. This organic growth is conditional on the continued performance of TPG's various channels to market, the ongoing achievement of sales objectives by sales teams and the provision of a consistent high quality customer service experience. If any of these growth factors were negatively impacted and growth was impaired then the financial performance and reputation of the business would be negatively impacted.

### **c) Information technology**

The telecommunications industry is heavily dependent on technology for the delivery of the various services made available to customers and TPG has invested significantly in the development of management information and other information technology systems which will maximise the efficiency of TPG's operations. Should these systems not be adequately maintained, secured or updated, or TPG's disaster recovery processes not be adequate, system failures may negatively impact TPG's performance.

### **d) Business interruption**

The operations of TPG may be affected by operational and technical difficulties which could result in business interruption, monetary losses and possible legal liability. A significant disruption of TPG's business through network or systems failure could cause financial loss for TPG and increased customer churn. TPG may be subject to liability for accidents, outages or systems failure and corruption against which it cannot insure or which it may elect not to insure because of premium costs or for other reasons, or in amounts which exceed policy limits.

### **e) Security or privacy of data**

Failures or breaches of data protection and systems security can cause reputational damage, regulatory impositions and financial loss. The legal and regulatory environment surrounding information security and privacy is increasingly complex and demanding. Australian Privacy Principles now govern privacy and data protection throughout Australia and significantly enhance privacy and data protection regulation.

The protection of customer, employee, third party and company data is critical to TPG's operations. TPG retains a significant amount of customer, employee and third party information, including through its database of customers. Customers, employees and third parties such as suppliers will also have high expectations that TPG will adequately protect their personal information.

**f) Maintenance of professional reputation and brand name**

TPG's success is heavily reliant on the reputation of its operating brands, including iiNet and TPG. Unforeseen issues or events that place the reputation of TPG's brands at risk may impact on the future growth and profitability of the Company.

**g) Diminution of customer satisfaction and loyalty**

TPG is a customer service business and is therefore dependent on customer satisfaction and loyalty. Any diminution in customer sentiment may have an adverse impact on the financial performance and position of TPG.

**h) Regulatory risk**

TPG operates in a highly regulated industry with strong penalties for non-compliance with regulations, including fines and undertakings that may include customer redress. Telecommunications services are subject to various laws and regulations. Amendments to, or more stringent implementation of, current laws and regulations governing operations could have a substantial adverse impact on TPG and cause increases in expenses, capital expenditure or costs. Failure to comply with applicable laws, regulations, agreements and permitting requirements may result in enforcement actions, including orders issued by judicial or regulatory authorities. Where that occurs, operations may cease or be curtailed, and may lead to corrective measures requiring capital operations or payment of compensation for those suffering loss or damage, or the imposition of civil or criminal fines or penalties for violations of applicable laws or regulations.

**i) Risk of litigation, claims and disputes**

TPG may be subject to litigation and other claims and disputes in the course of its business, including employment disputes, contractual disputes or occupational and personal claims. Such litigation, claims and disputes, including the costs of settling claims and operational impacts, could adversely affect TPG's business, operating and financial performance.

**j) Acquisition risk**

TPG may pursue acquisitions of assets that meet its investment criteria as opportunities arise and if funding is available. Such acquisitions may involve a number of risks inherent in assessing the values, strengths, weaknesses and profitability of the target's business or assets and it is possible that unexpected problems may arise.

Following the acquisition of iiNet in September 2015, the long term success of TPG will depend, amongst other things, on the success of management in integrating iiNet into the TPG group. The acquisition brings together two of Australia's leading ISP challenger brands and synergy benefits are expected. Whilst TPG's management has extensive experience in successfully acquiring and integrating companies, there is a risk that the integration may not be successful and those synergy benefits may not be realised. Factors which may influence this outcome include (but are not limited to) unexpected delays, loss of key personnel and difficulties migrating information systems and data.

**k) Personnel risk**

If not managed effectively, TPG's ability to attract and retain key talent in its management and operational staff could have a negative effect on its reputation and performance

**l) Ability to service debt**

TPG's ability to service its debt and other obligations will depend on its future performance and cash flows which, to a certain extent, are subject to general economic, financial, competitive, legislative, regulatory and other factors, many of which are beyond its control. TPG's historical financial results have been, and it is anticipated that future financial results will continue to be, subject to fluctuations. Cash flows can vary and TPG's business may not generate sufficient cash flow from operations to enable it to satisfy its debt and other obligations. Any inability to secure sufficient debt funding (including to refinance on acceptable terms) or to service its existing and new debt may have a material adverse effect on financial performance and prospects.

**m) Credit risk**

TPG will be exposed to the risk of financial loss if any of its large corporate customers fail to meet their contractual obligations to pay for the services it acquires from TPG.

**n) Relationship with suppliers and access to third party infrastructure**

TPG's ability to provide its telecommunication services and products will be highly dependent on securing wholesale services from its carrier suppliers. The business of TPG could be materially impacted if any of the wholesale providers were unable to provide services as contracted or made a decision to supply services on unfavourable terms or to not supply at all (except for services that are deemed 'declared services' by the ACCC and which have regulated pricing). TPG will compete directly with its own suppliers of fixed line and mobile services. If TPG's carrier suppliers failed to supply the services, or changed terms to be less favourable than those currently offered to TPG, this change could materially impact on the financial performance of TPG.

**General risks**

**a) General equity market risks**

As with any entity with shares listed on the ASX, the market price of TPG shares is influenced by a variety of general business cycles and economic and political factors in Australia and overseas, including economic growth, interest rates, exchange rates, inflation, employment levels, changes in government, fiscal, monetary and regulatory policy in relevant jurisdictions.

**b) Economic conditions**

Economic conditions, both domestic and global, may affect the performance of TPG. Adverse changes in such things as global and country-by-country economic growth, the level of economic activity and inflation, interest rates, exchange rates, government policy (including fiscal, monetary and regulatory policies), general consumption and consumer spending, employment rates and industrial disruption, amongst others, may also affect TPG's operating environment, operational performance, reputation, financial performance and/or financial position.

**c) Share market conditions**

There are risks associated with an investment in financial products quoted on the ASX. In particular, share price movements could affect the value of any investment in TPG. The performance of TPG and the price at which TPG shares trade on the ASX may be determined by a range of factors, including movements in the local and international equity and bond markets and general investor sentiment in those markets, recommendations by brokers and analysts, inflation, interest rates, exchange rates, general economic conditions and outlooks, changes in government, fiscal, monetary and regulatory policies, global geo-political events and hostilities and acts of terrorism, the announcement of new technologies and changes in the supply of and demand for relevant stocks. These factors could affect the trading price of shares, regardless of operating performance.

**d) Taxation risks**

A change to the Australian taxation regime may affect TPG's shareholders. Personal tax liabilities are the responsibility of each individual shareholder. TPG is not responsible for taxation or penalties incurred by their shareholders.

**e) Accounting standards**

Australian accounting standards are set by the Australian Accounting Standards Board (AASB). Changes to accounting standards issued by AASB could materially adversely affect the financial performance and position reported in TPG's financial statements, and are outside the control of the directors of TPG.

# Appendix B – Foreign Selling Restrictions

This document does not constitute an offer of New Shares of the Company in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the New Shares may not be offered or sold, in any country outside Australia except to the extent permitted below.

## **Canada (British Columbia, Ontario and Quebec provinces)**

This document constitutes an offering of New Shares only in the Provinces of British Columbia, Ontario and Quebec (the "Provinces") and to those persons to whom they may be lawfully distributed in the Provinces, and only by persons permitted to sell such New Shares. This document is not, and under no circumstances is to be construed as, an advertisement or a public offering of securities in the Provinces. This document may only be distributed in the Provinces to persons that are "accredited investors" within the meaning of NI 45-106 – *Prospectus and Registration Exemptions*, of the Canadian Securities Administrators.

No securities commission or similar authority in the Provinces has reviewed or in any way passed upon this document, the merits of the New Shares or the offering of New Shares and any representation to the contrary is an offence.

No prospectus has been, or will be, filed in the Provinces with respect to the offering of New Shares or the resale of such securities. Any person in the Provinces lawfully participating in the offer will not receive the information, legal rights or protections that would be afforded had a prospectus been filed and receipted by the securities regulator in the applicable Province. Furthermore, any resale of the New Shares in the Provinces must be made in accordance with applicable Canadian securities laws which may require resales to be made in accordance with exemptions from dealer registration and prospectus requirements. These resale restrictions may in some circumstances apply to resales of the New Shares outside Canada and, as a result, Canadian purchasers should seek legal advice prior to any resale of the New Shares.

The Company, and the directors and officers of the Company, may be located outside Canada, and as a result, it may not be possible for Canadian purchasers to effect service of process within Canada upon the Company or its directors or officers. All or a substantial portion of the assets of the Company and such persons may be located outside Canada, and as a result, it may not be possible to satisfy a judgment against the Company or such persons in Canada or to enforce a judgment obtained in Canadian courts against the Company or such persons outside Canada.

Any financial information contained in this document has been prepared in accordance with Australian Accounting Standards and also comply with International Financial Reporting Standards and interpretations issued by the International Accounting Standards Board. Unless stated otherwise, all dollar amounts contained in this document are in Australian dollars.

### *Statutory rights of action for damages or rescission*

Securities legislation in certain of the Provinces may provide purchasers with, in addition to any other rights they may have at law, rights of rescission or to damages, or both, when an offering memorandum that is delivered to purchasers contains a misrepresentation. These rights and remedies must be exercised within prescribed time limits and are subject to the defenses contained in applicable securities legislation. Prospective purchasers should refer to the applicable provisions of the securities legislation of their respective Province for the particulars of these rights or consult with a legal adviser.

The following is a summary of the statutory rights of rescission or to damages, or both, available to purchasers in Ontario. In Ontario, every purchaser of the New Shares purchased pursuant to this document (other than (a) a "Canadian financial institution" or a "Schedule III bank" (each as defined in NI 45-106), (b) the Business Development Bank of Canada or (c) a subsidiary of any person referred to in (a) or (b) above, if the person owns all the voting securities of the subsidiary, except the voting securities required by law to be owned by the directors of that subsidiary) shall have a statutory right of action for damages and/or rescission against the Company if this document or any amendment thereto contains a misrepresentation. If a purchaser elects to exercise the right of action for rescission, the purchaser will have no right of action for damages against the Company. This right of action for rescission or damages is in addition to and without derogation from any other

right the purchaser may have at law. In particular, Section 130.1 of the Securities Act (Ontario) provides that, if this document contains a misrepresentation, a purchaser who purchases the New Shares during the period of distribution shall be deemed to have relied on the misrepresentation if it was a misrepresentation at the time of purchase and has a right of action for damages or, alternatively, may elect to exercise a right of rescission against the Company, provided that (a) the Company will not be liable if it proves that the purchaser purchased the New Shares with knowledge of the misrepresentation; (b) in an action for damages, the Company is not liable for all or any portion of the damages that the Company proves does not represent the depreciation in value of the New Shares as a result of the misrepresentation relied upon; and (c) in no case shall the amount recoverable exceed the price at which the New Shares were offered.

Section 138 of the *Securities Act* (Ontario) provides that no action shall be commenced to enforce these rights more than (a) in the case of any action for rescission, 180 days after the date of the transaction that gave rise to the cause of action or (b) in the case of any action, other than an action for rescission, the earlier of (i) 180 days after the purchaser first had knowledge of the fact giving rise to the cause of action or (ii) three years after the date of the transaction that gave rise to the cause of action. These rights are in addition to and not in derogation from any other right the purchaser may have.

*Certain Canadian income tax considerations.* Prospective purchasers of the New Shares should consult their own tax adviser with respect to any taxes payable in connection with the acquisition, holding or disposition of the New Shares as any discussion of taxation related matters in this document is not a comprehensive description and there are a number of substantive Canadian tax compliance requirements for investors in the Provinces.

*Language of documents in Canada.* Upon receipt of this document, each investor in Canada hereby confirms that it has expressly requested that all documents evidencing or relating in any way to the sale of the New Shares (including for greater certainty any purchase confirmation or any notice) be drawn up in the English language only. *Par la réception de ce document, chaque investisseur canadien confirme par les présentes qu'il a expressément exigé que tous les documents faisant foi ou se rapportant de quelque manière que ce soit à la vente des valeurs mobilières décrites aux présentes (incluant, pour plus de certitude, toute confirmation d'achat ou tout avis) soient rédigés en anglais seulement.*

### **European Economic Area - Denmark and Netherlands**

The information in this document has been prepared on the basis that all offers of New Shares will be made pursuant to an exemption under the Directive 2003/71/EC ("Prospectus Directive"), as amended and implemented in Member States of the European Economic Area (each, a "Relevant Member State"), from the requirement to publish a prospectus for offers of securities.

An offer to the public of New Shares has not been made, and may not be made, in a Relevant Member State except pursuant to one of the following exemptions under the Prospectus Directive as implemented in the Relevant Member State:

- to any legal entity that is authorized or regulated to operate in the financial markets or whose main business is to invest in financial instruments;
- to any legal entity that satisfies two of the following three criteria: (i) balance sheet total of at least €20,000,000; (ii) annual net turnover of at least €40,000,000 and (iii) own funds of at least €2,000,000 (as shown on its last annual unconsolidated or consolidated financial statements);
- to any person or entity who has requested to be treated as a professional client in accordance with the EU Markets in Financial Instruments Directive (Directive 2004/39/EC, "MiFID"); or
- to any person or entity who is recognised as an eligible counterparty in accordance with Article 24 of the MiFID.

### **Hong Kong**

WARNING: This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the "SFO"). No action has been taken in Hong Kong to authorise or register this document or to permit the distribution of this document or any documents issued in connection with it. Accordingly, the New Shares have not been and will not be offered or sold in Hong Kong other than to "professional investors" (as defined in the SFO).

No advertisement, invitation or document relating to the New Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to New Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors (as defined in the SFO and any rules made under that ordinance). No person allotted New Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

### **Japan**

The New Shares have not been and will not be registered under Article 4, paragraph 1 of the Financial Instruments and Exchange Law of Japan (Law No. 25 of 1948), as amended (the "FIEL") pursuant to an exemption from the registration requirements applicable to a private placement of securities to Qualified Institutional Investors (as defined in and in accordance with Article 2, paragraph 3 of the FIEL and the regulations promulgated thereunder). Accordingly, the New Shares may not be offered or sold, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan other than Qualified Institutional Investors. Any Qualified Institutional Investor who acquires New Shares may not resell them to any person in Japan that is not a Qualified Institutional Investor, and acquisition by any such person of New Shares is conditional upon the execution of an agreement to that effect.

### **Malaysia**

This document may not be distributed or made available in Malaysia. No approval from, or recognition by, the Securities Commission of Malaysia has been or will be obtained in relation to any offer of New Shares. The New Shares may not be offered or sold in Malaysia except pursuant to, and to persons prescribed under, Part I of Schedule 6 of the Malaysian Capital Markets and Services Act.

### **New Zealand**

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the "FMC Act"). The New Shares are not being offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) other than to a person who:

- is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

### **Norway**

This document has not been approved by, or registered with, any Norwegian securities regulator under the Norwegian Securities Trading Act of 29 June 2007. Accordingly, this document shall not be deemed to constitute an offer to the public in Norway within the meaning of the Norwegian Securities Trading Act of 2007.

The New Shares may not be offered or sold, directly or indirectly, in Norway except to "professional clients" (as defined in Norwegian Securities Regulation of 29 June 2007 no. 876 and including non-professional clients having met the criteria for being deemed to be professional and for which an investment firm has waived the protection as non-professional in accordance with the procedures in this regulation).

### **Singapore**

This document and any other materials relating to the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or



purchase, of New Shares, may not be issued, circulated or distributed, nor may the New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part XIII of the Securities and Futures Act, Chapter 289 of Singapore (the "SFA"), or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA.

This document has been given to you on the basis that you are (i) an existing holder of the Company's shares, (ii) an "institutional investor" (as defined in the SFA) or (iii) a "relevant person" (as defined in section 275(2) of the SFA). In the event that you are not an investor falling within any of the categories set out above, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the New Shares being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

### **South Africa**

This document does not, nor is it intended to, constitute a prospectus prepared and registered under the South African Companies Act and may not be distributed to the public in South Africa.

An entity or institution resident in South Africa may not implement participation in the Offer unless (i) permitted under the South African Exchange Control Regulations or (ii) a specific approval has been obtained from an authorised foreign exchange dealer in South Africa or the Financial Surveillance Department of the South African Reserve Bank.

### **Sweden**

This document has not been, and will not be, registered with or approved by Finansinspektionen (the Swedish Financial Supervisory Authority). Accordingly, this document may not be made available, nor may the New Shares be offered for sale in Sweden, other than under circumstances that are deemed not to require a prospectus under the Swedish Financial Instruments Trading Act (1991:980) (*Sw. lag (1991:980) om handel med finansiella instrument*). Any offering of New Shares in Sweden is limited to persons who are "qualified investors" (as defined in the Financial Instruments Trading Act). Only such investors may receive this document and they may not distribute it or the information contained in it to any other person.

### **Switzerland**

The New Shares may not be publicly offered in Switzerland and will not be listed on the SIX Swiss Exchange ("SIX") or on any other stock exchange or regulated trading facility in Switzerland. This document has been prepared without regard to the disclosure standards for issuance prospectuses under art. 652a or art. 1156 of the Swiss Code of Obligations or the disclosure standards for listing prospectuses under the SIX Listing Rules or the listing rules of any other stock exchange or regulated trading facility in Switzerland. Neither this document nor any other offering or marketing material relating to the New Shares may be publicly distributed or otherwise made publicly available in Switzerland. The New Shares will only be offered to regulated financial intermediaries such as banks, securities dealers, insurance institutions and fund management companies as well as institutional investors with professional treasury operations.

Neither this document nor any other offering or marketing material relating to the New Shares have been or will be filed with or approved by any Swiss regulatory authority. In particular, this document will not be filed with, and the offer of New Shares will not be supervised by, the Swiss Financial Market Supervisory Authority (FINMA).

This document is personal to the recipient only and not for general circulation in Switzerland.

### **United Arab Emirates**

Neither this document nor the New Shares have been approved, disapproved or passed on in any way by the Central Bank of the United Arab Emirates, the Emirates Securities and Commodities Authority or any other governmental authority in the United Arab Emirates, nor has the Company received authorization or licensing from the Central Bank of the United Arab Emirates, the Emirates Securities and Commodities Authority or any other governmental authority in the United Arab Emirates to market or sell the New Shares within the United Arab

Emirates. No marketing of any financial products or services may be made from within the United Arab Emirates and no subscription to any financial products or services may be consummated within the United Arab Emirates. This document does not constitute and may not be used for the purpose of an offer or invitation. No services relating to the New Shares, including the receipt of applications and/or the allotment or redemption of New Shares, may be rendered within the United Arab Emirates by the Company.

No offer or invitation to subscribe for New Shares is valid in, or permitted from any person in, the Dubai International Financial Centre.

### **United Kingdom**

Neither the information in this document nor any other document relating to the offer has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended ("FSMA")) has been published or is intended to be published in respect of the New Shares. This document is issued on a confidential basis to "qualified investors" (within the meaning of section 86(7) of the FSMA) in the United Kingdom, and the New Shares may not be offered or sold in the United Kingdom by means of this document, any accompanying letter or any other document, except in circumstances which do not require the publication of a prospectus pursuant to section 86(1) of the FSMA. This document should not be distributed, published or reproduced, in whole or in part, nor may its contents be disclosed by recipients to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale of the New Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to the Company.

In the United Kingdom, this document is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 ("FPO"), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (together "relevant persons"). The investments to which this document relates are available only to, and any invitation, offer or agreement to purchase will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.

# Appendix C – Important notice and disclaimer

## **Not an offer**

This announcement is for information purposes only and is not, and does not constitute, an invitation, solicitation, recommendation or offer of securities or any other financial products for subscription, purchase or sale in any jurisdiction. This announcement is not financial product advice, accounting, legal or tax advice and does not and will not form any part of any contract or commitment for the acquisition of new fully paid ordinary shares in TPG. This announcement is not a prospectus, product disclosure statement or other offering document under Australian law (and will not be lodged with the Australian Securities and Investments Commission) or any other law.

No action has been (or will be) taken to register shares of TPG or otherwise permit a public offering of TPG shares in any jurisdiction outside of Australia and New Zealand. This announcement does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States or to, or for the account or benefit of, any 'U.S. person' (as defined in Regulation S under the U.S. Securities Act of 1933, as amended (the "Securities Act")). The New Shares to be offered and sold under the Placement and SPP by TPG set out in this announcement ("**Offer**") have not been and will not be registered under the Securities Act, or under the securities laws of any state or other jurisdiction of the United States, and may not be offered or sold, directly or indirectly, in the United States or to any U.S. Person except in compliance with the registration requirements of the Securities Act and any other applicable securities laws of any state or other jurisdiction of the United States or pursuant to an exemption from, or in a transaction not subject to, such registration requirements and any other applicable securities laws. In addition, the shares to be offered and sold in the SPP will only be offered and sold to eligible shareholders in Australia and New Zealand in "offshore transactions" (as defined in Regulation S under the US Securities Act) in reliance on Regulation S under the Securities Act.

## **Summary information**

The information contained in this announcement should not be considered to be comprehensive or to comprise all the information which a shareholder or potential investor in TPG may require in order to determine whether to deal in shares. This announcement does not take into account the financial situation, investment objectives, tax situation or particular needs of any person and nothing contained in the information in this announcement constitutes investment, legal, tax or other advice. Readers or recipients of this announcement should, before making any decisions in relation to their investment or potential investment in TPG, consider the appropriateness of the information having regard to their own objectives and financial situation and seek their own professional legal and taxation advice appropriate to their jurisdiction. TPG is not licensed to provide financial product advice in respect of the New Shares.

## **Investment risk**

An investment in the New Shares in TPG is subject to investment and other known and unknown risks (including possible loss of income and principal invested), some of which are beyond the control TPG. TPG (and any of its related bodies corporate or any other person or organisation) does not guarantee any particular rate of return, repayment of capital from TPG or the performance of an investment in TPG, nor does it guarantee any particular tax treatment. Investors should have regard to the risk factors outlined in this announcement when making their investment decision. Cooling off rights do not apply to the acquisition of New Shares.

## **Financial data**

All dollar values are in Australian dollars (A\$). Investors should note that this announcement contains pro forma financial information. The pro forma financial information and past information provided in this announcement is for illustrative purposes only and should not be relied upon as, and is not represented as being indicative of TPG's future financial condition and/or performance. Investors should note that the past performance, including past share price performance, of TPG cannot be relied upon as an indicator of (and provides no guidance as to) future TPG performance including future share price performance. The historical information included in this announcement is, or is based on, information that has previously been released to the market

The pro-forma historical financial information included in this announcement does not purport to be in compliance with Article 11 of Regulation S-X of the rules and regulations of the U.S. Securities and Exchange Commission.

Investors should be aware that certain financial data included in this announcement are "non-IFRS financial information" under Regulatory Guide 230 Disclosing non-IFRS financial information published by the Australian Securities and Investments Commission (ASIC) and "non-GAAP financial measures" under Regulation G of the U.S. Securities Exchange Act of 1934. These measures include NTA and FFO. The disclosure of such non-GAAP financial measures in the manner included in this announcement would not be permissible in a registration statement under the U.S. Securities Act. The non-IFRS financial information and these non-GAAP financial measures do not have a standardised meaning prescribed by Australian Accounting Standards and therefore may not be comparable to similarly titled measures presented by other entities, and should not be construed as an alternative to other financial measures determined in accordance with Australian Accounting Standards. Although TPG believes this non-IFRS financial information provides, and these non-GAAP financial measures provide, useful information to users in measuring the financial performance and condition of its business, investors are cautioned not to place undue reliance on any non-GAAP financial measures included in this announcement.

#### Future performance

This announcement contains certain "forward-looking statements". The words "expect", "anticipate", "estimate", "intend", "believe", "guidance", "should", "could", "may", "will", "predict", "plan" and other similar expressions are intended to identify forward-looking statements. Indications of, and guidance on, future earnings and financial position and performance are also forward-looking statements. Forward-looking statements, opinions and estimates provided in this announcement are based on assumptions and contingencies which are subject to change without notice, as are statements about market and industry trends, which are based on interpretations of current market conditions.

Forward-looking statements, including projections, guidance on future earnings and estimates, are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance. This announcement contains such statements that are subject to risk factors associated with the telecommunications industry. It is believed that the expectations reflected in these statements are reasonable, but they may be affected by a range of variables which could cause actual results or trends to differ materially, including but not limited to the following risks: earnings, capital expenditure, cash flow and capital structure risks and general business risks. No representation, warranty or assurance (express or implied) is given or made in relation to any forward-looking statement by any person (including TPG). In particular, no representation, warranty or assurance (express or implied) is given that the occurrence of the events expressed or implied in any forward-looking statements in this announcement will actually occur. Actual results, performance or achievement may vary materially from any projections and forward-looking statements and the assumptions on which those statements are based.

The forward-looking statements in this announcement speak only as of the date of this announcement. Subject to any continuing obligations under applicable law or any relevant ASX listing rules, TPG disclaims any obligation or undertaking to provide any updates or revisions to any forward-looking statements in this announcement to reflect any change in expectations in relation to any forward-looking statements or any change in events, conditions or circumstances on which any such statement is based. Nothing in this announcement will under any circumstances create an implication that there has been no change in the affairs of TPG since the date of this announcement.