

# Appendix 1A

## ASX Listing Application and Agreement

*This form is required by listing rule 1.7 to be used by an entity seeking admission to the +official list as an ASX Listing (for classification as an ASX Debt Listing use Appendix 1B and for classification as an ASX Foreign Exempt Listing use Appendix 1C).*

*All entity's seeking admission to the +official list as an ASX Listing must also provide to ASX the information and documents referred to in the Information Form and Checklist (ASX Listing) published on the ASX website.*

*The Appendix 1A and the Information Form and Checklist (ASX Listing) given to ASX become ASX's property and will be made public by way of release on ASX Markets Announcement Platform. Supporting documents may also be made public. This may occur prior to admission of the entity and +quotation of its +securities. If it does, publication does not mean that the entity will be admitted or that its +securities will be quoted.*

Introduced 01/07/96 Origin: Appendix 1 Amended 01/07/97, 01/07/98, 01/09/99, 13/03/00, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 20/07/07, 01/01/12, 01/05/13

Name of entity

ABN/ARBN/ARSN

<b>Over the Wire Holdings Limited</b>	<b>89 151 872 730</b>
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**We (the entity named above) apply for admission to the +official list of ASX Limited (ASX) as an ASX Listing and for +quotation of the following +securities:**

	Number to be quoted	+Class
+Main class of +securities	43,500,000	Fully paid ordinary shares
Additional +classes of +securities to be quoted (if any) [Do not include +CDIs]	N/A	N/A

We agree:

1. Our admission to the +official list and classification as an ASX Listing is in ASX's absolute discretion. ASX may admit us on any conditions it decides. +Quotation of our +securities is in ASX's absolute discretion. ASX may quote our +securities on any conditions it decides. Our removal from the +official list, the suspension or ending of +quotation of our +securities, or a change in the category of our admission is in ASX's absolute discretion. ASX is entitled immediately to suspend +quotation of our +securities or remove us from the +official list if we break this agreement, but the absolute discretion of ASX is not limited.
2. We warrant the following to ASX:
  - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.

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+ See chapter 19 for defined terms.

- The +securities to be quoted comply with listing rule 2.1 and there is no reason why the +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 and section 1016E of the Corporations Act do not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 601MB(1), 737, 738, 992A, 992AA or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
  - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
3. We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from, or connected with, any breach of the warranties in this agreement.
  4. We give ASX the information and documents required by this form, including the information and documents referred to in the *Information Form and Checklist (ASX Listing)* published on the ASX website. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (or will be) true and complete.
  5. We will comply with the listing rules that are in force from time to time, even if +quotation of our +securities is deferred, suspended or subject to a +trading halt.
  6. The listing rules are to be interpreted:
    - in accordance with their spirit, intention and purpose;
    - by looking beyond form to substance; and
    - in a way that best promotes the principles on which the listing rules are based.
  7. ASX has discretion to take no action in response to a breach of a listing rule. ASX may also waive a listing rule (except one that specifies that ASX will not waive it) either on our application or of its own accord on any conditions. ASX may at any time vary or revoke a decision on our application or of its own accord.
  8. A document given to ASX by an entity, or on its behalf, becomes and remains the property of ASX to deal with as it wishes, including copying, storing in a retrieval system, transmitting to the public, and publishing any part of the document and permitting others to do so. The documents include a document given to ASX in support of the listing application or in compliance with the listing rules.

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<sup>+</sup> See chapter 19 for defined terms.

9. In any proceedings, a copy or extract of any document or information given to ASX is of equal validity in evidence as the original.
10. Except in the case of an entity established in a jurisdiction whose laws have the effect that the entity's <sup>+</sup>securities cannot be approved under the operating rules of the <sup>+</sup>approved CS facility:
- We will satisfy the <sup>+</sup>technical and performance requirements of the <sup>+</sup>approved CS facility and meet any other requirements the <sup>+</sup>approved CS facility imposes in connection with approval of our <sup>+</sup>securities.
  - When <sup>+</sup>securities are issued we will enter them in the <sup>+</sup>approved CS facility's subregister holding of the applicant before they are quoted, if the applicant instructs us on the application form to do so.
  - The <sup>+</sup>approved CS facility is irrevocably authorised to establish and administer a subregister in respect of the <sup>+</sup>securities for which <sup>+</sup>quotation is sought.
11. Except in the case of an entity established in a jurisdiction whose laws have the effect that the entity's <sup>+</sup>securities cannot be approved under the operating rules of the <sup>+</sup>approved CS facility, we confirm that either:
- we have given a copy of this application to the <sup>+</sup>approved CS facility in accordance with the operating rules of the <sup>+</sup>approved CS facility ; or
- we ask ASX to forward a copy of this application to the <sup>+</sup>approved CS facility.
12. In the case of an entity established in a jurisdiction whose laws have the effect that the entity's <sup>+</sup>securities cannot be approved under the operating rules of the <sup>+</sup>approved CS facility:
- The <sup>+</sup>approved CS facility is irrevocably authorised to establish and administer a subregister in respect of <sup>+</sup>CDIs.
  - We will make sure that <sup>+</sup>CDIs are issued over <sup>+</sup>securities if the holder of quoted <sup>+</sup>securities asks for <sup>+</sup>CDIs.
13. In the case of an entity established in a jurisdiction whose laws have the effect that the entity's <sup>+</sup>securities cannot be approved under the operating rules of the <sup>+</sup>approved CS facility:
- we have given a copy of this application to the approved CS facility in accordance with the operating rules of the <sup>+</sup>approved CS facility; or
- we ask ASX to forward a copy of this application to the <sup>+</sup>approved CS facility.

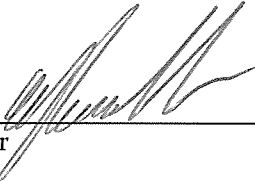
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<sup>+</sup> See chapter 19 for defined terms.

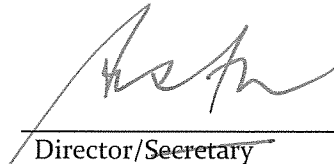
Dated: 29.10.15

Executed as a deed:

Signed sealed and delivered  
by Over the Wire Holdings Limited ACN 151  
872 730 by:

^  \_\_\_\_\_  
Director

^ Brent Evans Paddos  
Full name of Director

^  \_\_\_\_\_  
Director/Secretary

^ Susan Margaret Forrester  
Full name of Director/Secretary

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+ See chapter 19 for defined terms.

# Information Form and Checklist

## (ASX Listing)

Name of entity

ABN/ARBN/ARSN

**Over the Wire Holdings Limited**

**89 151 872 730**

**We (the entity named above) supply the following information and documents to support our application for admission to the official list of ASX Limited (ASX) as an ASX Listing.**

***Note:** the entity warrants in its Appendix 1A ASX Listing Application and Agreement that the information and documents referred to in this Information Form and Checklist are (or will be) true and complete and indemnifies ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from, or connected with, any breach of that warranty.*

*Any Annexures to this Information Form and Checklist form part of the Information Form and Checklist and are covered by the warranty referred to above.*

*Terms used in this Information Form and Checklist and in any Annexures have the same meaning as in the ASX Listing Rules.*

## Part 1 – Key Information

***Instructions:** please complete each applicable item below. If an item is not applicable, please mark it as “N/A”.*

### All entities – corporate details<sup>1</sup>

Place of incorporation or establishment	Brisbane, Queensland 4000 Australia
Date of incorporation or establishment	1 July 2011
Legislation under which incorporated or established	Corporations Act 2001 (Cth)
Address of registered office in place of incorporation or establishment	Over the Wire Holdings Limited Level 1 24 Little Edward Street Brisbane, Queensland 4000
Main business activity	Over the Wire is a provider of telecommunications, cloud and IT solutions, offering businesses the following integrated suite of products and services:  (a) data networks and internet; (b) voice; (c) cloud and managed services; and (d) data centre co-location.
Other exchanges on which the entity is listed	None

<sup>1</sup> If the entity applying for admission to the official list is a stapled structure, please provide these details for each entity comprising the stapled structure.

Street address of principal administrative office	Over the Wire Holdings Limited Level 1 24 Little Edward Street Brisbane, Queensland 4000
Postal address of principal administrative office	Over the Wire Holdings Limited Level 1 24 Little Edward Street Brisbane, Queensland 4000
Telephone number of principal administrative office	+61 1300 689 689
E-mail address for investor enquiries	<a href="mailto:Michael.Omeros@overthewire.com.au">Michael.Omeros@overthewire.com.au</a>
Website URL	<a href="http://www.overthewire.com.au">www.overthewire.com.au</a>

### All entities – management details<sup>2</sup>

Full name and title of CEO/managing director	Mr Michael Omeros (Managing Director and Chief Executive Officer)
Full name and title of chairperson of directors	Mr John Puttick
Full names of all existing directors	John Puttick Susan Forrester Michael Omeros Brent Paddon
Full names of any persons proposed to be appointed as additional or replacement directors	N/A
Full name and title of company secretary	Mr Mike Stabb (Chief Executive Officer and Company Secretary)

### All entities – ASX contact details<sup>3</sup>

Full name and title of ASX contact(s)	Mr Mike Stabb
Business address of ASX contact(s)	Over the Wire Holdings Limited Level 1 24 Little Edward Street Brisbane, Queensland 4000

<sup>2</sup> If the entity applying for admission to the official list is a trust, enter the management details for the responsible entity of the trust.

<sup>3</sup> Under Listing Rule 1.1 Condition 12, a listed entity must appoint a person responsible for communication with ASX. You can appoint more than one person to cater for situations where the primary nominated contact is not available.

Business phone number of ASX contact(s)	+61 7 3054 4936
Mobile phone number of ASX contact(s)	+61 411 419 443
Email address of ASX contact(s)	<a href="mailto:mike.stabb@overthewire.com.au">mike.stabb@overthewire.com.au</a>

#### All entities – auditor details<sup>4</sup>

Full name of auditor	PKF Hacketts Audit
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#### All entities – registry details<sup>5</sup>

Name of securities registry	Link Market Services Limited
Address of securities registry	Level 15 324 Queen Street Brisbane, Queensland 4000
Phone number of securities registry	+61 1300 554 474
Fax number of securities registry	+61 2 9287 0303
Email address of securities registry	<a href="mailto:info@linkmarketservices.com.au">info@linkmarketservices.com.au</a>
Type of subregisters the entity will operate <sup>6</sup>	CHESS

#### All entities – key dates

Annual balance date	30 June
Month in which annual meeting is usually held (or intended to be held) <sup>7</sup>	October/November
Months in which dividends or distributions are usually paid (or are intended to be paid)	October/November

#### Trusts – additional details

Name of responsible entity	Not applicable
Duration of appointment of directors of responsible entity	Not applicable

<sup>4</sup> In certain cases, ASX may require the applicant to provide information about the qualifications and experience of its auditor for release to the market before quotation commences (see Guidance Note 1 section 2.10).

<sup>5</sup> If the entity has different registries for different classes of securities, please indicate clearly which registry details apply to which class of securities.

<sup>6</sup> Example: CHESS and issuer sponsored subregisters (see Guidance Note 1 section 3.16).

<sup>7</sup> May not apply to some trusts.

Full names of the members of the compliance committee (if any)	Not applicable
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### Entities incorporated or established outside Australia – additional details

Name and address of the entity's Australian agent for service of process	Not applicable
If the entity has or intends to have a certificated subregister for quoted securities, the location of the Australian subregister	Not applicable
Address of registered office in Australia (if any)	Not applicable

### Entities listed or to be listed on another exchange or exchanges

Name of the other exchange(s) where the entity is or proposes to be listed	Not applicable
Is the ASX listing intended to be the entity's primary or secondary listing	Not applicable

## Part 2 – Checklist Confirming Compliance with Admission Requirements

**Instructions:** please indicate in the "Location/Confirmation" column for each item below and in any Annexures where the information or document referred to in that item is to be found (eg in the case of information, the specific page reference in the Offer Document where that information is located or, in the case of a document, the folder tab number where that document is located). If the item asks for confirmation of a matter, you may simply enter "Confirmed" in the "Location/Confirmation" column. If an item is not applicable, please mark it as "N/A".

In this regard, it will greatly assist ASX and speed up its review of the application if the various documents referred to in this Checklist and any Annexures (other than the 25 copies of the applicant's Offer Document referred to in item 4) are provided in a folder separated by numbered tabs and if the entity's constitution and copies of all material contracts are provided both in hard copy and in electronic format.

Note that completion of this Checklist and any Annexures is not to be taken to represent that the entity is necessarily in full or substantial compliance with the ASX Listing Rules or that ASX will admit the entity to its official list. Admission to the official list is in ASX's absolute discretion and ASX may refuse admission without giving any reasons (see Listing Rule 1.19).

A reference in this Checklist and in any Annexures to the "Offer Document" means the listing prospectus, product disclosure statement or information memorandum lodged by the applicant with ASX pursuant to Listing Rule 1.1 Condition 3.

If the applicant lodges a supplementary or replacement prospectus, product disclosure statement or information memorandum with ASX, ASX may require it to update this Checklist and any Annexures by reference to that document.

### All entities – key supporting documents

N <sup>o</sup> Item	Location/Confirmation
1. A copy of the entity's certificate of incorporation, certificate of registration or other evidence of status (including any change of name)	<p>A Certificate of the Registration of a Company dated 1 July 2011 is provided at tab 3 of the supporting documents folder.</p> <p>A Certificate of Registration of Company on Change of Name and Conversion to a Public Company dated 25 September 2015 is provided at tab 4 of the supporting documents folder.</p>



N° Item	Location/Confirmation
2. A copy of the entity's constitution (Listing Rule 1.1 Condition 1A) <sup>8</sup>	1 copy of Over the Wire's constitution is provided at tab 5 of the supporting documents folder.
3. Either: (a) confirmation that the entity's constitution includes the provisions of Appendix 15A or Appendix 15B (as applicable); or (b) a completed checklist that the constitution complies with the Listing Rules (Listing Rule 1.1 Condition 2) <sup>9</sup>	1 copy of the completed checklist for the Constitution is provided at tab 6 of the supporting documents folder.
4. An electronic version and 25 copies of the Offer Document, as lodged with ASIC (Listing Rule 1.1 Condition 3)	1 copy of the Prospectus is provided at tab 7 of the supporting documents folder. Additional copies will be posted to ASX separately (once printed). An electronic copy of the Prospectus was provided to Adrian Smythe on 4 November 2015.
5. If the entity's corporate governance statement <sup>10</sup> is included in its Offer Document, the page reference where it is included. Otherwise, a copy of the entity's corporate governance statement (Listing Rule 1.1 Condition 13)	Refer to section 4.9 of the Prospectus starting on page 43 which is provided at tab 7 of the supporting documents folder.
6. If the entity will be included in the S & P All Ordinaries Index on admission to the official list, <sup>11</sup> where in its Offer Document does it state that it will have an audit committee (Listing Rule 1.1 Condition 13)	Not applicable.
7. If the entity will be included in the S & P / ASX 300 Index on admission to the official list, <sup>12</sup> where in its Offer Document does it state that it will comply with the recommendations set by the ASX Corporate Governance Council in relation to composition and operation of the audit committee (Listing Rule 1.1 Condition 13)	Not applicable.
8. Original executed agreement with ASX that documents may be given to ASX and authenticated electronically (Listing Rule 1.1 Condition 14) <sup>13</sup>	Original ASX Online Agreement is provided at tab 8 of the supporting documents folder.
9. If the entity's trading policy is included in its Offer Document, the page reference where it is included. Otherwise, a copy of the entity's trading policy (Listing Rule 1.1 Condition 15)	1 copy of Over the Wire's securities trading policy is provided at tab 9 of the supporting documents folder.
10. If the entity will be included in the S & P / ASX 300 Index on admission to the official list, <sup>14</sup> where in its Offer Document does it state that it will have a remuneration committee comprised solely of non-executive directors (Listing Rule 1.1 Condition 16)	Not applicable.

<sup>8</sup> It will assist ASX if the copy of the constitution is provided both in hard copy and in electronic format.

<sup>9</sup> An electronic copy of the checklist is available from the ASX Compliance Downloads page on ASX's website.

<sup>10</sup> The entity's "corporate governance statement" is the statement disclosing the extent to which the entity will follow, as at the date of its admission to the official list, the recommendations set by the ASX Corporate Governance Council. If the entity does not intend to follow all the recommendations on its admission to the official list, the entity must separately identify each recommendation that will not be followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it intends to adopt in lieu of the recommendation.

<sup>11</sup> If the entity is unsure whether they will be included in the S & P All Ordinaries Index on admission to the official list, they should contact ASX or S & P.

<sup>12</sup> If the entity is unsure whether they will be included in the S & P / ASX 300 Index on admission to the official list, they should contact ASX or S & P.

<sup>13</sup> An electronic copy of the ASX Online Agreement is available from the ASX Compliance Downloads page on ASX's website.

<sup>14</sup> If the entity is unsure whether they will be included in the S & P / ASX 300 Index on admission to the official list, they should contact ASX or S & P.

N° Item	Location/Confirmation
11. For each director or proposed director, <sup>15</sup> a list of the countries in which they have resided over the past 10 years (Listing Rule 1.1 Condition 17 and Guidance Note 1 section 3.15) <sup>16</sup>	All directors have only resided in Australia in the relevant period.
12. For each director or proposed director who is or has in the past 10 years been a resident of Australia, an original or certified true copy of a national criminal history check obtained from the Australian Federal Police, a State or Territory police service or a broker accredited by CrimTrac which is not more than 12 months old (Listing Rule 1.1 Condition 17 and Guidance Note 1 section 3.15)	Certified copies of the Australia Federal Police Checks for: (a) John Puttick; (b) Susan Forrester; (c) Michael Omeros; and (d) Brent Paddon, are provided at tab 10 of the supporting documents folder.
13. For each director or proposed director who is or has in the past 10 years been a resident of a country other than Australia, an original or certified true copy of an equivalent national criminal history check to that mentioned in item 12 above for each country in which the director has resided over the past 10 years (in English or together with a certified English translation) which is not more than 12 months old or, if such a check is not available in any such country, a statutory declaration from the director confirming that fact and that he or she has not been convicted in that country of: (a) any criminal offence involving fraud, dishonesty, misrepresentation, concealment of material facts or breach of director's duties; or (b) any other criminal offence which at the time carried a maximum term of imprisonment of five years or more (regardless of the period, if any, for which he or she was sentenced), or, if that is not the case, a statement to that effect and a detailed explanation of the circumstances involved (Listing Rule 1.1 Condition 17 and Guidance Note 1 section 3.15)	Not applicable.
14. For each director or proposed director who is or has in the past 10 years been a resident of Australia, an original or certified true copy of a search of the Australian Financial Security Authority National Personal Insolvency Index which is not more than 12 months old (Listing Rule 1.1 Condition 17 and Guidance Note 1 section 3.15)	Certified copies of the searches of the Insolvency Trustee Services Australia National Personal Insolvency Index for: (a) John Puttick; (b) Susan Forrester; (c) Michael Omeros; and (d) Brent Paddon, are provided at tab 11 of the supporting documents folder.
15. For each director or proposed director who is or has in the past 10 years been a resident of a country other than Australia, an original or certified true copy of an equivalent national bankruptcy check to that mentioned in item 14 above for each country in which the director has resided over the past 10 years (in English or together with a certified English translation) which is not more than 12 months old or if such a check is not available in any such country, a statutory declaration from the director confirming that fact and that he or she has not been declared a bankrupt or been an insolvent under administration in that country or, if that is not the case, a statement to that effect and a detailed explanation of the circumstances involved (Listing Rule 1.1 Condition 17 and Guidance Note 1 section 3.15)	Not applicable
16. A statutory declaration from each director or proposed director confirming that: (a) the director has not been the subject of any criminal or civil penalty	The statutory declarations of: (a) John Puttick; (b) Susan Forrester;

<sup>15</sup> If the entity applying for admission to the official list is a trust, references in items 11, 12, 13, 14 and 15 to a director or proposed director mean a director or proposed director of the responsible entity of the trust.

<sup>16</sup> The information referred to in items 11, 12, 13, 14 and 15 is required so that ASX can be satisfied that the director or proposed director is of good fame and character under Listing Rule 1 Condition 17.

N° Item	Location/Confirmation
<p>proceedings or other enforcement action by any government agency in which he or she was found to have engaged in behaviour involving fraud, dishonesty, misrepresentation, concealment of material facts or breach of duty;</p> <p>(b) the director has not been refused membership of, or had their membership suspended or cancelled by, any professional body on the ground that he or she has engaged in behaviour involving fraud, dishonesty, misrepresentation, concealment of material facts or breach of duty;</p> <p>(c) the director has not been the subject of any disciplinary action (including any censure, monetary penalty or banning order) by a securities exchange or other authority responsible for regulating securities markets for failure to comply with his or her obligations as a director of a listed entity;</p> <p>(d) no listed entity of which he or she was a director (or, in the case of a listed trust, in respect of which he or she was a director of the responsible entity) at the time of the relevant conduct has been the subject of any disciplinary action (including any censure, monetary penalty, suspension of trading or termination of listing) by a securities exchange or other authority responsible for regulating securities markets for failure to comply with its obligations under the Listing Rules applicable to that entity; and</p> <p>(e) the director is not aware of any pending or threatened investigation or enquiry by a government agency, professional body, securities exchange or other authority responsible for regulating securities markets that could lead to proceedings or action of the type described in (a), (b), (c) or (d) above,</p> <p>or, if the director is not able to give such confirmation, a statement to that effect and a detailed explanation of the circumstances involved (Listing Rule 1.1 Condition 17 and Guidance Note 1 section 3.15)</p>	<p>(c) Michael Omeros; and (d) Brent Paddon, are provided at tab 12 of the supporting documents folder.</p>
<p>17. A specimen certificate/holding statement for each class of securities to be quoted or a specimen holding statement for CDIs (as applicable)</p>	<p>A specimen holding statement is provided at tab 13 of the supporting documents folder.</p>
<p>18. Payment for the initial listing fee.<sup>17</sup></p>	<p>\$127,868.37 cheque to be provided with hardcopy supporting documents.</p>

**All entities – capital structure**

<p>19. Where in the Offer Document is there a table showing the existing and proposed capital structure of the entity, broken down as follows:</p> <p>(a) the number and class of each equity security and each debt security currently on issue; and</p> <p>(b) the number and class of each equity security and each debt security proposed to be issued between the date of this application and the date the entity is admitted to the official list; and</p> <p>(c) the resulting total number of each class of equity security and debt security proposed to be on issue at the date the entity is admitted to the</p>	<p>The current issued capital and the number of shares proposed to be issued following admission is set out on page 3 of the Prospectus which is provided at tab 7 of the supporting documents folder. Further details can be provided to ASX upon request.</p>
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<sup>17</sup> See Guidance Notes 15 and 15A for the fees payable on the application. You can also use the ASX online equity listing fees calculator: <http://www.asx.com.au/professionals/cost-listing.htm>. Payment should be made either by cheque made payable to ASX Operations Pty Ltd or by electronic funds transfer to the following account:

Bank: National Australia Bank  
Account Name: ASX Operations Pty Ltd  
BSB: 082 057  
A/C: 494728375  
Swift Code (Overseas Customers): NATAAU3202S

If payment is made by electronic funds transfer, please email your remittance advice to [ar@asx.com.au](mailto:ar@asx.com.au) or fax it to (612) 9227-0553, describing the payment as the "initial listing fee" and including the name of the entity applying for admission, the ASX home branch where the entity has lodged its application (ie Sydney, Melbourne or Perth) and the amount paid.

N° Item	Location/Confirmation
<p>official list; and            (d) the number and class of each equity security proposed to be issued following admission in accordance with material contracts or agreements?            Note: This applies whether the securities are quoted or not. If the entity is proposing to issue a minimum, maximum or oversubscription number of securities, the table should be presented to disclose each scenario.</p>	
<p>20. For each class of securities referred to in the table mentioned in item 19, where in the Offer Document does it disclose the terms applicable to those securities?            Note: This applies whether the securities are quoted or not.            For equity securities (other than options to acquire unissued securities or convertible debt securities), this should state whether they are fully paid or partly paid; if they are partly paid, the amount paid up and the amount owing per security; voting rights; rights to dividends or distributions; and conversion terms (if applicable).            For options to acquire unissued securities, this should state the number outstanding, exercise prices and expiry dates.            For debt securities or convertible debt securities, this should state their nominal or face value; rate of interest; dates of payment of interest; date and terms of redemption; and conversion terms (if applicable).</p>	<p>All of the shares on issue are:            (a) fully paid;            (b) having full voting rights under section 253C Corporations Act; and            (c) entitle shareholders to distributions in proportion to the number of shares held.</p>
<p>21. If the entity has granted, or proposes to grant, any rights to any person, or to any class of persons (other than through the holding of securities referred to in the table mentioned in item 19), to participate in an issue of the entity's securities, where in the Offer Document are details of those rights set out?</p>	<p>Not applicable.</p>
<p>22. Details of all issues of securities (in all classes) in the last 5 years and the consideration received by the entity for such issues</p>	<p>Refer to the register of members which is provided at tab 14 of the supporting documents folder.</p>
<p>23. A copy of every prospectus, product disclosure statement or information memorandum issued by the entity in connection with any issue of securities (in all classes) in the last 5 years</p>	<p>1 copy of the Prospectus is provided at tab 7 of the supporting documents folder.</p>
<p>24. A copy of any court order in relation to a reorganisation of the entity's capital in the last 5 years</p>	<p>Not applicable</p>
<p>25. Where in the Offer Document does it confirm that the issue/sale price of all securities for which the entity seeks quotation is at least 20 cents in cash (Listing Rule 2.1 Condition 2)?</p>	<p>Shares are being issued under the Prospectus for an offer price of \$1.00 per share. Refer to section 9.1 of the Prospectus on page 104 which is provided at tab 7 of the supporting documents folder.</p>
<p>26. If the entity has or proposes to have any options on issue, where in the Offer Document does it confirm that the exercise price for each underlying security is at least 20 cents in cash (Listing Rule 1.1 Condition 11)?</p>	<p>Not applicable.</p>
<p>27. If the entity has any partly paid securities and it is not a no liability company, where in the Offer Document does it disclose the entity's call program, including the date and amount of each proposed call and whether it allows for any extension for payment of a call (Listing Rule 2.1 Condition 4)?</p>	<p>Not applicable.</p>
<p>28. If the entity's free float at the time of listing is less than 10%, where in the Offer Document does it outline the entity's plans to increase that percentage to at least 10% and the timeframe over which it intends to do that (Guidance Note 1 sections 3.1 and 3.3)?</p>	<p>Not applicable.</p>
<p>29. If the entity has or proposes to have any debt securities or convertible debt securities on issue, a copy of any trust deed applicable to those securities</p>	<p>Not applicable.</p>
<p>30. Is the entity is proposing to offer any securities by way of a bookbuild? If so,</p>	<p>Not applicable.</p>

N° Item please enter "Confirmed" in the column to the right to indicate that the entity is aware of the disclosure requirements for bookbuilds in the Annexure to Guidance Note 1	Location/Confirmation

**All entities – other information and documents**

31. Where in the Offer Document is there a description of the history of the entity?	Refer to section 3.2 of the Prospectus on page 28, and section 3.3 of the Prospectus on page 30, which is provided at tab 7 of the supporting documents folder.
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32. Where in the Offer Document is there a description of the entity's existing and proposed activities and level of operations?	Details of Over the Wire's existing and proposed activities are set out in section 3 of the Prospectus starting on page 27, which is provided at tab 7 of the supporting documents folder.
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33. Where in the Offer Document is there a description of the key features of the entity's business model (ie how it makes or intends to make a return for investors or otherwise achieve its objectives)?	Refer to section 3 of the Prospectus starting on page 27, which is provided at tab 7 of the supporting documents folder.
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34. Where in the Offer Document is there a description of the material business risks the entity faces?	Refer to section 6 of the Prospectus starting on page 77, which is provided at tab 7 of the supporting documents folder.
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35. If the entity has any child entities, where in the Offer Document is there a list of all child entities stating, in each case, the name, the nature of its business and the entity's percentage holding in it?	<p>Over the Wire has 6 wholly owned subsidiaries, namely:</p> <ul style="list-style-type: none"> <li>(a) Faktortel Holdings Pty Ltd ACN 169 082 419;</li> <li>(b) Faktortel Pty Ltd ACN 109 117 204;</li> <li>(c) Aero Telecom Pty Ltd ACN 149 365 757;</li> <li>(d) OTW Corp Pty Ltd ACN 608 437 369;</li> <li>(e) Over the Wire Pty Ltd ACN 115 387 258; and</li> <li>(f) Netsip Pty Ltd ACN 131 968 744.</li> </ul> <p>Sanity Holdings Pty Ltd ACN 153 351 663 will also become a wholly owned subsidiary of Over the Wire following completion of the share sale agreement between the parties referred to at section 8.14 of the Prospectus.</p> <p>Refer to section 10.1 of the Prospectus starting on page 109, which is provided at tab 7 of the supporting documents folder.</p>
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36. If the entity has any investments in associated entities for which it will apply equity accounting, where in the Offer Document is there a list of all associated entities stating, in each case, the name, the nature of its business and the entity's percentage holding in it?	Not applicable.
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N° Item	Location/Confirmation
37. Where in the Offer Document is there a description of the entity's proposed dividend/distribution policy?	Refer to section 5.12 of the Prospectus on page 71, which is provided at tab 7 of the supporting documents folder.
38. Does the entity have or propose to have a dividend or distribution reinvestment plan?	No.
If so, where are the existence and main terms of the plan disclosed in the Offer Document?	Not applicable.
A copy of the terms of the plan	Not applicable.
39. Does the entity have or propose to have an employee incentive scheme?	Yes.
If so, where are the existence and main terms of the scheme disclosed in the Offer Document?	Refer to sections 8.9 and 8.10 of the Prospectus starting on page 100, which is provided at tab 7 of the supporting documents folder.
Where in the Offer Document is there a statement as to whether directors <sup>18</sup> are entitled to participate in the scheme and, if they are, the extent to which they currently participate or are proposed to participate?	Refer to sections 8.9 and 8.10 of the Prospectus starting on page 100, which is provided at tab 7 of the supporting documents folder.
A copy of the terms of the scheme	1 copy of the Share Plan is provided at tab 15 of the supporting documents folder. 1 copy of the Performance Rights Plan is provided at tab 16 of the supporting documents folder.
40. Has the entity entered into any material contracts (including any underwriting agreement relating to the securities to be quoted on ASX)? <sup>19</sup>	Yes.
If so, where are the existence and main terms of those material contracts disclosed in the Offer Document?	Refer to sections 8.3 to 8.15 of the Prospectus starting on page 97, which is provided at tab 7 of the supporting documents folder.
Copies of all of the material contracts referred to in the Offer Document	Copies of: (a) underwriting agreement which is referred to in section 8.3 of the Prospectus; (b) the voluntary escrow agreements which are referred to in section 8.6 of the Prospectus; (c) the executive service contracts which are referred to in section 8.7 of the Prospectus; (d) the deeds of access, insurance and indemnity which are referred to in section 8.8 of the Prospectus; (e) consents to be named for: (i) John Puttick;

<sup>18</sup> If the entity applying for admission to the official list is a trust, references to a director mean a director of the responsible entity of the trust.

<sup>19</sup> It will assist ASX if the material contracts are provided both in hard copy and in electronic format.

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(ii)	Susan Forrester;
(iii)	Michael Omeros;
(iv)	Brent Paddon;
(v)	Mike Stabb;
(vi)	Ben Cornish;
(vii)	McCullough Robertson Lawyers;
(viii)	Link Market Services Pty Ltd;
(ix)	Integra Advisory Partners Pty Ltd;
(x)	PKF Hacketts Audit; and
(xi)	DMR Corporate Pty Ltd;
(f)	the financial facilities which are referred to in section 8.11 of the Prospectus;
(g)	the leases which are referred to in section 8.12 of the Prospectus; and
(h)	the Faktortel Share Sale Agreement which is referred to in section 8.13 of the Prospectus;
(i)	the Sanity Technology Share Sale Agreement which is referred to in section 8.14 of the Prospectus

are provided at tab 17 of the supporting documents folder.

Over the Wire has also entered into a number of key contracts with customers and suppliers. These contracts have been summarised in sections 8.4 and 8.5 of the Prospectus, but, as individual contracts, are not considered material.

41. If the following information is included in the Offer Document, the page reference where it is included. Otherwise, either a summary of the material terms of, or a copy of, any employment, service or consultancy agreement the entity or a child entity has entered into with:
- (a) its chief executive officer (or equivalent)
  - (b) any of its directors or proposed directors; or
  - (c) any other person or entity who is a related party of the persons referred to in (a) or (b) above (Listing Rule 3.16.4).

Note: if the entity applying for admission to the official list is a trust, references to a chief executive officer, director or proposed director mean a chief executive officer, director or proposed director of the responsible entity of the trust. However, the entity need not provide a summary of the material terms of, or a copy of, any employment, service or consultancy agreement the responsible entity or a related entity has entered into with any of the persons referred to in (a), (b) or (c) above if the costs associated with the agreement are borne by the responsible entity or the related entity from out of its own funds rather than from out of the trust.

Refer to section 8.7 of the Prospectus on page 99 which is provided at tab 7 of the supporting documents folder.

Copies of the executive employment contracts are provided at tab 17 of the supporting documents folder, and copies of the board appointment letters are providing in tab 18 of the supporting documents folder.

42. Please enter "Confirmed" in the column to the right to indicate that the material contracts summarised in the Offer Document include, in addition to those mentioned in item 41, any other material contract(s) the entity or a child entity has entered into with:
- (a) its chief executive officer (or equivalent)
  - (b) any of its directors or proposed directors; or
  - (c) any other person or entity who is a related party of the persons referred

Confirmed.

N° Item to in (a) or (b) above	Location/Confirmation
43. Please enter "Confirmed" in the column to the right to indicate that all information that a reasonable person would expect to have a material effect on the price or value of the securities to be quoted is included in or provided with this Information Form and Checklist	Confirmed.
44. A copy of the entity's most recent annual report	A copy of Over the Wire's most recent audited accounts for the last 3 financial years is provided at tab 19 of the supporting documents folder.

**Entities that are trusts**

45. Evidence that the entity is a registered managed investment scheme (Listing Rule 1.1 Condition 5)	Not applicable.
46. Please enter "Confirmed" in the column to the right to indicate that the responsible entity is not under an obligation to allow a security holder to withdraw from the trust (Listing Rule 1.1 Condition 5)	Not applicable.

**Entities applying under the profit test (Listing Rule 1.2)**

47. Evidence that the entity is a going concern or the successor of a going concern (Listing Rule 1.2.1)	The financial information in section 5 of the Prospectus starting on page 49 confirms that the entity is a going concern.
48. Evidence that the entity has been in the same main business activity for the last 3 full financial years (Listing Rule 1.2.2)	<p>Refer to section 3 of the Prospectus starting on page 27 which is provided at tab 7 of the supporting documents folder for a description of the business activities of the business.</p> <p>Also refer to the audited accounts of the company at tab 19 of the supporting documents folder.</p> <p>Also refer to the financial information in section 5 of the Prospectus starting on page 49.</p>
49. Audited accounts for the last 3 full financial years and audit reports (Listing Rule 1.2.3(a))	Over the Wire's audited accounts for the last 3 financial years are provided at tab 19 of the supporting documents folder.
50. If last financial year ended more than 8 months before the date of this application, accounts for the last half year (or longer period if available) and audit report or review (Listing Rule 1.2.3(b))	Not applicable.
51. A pro forma statement of financial position and review (Listing Rule 1.2.3(c)) <sup>20</sup>	Refer to sections 5.2 to 5.6 and 5.7 starting on pages 51 and 61 respectively of the Prospectus which is provided at tab 7 of the supporting documents folder.

<sup>20</sup> Note: the review must be conducted by a registered company auditor (or if the entity is a foreign entity, an overseas equivalent of a registered company auditor) or independent accountant.



Nº Item

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52. Evidence that the entity's aggregated profit from continuing operations for the last 3 full financial years has been at least \$1 million (Listing Rule 1.2.4)

Refer to sections 5.2 to 5.6 starting on page 51 of the Prospectus which is provided at tab 7 of the supporting documents folder.

Also refer to the audited accounts of the company at tab 19 of the supporting documents folder.

53. Evidence that the entity's profit from continuing operations in the past 12 months to a date no more than 2 months before the date of this application has exceeded \$400,000 (Listing Rule 1.2.5)

Refer to sections 5.2 to 5.6 starting on page 51 of the Prospectus which is provided at tab 7 of the supporting documents folder.

Also refer to the audited accounts of the company at tab 19 of the supporting documents folder.

54. A statement from all directors<sup>21</sup> confirming that they have made enquiries and nothing has come to their attention to suggest that the entity is not continuing to earn profit from continuing operations up to the date of the application (Listing Rule 1.2.5A)

Statements of:

- (a) John Puttick;
- (b) Susan Forrester;
- (c) Michael Omeros; and
- (d) Brent Paddon,

are provided at tab 20 of the supporting documents folder.

**Entities applying under the assets test (Listing Rule 1.3)**

55. Evidence that the entity:

- (a) has, if the entity that is not an investment entity, net tangible assets of at least \$3 million (after deducting the costs of fund raising) or a market capitalisation of at least \$10 million; or
- (b) has, if the entity that is an investment entity other than pooled development fund, net tangible assets of at least \$15 million; or
- (c) is a pooled development fund with net tangible assets of at least \$2 million (Listing Rule 1.3.1 and 1.3.1A)

Not applicable.

56. Evidence that:

- (a) at least half of the entity's total tangible assets (after raising any funds) is not cash or in a form readily convertible to cash;<sup>22</sup> or
- (b) there are commitments to spend at least half of the entity's cash and assets in a form readily convertible to cash (Listing Rule 1.3.2)

Not applicable.

57. Is there a statement in the Offer Document that there is enough working capital to carry out the entity's stated objectives.

If so, where is it?

If not, attach a statement by an independent expert confirming that the entity has enough working capital to carry out its stated objectives (Listing Rule 1.3.3(a))

Not applicable.

58. Evidence that the entity's working capital is at least \$1.5 million or, if it is not, that it would be at least \$1.5 million if the entity's budgeted revenue for the

Not applicable.

<sup>21</sup> If the entity applying for admission to the official list is a trust, the statement should come from all directors of the responsible entity of the trust.

<sup>22</sup> In deciding if an entity's total tangible assets are in a form readily convertible to cash, ASX would normally not treat inventories or receivables as readily convertible to cash.

N° Item	Location/Confirmation
first full financial year that ends after listing was included in the working capital (Listing Rule 1.3.3(b)) <sup>23</sup>	
59. Accounts for the last 3 full financial years (or shorter period if ASX agrees) and the audit report or review or a statement that the accounts are not audited or not reviewed (Listing Rule 1.3.5(a) first bullet point)	Not applicable.
60. If last financial year ended more than 8 months before the date of this application, accounts for the last half year (or longer period if available) and the audit report or review or a statement that the half year accounts not audited or not reviewed (Listing Rule 1.3.5(a) second bullet point)	Not applicable.
61. A pro forma statement of financial position and review (Listing Rule 1.3.5(c)) <sup>24</sup>	Not applicable.

### Entities with restricted securities

62. A statement setting out a list of any person (either on their own or together with associates) who has held a relevant interest in at least 10% of the entity's voting securities at any time in the 12 months before the date of this application	Refer to section 10.8 of the Prospectus on page 110, which is provided at tab 7 of the supporting documents folder.
63. A completed ASX Restricted Securities Table <sup>25</sup>	Not applicable.
64. Copies of all restriction agreements (Appendix 9A) entered into in relation to restricted securities <sup>26</sup>	Not applicable.
65. Copies of all undertakings issued by any bank, recognised trustee or the provider of registry services to the entity in relation to such restriction agreements	Not applicable.

### Entities (other than mining exploration entities and oil and gas exploration entities) with classified assets<sup>27</sup>

66. Within the 2 years preceding the date of the entity's application for admission to the official list, has the entity acquired, or entered into an agreement to acquire, a classified asset?	Not applicable.
If so, where in the Offer Document does it disclose: <ul style="list-style-type: none"> <li>• the date of the acquisition or agreement;</li> <li>• full details of the classified asset, including any title particulars;</li> </ul>	Not applicable.

<sup>23</sup> For mining exploration entities and oil and gas exploration entities, the amount must be available after allowing for the first full financial year's budgeted administration costs and the cost of acquiring plant, equipment, mining tenements and/or petroleum tenements. The cost of acquiring mining tenements and/or petroleum tenements includes the cost of acquiring and exercising an option over them.

<sup>24</sup> Note: the review must be conducted by a registered company auditor (or if the entity is a foreign entity, an overseas equivalent of a registered company auditor) or independent accountant.

<sup>25</sup> An electronic copy of the ASX Restricted Securities Table is available from the ASX Compliance Downloads page on ASX's website.

<sup>26</sup> Note: ASX will advise which restricted securities are required to be escrowed under Listing Rule 9.1.3 as part of the admission and quotation decision. If properly completed restriction agreements and related undertakings have not been provided for all such securities advised by ASX, that will need to be rectified prior to admission occurring and quotation commencing.

<sup>27</sup> A "classified asset" is defined in Listing Rule 19.12 as:

- (a) an interest in a mining exploration area or oil and gas exploration area or similar tenement or interest;
- (b) an interest in intangible property that is substantially speculative or unproven, or has not been profitably exploited for at least three years, and which entitles the entity to develop, manufacture, market or distribute the property;
- (c) an interest in an asset which, in ASX's opinion, cannot readily be valued; or
- (d) an interest in an entity the substantial proportion of whose assets (held directly, or through a controlled entity) is property of the type referred to in paragraphs (a), (b) and (c) above.

N° Item	Location/Confirmation
<ul style="list-style-type: none"> <li>the name of the vendor;</li> <li>if the vendor was not the beneficial owner of the classified asset at the date of the acquisition or agreement, the name of the beneficial owner(s);</li> <li>details of the relationship between the vendor (or, if the vendor was not the beneficial owner of the tenement at the date of the acquisition or agreement, between the beneficial owner(s)) and the entity or any related party or promoter of the entity; and</li> <li>details of the purchase price paid or payable and all other consideration (whether legally enforceable or not) passing directly or indirectly to the vendor.</li> </ul>	
<p>Is the vendor (or, if the vendor was not the beneficial owner of the classified asset at the date of the acquisition or agreement, is any of the beneficial owner(s)) a related party or promoter of the entity?</p> <p>If so, please enter "Confirmed" in the column to the right to indicate that the consideration paid by the entity for the classified asset was solely restricted securities, save to the extent it involved the reimbursement of expenditure incurred in developing the classified asset<sup>28</sup> or the entity was not required to apply the restrictions in Appendix 9B under Listing Rule 9.1.3 (Listing Rule 1.1 Condition 10)</p>	Not applicable.
<p>Please also provide a copy of the agreement(s) relating to the acquisition entered into by the entity and any expert's report or valuation obtained by the entity in relation to the acquisition</p>	Not applicable.
<b>Mining entities</b>	
67. A completed Appendix 1A Information Form and Checklist Annexure I (Mining Entities) <sup>29</sup>	Not applicable.
<b>Oil and gas entities</b>	
68. A completed Appendix 1A Information Form and Checklist Annexure II (Oil and Gas Entities) <sup>30</sup>	Not applicable.
<b>Entities incorporated or established outside of Australia</b>	
69. A completed Appendix 1A Information Form and Checklist Annexure III (Foreign Entities) <sup>31</sup>	Not applicable.
<b>Externally managed entities</b>	
70. A completed Appendix 1A Information Form and Checklist Annexure IV (Externally Managed Entities) <sup>32</sup>	Not applicable.
<b>Stapled entities</b>	
71. A completed Appendix 1A Information Form and Checklist Annexure V (Stapled Entities) <sup>33</sup>	Not applicable.

<sup>28</sup> ASX may require evidence to support expenditure claims.

<sup>29</sup> An electronic copy of this Appendix is available from the ASX Compliance Downloads page on ASX's website.

<sup>30</sup> An electronic copy of this Appendix is available from the ASX Compliance Downloads page on ASX's website.

<sup>31</sup> An electronic copy of this Appendix is available from the ASX Compliance Downloads page on ASX's website.

<sup>32</sup> An electronic copy of this Appendix is available from the ASX Compliance Downloads page on ASX's website.

<sup>33</sup> An electronic copy of this Appendix is available from the ASX Compliance Downloads page on ASX's website.

## Further documents to be provided before admission to the official list

Please note that in addition to the information and documents mentioned above, all entities will be required to provide the following before their admission to the official list and the quotation of their securities commences:

- A statement setting out the names of the 20 largest holders in each class of securities to be quoted, and the number and percentage of each class of securities held by those holders;
- A distribution schedule of each class of equity securities to be quoted, setting out the number of holders in the categories:
  - 1 - 1,000
  - 1,001 - 5,000
  - 5,001 - 10,000
  - 10,001 - 100,000
  - 100,001 and over
- The number of holders of a parcel of securities (excluding restricted securities) with a value of more than \$2,000, based on the issue/sale price;
- Any outstanding restriction agreements (Appendix 9A) and related undertakings;<sup>34</sup> and
- Any other information that ASX may require under Listing Rule 1.17.<sup>35</sup>

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<sup>34</sup> See note 26 above.

<sup>35</sup> Among other things, this may include evidence to verify that an entity has met Listing Rule 1 Condition 7 and achieved minimum spread without using artificial means (see Guidance Note 1 section 3.6).