

Acquisition of Faktortel Holdings Pty Ltd

- 1 In accordance with the terms of the share sale agreement entered into between Over the Wire Holdings Limited (**Company**) and Faktortel Holdings Pty Ltd on 28 July 2015, as described at section 8.13 of the Prospectus, the following consideration has or is expected be paid to the vendors pursuant to the terms of the agreement:
 - (a) 875,603 ordinary shares have been issued to Christopher Cowling;
 - (b) \$1,598,243 will be paid to Christopher Cowling within seven days of the Company's listing;
 - (c) 498,478 ordinary shares have been issued to Allan Cowling; and
 - (d) \$1,095,368 will be paid to Allan Cowling within seven days of the Company's listing.
- 2 The shares that have been issued to the vendors are subject to voluntary escrow restrictions for a period of 12 months.

Acquisition of Sanity Holdings Pty Ltd

- 3 The Company's acquisition of Sanity Holdings Pty Ltd (**Sanity**), as described at section 8.14 of the Prospectus, completed on 30 November 2015.
- 4 A cash payment of \$2,294,146 was paid to the vendor at Completion in accordance with the terms of the share sale agreement.
- 5 In accordance with the terms of the agreement, 352,946 ordinary shares have now been issued to the vendor. These shares are subject to voluntary escrow restrictions for a period of 12 months.
- 6 The deferred consideration for the acquisition is expected to take place in accordance with the timeframes set out in the Prospectus, as follows:
 - (i) Tranche 1 consideration, in cash, seven business days following completion of an audit of Sanity's accounts for the period ended 30 June 2016;
 - (ii) Tranche 2 consideration, in cash, seven Business Days following completion of an audit of Sanity's accounts for the period ended 30 June 2017; and
 - (iii) Tranche 3 consideration, in cash, seven Business Days following completion of an audit of Sanity's accounts for the period ended 30 June 2018.
- 7 As set out in the terms of the agreement, the quantum of each of the respective deferred consideration payments will depend upon the revenue achieved by Sanity in each of the respective years, however:
 - (a) the maximum amount of each of the respective payments will not exceed 10% of the purchase price; and
 - (b) no deferred consideration will be payable in circumstances where Sanity fails to achieve a minimum revenue amount of \$1 million in each applicable year.