

# Application for Quotation of Additional Securities

File Reference:

I:\Operations\Projects\NETS Project\NSX install package USB key\Issuer Documents\NSX Quotation of Additional Securities.doc

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## Introduction

To ensure the efficient processing of this form by NSX, please:

1. Adhere to the suggested number of the annexures required by this form.
2. Complete **all** statements and questions in this form. (NSX can provide an electronic version of this form on request).

### More Information and Submission of Form:

Further information can be obtained from and all applications should be sent to:

General Manager  
National Stock Exchange of Australia Limited  
PO BOX 283  
Newcastle NSW 2300

Phone: 61 2 4929 6377  
Fax: 61 2 4929 1556  
<http://www.nsx.com.au>

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to NSX as soon as available. Information and documents given to NSX become NSX's property and may be made public.*

Introduced 11 March 2004.

Name of entity

Bendigo Telco Limited

ABN/can

089 782 203

We (the entity) give NSX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |   |  |
|---|---|--|
| 1 | Class of securities issued or to be issued  | Ordinary   |
| 2 | Number of securities issued or to be issued (if known) or maximum number which may be issued  | 1,999,962 (being 1,499,962) <sup>1</sup> in respect of the Vicwest Scheme and 500,000 as share consideration in respect of the CTA transaction). |
| 3 | Principal terms of the securities (eg, if options, exercise price and expiry date; if partly paid securities, the amount outstanding and due dates for payment; if convertible securities, the conversion price and dates for conversion) | Fully paid   |

<sup>1</sup> This number has been determined in accordance with the agreed merger ratio of 1 share for every 2.074 Vicwest shares. It will not be possible to determine the final number of shares to be issued to Vicwest shareholders (having regard to the requirement under the scheme that fractional entitlements be rounded down to the nearest whole number) until 7pm on 26 August 2016 (being the record date for the scheme). Bendigo Telco will inform NSX of the final number in due course.

- 4 Do the securities rank equally in all respects from the date of allotment with an existing class of quoted securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

Yes

- 5 Issue price or consideration

Transfer of shares in Vicwest Community Telco Limited.  
Acquisition of assets from Community Telco Australia Pty Ltd.

- 6 Purpose of the issue  
(If issued as consideration for the acquisition of assets, clearly identify those assets)

Bendigo Telco will acquire all of the shares in Vicwest Community Telco Limited (**Vicwest**) by way of a scheme of arrangement between Vicwest and its shareholders (**Vicwest Scheme**). Under the terms of the Vicwest Scheme, Bendigo Telco will issue to Vicwest shareholders 1 share for every 2.074 Vicwest shares they transfer to Bendigo Telco on 1 September 2016, in accordance with the terms of the Vicwest Scheme.

Bendigo Telco will acquire part of Community Telco Australia Pty Ltd (**CTA**)'s managed telco business. Under the terms of this acquisition, Bendigo Telco will issue 500,000 shares to CTA as part of the consideration for the acquisition of this business on 1 September 2016.

- 7 Dates of entering securities into uncertificated holdings or despatch of certificates

1 September 2016, being the implementation date of the Vicwest Scheme.

- 8 Number and class of all securities quoted on NSX (including the securities in clause 2 if applicable)

Number	Class
7,719,407	Ordinary

9	Number and class of all securities not quoted on NSX (including the securities in clause 2 if applicable)	Number	Class
		25,877	Ordinary
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	All shares rank equally from the new share issue date	

## Part 2 - Bonus issue or pro rata issue

- |    |  |  |
|----|--|--|
| 11 | Is security holder approval required?  |  |
| 12 | Is the issue renounceable or non-renounceable?   |  |
| 13 | Ratio in which the securities will be offered  |  |
| 14 | Class of securities to which the offer relates   |  |
| 15 | Record date to determine entitlements  |  |
| 16 | Will holdings on different registers (or sub-registers) be aggregated for calculating entitlements?  |  |
| 17 | Policy for deciding entitlements in relation to fractions  |  |
| 18 | Names of countries in which the entity has security holders who will not be sent new issue documents<br><br>Note: Security holders must be told how their entitlements are to be dealt with. |  |
| 19 | Closing date for receipt of acceptances or renunciations   |  |
| 20 | Names of any underwriters  |  |
| 21 | Amount of any underwriting fee or commission   |  |

- [illegible]

## Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

### 34 Type of securities (tick one)

(a) ☒ Securities described in Part 1

(b) ☐ All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

35 ☐ If the securities are equity securities, the names of the 20 largest holders of the additional securities, and the number and percentage of additional securities held by those holders

36 ☐ If the securities are equity securities, a distribution schedule of the additional securities 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

37 ☐ A copy of any trust deed for the additional securities

Entities that have ticked box 34(b)

38 Number of securities for which quotation is sought

39 Class of securities for which quotation is sought



- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

(if issued upon conversion of another security, clearly identify that other security)

Number	Class
7,719,407	

# Quotation agreement

1 Quotation of our additional securities is in NSX's absolute discretion. NSX may quote the securities on any conditions it decides.

2 We warrant the following to NSX.

- The issue of the securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those 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 or section 1016E of the Corporations Act does 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 737, 738 or 1016F of the Corporations Act at the time that we request that the securities be quoted.
- We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the securities to be quoted, it has been provided 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 NSX 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 NSX the information and documents required by this form. If any information or document not available now, will give it to NSX before quotation of the securities begins. We acknowledge that NSX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: ..... Date: 1 September~~9 August~~ 2016.  
(Company secretary)

Print name: Kenneth Belfrage .....