

Pre-Quotation Disclosure

30 June 2020

TPG Telecom Limited ACN 096 304 620 (formerly named Vodafone Hutchison Australia Pty Limited) (**Company**) entered into a scheme implementation deed (**SID**) with TPG Corporation Limited ACN 093 058 069 (formerly named TPG Telecom Limited) (Ticker: TPM) (**TPM**), under which the Company will acquire all of TPM's shares through a scheme of arrangement to be implemented on 13 July 2020 (**Merger**).

From the time of the Company's admission to ASX's official list today, 30 June 2020 (**Listing**), the Company will commence trading on a deferred settlement basis under the name "TPG Telecom Limited".

The following information is required to be provided to ASX Limited (**ASX**) for release to the market in connection with the official quotation on a deferred settlement basis of 1,859,341,669 ordinary shares in the Company.

Capitalised terms not defined in this document have the meanings given to them in TPM's scheme booklet issued on 19 May 2020 (**Scheme Booklet**).

1 SID and Deed Poll

1.1 The Company confirms that:

- (1) the Share Scheme Deed Poll dated 12 May 2020 given by the Company in favour of each Scheme Shareholder, described at Section 13.2 of the Scheme Booklet (**Deed Poll**); and
- (2) the SID,

remain in full legal force and effect.

2 Indicative Distribution Schedule

2.1 Attached at Annexure A and current as at Listing, is an indicative distribution schedule of ordinary shareholders of the Company. It records the number of shares and percentage of holdings across the following ranges:

1 - 1,000;
1,001 - 5,000;
5,001 - 10,000;
10,001 - 100,000; and
100,001 Over

2.2 The shareholdings of Vodafone Oceania Ltd (**VOL**) and Hutchison 3G Australia Holdings Pty Limited (**H3GAH**) will be affected by the restructuring transactions described at Section 10.7 of the Scheme Booklet and governed by the SID.



TPG Telecom Limited

3 Indicative statement of 20 largest holders

- 3.1 An indicative statement of the 20 largest ordinary shareholders of the Company, as if Implementation had occurred, is attached at Annexure B.
- 3.2 The shareholdings of VOL and H3GAH will be affected by the restructuring transactions described at Section 10.7 of the Scheme Booklet and governed by the SID.

4 Voluntary escrow

- 4.1 The table below sets out the indicative number of ordinary shares in the Company which will be subject to voluntary escrow. The escrow period applicable to each shareholding is 24 months from Implementation of the Merger (expected to occur on 13 July 2020).

4.2 Escrowed shares

Shareholder	Escrowed shares
David Teoh and associates	254,652,486
VOL	no less than 5.55% of the issued share capital of the Company
H3GAH	no less than 5.55% of the issued share capital of the Company
Vodafone Hutchison (Australia) Holdings Limited, a new company to be owned equally by a wholly-owned subsidiary of each of Vodafone Group plc and Hutchison Telecommunications (Australia) Limited	no more than 39.00% of the issued share capital of the Company

- 4.3 The exact number of shares subject to voluntary escrow will be determined during the restructuring transactions, described at Section 10.7 of the Scheme Booklet and governed by the SID, and announced shortly after Implementation.

5 Capital structure

- 5.1 Based on the closing price on ASX of \$8.89 per TPM share on 26 June 2020, the indicative capital structure of the Company is:

Shares on issue	Share capital (\$)
1,859,341,669	\$16,529,546,437.41

6 Waivers of ASX Listing Rules

- 6.1 The Company has sought and obtained the following waivers from ASX:

- (1) waiver of ASX Listing Rule 1.4.7 to the extent necessary to permit the Company to include a statement in the Information Memorandum that it has not raised any capital for the three months before the date of issue of the Information Memorandum and will not need to raise any capital for 3 months after the date of the Information Memorandum, except in connection with the VHA Restructure as described in section 9.16 of the Scheme Booklet; and

TPG Telecom Limited

- (2) waiver of Listing Rule 1.3.3(c) to the extent necessary to permit the Company not to have at least \$1.5 million in working capital at the time of Listing.

7 Investor Relations

7.1 The Company has made arrangements with its share registry Computershare Investor Services Pty Ltd to facilitate an orderly market in its ordinary shares and in particular, to ensure that investors are able to determine their entitlements for the purposes of deferred settlement trading.

7.2 Investors may contact Computershare Investor Services Pty Ltd by telephone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

For more information, please contact:
Trent Czinner, Company Secretary

Authorised for lodgement by Trent Czinner

TPG Telecom Limited

Annexure A – Indicative Distribution Schedule



TPG TELECOM LIMITED		FULLY PAID ORDINARY SHARES (Total)	
Indicative Distribution Spread as at 23 June 2020		Composition: ORD	
Range	Total holders	Units	% Units
1 - 1,000	11,321	4,695,203	0.25%
1,001 - 5,000	7,341	17,688,230	0.95%
5,001 - 10,000	1,523	10,930,308	0.59%
10,001 - 100,000	1,320	31,278,335	1.68%
100,001 Over	122	1,794,749,593	96.53%
Total	21,627	1,859,341,669	100.00%

TPG Telecom Limited

Annexure B – Indicative 20 Largest Shareholders



TPG TELECOM LIMITED

FULLY PAID ORDINARY SHARES (Total)

Indicative Top 20 Holders as of 23 June 2020

Composition: ORD

Rank	Name	Units	% Units
1	HUTCHISON 3G AUSTRALIA HOLDINGS PTY LIMITED	465,765,088	25.05%
2	VODAFONE OCEANIA LIMITED	465,765,088	25.05%
3	WASHINGTON H SOUL PATTINSON AND COMPANY LIMITED	137,088,234	7.37%
4	WASHINGTON H SOUL PATTINSON	94,507,887	5.08%
5	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	91,359,321	4.91%
6	J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	81,179,143	4.37%
7	TSH HOLDINGS PTY LTD	78,048,498	4.20%
8	VICTORIA HOLDINGS PTY LTD	77,170,861	4.15%
9	DAVID TEOH	47,663,106	2.56%
9	VICKY TEOH	47,285,497	2.54%
11	TSH HOLDINGS PTY LTD	32,730,000	1.76%
12	VICTORIA HOLDINGS PTY LTD	32,730,000	1.76%
13	CITICORP NOMINEES PTY LIMITED	31,508,676	1.69%
14	NATIONAL NOMINEES LIMITED	14,901,551	0.80%
15	UBS NOMINEES PTY LTD	9,864,948	0.53%
16	BNP PARIBAS NOMINEES PTY LTD <AGENCY LENDING DRP A/C>	8,740,376	0.47%
17	J S MILLNER HOLDINGS PTY LIMITED	6,970,199	0.37%
18	BNP PARIBAS NOMS PTY LTD <DRP>	6,749,667	0.36%
19	FARJOY PTY LTD	6,254,236	0.34%
20	BKI INVESTMENT COMPANY LIMITED	5,064,251	0.27%
Top 20 holders of FULLY PAID ORDINARY SHARES		1,741,346,627	93.65%
Total Remaining Holders Balance		117,995,042	6.35%