

ASX Announcement



11 November 2020

Dividend Reinvestment Plan Underwrite

Enclosed is an announcement made by AusNet Services, which is provided for the information of AusNet Services Holdings Pty Ltd noteholders.

Authorised by:

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Dividend Reinvestment Plan Underwrite

AusNet Services Ltd (**AusNet Services**) has announced an FY2021 interim dividend of 4.75 Australian cents per share (**2021 Interim Dividend**) and the details of the operation of the Dividend Reinvestment Plan (**DRP**) in relation to the 2021 Interim Dividend, including the partial underwrite of the **DRP**.

Eligible shareholders wishing to make, or change, an election to participate in the **DRP** in relation to the 2021 Interim Dividend must do so by 5.00 pm (Australian Eastern Daylight Time), on 18 November 2020 (**Election Date**). Shares will be issued under the **DRP** at 2% discount to the average trading price. The average trading price will be the average of the volume weighted average price of shares sold in ordinary market transactions on the ASX between 19 November 2020 and 4 December 2020 (inclusive).

Further information about participation and operation of the **DRP** is available at www.ausnetservices.com.au.

AusNet Services has entered into an agreement with UBS AG, Australia Branch (**Underwriter**) to underwrite the **DRP** up to 50% of the total amount of the FY2021 Interim Dividend (**Underwriting Agreement**). AusNet Services has agreed to pay the Underwriter a fee of 0.15% (exclusive of GST) of the Shortfall Amount¹ to the Underwriter. A summary of the significant events that could lead to the Underwriting Agreement being terminated is included in the Attachment to this announcement.

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Company Secretary

This announcement was authorised for release by the Disclosure Committee of AusNet Services Ltd.

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¹ Being up to 50% of the total amount of the FY2021 Interim Dividend, less the total amount of the 2021 Interim Dividend reinvested by shareholders under the **DRP**.

ATTACHMENT

For the purposes of ASX Listing Rule 3.10.9, the significant events that could lead to the Underwriting Agreement being terminated, include if:

- AusNet Services does not issue a cleansing notice in relation to shares issued to the Underwriter or the cleansing notice is defective or requires correction;
- the ASX refuses to grant quotation, or withdraws or withholds quotation, of shares issued under the DRP or to the Underwriter;
- certain notifications or applications are made, or proceedings or hearings commenced, by a government agency (including any court or ASIC);
- ASX announces that shares in AusNet Services will be delisted or removed or suspended from quotation;
- AusNet Services becomes insolvent or a request is made to a court to approve a scheme of arrangement under part 5.1 of the Corporations Act;
- a director of AusNet Services commits an act of fraud, is charged with an indictable offence in his or her capacity as a director of AusNet Services or is disqualified from managing a corporation;
- AusNet Services terminates or suspends the DRP or the DRP is varied in breach of the Underwriting Agreement;
- the constitution, or capital structure, of AusNet Services is amended or altered (other than by the issue of shares under the DRP or to the Underwriter);
- certain new laws or policies are introduced within Australia or there is an official announcement of the proposal to introduce such new laws or policies (including policies or actions that prohibit or materially restrict stock borrowing, short selling or other relevant dealing);
- there is a material adverse change in the assets, liabilities, financial or trading position or performance, profits, losses or prospects of AusNet Services;
- AusNet Services breaches the Underwriting Agreement or AusNet Services (or a subsidiary) contravenes the Corporations Act, ASX Listing Rules or its constitution;
- a representation or warranty given by AusNet Services under the Underwriting Agreement becomes untrue or incorrect or information provided in relation to the DRP is misleading or deceptive;
- hostilities commence or escalate, or a major terror act is perpetrated against, or national emergency (other than in relation to COVID-19) is declared in any one of more of Australia, New Zealand, the United States of America, Japan, the United Kingdom or the European Union;
- a general moratorium on commercial banking activities is cleared by the central banking authority in Australia, the United States of America or the United Kingdom or there is any material or adverse change or disruption to commercial banking or securities settlement or clearance settlement in any of those countries; or
- trading in securities quoted on ASX, the London Stock Exchange or the New York Stock Exchange is suspended for at least one trading day.

Some of these events will only give the Underwriter the right to terminate the Underwriting Agreement if the event has or may have a material adverse change on the settlement of the DRP in relation to the 2021 Interim Dividend or the Underwriter's ability to manage the underwrite of the DRP, or results in, or the reasonable possibility of, the Underwriter contravening or incurring liability under any law.