

Capital Management and Pro Forma Financial Information

5 August 2025

ASX: TPG



'Listening to Land - Connecting to Country' by Riki Salam
(Mualgal, Kaurareg, Kuku Yalanji), We are 27 Creative.

**TPG Telecom acknowledges the
Traditional Custodians of Country
throughout Australia** and the lands on
which we and our communities live, work
and connect.

**We pay our respects to their Elders, past
and present.**

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Agenda

- 1 Introduction
- 2 Capital management
- 3 Pro Forma financials and FY25 guidance
- 4 1H25 trading update
- 5 Conclusion and Q&A

Announcement highlights



Vocus Transaction complete: net cash proceeds of \$4.7 billion



Proposed cash distribution of up to \$3 billion through pro rata Capital Reduction



Reinvestment Plan of up to \$688 million to increase minority ownership



Debt Repayment of up to \$2.4 billion of bank borrowings



Confident financial position will be deemed “investment grade”



Dividend Policy: 18 cps targeted in FY25, then growing over time with profit and cash flow



Pro Forma financials show strong year-on-year performance



Pro Forma FY25 guidance and first-half trading update

Note: While TPG is actively progressing its capital management plans, the outcome of its engagement with regulators and its overall approach remains subject to ongoing review and assessment by the TPG Board. Accordingly, there is no guarantee that the capital management initiatives will be implemented, and if they are, be implemented in accordance with all the indicative terms of this presentation.

Sale of fibre and EGW Fixed assets

Simplifying TPG and establishing infrastructure sharing

Vocus Transaction completed 31 July 2025

**Separation and transition activities
completing as expected**

Low-cost access model established enabling scalable cost base as customer and data volumes grow

**Exited sub-scale
assets and
operations**

**Strengthened
network
economics**

**Streamlined TPG
structure
and cost base**

**Deployment of
Capital Management
Plan**

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Capital management

Iñaki Berroeta

Chief Executive Officer and Managing Director



Capital management and liquidity plan

Designed to reward all shareholders and rebalance the share register to increase minority shareholder ownership

Capital Reduction

- Return of up to \$3 billion to all shareholders via pro rata Capital Reduction
- Up to \$1.61 cash distribution per share
- Subject to shareholder approval by simple majority at EGM
- TPG engaging with ATO to seek class ruling for all shareholders



Notice of meeting released September 2025



Shareholder vote and EGM planned for October 2025

Reinvestment Plan

- Up to \$688 million in new shares to minority shareholders
- Designed to improve ASX free-float and maintain index position
- If fully subscribed, would increase TPG's free float to approximately 30%¹
- Pricing terms, including any discount, to be determined closer to time of execution



Prospectus to be distributed post EGM if Capital Reduction approved



New shares issued at same time as cash distribution (late October)

Debt Repayment

- Targeting up to \$2.4 billion of repayments
- Reduces drawn borrowings to approximately \$1.7 billion
- Results in Pro Forma financial leverage of approximately 1.3 times² (pre-AASB16 basis)
- Confident financial position will be deemed "investment grade"



\$1.7 billion from Vocus Transaction proceeds



Further repayment subject to Reinvestment Plan execution

Dividend Policy

- Targeting FY25 dividend of 18 cents per share (same as FY24)
- Growth over time with profit and cash flow
- Timing and extent of franking subject to generation of new franking credits
- Always subject to market conditions and Board discretion



Interim FY25 dividend to be declared on 28 August 2025

¹ Increased free float percentage calculated on illustrative basis only, assuming full take-up of Reinvestment Plan at closing TPG share price of \$5.52 on 4 August 2025 less \$1.61 per share Capital Reduction, resulting in issuance of approximately 176 million new shares. Actual outcome subject to prevailing share price, pricing terms, including any discount, investor take-up and market conditions at execution of Reinvestment Plan. Refer to slide 9 for detailed calculations.

² Based on mid-point of TPG FY25 guidance.

Note: TPG is in the process of seeking a Class Ruling from the Australian Taxation Office (ATO) to confirm the tax treatment to shareholders of the Capital Reduction. While TPG is actively progressing its capital management plans, the outcome of its engagement with regulators and its overall approach remains subject to ongoing review and assessment by the TPG Board. Accordingly, there is no guarantee that the capital management initiatives will be implemented, and if they are, be implemented in accordance with all the indicative terms of this presentation. Dates are indicative only and subject to change. TPG will update the market as key actions are taken, or if dates materially vary.

Capital Reduction and Reinvestment Plan

Equal cash distribution to all shareholders with minorities able to increase their ownership



Capital Reduction

Target amount:	Up to \$3,000 million
Shares on issue:	1,859,341,669
Pro rata cash distribution:	Up to \$1.61 per share

Allocation:

Strategic Shareholders:	\$2,312 million
Minority shareholders:	\$688 million

Reinvestment Plan

<i>Starting shares on issue:</i>	<i>1,859 million</i>
Strategic Shareholders:	1,433 million
Minority shareholders:	426 million
Free float:	23%

Target value of new shares issued:

Strategic Shareholders:	n/a
Minority shareholders:	\$688 million

Illustrative example only:¹

Closing price on 4 August 2025:	\$5.52
Number of new shares:	176 million
<i>Ending shares on issue:</i>	<i>2,035 million</i>
Strategic shareholders:	1,433 million
Minority shareholders:	602 million
Free float:	30%

¹ Increased free float percentage calculated on illustrative basis only, assuming full take-up of Reinvestment Plan at closing TPG share price of \$5.52 on 4 August 2025 less \$1.61 per share Capital Reduction, resulting in issuance of approximately 176 million new shares. Actual outcome subject to prevailing share price, pricing terms, including any discount, investor take-up and market conditions at execution of Reinvestment Plan.

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Debt Repayment

Borrowing profile transformed through refinancing and repayment



Bank debt @ 30 Jun:	c. \$4.1b
Target bank debt @ 31 Dec:	c. \$1.7b

Targeting to repay up to \$2.4 billion of bank debt from the following sources:

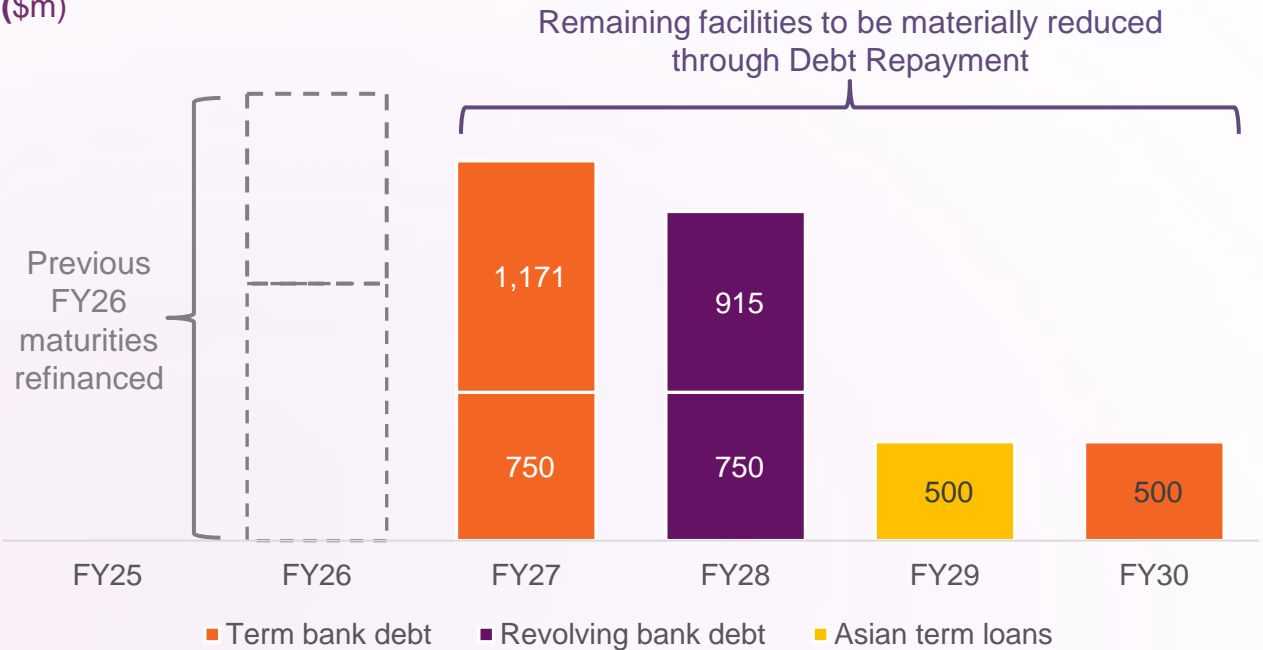
- c. \$1.7 billion from Vocus Transaction proceeds
- Targeted \$688 million from Reinvestment Plan proceeds assuming full take-up

Continuing to assess the most appropriate facilities to repay

Refinanced c. \$2.1 billion of bank debt facilities that were due to mature in June 2026, until July 2027 and July 2028

- Strong demand from 12 participating banks
- Reduction in margin from prior refinancings

Debt maturity profile (pre Debt Repayment)
(\$m)



Leverage reduction

On track to reduce total financial leverage by \$2.4 billion since 2020 merger

	July 20 actual	Dec 24 actual	Dec 25 Pro Forma forecast ¹	
Leases	\$1.1b	\$2.2b	c. \$2.8b	Increase primarily reflects 2022 Towers Sale and TAWFA post Vocus Transaction
Bank borrowings	\$4.7b	\$4.1b	c. \$1.7b	Pro Forma assumes full subscription of Reinvestment Plan and proceeds used for Debt Repayment
Debt/EBITDA ratio (pre AASB16)	3.0x	2.3x	c. 1.3x ¹	Excludes leases from debt and treats lease payments within EBITDA; covenant limit 3.75x
Debt/EBITDA ratio (post AASB16)	3.2x	3.2x	c. 2.8x ¹	Includes leases in debt and treats lease payments through depreciation and interest
Legacy handset receivables financing facility	\$1.1b	<\$0.1b	-	TPG continuing to assess future options Proceeds of any future handset receivables financing solution will enable further bank debt retirement
Total external financing	\$6.9b	\$6.3b	c. \$4.5b	Reduction of 35% in four years from asset sales and disciplined capital management

¹ Based on mid-point of TPG FY25 guidance. Pro Forma financial information reflects TPG Telecom operations excluding discontinued operations and assuming new commercial arrangements arising from the Vocus Transaction were in place for the entire period.

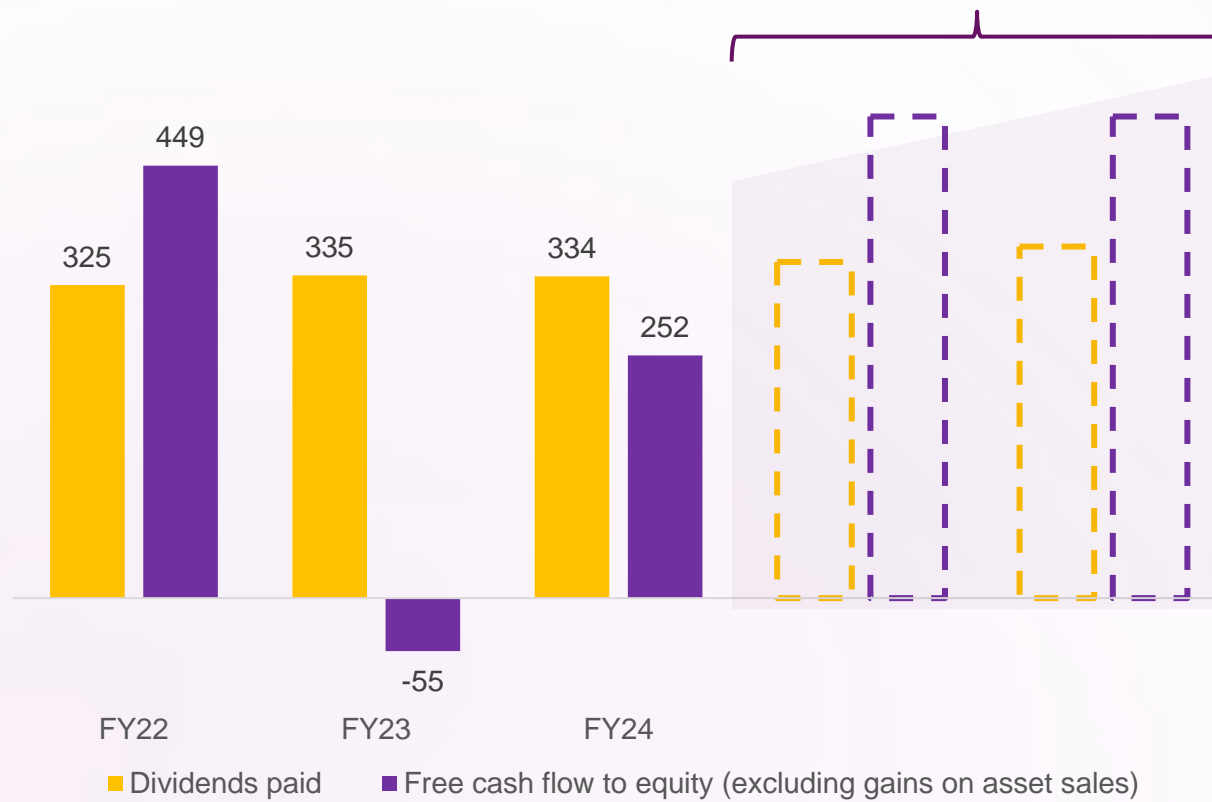
Dividend Policy

Simplified approach targeting strong, predictable and growing income stream

Cash flow and dividends (\$m)

Targeting FY25 dividend of 18 cents per share (same as FY24)

Growth over time with cash flow and profit



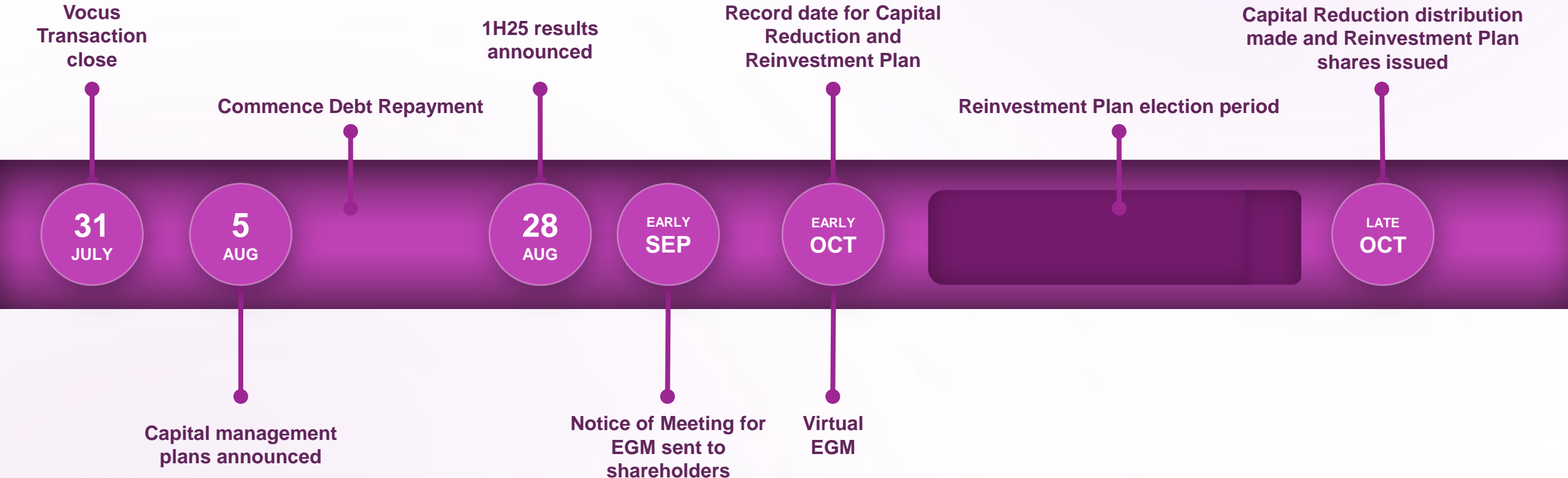
Future cash flow expected to grow due to:

- Underlying earnings momentum
- Reducing capex requirements
- No expected spectrum payments in short term
- Cessation of legacy handset receivables financing unwind
- Lower bank borrowing costs following Debt Repayment and lower market interest rates

Dividends subject to market conditions and Board discretion

Timing and extent of franking subject to timing of generation of franking credits

Execution of Capital Management Plan



Note: While TPG is actively progressing its capital management plans, the outcome of its engagement with regulators and its overall approach remains subject to ongoing review and assessment by the TPG Board. Accordingly, there is no guarantee that the capital management initiatives will be implemented and, if they are, be implemented in accordance with all the indicative terms of this presentation. Dates are indicative only and subject to change. TPG will update the market as key actions are taken, or if dates materially vary.

Pro Forma financials

John Boniciolli
Chief Financial Officer



Definition of Pro Forma financial information

Vocus Transaction has delivered a simpler TPG with a more predictable cash cost base

Key steps in deriving Pro Forma financial information (vs. status quo)

Removal of divested assets and operations:

TPG has sold:

- EGW Fixed commercial operations
- Fixed network infrastructure
- Vision Network (wholesale)

TPG retains:

- Mobile infrastructure and access rights
- Consumer and EGW Mobile core network commercial operations
- Consumer Fixed core network and commercial operations

Annual impact to revenue and costs and EBITDA (FY24 basis):

Total revenue reduces by \$616 million

Cost of telecommunications services reduces by \$21 million

- \$145 million saving from assets sold
- \$124 million costs from new commercial arrangements (Transmission and Wholesale Fibre Access Agreement (TAWFA) at \$58 million plus Vision Wholesale Broadband Agreement (WBA)

Operating expenditure reduces by \$224 million

EBITDA (guidance basis) reduces by \$388 million

Annual impact to leases, capex and cash flow (FY24 basis):

Capital expenditure reduces by \$122 million

Cash lease costs increase by \$45 million (TAWFA less removal of leases sold)

Operating Free Cash Flow reduces by \$303 million

Summary of Pro Forma annual financial information

A simplified and stronger TPG

(\$m)	FY23	FY24	Change	
Income statement				
Total revenue	4,894	4,904	0.2%	
Cost of telecommunications services	(1,532)	(1,500)	2.1%	
Cost of handsets and hardware	(884)	(786)	11.1%	No impact from Vocus Transaction
Gross margin	2,478	2,618	5.6%	
Opex (pre guidance adjustments)	(999)	(1,277)	(27.8)%	
EBITDA (pre guidance adjustments)	1,479	1,341	(9.3)%	Strong positive trend in EBITDA on guidance basis after removal of guidance adjustments largely arising from MOCN decommissioning impairment charge
Guidance adjustments	29	259	n/m	
Opex (guidance basis)	(970)	(1,018)	(4.9)%	
EBITDA (guidance basis)	1,508	1,600	6.1%	
Depreciation and amortisation	(1,238)	(1,257)	(1.5)%	
EBIT (guidance basis)	270	343	27.0%	
Leases – financing costs component	(174)	(179)	(2.9)%	
Cash flow statement				
Cash flow from operating activities	1,109	1,546	39.4%	Very positive trend in cash flow as working capital impact of unwind of legacy handset receivables financing arrangements reduced and capex decreased following peak of network and IT investment
Capex excluding spectrum payments	(969)	(892)	7.9%	
Lease payments	(285)	(308)	(8.1)%	
Operating Free Cash Flow	(145)	346	n/m	

(\$b) Balance sheet	Expected opening balance 1/8/2025
Right-of-use assets	1.76
Lease liabilities (current)	(0.19)
Lease liabilities (non-current)	(2.60)

Note: Pro Forma financial information reflects TPG Telecom operations excluding discontinued operations and assuming new commercial arrangements arising from the Vocus Transaction were in place for the entire period. See appendices for detailed Pro Forma financial information including reconciliations to prior Group financials.

FY25 guidance

Provided on Pro Forma basis

	Reset FY25 guidance	Drivers
EBITDA (excluding material one-offs)	\$1,605m to \$1,655m	<ul style="list-style-type: none">• Pro Forma guidance reflects previous FY25 guidance of \$1,950m to \$2,025m, adjusted to:<ul style="list-style-type: none">• Exclude any contribution of Discontinued Operations (i.e. EGW Fixed, network infrastructure, Vision Network), including gain on sale and Vocus transaction and separation costs• Include costs of new commercial arrangements (TAWFA, Vision WBA)• On a Statutory basis, EBITDA would be approximately \$35 million higher than Pro Forma, reflecting inclusion of new commercial arrangements for only five months¹• Guidance excludes any material one-off impacts arising from events such as transactions, redundancy, restructuring, mergers and acquisitions, disposals, impairments and any other items as determined by the Board and management (other than those already excluded in Discontinued Operations)
Capital expenditure (cash basis, excluding spectrum payments)	Approximately \$790m	<ul style="list-style-type: none">• Pro Forma guidance is the previous FY25 guidance of approximately \$900m, adjusted to exclude Discontinued Operations capex• Guidance now includes approximately \$20m of investment to develop infrastructure to support a low-earth orbit satellite (LEOsat) project and additional investment in IT systems for EGW Mobile post the Vocus Transaction

¹ Pro Forma is not the same as the AASB5 basis on which TPG will report statutory financials. While both approaches omit Discontinued Operations, the Statutory basis only recognises the cost of new commercial agreements from when they begin, which is 1 August 2025. The Pro Forma basis assumes those arrangements are in place all year.

Note: Refer to Glossary on slide 31 for definitions of key terms.

Note: All guidance is subject to no material change in operating conditions.

Reaffirming additional financial targets

Further strengthening our cash flow performance as investment cycle passes peak

Opex

Targeting a further:

c. \$100m

in cost reductions from FY25
Pro Forma cost base

Targeted cost reduction is gross efficiency prior to the impact of inflation and is expected to be delivered over two to four years (FY26 – FY29)

Capex

Targeting:

\$550-650m

from FY27

Free cash flow

Strong contribution anticipated in FY25 Pro Forma from:

- Spectrum c. \$128m lower
- Legacy handset receivables financing unwind c. \$125m lower
- Capex c. \$102m lower
- Borrowing costs materially lower from lower debt and market rates
- Improvement skewed to second half

1H25 update

John Boniciolli
Chief Financial Officer



Regional network sharing



Increased coverage nationally helping TPG's brands grow subscriber market share in Mobile since MOCN launch



Positive customer response across brands and products

- Strong uptake in all areas outside Sydney
- Positive subscriptions momentum across Vodafone, TPG and Felix
- Subscriber growth of c. 100k in 1H25
- Postpaid port-ins from Feb to Jun up 48% on same period last year
- Jun 25 voice traffic (phone calls) in regional areas up 20% on Dec 24
- Jun 25 data traffic in regional areas increased 82% on Dec 24
- Marketing spend in 1H25 driving increased brand consideration

Key 1H25 trading metrics (unaudited)¹

Mobile subscribers

5.615m

↑c.100k

Strong growth following launch of network sharing arrangement

Postpaid +15k

Prepaid +86k

Mobile ARPU

\$34.97

↑\$0.33

Strong response to the “double data” offer

Postpaid: \$48.51, up \$0.84

Prepaid: \$20.74, up \$0.97

Pricing aligned across front and back book following pricing refreshes

Fixed subscribers

2.021m

↓55k

NBN -73k

Vision +2k

FWA +17k

Q2 volume stabilising following strong customer response to TPG rebrand promotions since April

Fixed AMPU

\$26.11

↑\$0.84

Modest increase in NBN AMPU combined with growth in FWA customers
TPG brand relaunch offers not impacting 1H25

AMPU no longer includes Vision wholesale margin

MOCN has enabled prioritisation of strongest first-half volume growth since borders re-opened post pandemic

Fixed profitability remains very strong, with TPG brand refresh supporting improved NBN volumes in recent months

¹ 1H25 unaudited overview of performance, outcomes may change.

Note: refer to Glossary on slide 31 for definitions of key terms.

Pro Forma 1H25 key metrics (unaudited)

Strong growth following MOCN launch



(\$m)	1H24 Pro Forma ¹	1H25 Pro Forma ¹	Comments
Total revenue	2,400	2,448	Robust trading performance following MOCN launch on 30 January and TPG rebrand in April; expected growth approximately 2.0% vs. PCP
Operating expenses	(502)	(505)	Approximately 0.6% higher than PCP reflecting continued cost discipline and lower investment needs offsetting increased marketing spend
EBITDA (guidance basis)	779	786	Momentum marginally ahead of TPG expectations, reflecting robust underlying performance; approximately 0.9% growth vs. PCP despite MOCN costs 1H25 Statutory EBITDA will be higher than Pro Forma as the impact of new commercial arrangements from Vocus Transaction will not be included
Cash capex (excluding spectrum)	(510)	(473)	Cash capex expected to be approximately \$37m lower than 1H24 Total FY25 cash capex weighted to first half as per previous disclosures
Operating Free Cash Flow	127	171	Improvement expected vs. PCP in 1H25 primarily due to lower capex Total FY25 OFCF weighted to second half owing to first-half weighting of capex

¹ Pro Forma 1H24 is based on statutory accounts adjusted for all Vocus Transaction impacts. Pro Forma 1H25 is based on management accounts adjusted for all Vocus Transaction impacts. The 1H25 statutory accounts have not been completed and are subject to half-year-end processes including Board review and sign-off and audit review. As a result, the 1H25 statutory results upon which the Pro Forma figures are based may change.

Note: refer to Glossary on slide 31 for definitions of key terms.

Conclusion

Iñaki Berroeta

Chief Executive Officer and Managing Director

Strategy for long-term value creation

Ongoing delivery achievements setting us to be more competitive

Run networks smarter

Leverage our network partnerships and sharing capabilities to bring value and choice to more Australians.



Invigorate brands and services

Redefine consumer brands, play mobile differently and grow small and medium business.



Make it easy for customers

Make it easy for customers to join us, stay with us and get support from us by dialing up digital and simplifying our systems and processes.



Become faster, simpler and stronger

Future proof our business by simplifying our tech landscape, maintaining competitive cost-base and building next gen capability.



♥ Customers first, people always

Long-term value proposition



Questions and answers



Appendices



Pro Forma financial information

FY23

(\$m)				FY23
	Reported	Assets sold	New commercial arrangements	Pro Forma
Income statement				
Total revenue	5,533	(639)	-	4,894
Cost of telecommunications services	(1,544)	143	(131)	(1,532)
Cost of handsets and hardware	(884)	-	-	(884)
Gross margin	3,105	(496)	(131)	2,478
Opex (pre guidance adjustments)	(1,230)	231	-	(999)
EBITDA (pre guidance adjustments)	1,875	(265)	(131)	1,479
Guidance adjustments	48	(19)	-	29
EBITDA (guidance basis)	1,923	(284)	(131)	1,508
Depreciation and amortisation	(1,472)	264	(30)	(1,238)
EBIT (guidance basis)	451	(20)	(161)	270
Leases – financing cost component	(121)	4	(57)	(174)
Cash flow statement				
Cash flow from operating activities	1,522	(276)	(138)	1,109
Capex excluding spectrum payments	(1,126)	157	-	(969)
Lease – principal component	(108)	12	(15)	(111)
Lease – interest component	(121)	4	(57)	(174)
Operating Free Cash Flow	167	(103)	(210)	(145)

Changed commercial arrangements includes TAWFA c. \$60m per year (previously planned as operating expenditure) and Vision WBA c. \$75m per year

Removes guidance adjustments related to the transaction and perimeter

EBITDA impact \$415m, \$14m less than previous Pro Forma estimate

Previous Pro Forma estimate indicated \$13m reduction in lease expenses due to transaction
Actual reduction of \$16m split between lease principal and interest

Pro Forma financial information

FY24

(\$m)				FY24
	Reported	Assets sold	New commercial arrangements	Pro Forma
Income statement				
Total revenue	5,520	(616)	-	4,904
Cost of telecommunications services	(1,521)	145	(124)	(1,500)
Cost of handsets and hardware	(786)	-	-	(786)
Gross margin	3,213	(471)	(124)	2,618
Opex (pre guidance adjustments)	(1,501)	224	-	(1,277)
EBITDA (pre guidance adjustments)	1,712	(247)	(124)	1,341
Guidance adjustments	276	(17)	-	259
EBITDA (guidance basis)	1,988	(264)	(124)	1,600
Depreciation and amortisation	(1,485)	258	(30)	(1,257)
EBIT (guidance basis)	503	(6)	(154)	343
Leases – financing cost component	(127)	5	(57)	(179)
Cash flow statement				
Cash flow from operating activities	1,926	(241)	(139)	1,546
Capex excluding spectrum payments	(1,014)	122	-	(892)
Lease – principal component	(136)	22	(15)	(129)
Lease – interest component	(127)	5	(57)	(179)
Operating Free Cash Flow	649	(92)	(211)	346

Changed commercial arrangements includes TAWFA c. \$60m per year (previously planned as operating expenditure) and Vision WBA c. \$65m per year

Guidance adjustments include \$250m impairment related to MOCN

EBITDA impact \$388m, \$27m less than FY23

Pro Forma financial information

1H24



(\$m)				1H24
	Reported	Assets sold	New commercial arrangements	Pro Forma
Income statement				
Total revenue	2,711	(311)	-	2,400
Cost of telecommunications services	(744)	71	(64)	(737)
Cost of handsets and hardware	(382)	-	-	(382)
Gross margin	1,585	(240)	(64)	1,281
Opex (pre guidance adjustments)	(611)	107	-	(504)
EBITDA (pre guidance adjustments)	974	(133)	(64)	777
Guidance adjustments	5	(3)	-	2
EBITDA (guidance basis)	979	(136)	(64)	779
Depreciation and amortisation	(741)	135	(15)	(621)
EBIT (guidance basis)	238	(1)	(79)	158
Leases – financing cost component	(64)	2	(28)	(91)
Cash flow statement				
Cash flow from operating activities	961	(113)	(71)	777
Capex excluding spectrum payments	(567)	57	-	(510)
Lease – principal component	(52)	11	(8)	(49)
Lease – interest component	(64)	2	(29)	(91)
Operating Free Cash Flow	278	(43)	(108)	127

Glossary

Term	Definition	Term	Definition
1H	Six months ended/ending 30 June of the relevant financial year	MOCN	Multi-operator core network sharing arrangement
2H	Six months ended/ending 31 December of the relevant financial year	MVNO	Mobile virtual network operator
AMPU	Average margin per user.	Operating Free Cash Flow (OFCF)	Measures cash flow from operations less capital expenditure, finance lease repayments and finance lease interest (within cash flow from financing activities)
ARPU	Average revenue per user	Opex	Operating expense
bps	Basis points (1.0% = 100bps)	PCP	Prior corresponding period
EGM	Extraordinary General Meeting	PPE	Property, plant and equipment
FWA	Fixed Wireless Access	Pro Forma	Pro Forma financial statements are hypothetical views that reflect “as if” a specific event, such as a transaction had occurred at the beginning of the reporting period
FY	Financial year ended/ending 31 December of the relevant financial year	RoU	Right-of-use
Gross margin	Earnings after cost of telecommunication services before operating expenses	Service Revenue	Excludes revenue from handsets, accessories and other hardware products
Guidance basis	Guidance is subject to no material change in operating conditions and excludes any material one-off impacts (see below)	SIO	Services in operation
Material one-offs	Impacts arising from events such as transactions, redundancy, restructuring, mergers and acquisitions, disposals, impairments and any other items as determined by the Board and management	Spectrum	Radio frequency spectrum used to transmit and receive telecommunication signals