

Universal Biosensors Inc  
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Australia

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**Universal Biosensors**

28 November 2012

The Manager  
Company Announcements Office  
ASX Limited  
20 Bridge Street  
SYDNEY NSW 2000

Dear Sir/Madam,

**Despatch of Share Purchase Plan Documents**

Universal Biosensors, Inc. (ASX: UBI) advises that the enclosed letter, SPP Terms and Conditions and personalised Application Form relating to the Share Purchase Plan announced on 26 November 2012 are being despatched to eligible holders today.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Salesesh Balak'.

Salesesh Balak  
Chief Financial Officer



Universal Biosensors

28 November 2012

Dear Shareholder

### Universal Biosensors, Inc. - Share Purchase Plan

On behalf of the Board of Universal Biosensors, Inc. (**UBI** or the **Company**), I am pleased to offer eligible UBI shareholders the opportunity to participate in the share purchase plan (**SPP**) announced on 26 November 2012. The SPP gives eligible holders the opportunity to subscribe for up to A\$15,000 worth (subject to discretionary scale back) of new shares of our common stock traded in the form of CHESS Depositary Interests (**CDIs**), without brokerage or transaction costs.

The Company recently raised A\$12 million (before expenses) through an unconditional placement (**Placement**). The SPP allows you to increase your holding in UBI at the same price as the Placement, being A\$0.90 per share (**Issue Price**). The Issue Price represents a 10.9% discount to UBI's last closing price prior to the Placement and a 11.0% discount to the volume weighted average price over the five trading days prior to the Placement.

The proceeds from the Placement and the SPP will be used to:

- take advantage of opportunities for UBI's existing point of care initiatives by accelerating new product development in patient self-test PT-INR, immunoassay testing and molecular diagnostic testing; and
- provide working capital to support new product launches and growth in manufacturing.

Additional details of the proposed use of proceeds are set out in the investor presentation released to the ASX on 26 November 2012.

Eligible holders of the Company's shares (held either legally or beneficially in the form of CDIs) with a registered address in Australia and New Zealand at 7:00pm (Melbourne Time) on the record date of 23 November 2012 are generally eligible to participate in the SPP.

Participation in the SPP is optional. If you are eligible to participate, you may subscribe for parcels of shares worth A\$999.90, A\$2,499.30, A\$4,999.50, A\$7,499.70, A\$9,999.90 or A\$14,999.40. Please note that your application may be scaled back at the discretion of UBI. If you do not wish to participate, you simply need to disregard this letter.

To participate in the SPP, please:

- (a) complete and return your personalised Application Form, together with your cheque or money order drawn on an Australian Bank in Australian dollars; or
- (b) pay directly via BPay<sup>®</sup> on the internet or by phone (for Australian shareholders only), by no later than 5:00pm (Melbourne time) on 12 December 2012 (**Closing Date**).

Payment must be received by the Closing Date. If you are sending the payment by post, then please leave several days for delivery. If you are paying by BPAY<sup>®</sup>, then please check the processing cut-off time for BPAY<sup>®</sup> with your financial institution.

I encourage you to read the enclosed terms and conditions of the SPP. By accepting the SPP offer, you agree to be bound by these terms and conditions. Any decision to participate in the SPP should be made after considering your own objectives, financial circumstances and needs. If you are in any doubt as to the action you should take, you should consult your professional adviser.

Yours sincerely



Saleshe Balak  
Chief Financial Officer

This document does not constitute an offer to sell, or the solicitation of an offer to buy any securities in the United States or to, or for the account or benefit of, any U.S. Person. The securities to be offered under the SPP have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), or any state securities laws, and may not be offered, sold or delivered, directly or indirectly, in, or to persons in, the United States except in accordance with an available exemption from registration.

## Universal Biosensors, Inc. 2012 Share Purchase Plan Terms and Conditions

Universal Biosensors, Inc. (**UBI** or the **Company**) is providing Eligible Holders (defined below) the ability to subscribe for shares of common stock in the capital of the Company (**Shares**) traded in the form of CHESS Depositary Interests (**CDIs**) at A\$0.90 per Share (**Issue Price**) pursuant to the terms and conditions of this share purchase plan (**SPP**). Details of the SPP and how to participate are set out below.

### 1. Indicative Key Dates

The key indicative dates for the SPP are set out below:

Record Date	7.00pm (Melbourne time), Friday, 23 November 2012
Opening Date	Wednesday, 28 November 2012
Closing Date (last day for lodgement of applications and payment in full)	5.00pm (Melbourne time), Wednesday, 12 December 2012
Anticipated issue and allotment date	Tuesday, 18 December 2012
Anticipated date of commencement of trading of new CDIs	Wednesday, 19 December 2012

The dates in the table above are indicative only and the Company reserves the right to amend any or all of these dates at their absolute discretion, subject to the Corporations Act, the ASX Listing Rules and any other applicable laws. Any such variation of the dates will be announced to the Australian Securities Exchange (**ASX**). The Company may also withdraw the offer of CDIs under the SPP at any time before the allotment date.

### 2. Eligibility

Holders of the Company's Shares (held either legally as Shares or held beneficially in the form of CDIs) with registered addresses in Australia and New Zealand as at 7:00 pm (Melbourne Time) on the record date of 23 November 2012 (**Record Date**) are eligible to participate, subject to the exceptions detailed below (**Eligible Holder**). There is no minimum holding requirement. The offer under the SPP may not be transferred to any other person.

UBI has determined that it is not practical for holders in jurisdictions outside of Australia and New Zealand to participate in the SPP. The SPP does not constitute an offer or issue in any place in which, or to any person to whom, it would be unlawful to make such an offer or issue. The SPP documentation has not been, nor will it be, lodged, filed or registered with any regulatory authority under the securities laws of any country.

- a) Holders who hold Shares/CDIs on behalf of persons who reside outside Australia or New Zealand including those who are "**U.S. Persons**" (as defined in Regulation S under the U.S. Securities Act of 1933, as amended (**U.S. Securities Act**)) or who act for the account or benefit of a U.S. Person are not entitled to participate in the SPP.
- b) Holders that have received more than one offer under the SPP (for example, because the holder holds more than one shareholding under separate share accounts), may not apply for more than A\$15,000 worth of Shares under the SPP in aggregate. By applying for Shares under the SPP, you certify that you have not exceeded this limit.

- c) Shareholders who are joint holders of Shares/CDIs are taken to be a single registered holder for the purposes of determining whether they are an Eligible Holder.
- d) Where a custodian (as defined in ASIC Class Order 09/425) is a registered holder of Shares/CDIs and holds those Shares/CDIs on behalf of one or more persons (**Beneficiaries**), the offer is made to the custodian and the custodian has the discretion whether to extend the offer to the Beneficiaries. Custodians must comply with the requirements under section 18. below.

UBI reserves the right to reject any application which it believes are not in compliance with these eligibility requirements or are otherwise not in accordance with these terms and conditions or applicable law.

### 3. CDIs

The Shares to be issued under the SPP will rank equally in all respects with all other shares of common stock on issue in the capital of the Company as at the date of their allotment, carrying the same voting rights, dividend rights and other entitlements.

Securities of companies incorporated outside of Australia, such as UBI, are traded as CHESS Depositary Interests or CDIs, which represent beneficial interests in the underlying securities. The principal difference between holding CDIs and holding the underlying Shares is that the holder of CDIs will hold a beneficial interest in the equivalent number of Shares, but not legal title. The legal title to the Shares is instead held by CHESS Depositary Nominees Pty Limited or CDN, a wholly owned subsidiary of ASX Limited. *The SPP is an offer of new Shares. However, UBI will issue CDIs to successful Eligible Holders rather than Shares. By subscribing for Shares under the SPP, an Eligible Holder will be applying for Shares to be issued to, and held by, CDN on behalf of and for the benefit of the holder.*

### 4. Issue Price of CDIs under the SPP

The Issue Price of A\$0.90 for each Share offered under the SPP is the same as the issue price for the Company's recent Placement and represents a 10.9% discount to UBI's last closing price prior to the Placement and a 11.0% discount to the volume weighted average price over the 5 trading days prior to the Placement.

### 5. Price Risk

The market price of the Company's CDIs on the ASX may rise or fall between the date of the SPP offer and the date when the new Shares and CDIs are issued. This means that the price you pay for the new Shares traded in the form of CDIs under the SPP might exceed the market price of the Company's CDIs at the time the CDIs are issued. This means it is possible that, up to or after the allotment of the CDIs, you may be able to buy CDIs at a lower price than the Issue Price. Any change in the market price of the CDIs will not change the Issue Price under the SPP.

## 6. Eligible Holder Entitlement

If you are eligible to participate in the SPP, you may select only one of the following six alternatives to apply for new Shares:

Alternative	Number of New Shares	Amount Payable
A	1,111	A\$999.90
B	2,777	A\$2,499.30
C	5,555	A\$4,999.50
D	8,333	A\$7,499.70
E	11,111	A\$9,999.90
F	16,666	A\$14,999.40

The Company is able to make this offer to Eligible Holders without providing a disclosure document in accordance with class order relief provided by the Australian Securities and Investments Commission which limits the maximum value of Shares that each Eligible Holder (irrespective of the size of their shareholding) may apply for under a share purchase plan to A\$15,000 over any twelve month period. *This limit will apply even if you receive more than one offer from the Company (for example, because you are a joint holder of shares or because you hold more than one shareholding under separate share accounts).*

## 7. Scaleback

UBI may, in its absolute discretion, undertake a scale back of applications for SPP Shares to the extent and in the manner it sees fit, including by taking into account the size of an applicant's shareholding before the SPP. Should this happen, Eligible Holders may be fewer Shares than they applied for and have any difference refunded to them. No interest will be paid on application money returned to you.

If a scale-back produces a fractional number of SPP Shares when applied to your parcel, the number of SPP Shares you will be allotted will be rounded up to the nearest whole number of SPP Shares.

## 8. Costs of Participation

No brokerage, commission, stamp duty or other transaction costs will be payable by you in respect of the application for and issue of new Shares under the SPP.

## 9. How to Subscribe for Shares under the SPP

Participation in the SPP is entirely optional. If you would like to subscribe for Shares under the SPP, you must please follow the step-by-step instructions on the back of the enclosed Application Form.

To participate, you can make a payment by BPay® or complete the Application Form and provide a cheque or money order in accordance with the instructions on the Application Form. Cheques and money orders should be made payable to "Universal Biosensors, Inc – Trust Account" and sent with an Application Form in the reply paid envelope enclosed to Boardroom Pty Limited. New Zealand holders will need to affix the appropriate postage.

Delivery details are as follows:-

By hand

Boardroom Pty Limited  
Level 7, 207 Kent Street  
Sydney, NSW, 2000

By post

Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001

Subscribers using BPay® should use the Reference Number shown on the Application Form, which is required to identify your holding. *If you make your payment with BPay® you do not need to return your Acceptance Form.*

All payments and applications must be received no later than 5:00 pm (Melbourne Time) on 12 December 2012. You will not be able to withdraw or revoke your application or BPay® payment once you have sent it in.

UBI reserves the right to reject your application and not issue any CDIs to you if your Application Form is not completed correctly or your cheque is for an incorrect amount or does not clear within five business days of presentation or is otherwise not in accordance with these terms and conditions or applicable law. No interest will be paid on any returned application money.

## 10. Acknowledgements

By submitting an Application Form or making payment through BPay® each Eligible Holder will be deemed to have represented on behalf of themselves and any other person on whose account you are acting that they:

- are an Eligible Holder;
- irrevocably accept the SPP offer and subscribe for Shares to be issued to, and held by, CDN on behalf of and for the benefit of the holder in accordance with the terms and conditions of the SPP;
- acknowledge that they have read, understood and agree to be bound by the terms and conditions of the SPP;
- certify that the aggregate of the application price paid for: (i) the Shares the subject of such Application Form; and (ii) any other Shares applied for by them, or which they have instructed a Custodian to acquire on its behalf, under the SPP or any similar offer by the Company in the 12 months prior to the date of issue under the SPP, does not exceed A\$15,000, unless they are applying as a Custodian on behalf of one or more Participating Beneficiaries;
- authorise the Company (and its officers or agents) to correct any error or omission in their Application Form and to complete the Application Form by the insertion of any missing details;
- are not a U.S. Person and are not acting for the account or benefit of a U.S. Person;
- understand and agree that, if in the future they decide to resell, pledge or otherwise transfer any Shares or CDIs, they will do so only: (i) outside the US in an offshore transaction in compliance with Regulation S; (ii) pursuant to an effective registration statement under the U.S. Securities Act; or (iii) pursuant to an available exemption from the registration requirements of the U.S. Securities Act, and in each case, in accordance with all applicable securities laws;
- will not to engage in hedging transactions with regard to Shares or CDIs unless in compliance with the U.S. Securities Act;
- acknowledge that certificates representing the Shares and all holding statements in respect of CDIs will bear a restrictive legend, unless UBI determines otherwise in compliance with

applicable law. The trading symbol that identifies the Shares/CDIs on ASX trading screens will for a period of time have the status of Foreign Ownership Restriction (FOR) securities under the ASX Settlement Operating Rules and the notation "FOR US" will be added to the CDI description on ASX trading screens and elsewhere, which will inform the market of the prohibition on U.S. Persons acquiring CDIs;

- acknowledge and agree that in accordance with Rule 903, the Company will refuse to register any transfer of the securities that does not comply with Regulation S or is not made under a registration statement covering the securities or an available registration exemption;
- acknowledge that the Company and the Lead Manager and others will rely upon the truth and accuracy of these acknowledgements, representations and agreements and agrees that if any such acknowledgements, representations or warranties deemed to have been made by virtue of its purchase or Shares are no longer accurate, they must promptly notify the Company.

#### **11. When will the Shares/ CDIs be issued and capable of being traded**

CDIs issued under the SPP may be sold or transferred on ASX (subject to the jurisdictional restrictions set out above) at any time after quotation, which is expected to commence on or around 19 December 2012. CDI holding statements will be sent to successful applicants. It is the responsibility of each applicant to confirm the number of Shares (in the form of CDIs) issued to them prior to them trading.

#### **12. Not Underwritten**

The SPP is not underwritten. Wilson HTM Corporate Finance Ltd is the lead manager of both the Placement and the SPP and Veritas Securities Limited is the co-manager.

#### **13. Class Order compliance**

This offer of securities under the SPP is made in accordance with ASIC Class Order CO 09/425 which grants relief from the requirement to prepare a prospectus for the offer of the CDIs under the SPP.

#### **14. Administration of the SPP**

The SPP is administered by the Board of the Company. The Board may adopt such administrative procedures as it thinks appropriate in relation to the SPP. The Board may settle, in any manner it thinks fit, any difficulties, anomalies or disputes which may arise under or in connection with the operation of the SPP, whether generally or in relation to any participant or class of participants, offer, acceptance or shares, and the decision of the Board will be conclusive and binding on all participants and other persons to whom the determination relates. The Board reserves the right to waive compliance with any provision of these terms and conditions. The Board may reject any Application Form for any reason and may scale back acceptances.

#### **15. Modification and Termination**

Subject to the Corporations Act 2001 and the ASX Listing Rules, the Company may modify or terminate the SPP at any time, and may also implement another SPP in the future, but it is not obliged to do so. The Company will notify the ASX of any material modification of the SPP or the termination of the SPP.



## 16. Risks

UBI's business is subject to a number of risk factors both specific to its business and of a general nature. UBI's business, financial condition and results of operations could be materially and adversely affected by the occurrence of any of the risks associated with its business. As a result, the trading price of UBI's securities could decline and security holders could lose all or part of their investment. Before making a decision, Eligible Holders should consider each of the risks described in UBI's periodic and continuous disclosure announcements lodged with the ASX and the Securities and Exchanges Commission (SEC). In particular, investors should read the Risk Factors set out in UBI's most recent Form 10-K filing with SEC and the high level summary of risks set out in the investor presentation released to the ASX on 26 November 2012. Eligible Holders should carefully consider these factors in light of their investment objectives and financial circumstances. If prospective investors are in any doubt regarding the terms and conditions of the SPP they should seek professional advice from their stockbroker, solicitor, accountant, or other qualified professional advisor.

## 17. Broker Stamping Fee

A handling fee equal to 1.25% (exclusive of GST) of the application amount of Shares issued under the SPP offer will be paid to stockbrokers who submit a valid claim for a broker handling fee on successful applications. Stockbrokers should contact the Company's Share Registry to request a handling fee claims package by emailing [enquiries@boardroomlimited.com.au](mailto:enquiries@boardroomlimited.com.au).

It is expected that the claims package will be distributed by email shortly after the SPP offer opens. Handling fee claims must be lodged with the Share Registry by 5.00 pm (AEDT) on 17 December 2012, being the day prior to the allotment date.

If the Company elects to scales back applications, the handling fee will be calculated on the claims made but net of the application money refunded to applicants.

## 18. Custodians

- (a) If a custodian applies for CDIs on behalf of a Beneficiary, UBI will not issue CDIs unless the custodian certifies the following in writing to UBI:
  - (i) either or both of the following:
    - A. that the custodian holds the Shares/CDIs on behalf of one or more persons that are not custodians (**Participating Beneficiaries**); or
    - B. that another custodian (Downstream Custodian) holds beneficial interests in Shares/CDIs on behalf of a Participating Beneficiary, and the custodian holds the Shares to which those beneficial interests relate on behalf of the Downstream Custodian or another custodian,

on the Record Date and that each Participating Beneficiary has subsequently instructed the following persons:

  - C. where sub-paragraph (i)(A) applies, the custodian; and

- D. where sub-paragraph (i)(B) applies, the Downstream Custodian, to apply for Shares/CDIS under the SPP on their behalf;
- (ii) the number of Participating Beneficiaries;
- (iii) the name and address of each Participating Beneficiary, and that each Participating Beneficiary's address is located in Australia or New Zealand;
- (iv) in respect of each Participating Beneficiary:
  - A. where sub-paragraph (i)(A) applies, the number of Shares/CDIs that the custodian holds on their behalf; and
  - B. where sub-paragraph (i)(B) applies, the number of Shares/CDIs to which the beneficial interests relate;
- (v) in respect of each Participating Beneficiary:
  - A. where sub-paragraph (i)(A) applies, the number or the dollar amount of CDIs they instructed the custodian to apply for on their behalf; and
  - B. where sub-paragraph (i)(B) applies, the number or the dollar amount of CDIs they instructed the Downstream Custodian to apply for on their behalf;
- (vi) there are no Participating Beneficiaries in respect of which the total of the application price for the following exceeds A\$15,000:
  - A. the Shares applied for by the custodian under the SPP in accordance with the instructions referred to in sub-paragraph (v); and
  - B. any other Shares issued to the custodian in the 12 months before the application as a result of an instruction given by them to the custodian or the Downstream Custodian to apply for Shares on their behalf under an arrangement similar to the SPP;
- (vii) that a copy of this SPP booklet was given to each Participating Beneficiary; and
- (viii) where sub-paragraph (i)(B) applies – the name and address of each custodian who holds beneficial interests in the Shares held by the custodian in relation to each Participating Beneficiary.
- (b) Custodians must request a "Custodian Certificate" when making an application on behalf of Beneficiaries. Applications received from custodians must be accompanied by a duly completed and signed Custodian Certificate.
- (c) A registered holder of Shares will be ineligible to participate in the SPP if their participation would be in breach of ASIC Class Order 09/425.

Custodians who wish to apply on behalf of more than one Participating Beneficiary should contact Boardroom Pty Limited on 1300 737 760 or +61 2 9290 9600 if calling from outside of Australia.

## **19. Governing law**

The terms and conditions of the SPP are governed by the laws in force in the State of Victoria, Australia.

## **20. Contacts**

If you have any questions about the SPP please contact the Company's share registry Boardroom Pty Limited on 1300 737 760 or +61 2 9290 9600 if calling from outside of Australia.

These materials do not constitute an offer of securities for sale in the United States or to "U.S. persons" (as defined in Regulation S under the U.S. Securities Act) and may not be sent or disseminated in, directly or indirectly, the United States or to any "U.S. person" in any place. The Shares have not been and will not be registered under the U.S. Securities Act or the securities laws of any state of the United States and may not be offered, sold or otherwise transferred in the United States or to any "US person" except in compliance with the registration requirements of the US Securities Act and any other applicable state securities laws or pursuant to an exemption from the registration requirements of the U.S. Securities Act and applicable state securities laws.

## Share Purchase Plan – Application Form

«Investor\_Detail\_1»  
«Investor\_Detail\_2»  
«Investor\_Detail\_3»  
«Investor\_Detail\_4»  
«Investor\_Detail\_5»  
«Investor\_Detail\_6»

Record Date: 23 November 2012

Close Date: 12 December 2012

Issue Price: \$0.90

\* «SRRefere

### A Offer Details

This is an important document which requires your immediate attention. If you are in doubt as to how to deal with this document please contact your professional adviser.

Before applying for shares (**Shares**) to be traded in the form of CHESS Depositary Interests (**CDIs**) under the Share Purchase Plan (**SPP**) of Universal Biosensors, Inc. (**UBI**) you should read the SPP Terms and Conditions and the Declarations and Acknowledgments on the back of this Application Form. By making a BPAY payment or completing and returning this Application Form you agree to be bound by the by-laws of UBI and the SPP Terms and Conditions (including the eligibility requirements) and you make all of the acknowledgments, representations, declarations and certifications contained in the SPP Terms and Conditions and this Application Form. By subscribing for Shares under the SPP, applicants will be applying for Shares traded in the form of CDIs, which represent beneficial interests in the underlying securities. UBI will issue CDIs to successful applicants rather than Shares.

Custodians cannot use this form to apply for multiple parcels of Shares on behalf of distinct beneficiaries. Please see over.

If you do not wish to purchase Shares under the SPP, there is no need to take any action.

### B Offer Choice

Indicate your choice below by marking one box only. **The number of Shares to be issued will be calculated by dividing your application amount by the Issue Price.**

☐

Offer for A\$990.90  
1,111 Shares

☐

Offer for A\$2,499.30  
2,777 Shares

☐

Offer for \$4,999.50  
5,555 Shares

☐

Offer for A\$7,499.70  
8,333 Shares

☐

Offer for A\$9,999.90  
11,111 Shares

☐

Offer for \$14,999.40  
16,666 Shares

**IMPORTANT NOTES: (i) Your application is subject to discretionary scale-back by UBI; (ii) The total allowable application is A\$14,999.40 per shareholder. By making an application for Shares under the SPP, you certify that your application amount under the SPP does not exceed A\$14,999.40. Any amounts over the A\$14,999.40 total risks a delay in processing and missing this offer.**

### C Payment Details

Payment may only be made by BPAY or cheque. Cash will not be accepted via the mail or at the UBI Share Registry. Payments cannot be made at any bank. The amount of your payment received in the account, by BPAY or a cheque prior to the close, divided by the Issue Price will be deemed to be the total number of Shares you are applying for. If your payment is: (i) less than \$999.90, UBI will not allot any Shares to you and will refund all of your application money, without interest; (ii) greater than \$14,999.40, UBI will (subject to any scale-back) allot the maximum number of Shares to you and refund the excess application money, without interest; or (iii) between \$999.90 and \$14,999.40 and not one of the designated amounts, UBI will (subject to any scale-back) allot to you the number of Shares that would have been allotted had you applied for the highest designated amount that is less than the amount of your funds, and will refund the excess application money, without interest.

## Payment Option 1 - BPAY



**Bill Code:**  
**Ref: «BPAYCRN»**

### Telephone & Internet Banking - BPAY®

Contact your bank, credit union or building society to make this payment from your cheque or savings account. More info: [www.bpay.com.au](http://www.bpay.com.au)  
® Registered to BPAY Ltd ABN 69 079 137 518

- To pay via BPAY please contact your participating financial institution;
- If paying by BPAY you do not need to return the Application Form, but will be deemed to have submitted an Application Form.

## Payment Option 2 - Cheque

Record cheque details below:

Drawer	Cheque No.	BSB No.	Account No.	Amount A\$

- Only cheques or bank drafts in Australian dollars and drawn on a bank or financial institution in Australia will be accepted;
- Your cheque or bank draft must be made payable to "Universal Biosensors, Inc. – Trust Account" and crossed "Not Negotiable";
- Please ensure you submit the correct amount. Incorrect payments may result in your application being rejected;
- Payments must be made via cheque accompanying the Application Form.

## D Contact Details

Please provide a telephone number and contact name in case we need to contact you regarding your application.

Home telephone number	Work telephone number	Contact name

## E Custodians

Custodians cannot use this form to apply for multiple parcels of shares on behalf of distinct beneficiaries. To do so please contact Boardroom Pty Limited as below. To apply for Shares on behalf of distinct beneficiaries, custodians must obtain a separate custodian certificate from Boardroom Pty Limited. Custodians must comply with the requirements of ASIC Class Order [CO 09/425] and provide evidence satisfactory to UBI of the distinct holdings when accepting the offer. Each beneficial holder on whose behalf a custodian submits an application, must be named in the custodian certificate and must have a registered address in either Australia or New Zealand at 7.00pm (Melbourne time) on the Record Date.

## F Enquiries

If unsure how to complete this form please contact Boardroom Pty Limited on 1300 737 760 or +612 9290 9600 if outside Australia.

## G Declarations and Acknowledgments

By paying by BPAY or lodging this Application Form with your cheque you acknowledge and confirm that you have read, understood and agreed to and make all acknowledgements, representations, declarations and certifications contained in the SPP Terms and Conditions and this Application Form. UBI may settle in any manner it deems appropriate, any dispute or anomalies which may arise in connection with or by reason of the operation of the SPP, whether generally or in relation to any applicant or application for Shares. The decision of UBI will be conclusive and binding on all persons to whom the determination relates. UBI reserves the right to waive compliance with any provision of the SPP Terms and Conditions. The Directors reserve the right to withdraw the offer of Shares under the SPP, or reduce the amount of Shares that may be subscribed for under the SPP in any manner, at any time prior to allotment. Any excess application moneys will be refunded. No interest will be paid on any refunded application money. You acknowledge and agree that UBI will refuse to register any transfer of the securities that does not comply with Regulation S or is not made under a registration statement covering the securities or an available registration exemption.

**NO SIGNATURE IS REQUIRED ON THIS FORM**

**THIS OFFER IS NON-RENOUNCEABLE**

**Application Forms and cheques or payment via BPAY  
must be received no later than 5pm (Melbourne time) on 12 December 2012**

**You should allow sufficient time for this to occur. The postal acceptance rule does not apply to the SPP.**

### MAILING ADDRESS

Boardroom Pty Limited  
GPO Box 3993  
SYDNEY NSW 2001

### DELIVERY ADDRESS

Boardroom Pty Limited  
Level 7, 207 Kent Street  
SYDNEY NSW 2000