



Uniti

The Communications REIT

Goldman Sachs 26th Annual
Communacopia Conference

September 12 – 14, 2017

Safe Harbor

Certain statements in this presentation may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, as amended from time to time. Those forward-looking statements include all statements that are not historical statements of fact including, without limitation those regarding our business strategies, growth prospects, industry trends, sales opportunities, operating and financial performance and the anticipated benefits of the Hunt and Southern Light transactions.

Words such as "anticipate(s)," "expect(s)," "intend(s)," "estimate(s)," "foresee(s)," "plan(s)," "believe(s)," "may," "will," "would," "could," "should," "seek(s)" and similar expressions, or the negative of these terms, are intended to identify such forward-looking statements. These statements are based on management's current expectations and beliefs and are subject to a number of risks and uncertainties that could lead to actual results differing materially from those projected, forecasted or expected. Although we believe that the assumptions underlying the forward-looking statements are reasonable, we can give no assurance that our expectations will be attained. Factors which could materially alter our expectations include, but are not limited to, the ability and willingness of our customers to meet and/or perform their obligations under any contractual arrangements entered into with us; the ability of our customers to comply with laws, rules and regulations in the operation of the assets we lease to them; the ability and willingness of our customers to renew their leases with us upon their expiration, and the ability to reposition our properties on the same or better terms in the event of nonrenewal or in the event we replace an existing tenant; our ability to renew, extend or obtain contracts with significant customers (including customers of the businesses we acquire); the availability of and our ability to identify suitable acquisition opportunities and our ability to acquire and lease the respective properties on favorable terms; the risk that we fail to fully realize the potential benefits of acquisitions or have difficulty integrating acquired companies; our ability to generate sufficient cash flows to service our outstanding indebtedness; our ability to access debt and equity capital markets; the impact on our business or the business of our customers as a result of credit rating downgrades and fluctuating interest rates; our ability to retain our key management personnel; our ability to qualify or maintain our status as a real estate investment trust ("REIT"); changes in the U.S. tax law and other state, federal or local laws, whether or not specific to REITs; covenants in our debt agreements that may limit our operational flexibility; other risks inherent in the communications industry and in the ownership of communications distribution systems, including potential liability relating to environmental matters and illiquidity of real estate investments; and additional factors discussed in the risk factors section of our reports filed with the SEC. Uniti expressly disclaims any obligation to release publicly any updates or revisions to any of the forward-looking statements set forth in this presentation to reflect any change in its expectations or any change in events, conditions or circumstances on which any statement is based.

2Q17 unaudited results for Hunt and Southern Light are preliminary and subject to audit and purchase accounting adjustments. Actual results for the period could differ materially. Investors should not place undue reliance on such numbers. Operating metrics have been provided by Hunt and Southern Light without verification and investors should not place undue reliance on those operating metrics.

This presentation contains certain supplemental measures of performance that are not required by, or presented in accordance with, U.S. GAAP. Such measures should not be considered as alternatives to GAAP. Further information with respect to and reconciliations of such measures to the nearest GAAP measure can be found in the appendix hereto.

Uniti Vision and Strategy

- **Building Unique REIT Investment Platform Across Communication Infrastructure Assets**
- **Taking Advantage of Favorable Industry Dynamics Driving Capital Investments**
- **Fiber is the New Mission Critical Asset in the Communications Ecosystem**
- **Substantial M&A Opportunities will Drive Significant Growth and Diversification**
- **Uniti Fiber and Uniti Towers Enhance Customer Relationships and Provide Opportunistic Growth Potential**

Uniti Strategy

Engaged in Acquisition and Construction of Mission Critical Infrastructure in the Communications Industry

Uniti Leadership Team

Kenny Gunderman
President & CEO,
Uniti Group

- Former Co-Head of investment banking at Stephens Inc.
- Member of telecom investment banking group at Lehman Brothers
- 18 years of investment banking and private equity experience focused on telecommunications

Mark Wallace
EVP, CFO and Treasurer,
Uniti Group

- Former Managing Director of Fortress Investment Group Inc.
- Former CFO and Treasurer of HCP, Inc. (NYSE: HCP), and Westwood Holdings Group Inc. (NYSE: WHG)
- 15 years of real estate investment trust (“REIT”) industry experience

Daniel Heard
EVP & General Counsel,
Uniti Group

- Former Partner of Kutak Rock LLP
- Focus on merger and acquisitions and public offerings of debt and equity securities
- 17 years of legal corporate finance experience representing public companies

Ron Mudry
President of Sales and
Business Development,
Uniti Fiber

- Founder and former CEO of Tower Cloud and Progress Telecom
- Formerly with GTE Corporation
- 29 years of telecommunication leadership experience

Andy Newton
President Infrastructure and
Operations,
Uniti Fiber

- Founder and former CEO of Southern Light
- 19 years of telecommunication leadership experience

Lawrence M. Gleason, Jr.
President,
Uniti Towers

- Founder and former CEO of Summit Wireless Infrastructure
- Former COO for American Tower in Latin America
- 15 years experience in telecommunications infrastructure

Extensive Telecom, REIT, M&A and Capital Market Experience

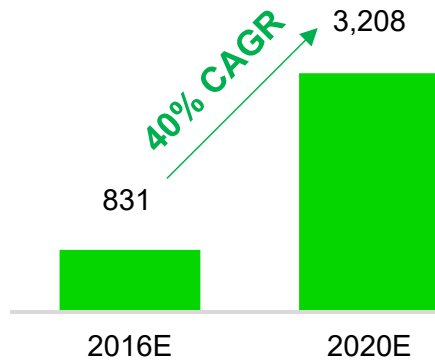
Fiber is the New Mission Critical Asset

Rapid Expansion in Wireless Data...

Key Network Growth Drivers

- Mobile Video
- Internet of Things (IoT)
- Machine-to-Machine (M2M)
- Autonomous Vehicles
- Big Data
- Smart Cities

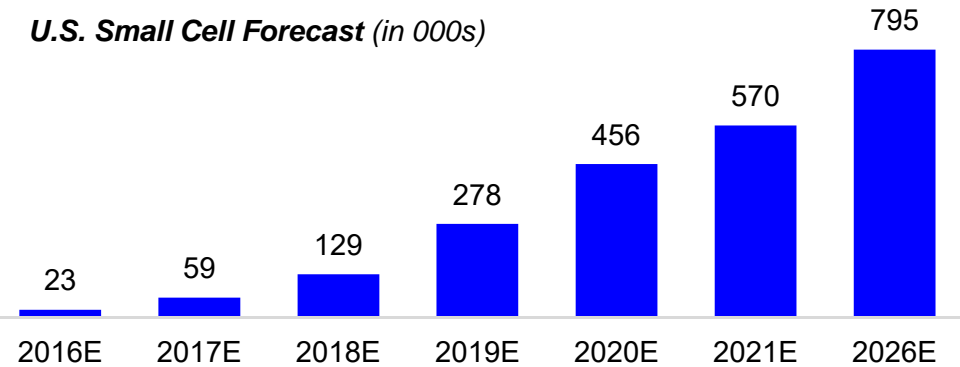
NA Mobile Internet Traffic
(PBs of Traffic per Month)



...Will Require Significant Investment...

- Carriers Continue to Densify Networks
- Wireless Operators Preparing for 5G Deployment
- Small Cells Critical to Network Architecture

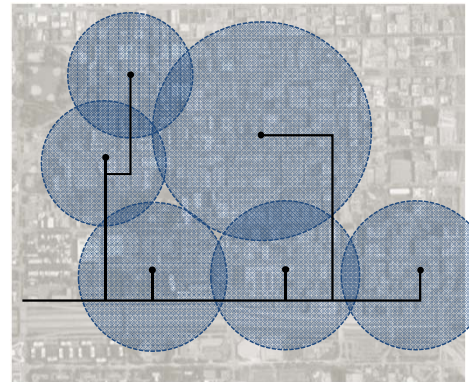
U.S. Small Cell Forecast (in 000s)



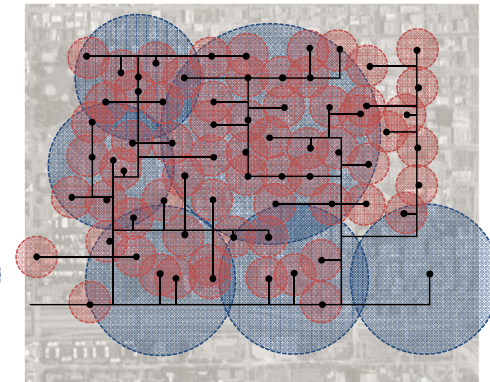
...Supported By Large-Scale and Dense Fiber Networks

- Future Devices Will Demand Ultra Low-Latency and Uninterrupted Coverage
- Fiber Infrastructure Is Critical to Future Wireless Networks
 - Existing Fiber Networks Generally not Sufficient to Satisfy Growing Demand
- Deep, Dense Fiber and Small Cells Will Be Critical to New Ecosystem
 - FCC is Supportive of Small Cell Deployment Expansion

Wireless Networks of Today














Wireless Networks of Tomorrow



Uniti is Well Positioned to Benefit From Strong Growth in Wireless Networks

Growth Driven by Strategic Investments

| Business Units | Acquisitions | Key Metrics | | | |
|--|---|---|---|--|--|
|  |     | Strand Miles 1.2M | Revenues Under Contract ⁽¹⁾ > \$1.2B | Avg. Remaining Contract Length ⁽¹⁾⁽²⁾ 4.5 Years | Capital Deployed ⁽³⁾ > \$1.5B |
|  |    | Owned Towers ⁽⁵⁾ 676 | Revenues Under Contract ⁽¹⁾ > \$65M | Avg. Remaining Contract Length ⁽¹⁾⁽²⁾ 8 Years | Capital Deployed ⁽³⁾ ~ \$70M |
|  |  | Strand Miles 3.6M | Revenues Under Contract ⁽¹⁾ ~ \$8.6B | Remaining Contract Length ~ 13 Years + Potential 20 Year Extension | Capital Deployed ⁽⁴⁾ ~ \$8B |

Capitalizing on Carrier Investment Required for Communications Infrastructure

Note: All information is as of June 30, 2017 and gives effect to the acquisitions of NMS, Southern Light, and Hunt.

(1) Revenues Under Contract as of June 30, 2017 and is pro-forma for Southern Light, Hunt and NMS. Contracts are subject to termination under certain conditions and/or may not be renewed. Actual revenues under contract could vary materially.

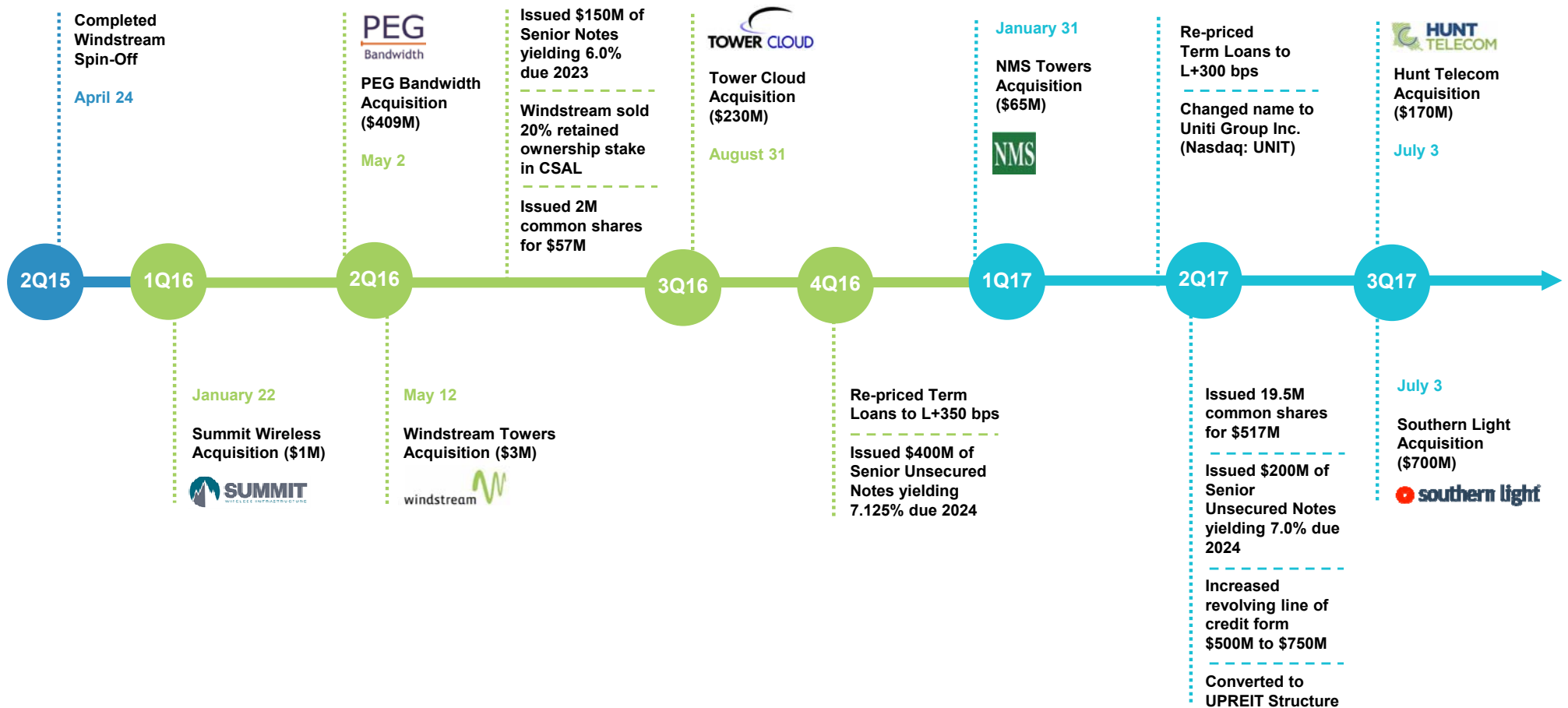
(2) Includes contracts for wireless Enterprise and E-rate and Government. Contracts are subject to termination under certain conditions and/or may not be renewed.

(3) Capital deployed represents aggregate purchase price of acquired entities.

(4) Represents Enterprise Value at time of spin-off from Windstream. See Appendix for explanation of Enterprise Value calculation.















(5) Number of towers is pro-forma for 121 towers from the Hunt acquisition and 45 towers in development from the NMS acquisition.

Strategic Investment History



Consistent Track Record of M&A Execution

Uniti is Building a Unique REIT Investment Portfolio

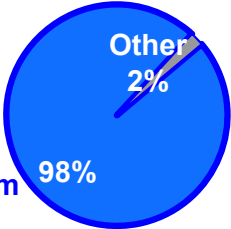
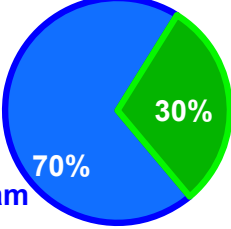





| | Ground Leases | Macro Towers | Small Cells | Dark Fiber | Lit Fiber | Fiber / Broadband | |
|---|--|---|---|---|--|--|--|
| Business Units | Uniti Towers | | Uniti Fiber | | | Uniti Leasing | |
| Industry Participants |   |    |   |    |   |   | |
| REITable? | ✓ | ✓ | ✓ | ✓ | (A) | ✓ | |
| Initial Yields | 6% – 8% | 5% – 10%+ | 5% – 7% | 5% – 7% | 10% – 20% | 8% - 12% | |
| Multi Tenant Leased Up “Shared Economics” | | ✓ | ✓ | ✓ | ✓ | ✓ | |
| Initial Term (Years) | 50 – 99 | 5 – 10 | 10 – 20 | 10 – 20 | 5 – 10 | 15 – 20 | |
| Escalators | 1% – 4% | 1% – 3% | 0% – 3% | 0% – 3% | N/A | 1% – 3% | |

Attractive Return Profiles Across all Asset Classes

(A) Lit fiber is generally not “REITable”; however, TRS structure and tax attributes for Uniti Fiber expected to provide substantial tax benefits. Future conversions of lit fiber to dark fiber may result in assets becoming REIT eligible.

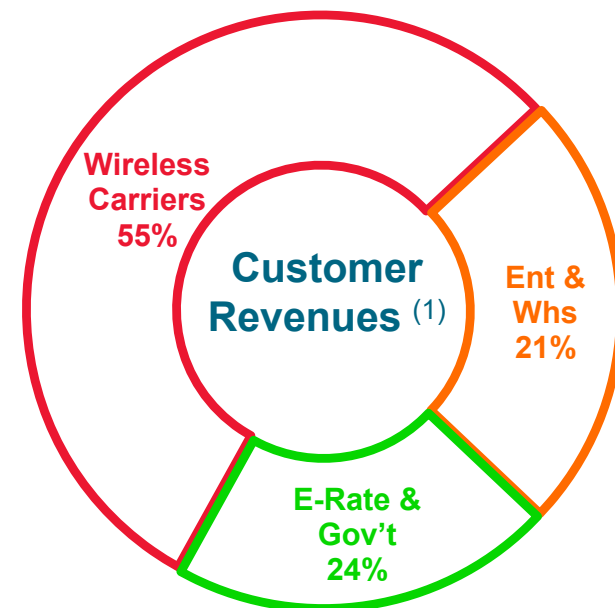
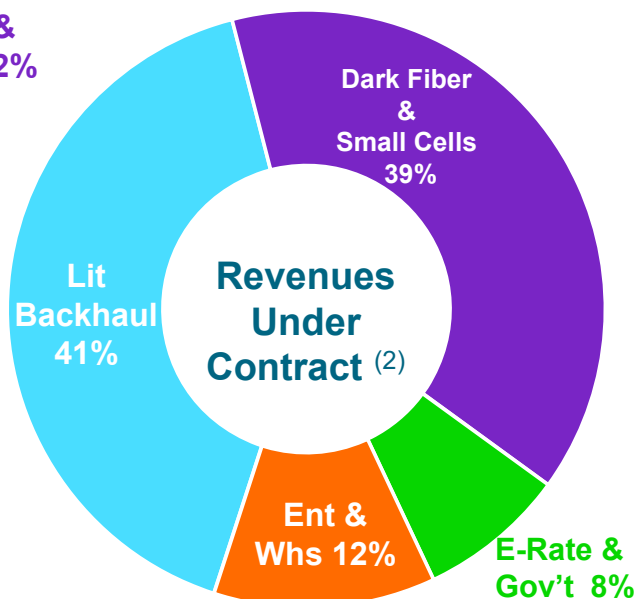
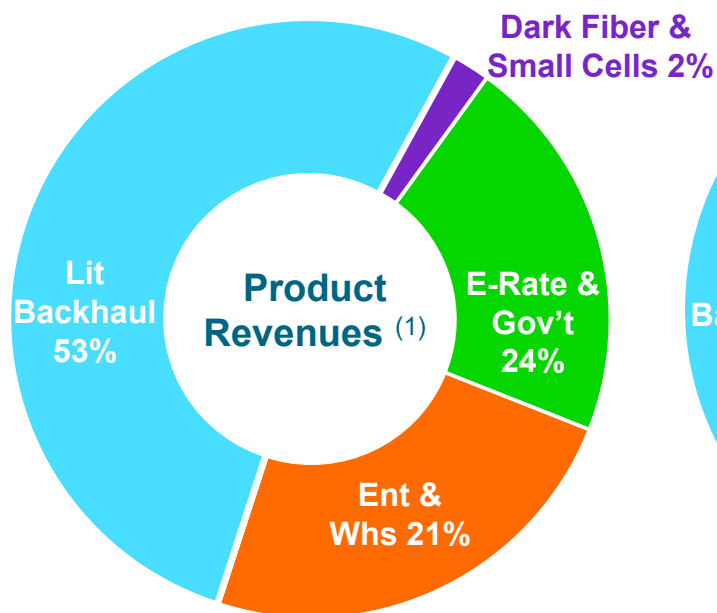
Note: Statistics are indicative of current market characteristics. Uniti Group’s arrangements could differ materially from those stated.

Uniti's Profile Has Rapidly Evolved

| | Spin – April 2015 ⁽¹⁾ | | Today ⁽²⁾ | |
|------------------------|--|-----------------------------|--|---|
| Scale | Enterprise Value ⁽³⁾ ~ \$8B | Annual Revenue ~ \$700M | Enterprise Value ⁽³⁾ ~ \$9.3B | Annual Revenue ⁽⁴⁾ ~ \$975M |
| | Adjusted EBITDA > \$650M | | Adjusted EBITDA ⁽⁵⁾ ~ \$785M | |
| Diversification | Revenue Mix  | | Revenue Mix ⁽⁷⁾  | |
| | | | Capital Deployed > \$1.5B | |
| Customers |  | |     | |
| Operations | Customers ⁽⁶⁾ 1 | Strand Miles 3.5M | Customers ⁽⁶⁾ ~ 16,000 | Strand Miles 4.8M |

(1) Information as of April 30, 2015.
 (2) All information is as of June 30, 2017 and gives effect to the acquisitions of NMS, Southern Light, and Hunt.
 (3) See Appendix for explanation of Enterprise Value calculation. Market data as of July 27, 2017.
 (4) Pro forma for NMS, Hunt, and Southern Light.
 (5) Pro Forma for NMS, Hunt and Southern Light. Includes \$10M in Run Rate synergies.
 (6) Customers represent Customer Connections and exclude Connections related to Talk America.
 (7) Based on 2Q17 pro-forma revenues excluding amortized revenues from tenet capital improvements.

Pro Forma Uniti Fiber at a Glance



Financial Data (1)

| \$ in Millions | 2Q17 LQA |
|---|----------|
| LQA Revenue | \$263 |
| LQA Adjusted EBITDA | \$107 |
| LQA Adjusted EBITDA Margin – pre-synergy | 41% |
| LQA Adjusted EBITDA Margin with synergies | 45% |

Operating Metrics (1)

| | |
|-------------------------------|-----------------|
| Customer Connections (2) | ~16,000 |
| Revenues Under Contract (3) | > \$1.2 billion |
| Employees | ~ 610 |
| Maintenance Capex to Revenues | 3% |

Diversified Customer Revenues

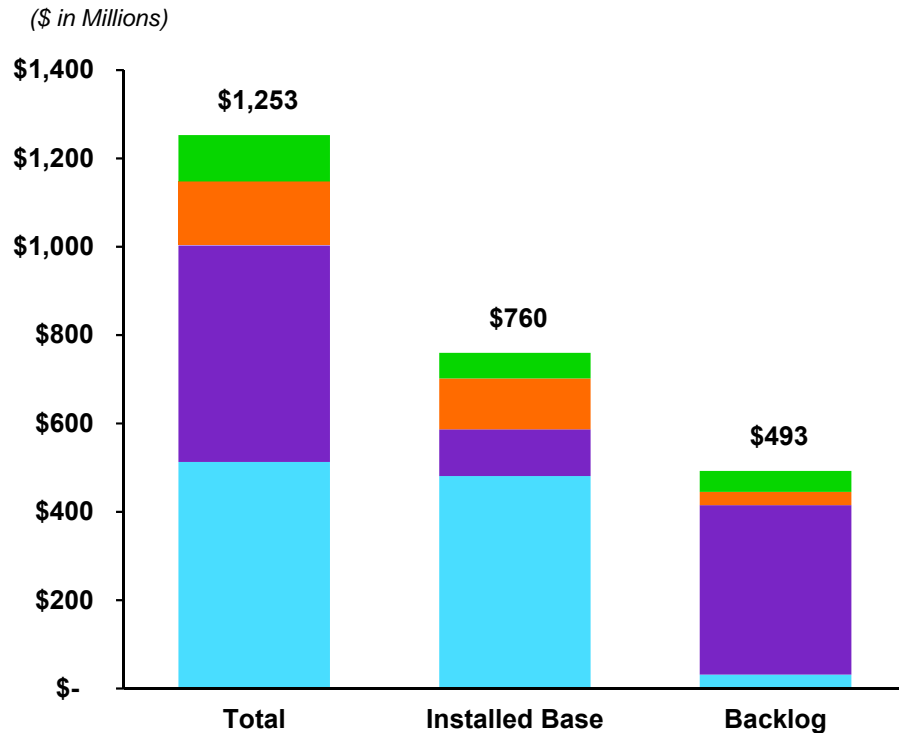
(1) Based on second quarter 2017 results, adjusted for the pro forma impact of the acquisition of Hunt and Southern Light. Second quarter 2017 results are unaudited. Actual results could differ materially. Operating metrics have been provided by Hunt and Southern Light without verification and investors should not place undue reliance on those operating metrics. Amounts do not include any anticipated synergies or related costs for the Hunt and Southern Light acquisitions.

(2) Customer Connections are the sum of billing units for LIT circuits, dark fiber segments and small cell sites.

(3) Revenues under contract as of June 30, 2017. Contracts are subject to termination under certain conditions and/or may not be renewed. Actual revenue under contract could vary materially.

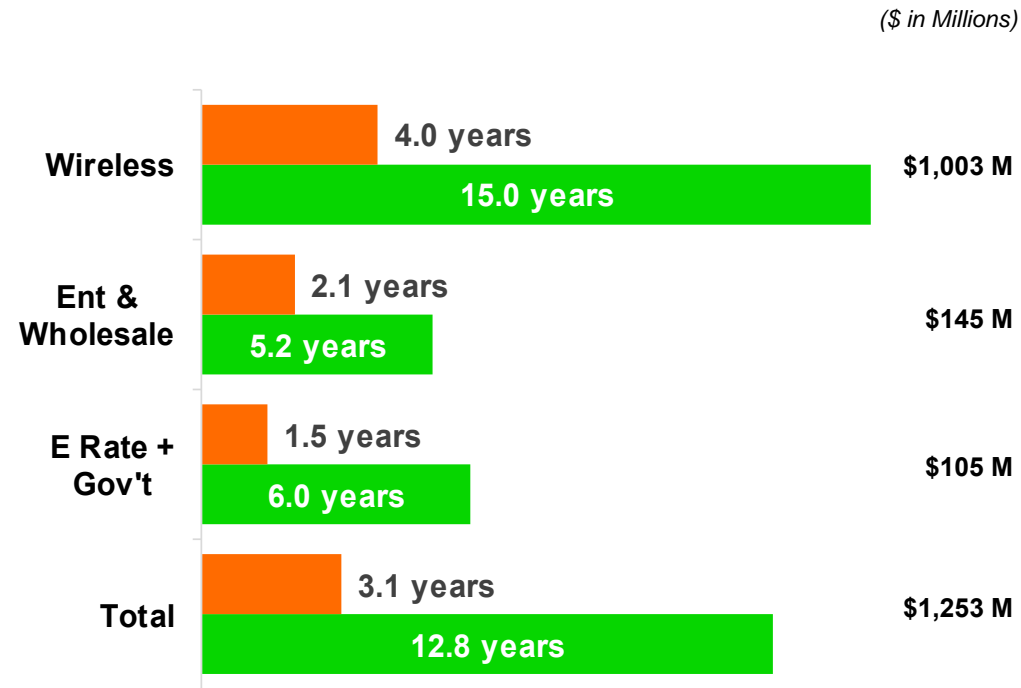
Revenue Under Contract

2Q17 Revenue Under Contract ⁽¹⁾



■ E Rate + Gov't ■ Wholesale/Enterprise
■ Dark Backhaul & Small Cells ■ Lit Backhaul

Remaining Contract Life ⁽¹⁾



■ Installed Base ■ Backlog

Significant Backlog will Drive Revenue Growth

Uniti Towers Strategy

- **Potential to Bundle Tower and Tower Real Estate Infrastructure with Other Mission Critical Communication Infrastructure**
- **Strong Infrastructure Growth Potential Due to Low 4G / 5G Penetration**
- **U.S. Build-to-Suit Opportunities Utilizing Competitively Advantaged MLA's with Attractive REIT Economics**
- **Focus on Mexico with Strong Macro-Economic Fundamentals, Communications Infrastructure Growth Potential, and Common U.S. / Mexico Customers**
- **Opportunistic / Proprietary Acquisitions of Existing Tower Portfolios**

Uniti Towers Strategy
Acquire and Develop Mission Critical Towers and Tower Real Estate
in the U.S. and LATAM

Dark Fiber and Towers – Highly Attractive Models

| Key Criteria | Dark Fiber | Towers |
|----------------------|-----------------------------------|---|
| Useful Life | ✓ ~50+ Year | ✓ ~ 50+ Year |
| Initial Term | ✓ 10 – 20 Years | 5 – 10 Years |
| Initial Yields | ✓ 5 – 7% | ✓ 5 – 10%+ |
| Lease-up Potential | ✓ 48-288 Fiber Strands per Cable | Generally limited to 3-4 Tenants Per Tower |
| Near Net Lease-Up | ✓ Significant Potential | None |
| Customer Churn | ✓ Very Low | ✓ Very Low |
| Success-Based Builds | ✓ Investment from Anchor Customer | ✓ Occasional Capex Investment with Additional Customers |
| Incremental Margins | ✓ Incremental Margins of ~90% | ✓ Incremental Margins of ~90% |
| Quality of Tenants | ✓ High Credit Quality Tenants | ✓ High Credit Quality Tenants |

Shared Infrastructure with Similar Economics

Uniti Leasing Strategy

- **First Mover Provides Competitive Advantage and Substantial Opportunity Set**
 - Active Dialogue with National and Regional Carriers and Private Equity
- **Opportunities for Leasing and IRU Transactions on Fiber and Next Generation Consumer Broadband**
 - Monetization of Assets for Sellers to Fund Future Organic Capital Investments
 - Facilitate M&A Transactions as Part of Permanent Capital Structure
 - Attractive Alternative to Traditional Debt and/or Equity Financing
- **Structuring Flexibility to Accommodate Sellers' Strategies and Requirements**
 - Whole or Partial Networks or Other Communication Real Estate
 - Tax Advantages Provided by Both REIT and UpREIT Organizational Structure
 - Exclusive and Non-Exclusive Use Agreements

Uniti Leasing Strategy
Lease Mission Critical Communications Real Estate
in the U.S. and LATAM

Windstream & Lease Overview

(Nasdaq: WIN)

- **15 Year Exclusive-use Triple Net Lease of ~ 80% Of Windstream's Fiber Based Network that are Essential for Windstream to Provide Communication Services**
- **\$654 Million in Annual Rent with 0.5% Escalators Beginning in April 2018**
- **Strong Rent Coverage with Expected Favorable Impact from Windstream's Acquisitions of EarthLink and Broadview and ~ \$155 Million in Annual Synergies ⁽⁵⁾**
- **Master Lease Structure with Strong Landlord Protections**
- **4 Five Year Renewal Options at Windstream Discretion with Potential to Extend Full Lease Term to 35 Years**
- **Capital Improvements Made in LEC Markets and Funded by Windstream Become Uniti Property Immediately Upon Construction Completion - \$340 Million Through June 2017**

2016 Windstream Financials Excludes EarthLink & Broadview ⁽¹⁾

| <i>\$ in Billions</i> | 2016 |
|------------------------------------|-------|
| Revenue | \$5.4 |
| Adjusted OIBDAR ⁽²⁾ | \$1.9 |
| Rent Coverage Ratio ⁽³⁾ | 2.9x |
| Net Leverage Ratio ⁽⁴⁾ | 3.9x |

2Q17 Annualized Windstream Pro-forma Financials Includes Broadview ⁽⁵⁾

| <i>\$ in Billions</i> | 2Q17 |
|---|-------|
| Revenue | \$6.3 |
| Adjusted OIBDAR w/ synergies ⁽²⁾ | \$2.2 |
| Rent Coverage Ratio w/ synergies ⁽³⁾ | 3.4x |
| Net Leverage Ratio w/ synergies ⁽⁴⁾ | 3.8x |

EarthLink and Broadview Transactions are Credit Enhancing for Windstream

⁽¹⁾ 2016 financial results, and ratios are based on the Windstream 4Q16 Earnings Presentation.

⁽²⁾ Adjusted OIBDAR is defined as Operating Income less depreciation, amortization, rent payment to Uniti Group, stock-based compensation expense and the impact, which may be recurring in nature, of acquisition and transaction related expenses.

⁽³⁾ Rent coverage is defined as Adjusted OIBDAR divided by \$654 million annual rent payment to Uniti Group Inc.

⁽⁴⁾ Net Leverage Ratio are defined as Debt less Cash divided by the sum of Adjusted OIBDAR less \$654 million annual rent payment to Uniti Group Inc.

⁽⁵⁾ 2Q17 pro-forma financials and ratios are based on the Windstream 2Q17 Earnings Presentation and Windstream Acquisition of Broadview Networks presentation dated 4/13/17 and include expected synergies to be realized for EarthLink and Broadview acquisitions.

Windstream Lease Protections

- **Windstream is Substantially Dependent on Network Leased from Uniti for its Business Operations**
 - WIN is Dependent on Lease and Access to Uniti's Network to Serve Vast Majority of Customers
 - WIN Replacement Cost to Overbuild the Uniti Leased Network would Exceed Several Billion Dollars
 - Time to Replicate, if Possible, Would be Several Years
 - No other Vendor Could Lease the Identical Network to WIN to Replace Uniti
- **Master Lease Provides Landlord Protections and Must Be Accepted or Rejected in Whole in Bankruptcy**
 - Single Indivisible Master Lease and Single Rent Payment (i.e. Cannot be Sub-Divided or "Cherry Picked" by Facility or Market)
 - Acceptance Requires Full Compliance with the Lease Terms, including Payment of All Rent Due
 - Court has No Authority to Reset Rent Amount or Terms
 - WIN has Recently Re-Stated its Intent and Ability to Pay Rent in Full Compliance with the Lease
- **WIN is Obligated as "Carrier of Last Resort" to Provide Service to Customers Under Regulatory Law and requires Access to Uniti's Network to Satisfy State PUC and FCC Obligations**
- **No Provision in the Lease Permits or Contemplates Re-Negotiation of Rent**

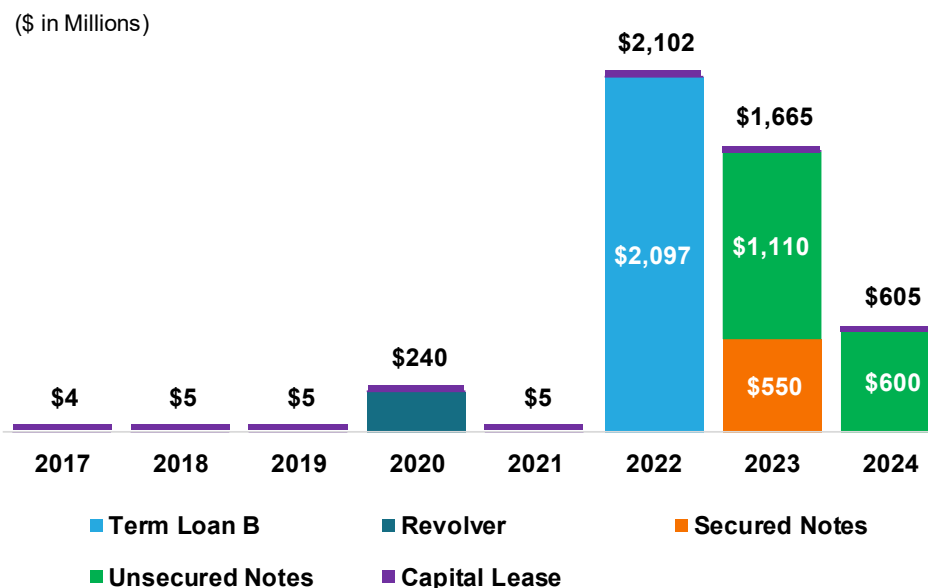
Master Lease Provides Strong Landlord Protections

Current and Pro Forma Capitalization

Capitalization

| (\$ in Millions) | 6/30/2017 As reported | Hunt/ Southern Light Adj. | Pro Forma |
|---|--------------------------|---------------------------------|-----------------|
| Term Loan B | 2,097 | - | 2,097 |
| Revolver | 235 | - | 235 |
| Secured Notes | 550 | - | 550 |
| Unsecured Notes | 1,710 | - | 1,710 |
| Capital Lease ⁽¹⁾ | 55 | 3 | 58 |
| Total Debt | \$ 4,647 | \$ 3 | \$ 4,650 |
| Less: Cash | (934) | 762 ⁽²⁾ | (172) |
| Net Debt | \$ 3,713 | \$ 765 | \$ 4,478 |
| Preferred Equity | 81 | - | 81 |
| Common Equity Market Capitalization | 4,613 | 108 | 4,722 |
| Enterprise Value⁽⁵⁾ | \$ 8,407 | \$ 873 | \$ 9,281 |
| LQA Adj. EBITDA⁽⁴⁾ | 718 | 67⁽³⁾ | 785 |
| Net Debt / Enterprise Value | 44% | | 48% |
| Net Debt / LQA Adj. EBITDA | 5.2x | | 5.7x |
| Net Secured Debt / LQA Adj. EBITDA | 2.8x | | 3.5x |

Debt Maturities



- Pro Forma Undrawn Revolver of \$515M as of 7/3/17
- Pro Forma Liquidity of ~\$690M as of 7/3/17
- All Debt except Revolver is Fixed Rate or Swapped to Fixed Rate

Strong Capital Markets Access to Fund Acquisitions and Organic Growth

Note: Presented in accordance with Debt Agreements and not GAAP accounting standards. Amounts may not foot due to rounding. Amounts not adjusted for unamortized discount and debt or equity issuance costs.

(1) Capital leases are related to IRUs.

(2) Represents initial cash consideration paid for the acquisitions of Hunt and Southern Light which closed on July 3, 2017.

(3) Adjusted EBITDA represents annualized 2Q17 unaudited results for Southern Light, and Hunt and includes \$10 million of synergies expected to be realized within 12 months of the acquisition close date.

(4) See Appendix for a reconciliation of Adjusted EBITDA to Net Income, the most closely comparable GAAP metric.

(5) See Appendix for explanation of Enterprise Value calculation. Market data as of July 27, 2017.

Uniti Investment Highlights

- ✓ **Building Unique REIT Investment Platform Across Communication Infrastructure Assets**
- ✓ **Taking Advantage of Favorable Industry Dynamics Driving Capital Investments**
- ✓ **Fiber is the New Mission Critical Asset in the Communications Ecosystem**
- ✓ **Substantial M&A Opportunities Driving Significant Growth and Diversification**
- ✓ **Uniti Fiber and Uniti Towers Enhance Customer Relationships and Provide Opportunistic Growth Potential**
- ✓ **Predictable and Attractive Dividend**

Combined Network Footprint

Combined Fiber Strand Miles in Service: 4,800,000
Combined Fiber Route Miles in Service 96,000

- Uniti Leasing ●
- Uniti Fiber ●
- Southern Light ●
- Hunt Telecom ●

Top 10 Owner of Fiber Infrastructure in United States

Q&A

Appendix

Uniti Facts – Pro Forma

**S&P 400
Mid-Cap Company**

~ \$9.3B

Enterprise Value

**Contractual Net Lease
Revenues ⁽¹⁾**

~ \$8.6B

Revenues Under Contract

Uniti Fiber

> \$1.2B

Revenues Under Contract⁽⁴⁾

Uniti Towers

676

Owned Towers ⁽²⁾

Annual Revenue

~ \$975M

Net Leverage ⁽³⁾

5.7x

**Net Secured
Leverage ⁽³⁾**

3.5x

**Near Term Debt
Maturities**

0%

Fiber Strand Miles ⁽³⁾

4.8M

**Leasing Segment
EBITDA Margin**

99%

**Cumulative
Investments**

> \$1.5B

**Annual Maintenance
Capex**

~ \$8M

First Diversified Communication Infrastructure REIT

Note: All information is as of June 30, 2017 and is pro forma for the acquisition of NMS, Hunt, and Southern Light.

(1) Lease payments under the Master Lease with Windstream to be received over the remaining initial term of 15 years.

(2) Includes 45 NMS towers under development and 121 towers from the Hunt acquisition.

(3) Net Debt or Net Secured Debt, as applicable, to Annualized Adjusted EBITDA (based on last quarter annualized) pro forma for the acquisition of NMS, Hunt, and Southern Light.

(4) Contracts are subject to termination under certain conditions and/or may not be renewed, so actual revenue under contract could vary materially.

Reconciliation of Uniti Fiber Non-GAAP Financial Measures⁽¹⁾

\$ in Millions

| | 2Q17 Uniti Fiber | 2Q17 Southern Light ⁽²⁾ | 2Q17 Hunt ⁽²⁾ | 2Q17 Uniti Fiber Pro Forma ⁽³⁾ |
|--|---------------------|--|-----------------------------|---|
| Net (loss) income | \$ (2.3) | \$ 2.3 | \$ 3.2 | \$ 3.2 |
| Depreciation and amortization | 13.3 | 7.0 | 0.7 | 21.0 |
| Interest expense | 1.2 | 0.9 | 0.3 | 2.4 |
| Income tax expense | (0.3) | – | – | (0.3) |
| EBITDA | \$ 11.9 | \$ 10.2 | \$ 4.2 | \$ 26.3 |
| Stock-based compensation | 0.3 | – | – | 0.3 |
| Transaction related costs & Other ⁽⁴⁾ | 0.3 | (0.2) | (0.1) | – |
| Adjusted EBITDA⁽⁵⁾ | \$ 12.6 | \$ 10.0 | \$ 4.1 | \$ 26.7 |
| Annualized Adjusted EBITDA⁽⁶⁾ | \$ 50.5 | \$ 40.0 | \$ 16.4 | \$ 106.8 |

(1) Amounts may not foot due to rounding.

(2) Financial information provided by Hunt and Southern Light management and are unaudited. Actual results could differ materially. Investors should not place undue reliance on such numbers.

(3) Pro forma for the acquisitions of Hunt and Southern Light.

(4) Other includes dividend income associated with an investment that will not be retained by Uniti post-acquisition.

(5) Adjusted EBITDA values exclude synergies.

(6) Annualized Adjusted EBITDA is defined as Adjusted EBITDA multiplied by 4.

Reconciliation of Uniti Non-GAAP Financial Measures ⁽¹⁾

\$ in Millions

| | 2Q17 Uniti | 2Q17 Southern Light ⁽²⁾ | 2Q17 Hunt ⁽²⁾ | 2Q17 Uniti Pro Forma ⁽³⁾ |
|--|-----------------|--|-----------------------------|---|
| Net (loss) income | \$ (16.4) | \$ 2.3 | \$ 3.2 | \$ (10.9) |
| Depreciation and amortization | 102.6 | 7.0 | 0.7 | 110.3 |
| Interest expense | 75.1 | 0.9 | 0.3 | 76.3 |
| Income tax expense | 0.1 | — | — | 0.1 |
| EBITDA | \$ 161.3 | \$ 10.2 | \$ 4.2 | \$ 175.8 |
| Stock-based compensation | 2.0 | — | — | 2.0 |
| Transaction related costs & Other ⁽⁴⁾ | 16.2 | (0.2) | (0.1) | 15.9 |
| Adjusted EBITDA ⁽⁵⁾ | \$ 179.6 | \$ 10.0 | \$ 4.1 | \$ 193.7 |
| Annualized Adjusted EBITDA ⁽⁶⁾ | \$ 718.3 | \$ 40.0 | \$ 16.4 | \$ 774.8 |

(1) Amounts may not foot due to rounding.

(2) Financial information provided by Hunt and Southern Light management and are unaudited. Actual results could differ materially. Investors should not place undue reliance on such numbers.

(3) Pro forma for the acquisitions of Hunt and Southern Light.

(4) Other at Uniti represents non-cash charges related to the change in fair value of contingent consideration, and at Southern Light represents dividend income associated with an investment that will not be retained by Uniti post-acquisition.

(5) Adjusted EBITDA values exclude synergies.

(6) Annualized Adjusted EBITDA is defined as Adjusted EBITDA multiplied by 4.

Non-GAAP Financial Measures

We refer to EBITDA and Adjusted EBITDA in our analysis of our results of operations, which are not required by, or presented in accordance with, accounting principles generally accepted in the United States (“GAAP”). While we believe that net income, as defined by GAAP, is the most appropriate earnings measure, we also believe that EBITDA and Adjusted EBITDA are important non-GAAP supplemental measures of operating performance for a real estate investment trust (“REIT”).

We define EBITDA as net income, as defined by GAAP, before interest expense, provision for income taxes and depreciation and amortization. We define Adjusted EBITDA as EBITDA before stock-based compensation expense and the impact, which may be recurring in nature, of transaction and integration related costs, collectively “Transaction related costs”, the write off of unamortized deferred financing costs, costs incurred as a result of the early repayment of debt, changes in the fair value of contingent consideration and financial instruments, and other similar items. We believe EBITDA and Adjusted EBITDA are important supplemental measures to net income because they provide additional information to evaluate our operating performance on an unleveraged basis. In addition, Adjusted EBITDA is calculated similar to defined terms in our material debt agreements used to determine compliance with specific financial covenants. Since EBITDA and Adjusted EBITDA are not measures calculated in accordance with GAAP, they should not be considered as an alternative to net income determined in accordance with GAAP.

Further, our computations of EBITDA and Adjusted EBITDA may not be comparable to that reported by other REITs or companies that define EBITDA and Adjusted EBITDA differently than we do.

Annualized Adjusted EBITDA is calculated by multiplying Adjusted EBITDA for the most recently completed three month period by four. Our computation of Adjusted EBITDA and Annualized Adjusted EBITDA may differ from the methodology used by other REITs to calculate these measures, and, therefore, may not be comparable to such other REITs. Annualized Adjusted EBITDA has not been prepared on a pro forma basis in accordance with Article 11 of Regulation S-X.

Other Reporting Definitions

- **Adjusted EBITDA:** . Adjusted EBITDA is defined as EBITDA less stock-based compensation expense and the impact, which may be recurring in nature, of acquisition and transaction and integration related expenses, the write off of unamortized deferred financing costs, costs incurred as a result of the early repayment of debt, changes in the fair value of contingent consideration and financial instruments, and other similar items.
- **Enterprise Value:** Net Debt plus fair value of preferred equity plus market value of outstanding common stock and OP units
- **Net Debt:** Principal amount of debt outstanding, less unrestricted cash and cash equivalents
- **Net Secured Debt:** Principal amount of secured debt outstanding, less unrestricted cash and cash equivalents
- **Revenues Under Contract:** Total revenue contract value entitled to be received pursuant to existing contracts, some of which may be past their expiration date and currently on a month to month basis. A portion of these contracts is subject to renewal each year, and there can be no assurances that the contracts will be renewed at all or, if they are renewed, that the renewal will not provide for lower rates. Accordingly, our presentation of contractual revenue is not a guarantee of future revenues and should not be viewed as a predictor of future annual revenues

Communications Infrastructure Key Terminology

- **4G:** The fourth generation of cellular wireless standards that is widely deployed by cellular operators today with the ability to transport data at rates up to 100 MBPS Internet access for mobile users
- **5G:** The fifth generation of cellular wireless standards that is in trail stages today with expected wide scale deployment in 2018-2020 with ability to transport data at rates up to 1 GBPS for initially stationary users and eventually mobile users.
- **Backbone:** A major fiber optic network that interconnects smaller networks including regional and metropolitan networks. It is the through-portion of a transmission network, as opposed to laterals and spurs which branch off to connect customer locations
- **Bandwidth Infrastructure:** Lit and dark bandwidth provided over fiber networks. These services are commonly used to transport telecom services, such as wireless, data, voice, Internet and video traffic between locations. These locations frequently include cellular towers, network-neutral and network specific data centers, carrier hotels, mobile switching centers, CATV head ends and satellite uplink sites, ILEC central offices, and other key buildings that house telecommunications and computer equipment. Bandwidth Infrastructure services that are lit (i.e., provided by using optronics that “light” the fiber) include Ethernet and Wavelength services. Bandwidth Infrastructure services that are not lit are sold as dark-fiber capacity
- **Cell Site:** A site where antennae and electronic communications equipment are placed on a radio mast or tower generally 200 to 400 feet above the ground to create a cell in a cellular network. A cell site is composed of a tower or other elevated structure for mounting antennae, and one or more sets of transmitter/receiver transceivers, digital signal processors, control electronics, a GPS receiver, regular and backup electrical power sources, and sheltering
- **Conduit:** A pipe, usually made of metal, ceramic or plastic, that protects buried fiber optic cables
- **Dark Fiber:** Fiber that has not yet been connected to telecommunications transmission equipment or optronics and, therefore, has not yet been activated or “lit”

Communications Infrastructure Key Terminology

- **Ethernet:** Ethernet is the standard local area network (LAN) protocol. Ethernet was originally specified to connect devices on a company or home network as well as to a cable modem or DSL modem for Internet access. Due to its ubiquity in the LAN, Ethernet has become a popular transmission protocol in metropolitan, regional and long haul networks as well
- **Fiber Strand Miles:** Fiber strand miles are the number of route miles in a network multiplied by the number of fiber strands within each cable on the network. For example, if a ten mile network segment has a 24 count fiber installed, it would represent 10 x 24 or 240 fiber miles
- **Fiber Optics:** Fiber, or fiber optic cables, are thin filaments of glass through which light beams are transmitted over long distances
- **FTT (Fiber-to-the-Tower):** FTT are laterals or spurs that connect cell sites to the wider terrestrial network via fiber optic connections
- **Lateral/Spur:** An extension from the main or core portion of a network to a customer's premises or other connection point
- **LTE Network:** Long-term evolution network can be used to provide 4G cellular networks that are capable of providing high speed (up to 100 Mbps) cellular data services
- **Mbps:** A measure of telecommunications transmission speed. One megabit equals one million bits of information

Communications Infrastructure Key Terminology

- **Mobile Switching Centers:** Buildings where wireless service providers house their Internet routers and voice switching equipment
- **NOC:** Network operations center is a location that is used to monitor networks, troubleshoot network degradations and outages, and ensure customer network outages and other network degradations are restored
- **Optronics:** Various types of equipment that are commonly used to light fiber. Optronics include systems that are capable of providing Ethernet, Wavelengths, and other service over fiber optic cable
- **Route miles:** Route miles are the length, measured in non-overlapping miles, of a fiber network. Route miles are distinct from fiber strand miles, which is the number of route miles in a network multiplied by the number of fiber strands within each conduit on the network
- **Small Cells:** A site where antennae, electronic communications equipment and power are placed on a utility pole, street light pole or other structure that are generally 25 feet from the ground to create a cell with a smaller radius than that of a Cell Site. By reducing the distance between the antennae, electronic communication equipment and mobile user equipment, small cells can transport data at faster speeds than from a Cell Site. Small cells are connected the cellular network by fiber to a close Cell Site.
- **Switch:** A switch is an electronic device that selects the path that voice, data, and Internet traffic take or use on a network
- **Tower:** A free standing tower made of steel generally 200 to 400 feet above the ground with a triangular base and three to four sides built on leased parcels of land. Most towers can accommodate Multiple Cell Sites (and multiple tenants).
- **Transport:** A telecommunication service to move data, Internet, voice, video, or wireless traffic from one location to another
- **Wavelength:** A channel of light that carries telecommunications traffic through the process of wavelength division multiplexing