

**Uniti**

**First Quarter  
2021 Financial Results  
Conference Call Presentation**

*May 6, 2021*

# 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, our 2021 financial outlook, our business strategies, growth prospects, industry trends, sales opportunities, impacts of the settlement with Windstream, and operating and financial performance.*

*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 future prospects of Windstream, our largest customer; changes in the accounting treatment of our settlement with Windstream; the ability and willingness of our customers to meet and/or perform their obligations under any contractual arrangements entered into with us, including master lease arrangements; 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; the adverse impact of litigation affecting us or our customers; 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 and fund our capital funding commitments; our ability to access debt and equity capital markets; adverse impacts of changes to our business, economic trends or key assumptions regarding our estimates of fair value, including potential impacts of recent developments surrounding Windstream that could result in an impairment charge in the future, which could have a significant impact to our reported earnings; 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; our expectations regarding the effect of the COVID-19 pandemic on our results of operations and financial condition; 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 described in 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.*

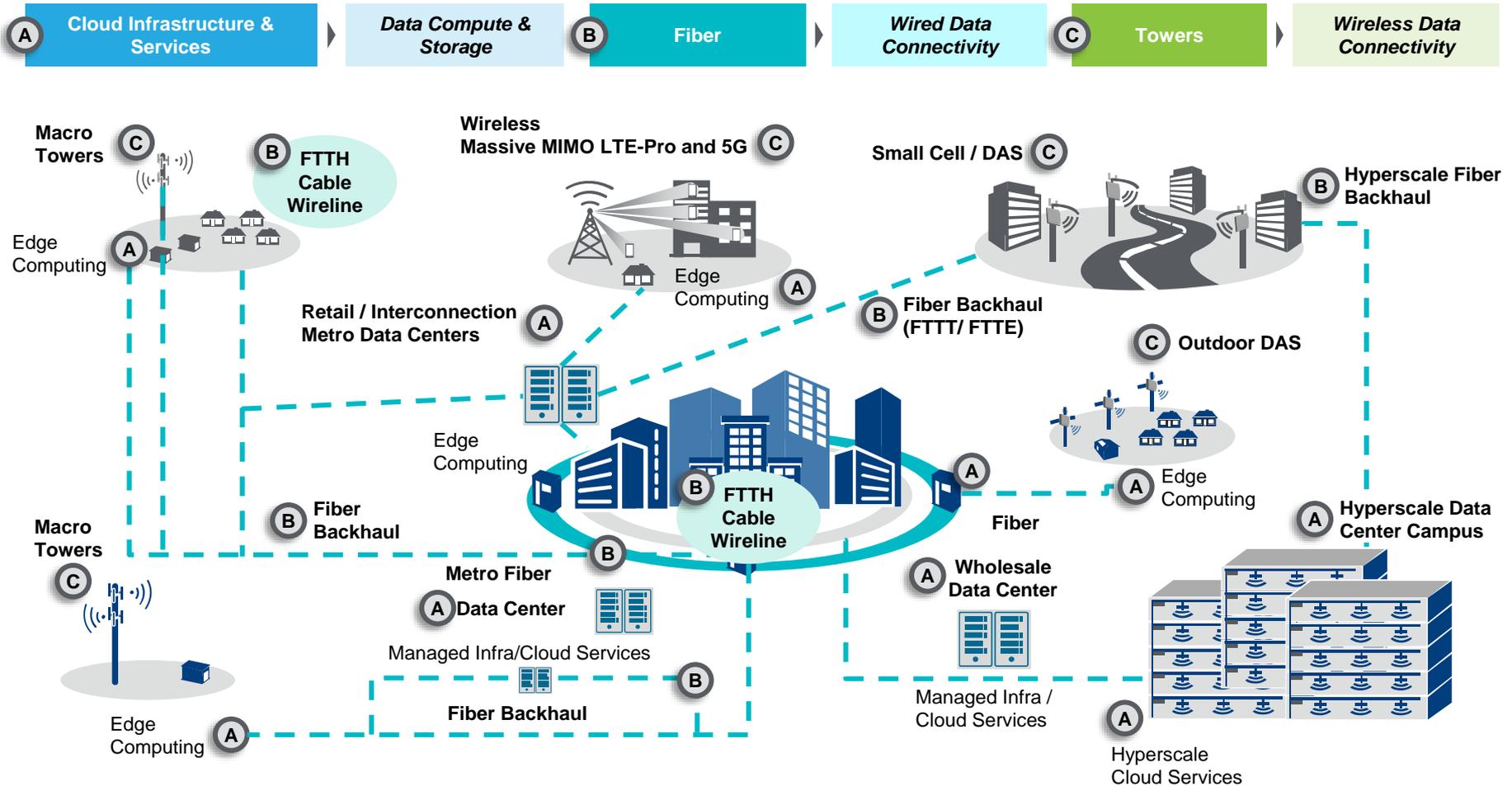
*This presentation may contain certain supplemental measures of performance that are not required by, or presented in accordance with, accounting principles generally accepted in the United States ("GAAP"). Such measures should not be considered as alternatives to GAAP. Further information with respect to and reconciliations of such measures to the nearest GAAP measure can be found herein.*

# Agenda

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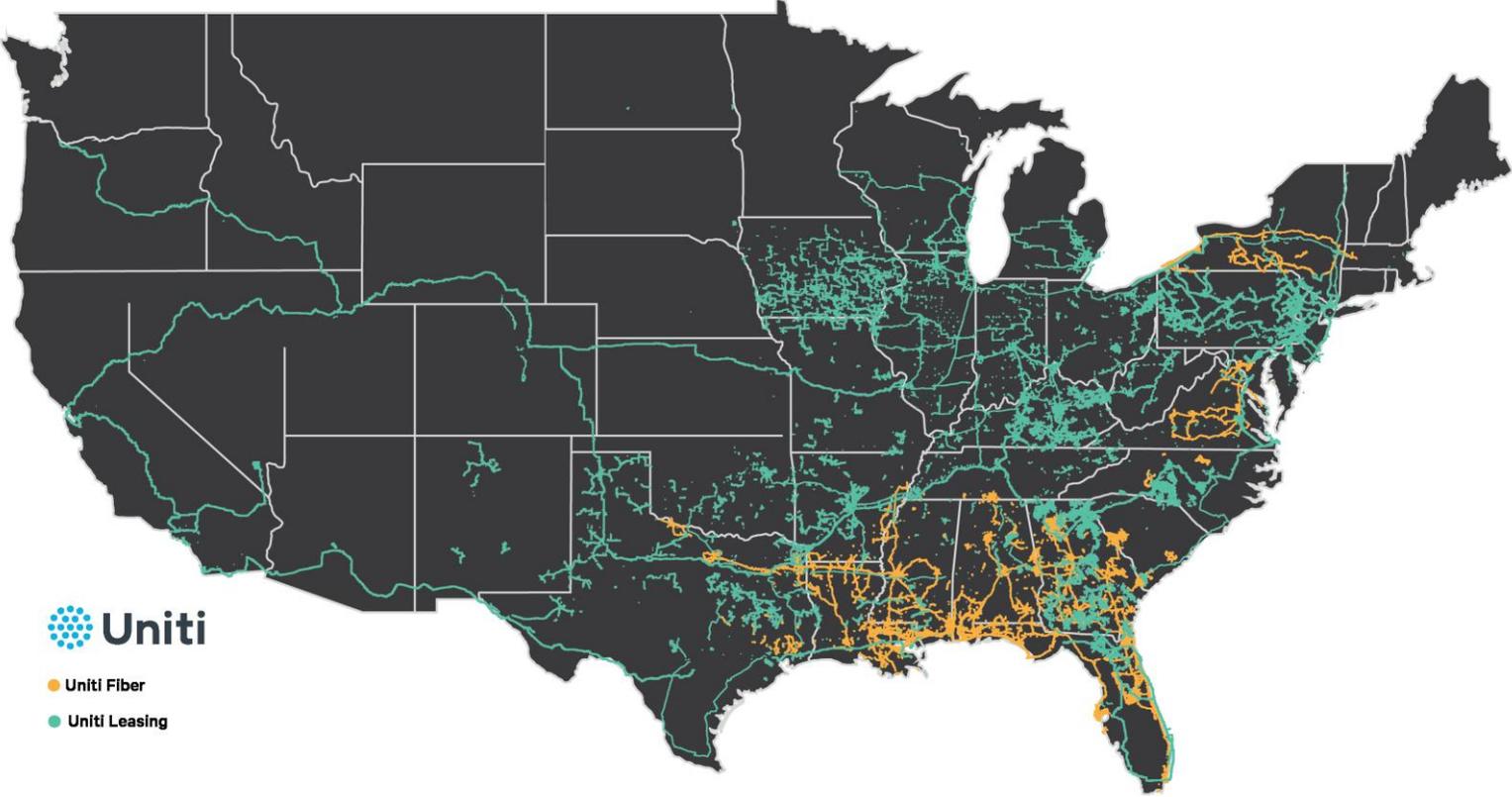
- **Uniti's Unique Fiber Platform**
- **First Quarter 2021 Financial Results**
- **Current 2021 Outlook**
- **Q&A**

# All Communication Infrastructure End Markets Rely on Fiber



**Fiber is the Critical Component to Enabling Today's Communications Infrastructure**

# Uniti's National Fiber Network



● Uniti Fiber  
● Uniti Leasing

**Fiber Route Miles<sup>(1)</sup>**  
**~125,000**

**Fiber Strand Miles<sup>(1)</sup>**  
**~7,000,000**

**Route Miles Constructed<sup>(2)</sup>**  
**~7,550**

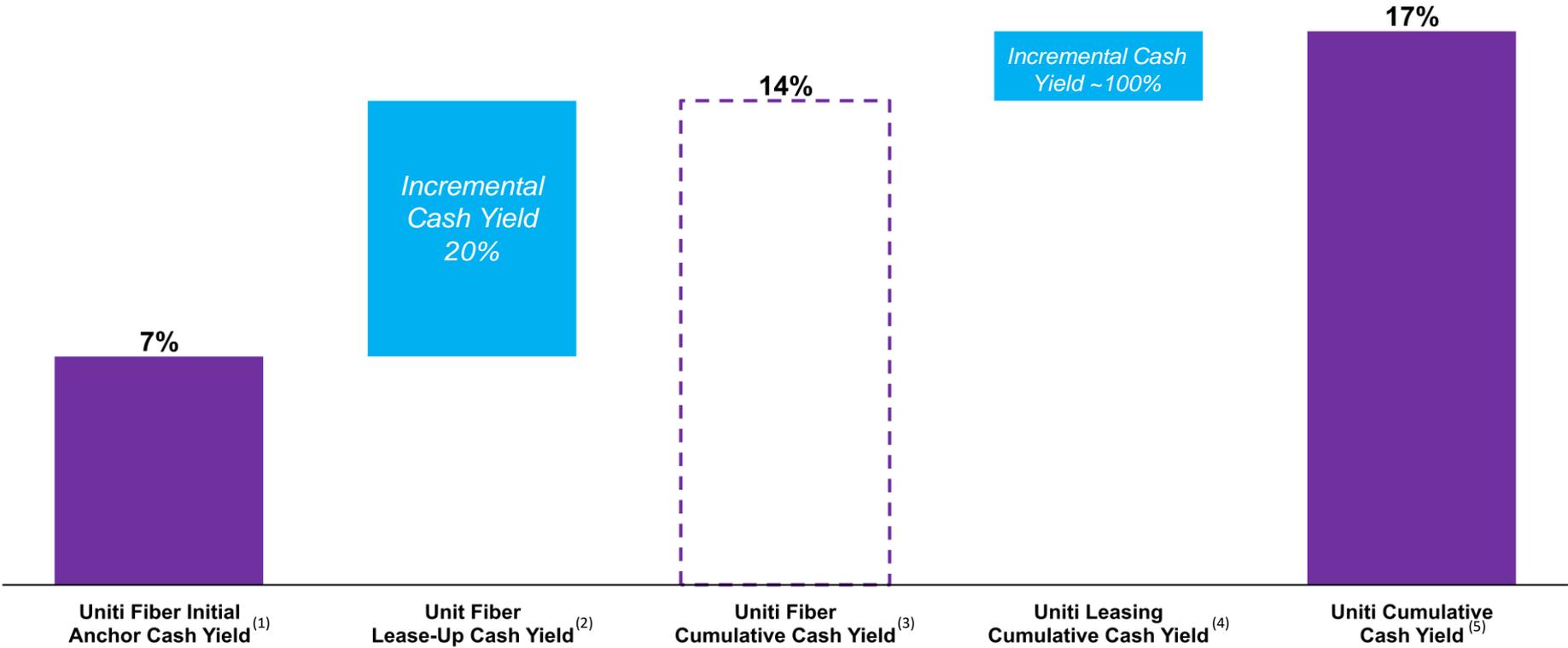
**Small Cells<sup>(3)</sup>**  
**~2,300**

**Buildings Passed<sup>(4)</sup>**  
**~185,000**

**Top 10 Largest Fiber Provider in the U.S.<sup>(5)</sup>**

(1) As of March 31, 2021.  
 (2) Represents new fiber route miles constructed at Uniti Fiber since 1/1/2018, and new fiber route miles constructed associated with the Windstream GCI program.  
 (3) Includes small cells in service or in backlog.  
 (4) Represents on-net and near-net buildings passed on Uniti Fiber's network.  
 (5) Source: Kagan and company estimates.

# Cumulative Uniti Lease-Up



**Fiber Acquired from Windstream Provides Significant Upside**

(1) Calculated as expected annualized recurring cash flow on major wireless anchor builds at Uniti Fiber divided by the related net capital investment on the anchor builds of ~\$205 million.  
 (2) Calculated as expected annualized recurring cash flow from lease-up sold on major wireless anchor builds from the time the project started through March 31, 2021, divided by the related net capital investment on the lease-up of ~\$269 million.  
 (3) Represents expected initial cash yield on major wireless anchor builds plus expected incremental yield from lease-up sold to-date.  
 (4) Calculated as expected annualized recurring cash flow from lease-up sold to-date through March 31, 2021 at Uniti Leasing divided by capital spent to acquire fiber assets from Lumen Technologies (formerly CenturyLink), net of upfront customer IRU payments received.  
 (5) Represents expected cumulative cash yield on major wireless anchor builds plus lease-up at Uniti Fiber and reflects capital spent to acquire fiber assets from Lumen Technologies (formerly CenturyLink) and lease-up of those assets at Uniti Leasing.

# Uniti Company Overview

## Uniti Leasing

Owns, Acquires, and Leases Mission-Critical Communications Assets Nationwide to Wholesale Customers on Either an Exclusive or Shared-Tenant Basis

- ✓ Proprietary Strategy and Advantaged REIT Structure
- ✓ Key Metrics:
  - Annual Revenue of \$784 Million<sup>(1)</sup>
  - Adjusted EBITDA of \$766 Million<sup>(1)</sup>
  - ~\$8.3 Billion of Capital Deployed<sup>(2)</sup>
  - ~\$6.9 Billion of Revenues Under Contract<sup>(3)</sup>
- ✓ High Margin, Minimal Working Capital and Capex Requirements<sup>(4)</sup>, Long-Term Leases with Escalators
- ✓ Focused on Additional Sale Leaseback, OpCo/PropCo, and Lease-Up Opportunities

## Uniti Fiber

Leading Provider of Lit and Dark Fiber Solutions for Wireless Operators, Carriers, Enterprises, Schools and Government, Including Cell Site Backhaul, Small Cells, Internet Service and Wavelengths, with a Primary Focus in the Southeast

- ✓ ~7,550 New Fiber Route Miles and ~725,000 New Fiber Strand Miles Built Over the Past 3 Years
- ✓ Key Metrics:
  - Annual Revenue of \$305 Million<sup>(1)</sup>
  - Adjusted EBITDA of \$118 Million<sup>(1)</sup>
  - ~\$1.6 Billion of Capital Deployed<sup>(5)</sup>
  - ~\$1.0 Billion of Revenues Under Contract<sup>(3)</sup>
- ✓ ~26,300 Customer Connections<sup>(6)</sup>
- ✓ Focused on Tier II & III Markets and Lease-Up of Recently Completed Anchor Builds

**National Network of 125,000 Fiber Route Miles and 7 Million Fiber Strand Miles**

*Note: All information is as of March 31, 2021, unless otherwise noted.*

*(1) Based on the mid-point of 2021 Outlook range provided in the Company's Earnings Release dated May 6, 2021.*

*(2) Represents purchase price of TPx, CableSouth, and Bluebird, purchase price for fiber acquisition from Lumen Technologies (formerly CenturyLink), the net fair value of the dark fiber IRU and other assets acquired from Windstream as part of our settlement agreement, and Enterprise Value at time of spin-off from Windstream. See Glossary for explanation of Enterprise Value calculation.*

*(3) Contracts are subject to termination under certain conditions and/or may not be renewed. Actual Revenues Under Contract could vary materially.*

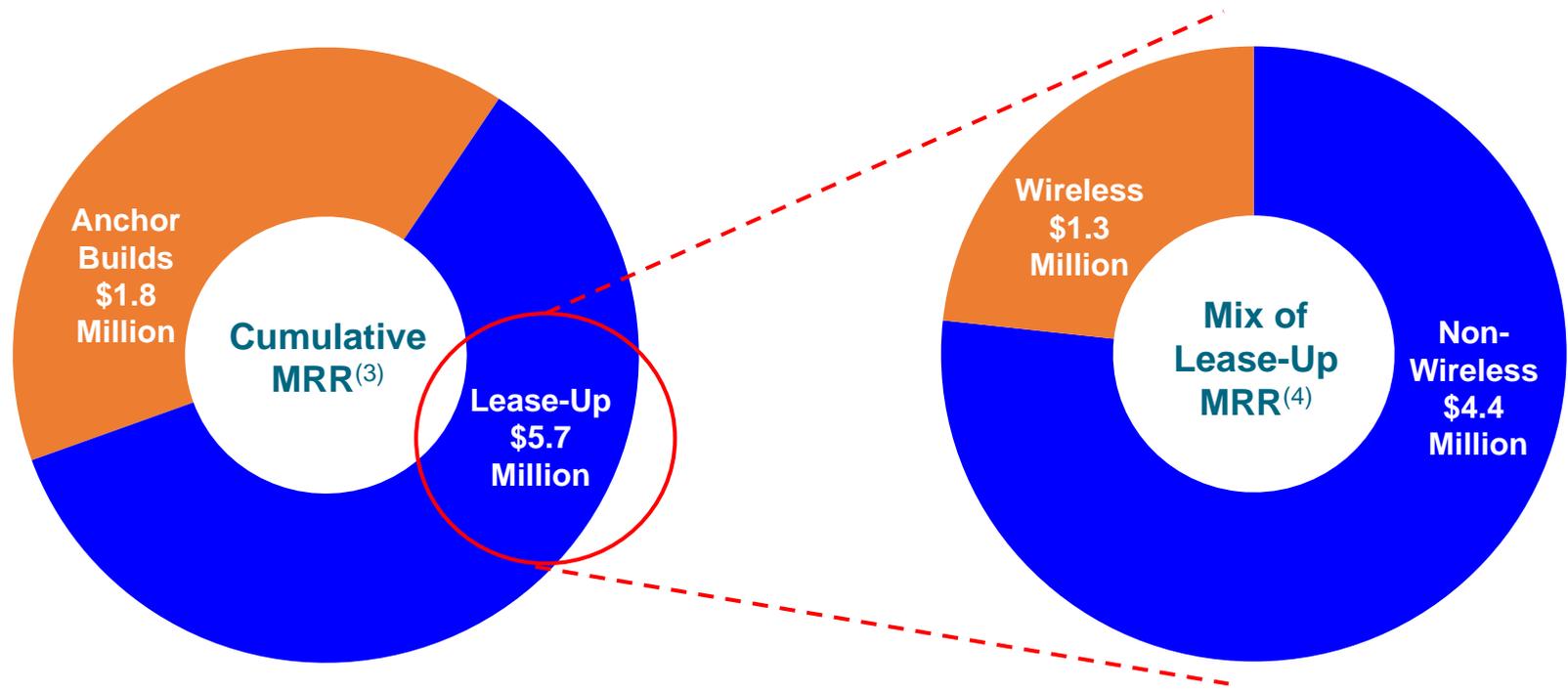
*(4) Excludes capital commitments related to the GCI program.*

*(5) Represents aggregate purchase price of acquired entities at Uniti Fiber.*

*(6) Represents customer connections, both fiber and microwave.*

# Uniti Fiber Lease-Up<sup>(1)</sup>

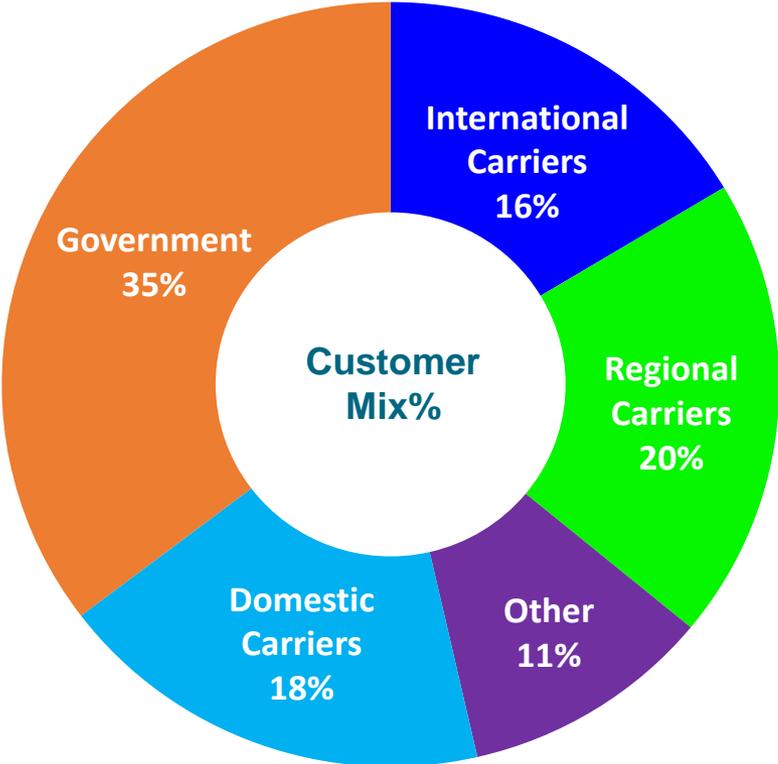
- Initial Aggregate Cash Yields on Major Wireless Anchor Builds of ~7%
- Cumulative Lease-Up Sold Expected to Generate Incremental Cash Yields of ~20%<sup>(2)</sup>
- Results in Combined Anchor and Lease-Up Cash Yield of ~14%



**Sold ~\$17 Million of Annualized Lease-Up Revenue Over Past 5 Quarters**

(1) Cash yields calculated as annualized recurring cash flow divided by estimated incremental net capital investment.  
 (2) Incremental cash yield calculated as annualized recurring cash flow from lease-up divided by estimated incremental net capital investment associated with the lease-up. Reflects lease-up sold on major wireless anchor builds from the time the project started through March 31, 2021.  
 (3) Anchor builds represent cumulative MRR installed or in backlog from major wireless builds. Lease-Up represents cumulative lease-up MRR installed or in backlog.  
 (4) Wireless MRR includes LIT backhaul, dark backhaul, and small cells. Non-wireless MRR includes enterprise, wholesale, E-Rate and government.

# Uniti Leasing Sales Pipeline<sup>(1)</sup>



## Uniti Leasing Sales Pipeline Overview

- **Number of Opportunities:** 186
- **Total Contract Value in Pipeline:** ~ \$1.0 Billion
- **Annual Revenue in Pipeline<sup>(2)</sup>:** ~\$60 Million
- **Revenues Under Contract<sup>(3)</sup>:** ~ \$765 Million
- **Average Contract Term Remaining<sup>(3)</sup>:** ~ 14.5 Years

**Over 75% of Opportunities Utilize Fiber Acquired from Windstream**

<sup>(1)</sup> Reflects transactions under consideration as of March 31, 2021. We have not signed an agreement and are not otherwise committed to consummating any of these transactions and there can be no assurances that any of these transactions will be completed. Revenues from completed transactions may be realized over several years.  
<sup>(2)</sup> Includes \$14 million of annual revenue related to the amortization of the upfront IRU payments.  
<sup>(3)</sup> Revenues Under Contract are as of March 31, 2021. Contracts are subject to termination under certain conditions and/or may not be renewed. Actual Revenues Under Contract could vary materially.

# Types of Uniti Leasing Transactions

	IRU & DF Lease-Up	Sale Leaseback	OpCo/ PropCo	Growth Capex/ GCI Programs
Description	Uniti Leases Existing Owned Fiber Assets on a Long-Term Basis to Third Parties Either Through IRU or Dark Fiber Lease Structure	Uniti Acquires Fiber Assets from Third Party and Leases Fiber to the Tenant on a Long-Term Basis	Uniti Sells Existing, Active Operations to Operating Partner (OpCo) and Enters into Long-Term Dark Fiber Lease on Retained Fiber (PropCo)	Acquire Newly Built Fiber and Immediately Lease Back to Anchor Customer at Attractive Yields
Typical Initial Term	10 - 20 Years	10 - 20 Years	10 - 20 Years	10 - 20 Years
Incremental Cash Yields <sup>(1)</sup>	~ 100%	8% to 10%	8% to 10%	8% to 10%
Purchase Price/ Invested Capital <sup>(2)</sup>	~ \$105 Million	~ \$130 Million	~ \$320 Million	~ \$127 Million
Cumulative Proceeds <sup>(3)</sup>	~ \$62 Million	-	~ \$340 Million	-
Revenues Under Contract <sup>(4)</sup>	~ \$345 Million	~ \$190 Million	~ \$145 Million	~ \$85 Million
Transaction Examples	Fiber Acquired from Lumen (f.k.a. CenturyLink) and Windstream  Lease to Third Parties Such as Carriers, Content & Cable Providers	TPx, CableSouth, SFN	Bluebird, Everstream, Sale of Uniti Fiber Midwest & Northeast Operations	Windstream GCI Program, Bluebird

**~ \$765 Million of Remaining Revenues Under Contract**

(1) Illustrative of representative transactions.

(2) IRU & DF Lease-Up reflects the net fair value of the dark fiber IRU and other assets acquired from Windstream as part of our settlement agreement, price paid for fiber assets acquired from Lumen, and additional success-based capital investments. Sale Leaseback represents price paid for TPx, CableSouth and SFN fiber assets. OpCo/PropCo represents cash purchase price of Bluebird's fiber network, excluding operations, net of prepaid rent of \$144 million, estimated gross asset book value of the Midwest and Northeast fiber leased and operations sold, and additional success-based capital investments made from the time the fiber was acquired. Growth Capex/GCI Programs represents total Windstream GCI program amount Uniti invested through March 31, 2021.

(3) IRU & DF Lease-Up represents upfront IRU payments from lease-up opportunities sold to-date. OpCo/PropCo represents total cash upfront proceeds from the Everstream transaction, and sale of Uniti Fiber's Midwest operations and subsequent partial sale of the Bluebird PropCo to Macquarie.

(4) Revenues Under Contract are as of March 31, 2021. Excludes revenues under contract related to the Windstream Master Leases. Growth Capex/GCI Programs represents revenues under contract related to Windstream GCI program. Contracts are subject to termination under certain conditions and/or may not be renewed. Actual Revenues Under Contract could vary materially.

# Growth Capital Investments Program

- **Uniti Invested \$127 Million To-Date Under the GCI Program Through March 31, 2021**
  - Added ~3,370 Route Miles and ~122,140 Strand Miles of Valuable Fiber to Uniti's Network
  - Expect to Invest ~\$158 Million for Remainder of 2021, Adding ~4,800 Route Miles of Valuable Fiber<sup>(1)</sup>
  - Windstream Must Invest Capital and Complete Projects Prior to Uniti Reimbursing Windstream
- **Investments Added to Cash Rent Payments Under Existing MLAs at 8% Initial Yield on One Year Anniversary of Uniti Making Investment, Subject to 0.5% Annual Escalator**
  - To-Date Investments to Generate ~\$10 Million of Annualized Cash Rent
  - Remaining 2021 Investments Expected to Generate ~\$13 Million of Annualized Cash Rent
- **Investments Must Generally Meet Certain Underwriting Criteria**
  - Long Term Value Accretive Fiber
  - Minimum Return Thresholds
  - Qualify as Real Property for REIT Purposes

**GCI Program “Facilitates Future Proofing” of Uniti's Network**

# First Quarter 2021 Consolidated Results<sup>(1)</sup>

(\$ in millions)

## Revenue<sup>(2)</sup>

## Adjusted EBITDA<sup>(3) (4)</sup>

## AFFO<sup>(3)</sup>



**Solid Results Consistent with Expectations**

(1) Excludes revenue of \$4.4 million and Adjusted EBITDA of \$0.0 million related to Uniti Towers and Talk America. No other changes to financial information or transactions have been assumed. 1Q20 Adjusted results have not been prepared in accordance with Article 11 of Regulation S-X.

(2) 1Q21 Uniti Leasing revenue includes \$6 million of straight-line rent recognition under the Windstream Master Leases and GCI Investments subsequent to our settlement agreement with Windstream.

(3) See Appendix for a reconciliation of non-GAAP metrics to the most closely comparable GAAP metric.

(4) Segment amounts do not foot to total as consolidated Adjusted EBITDA is net of corporate expenses of \$8 million and \$7 million in 1Q20 and 1Q21, respectively.

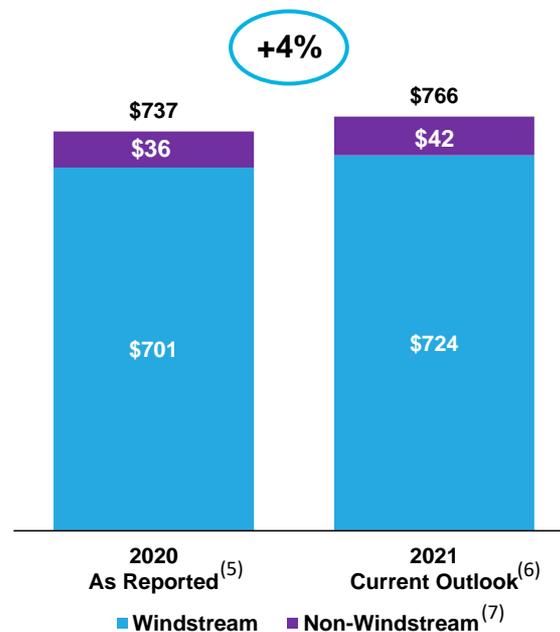
# Uniti Leasing 2021 Outlook<sup>(1)</sup>

(\$ in millions)

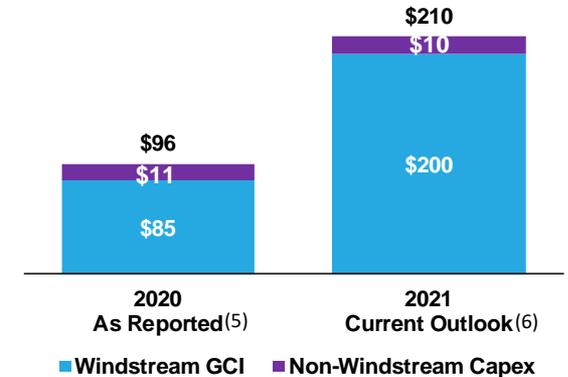
## Leasing Revenue<sup>(2)</sup>



## Leasing Adjusted EBITDA<sup>(3)</sup>



## Net Capex<sup>(4)</sup>



**Outlook Includes Full Year Impact of Windstream Settlement Agreement**

(1) 2021 Current Outlook is based on the mid-point of 2021 Outlook range provided in the Company's Earnings Release dated May 6, 2021.

(2) Windstream includes \$40 million of non-cash revenue in 2020, and \$62 million in 2021 Outlook. Non-Windstream includes \$5 million of non-cash revenue in 2020, and \$8 million in 2021 Outlook.

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

(4) Net Capex is defined as gross capital expenditures less associated up-front payments from customers.

(5) 2020 As Reported reflects the partial sale of Bluebird PropCo, which closed on July 1, 2020, and the impact from the Windstream settlement agreement, which became effective on September 21, 2020.

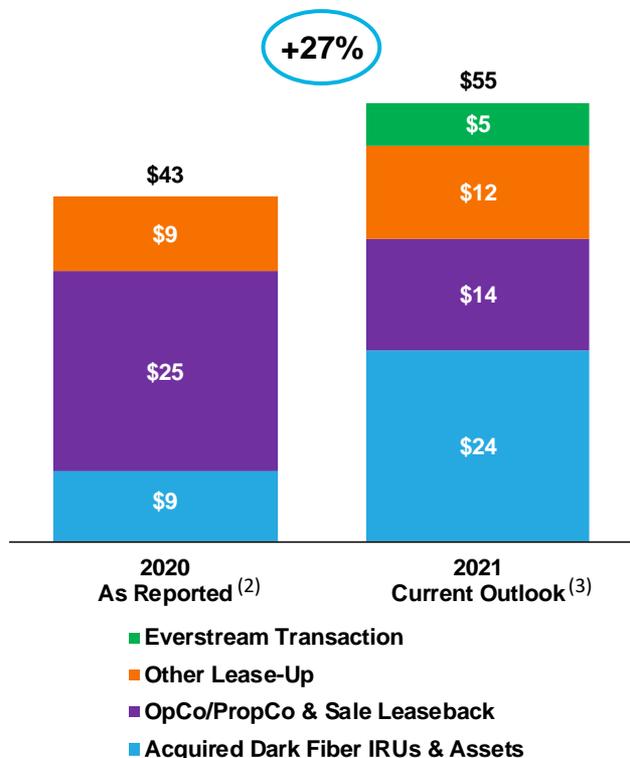
(6) 2021 Current Outlook reflects the Everstream transaction, which is expected to close in 2Q21.

(7) Non-Windstream includes Revenue and Adjusted EBITDA related to the dark fiber IRU contracts and assets we acquired as part of the Windstream Settlement of \$9 million and \$8 million, respectively, for 2020 As Reported, and \$24 million and \$17 million, respectively, for 2021 Current Outlook.

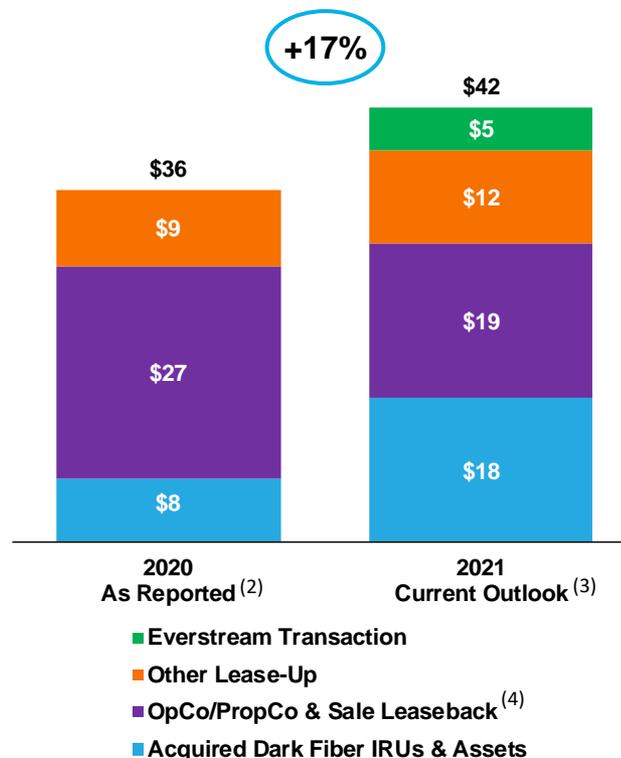
# Uniti Leasing Non-Windstream

(\$ in millions)

## Non-Windstream Revenue



## Non-Windstream Adjusted EBITDA<sup>(1)</sup>



**Windstream Settlement Fiber Adds Significant Growth Potential**

(1) Amounts do not foot to total as Non-Windstream Adjusted EBITDA is net of expenses of \$8 million and \$11 million in 2020 and 2021, respectively.

(2) 2020 As Reported reflects the partial sale of Bluebird PropCo, which closed on July 1, 2020, and the impact from the Windstream settlement agreement, which became effective on September 21, 2020.

(3) 2021 Current Outlook reflects the Everstream transaction, which is expected to close in 2Q21.

(4) Includes proportionate share of results from investment in Bluebird PropCo of \$2 million in 2020 As Reported and \$5 million in 2021 Current Outlook.

# Uniti Fiber 2021 Outlook<sup>(1)</sup>

(\$ in millions)

## Revenue<sup>(2)</sup>

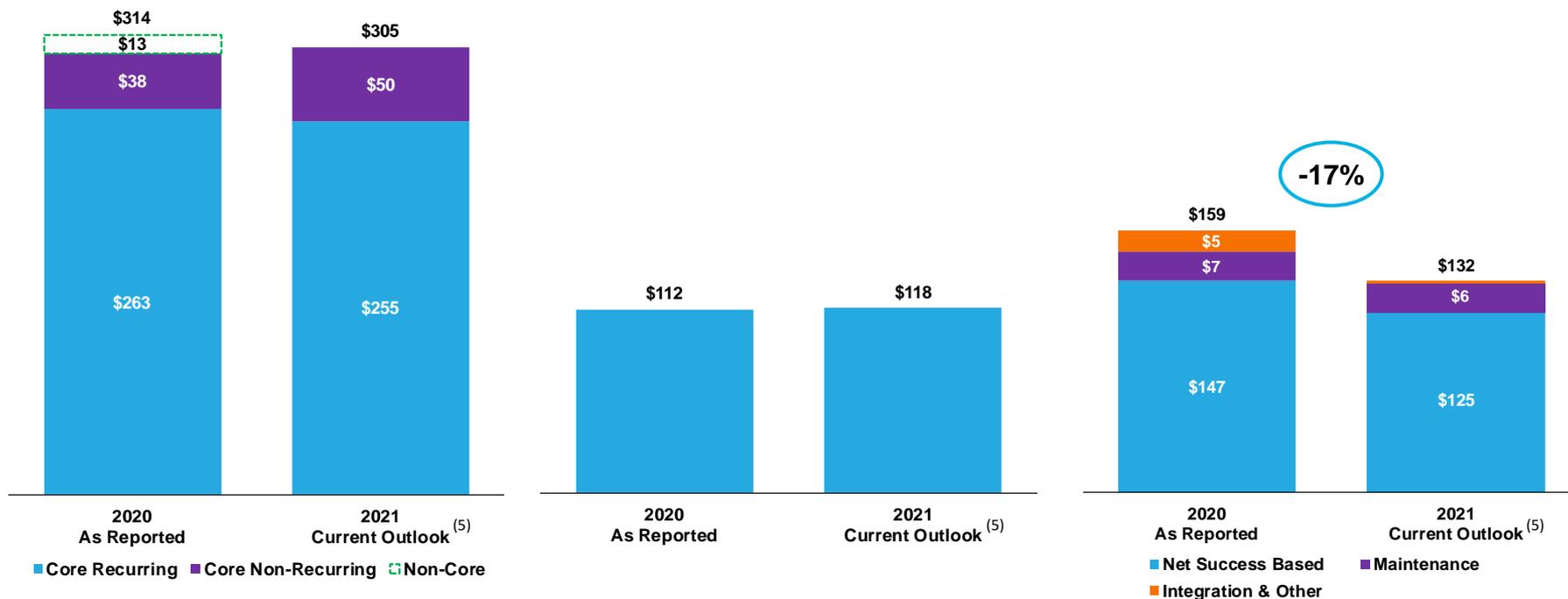
## Adjusted EBITDA<sup>(2) (3)</sup>

## Net Capex<sup>(2) (4)</sup>

**Annual Adjusted Growth Rate<sup>(6)</sup>**

**Revenue: +6%**

**Adjusted EBITDA: +10%**



**Driving Additional Lease-Up on Completed Anchor Wireless Builds**

(1) 2021 Current Outlook is based on the mid-point of 2021 Outlook range provided in the Company's Earnings Release dated May 6, 2021.

(2) Revenue, Adjusted EBITDA, and Net Capex are net of intercompany eliminations related to the ITS transaction.

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

(4) Net Capex is defined as gross capital expenditures less up-front payments from customers.

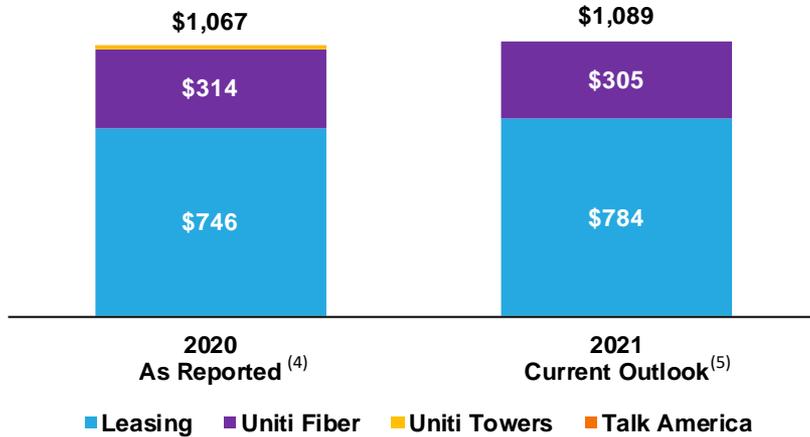
(5) 2021 Current Outlook reflects the partial sale of Uniti Fiber's Northeast operations related to the Everstream transaction, which is expected to close in 2Q21.

(6) Annual Adjusted Growth Rates exclude revenue and Adjusted EBITDA loss of \$13 million and \$5 million, respectively, in 2020 relating to non-core DOT/ITS construction business, and excludes revenue of \$20 million in 2020 and \$5 million in 2021, and Adjusted EBITDA of \$12 million in 2020 and \$3 million in 2021 to reflect the full year impact of the partial sale of Uniti Fiber's Northeast operations as part of the Everstream transaction. No other changes to financial information or transactions have been assumed. Annual Adjusted Growth Rates have not been prepared in accordance with Article 11 of Regulation S-X.

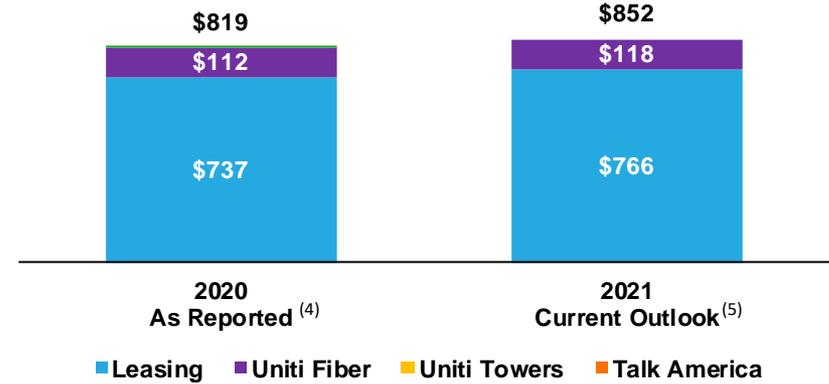
# Full Year 2021 Consolidated Outlook<sup>(1)</sup>

(\$ in millions, except per share data)

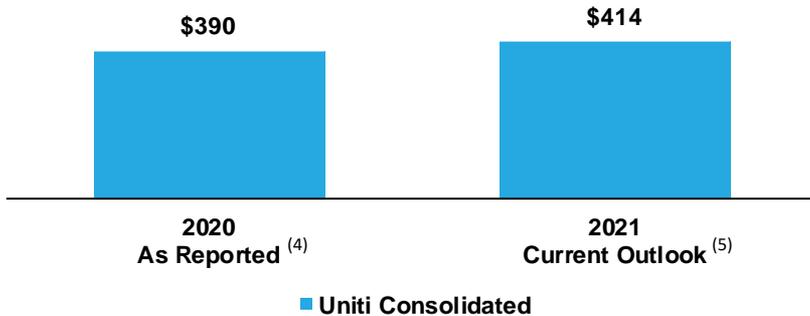
## Revenue



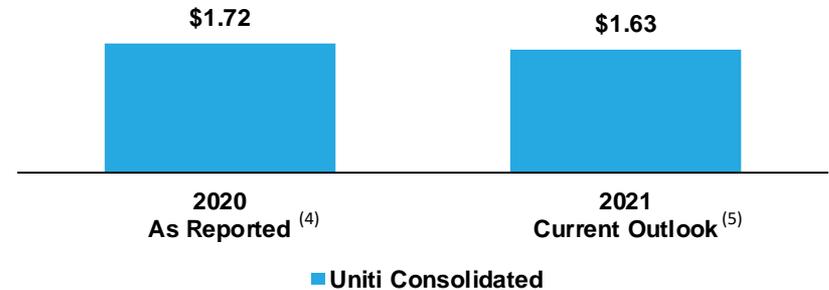
## Adjusted EBITDA<sup>(2) (3)</sup>



## AFFO<sup>(2)</sup>



## AFFO/Diluted Share<sup>(2) (6)</sup>



**Focus on Driving Recurring Revenue**

<sup>(1)</sup> 2021 Current Outlook is based on the mid-point of 2021 Outlook range provided in the Company's Earnings Release dated May 6, 2021.

<sup>(2)</sup> See Appendix for a reconciliation of non-GAAP metrics to the most closely comparable GAAP metric.

<sup>(3)</sup> Segment amounts do not foot to total as consolidated Adjusted EBITDA is net of corporate expenses of \$30 million and \$32 million in 2020 As Reported and 2021 Current Outlook, respectively.

<sup>(4)</sup> 2020 As Reported reflects the partial sale of Bluebird PropCo, which closed on July 1, 2020, and the impact from the Windstream settlement agreement, which became effective on September 21, 2020.

<sup>(5)</sup> 2021 Current Outlook reflects the Everstream transaction, including the partial sale of Unifi Fiber's Northeast operations, which is expected to close in 2Q21.

<sup>(6)</sup> AFFO/Diluted Share is based on average weighted common shares outstanding of 234 million and 263 million for 2020 As Reported and 2021 Current Outlook, respectively.

# Uniti Facts

<p>S&amp;P SmallCap 600 Company</p> <p><b>~ \$7.7B</b></p> <p>Enterprise Value</p>	<p>Uniti Leasing</p> <p><b>~ \$6.9B</b></p> <p>Revenue Under Contract<sup>(2)</sup></p>	<p>Uniti Fiber</p> <p><b>~ \$1.0B</b></p> <p>Revenue Under Contract<sup>(2)</sup></p>	<p>Small Cells</p> <p><b>~ 2,300</b></p> <p>Installed or in Backlog</p>
<p>Annual Revenue<sup>(1)</sup></p> <p><b>~ \$1.1B</b></p>	<p>Net Leverage<sup>(3)(4)</sup></p> <p><b>5.8x</b></p>	<p>Net Secured Leverage<sup>(3)(4)</sup></p> <p><b>3.4x</b></p>	<p>Near Term Debt Maturities<sup>(4)</sup></p> <p><b>0%</b></p>
<p>Fiber Route Miles</p> <p><b>~ 125,000</b></p>	<p>Leasing Segment EBITDA Margin<sup>(1)</sup></p> <p><b>98%</b></p>	<p>Cumulative Investments<sup>(5)</sup></p> <p><b>~ \$2.0B</b></p>	<p>Annual Maintenance Capex<sup>(6)</sup></p> <p><b>~ \$6M</b></p>

## First Diversified Communication Infrastructure REIT

Note: All information is as of March 31, 2021, unless otherwise noted. Market data as of April 30, 2021.

(1) Based on the mid-point of 2021 Outlook range provided in the Company's Earnings Release dated May 6, 2021.

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

(3) Net Debt or Net Secured Debt, as applicable, to 1Q21 annualized Adjusted EBITDA. See Appendix for a reconciliation of annualized Adjusted EBITDA to Net Income, the most closely comparable GAAP metric.

(4) Excludes settlement payable of \$399 million related to the Windstream settlement agreement.

(5) Represents purchase price of TPx, CableSouth, and Bluebird transactions, fiber acquisition from Lumen Technologies (formerly CenturyLink), the net fair value of the dark fiber IRU and other assets acquired from Windstream as part of our settlement agreement, and aggregate purchase price of acquired entities at Uniti Fiber.

(6) Based on management's estimate.

# Uniti is a Unique Opportunity in Communications Infrastructure

## Capitalizing on Strong Demand for Communications Infrastructure

- Wireless Carrier Multi-Year Investment Cycle Required for 5G Network Densification
- Evolving Technologies, Architectures, and New Use Cases Require Deep Dense Fiber

## Fiber Focused Diversified Communications REIT

- Differentiated Fiber Centric Investment Strategy Focused on Tier II and Tier III Markets
- Diversified Business Platforms
- Multiple Proprietary Private Letter Rulings Enhance Unique REIT Advantages

## Proven Track Record of Value Creating M&A

- ~ \$2 Billion of Capital Deployed Since Spin in April 2015<sup>(1)</sup>
- Executed Numerous Transactions – Acquisitions, Sale-Leasebacks, Minority Investments and Dark Fiber IRU's
- Created 8<sup>th</sup> Largest Fiber Network Through Proprietary Transactions<sup>(2)</sup>

## Creating Significant Value Through Proven Execution

- ~ 95% of Uniti's Revenue is Recurring<sup>(3)</sup>
- Company Wide Monthly Churn of ~0.3%
- Company Wide Net Success Based Capex Intensity of ~30%
- ~ \$8 Billion of Revenues Under Contract with ~ 9 Years of Contract Term Remaining

*Note: All information is as of March 31, 2021, unless otherwise noted.*

*(1) Represents purchase price of TPx, CableSouth, and Bluebird, purchase price for fiber acquisition from Lumen Technologies (formerly CenturyLink), the net fair value of the dark fiber IRU and other assets acquired from Windstream as part of our settlement agreement, and aggregate purchase price of acquired entities at Uniti Fiber.*

*(2) Source: Kagan and company estimates.*

*(3) Excluding DOT/ITS construction and Talk America Services.*



# Appendix

# Key 2021 Outlook Ranges<sup>(1)</sup>

*In Millions, except per share data*

	Leasing	Uniti Fiber	Uniti Consolidated
Revenue	\$782 - \$785	\$301 - \$309	\$1,083 - \$1,094
Adjusted EBITDA <sup>(2)</sup>	\$764 - \$768	\$114 - \$122	\$846 - \$858
Interest Expense, Net <sup>(3)</sup>	-	-	\$446
Net Success-Based Capex	\$205 - \$215	\$115 - \$135	\$320 - \$350
AFFO to Common Shareholder <sup>(2)</sup>	-	-	\$408 - \$420
AFFO / Diluted Common Share <sup>(2)</sup>	-	-	\$1.61 - \$1.65
Weighted-Average Common Shares Outstanding – Diluted	-	-	263

Note: Amounts may not foot due to rounding.

(1) 2021 Current Outlook is based on the mid-point of 2021 Outlook range provided in the Company's Earnings Release dated May 6, 2021. Our 2021 Current Outlook reflects the Everstream transaction, including the partial sale of Uniti Fiber's Northeast operations, which is expected to close in 2Q21. Our outlook excludes future acquisitions, capital market transactions, and future transaction related and other costs. Actual results could differ materially from these forward-looking statements.

(2) See following slides for a reconciliation of non-GAAP metrics to the most closely comparable GAAP metric.

(3) Includes capitalized interest and amortization of deferred financing costs and debt discounts.

# Reconciliation of Uniti Non-GAAP Financial Measures<sup>(1)</sup>

*\$ in Millions*

	Uniti 1Q20	1Q20 Adjustments <sup>(2)</sup>	Uniti 1Q20 Adjusted <sup>(2)</sup>
Net income (loss)	<b>(\$80.3)</b>	<b>\$1.3</b>	<b>(\$79.0)</b>
Depreciation and amortization	<b>86.1</b>	<b>(1.4)</b>	<b>84.7</b>
Interest expense	<b>178.4</b>	<b>0.1</b>	<b>178.5</b>
Income tax expense (benefit)	<b>(4.6)</b>	<b>0.1</b>	<b>(4.5)</b>
<b>EBITDA</b>	<b>\$179.7</b>	<b>\$0.2</b>	<b>\$179.9</b>
Stock-based compensation	<b>3.0</b>	<b>(0.1)</b>	<b>2.9</b>
Adjustments for unconsolidated entities	<b>-</b>	<b>-</b>	<b>-</b>
Transaction related costs & Other	<b>19.0</b>	<b>(0.1)</b>	<b>18.9</b>
<b>Adjusted EBITDA</b>	<b>\$201.7</b>	<b>\$0.0</b>	<b>\$201.7</b>

(1) Amounts may not foot due to rounding.

(2) 1Q20 adjusted results are adjusted to exclude the results from Uniti Towers and Talk America. No other changes to financial information or transactions have been assumed. 1Q20 adjusted results have not been prepared in accordance with Article 11 of Regulation S-X.

# Reconciliation of Uniti Non-GAAP Financial Measures<sup>(1)</sup>

*\$ in Millions*

	Uniti 1Q21
Net loss	(\$4.5)
Depreciation and amortization	71.0
Interest expense	140.6
Income tax benefit	(2.6)
<b>EBITDA</b>	<b>\$204.5</b>
Stock-based compensation	3.3
Adjustments for unconsolidated entities	1.0
Transaction related costs & Other	5.5
<b>Adjusted EBITDA</b>	<b>\$214.2</b>
<b>Annualized Adjusted EBITDA<sup>(2)</sup></b>	<b>\$856.8</b>

(1) Amounts may not foot due to rounding.

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

# Reconciliation of Uniti Non-GAAP Financial Measures<sup>(1)</sup>

*\$ in Millions*

	2020					
	Leasing	Uniti Fiber	Uniti Towers	CLEC	Corporate	Uniti
Net income (loss) <sup>(2)</sup>	\$555.0	(\$80.8)	\$62.3	(\$1.0)	(\$1,254.3)	(\$718.8)
Depreciation and amortization	201.3	126.2	0.8	0.8	0.3	329.4
Interest expense (income)	-	1.8	(0.1)	-	495.4	497.1
Income tax benefit	(2.1)	(12.8)	-	(0.3)	-	(15.2)
<b>EBITDA</b>	<b>\$754.2</b>	<b>\$34.4</b>	<b>\$63.0</b>	<b>(\$0.5)</b>	<b>(\$758.6)</b>	<b>\$92.5</b>
Stock-based compensation	0.5	2.7	0.3	-	10.2	13.7
Adjustments for unconsolidated entities	2.3	-	-	-	-	2.3
Transaction related costs & Other <sup>(2)</sup>	(19.7)	75.2	(63.1)	-	717.9	710.3
<b>Adjusted EBITDA</b>	<b>\$737.3</b>	<b>\$112.3</b>	<b>\$0.1</b>	<b>(\$0.5)</b>	<b>(\$30.4)</b>	<b>\$818.8</b>

(1) Amounts may not foot due to rounding.

(2) Includes pre-tax gain on the sale of the U.S. tower business and partial sale of Bluebird PropCo of \$63 million and \$23 million, respectively, \$650 million litigation settlement charge, and \$71 million goodwill impairment charge related to our Uniti Fiber segment.

# Reconciliation of Uniti Non-GAAP Financial Measures<sup>(1)</sup>

<b>\$ in Millions</b>	<b>Uniti 1Q20</b>	<b>Uniti 1Q21</b>	<b>Uniti 2020</b>
Net loss attributable to common shares <sup>(2)</sup>	(\$79.1)	(\$4.7)	(\$707.4)
Real estate depreciation and amortization	64.0	53.4	246.7
Gain on sale of real estate assets, net of tax <sup>(3)</sup>	-	-	(85.9)
Participating securities' share in earnings	0.2	0.2	1.1
Participating securities' share in FFO	(0.2)	(0.3)	(1.2)
Adjustments for unconsolidated entities	-	0.6	1.0
Adjustments for noncontrolling interests	(1.1)	(0.8)	(2.6)
<b>FFO attributable to common shareholders</b>	<b>(\$16.2)</b>	<b>\$48.4</b>	<b>(\$548.2)</b>
Transaction related costs	16.0	4.1	63.9
Change in fair value of contingent consideration	1.5	-	7.2
Amortization of deferred financing costs and debt discount <sup>(4)</sup>	83.7	25.4	110.9
Stock based compensation	3.0	3.3	13.7
Premium on early retirement of debt	-	17.6	-
Non-real estate depreciation and amortization	22.2	17.6	82.7
Straight-line revenues	0.1	(6.9)	(6.9)
Maintenance capital expenditures	(1.1)	(2.0)	(7.1)
Other, net <sup>(2)</sup>	(10.5)	(4.0)	688.6
Adjustments for unconsolidated entities	-	0.4	1.2
Adjustments for noncontrolling interests	(2.0)	(0.8)	(16.5)
<b>Adjusted FFO attributable to common shareholders</b>	<b>\$96.6</b>	<b>\$103.1</b>	<b>\$389.5</b>

(1) Amounts may not foot due to rounding.

(2) Includes \$650 million litigation settlement charge in 2020.

(3) Represents gain on the sale of the U.S. tower business and partial sale of Bluebird PropCo in 2020.

(4) 1Q21 includes the write off of deferred financing costs of \$20 million related to the tender of our 8.25% senior unsecured notes due 2023 on February 2, 2021. 2020 Includes the write off of deferred financing costs and debt discount of \$73 million that was incurred at the time our term loan facility was fully repaid on February 10, 2020.

# Reconciliation of Uniti Non-GAAP Financial Measures<sup>(1)</sup>

*\$ in Millions*

	2021 Current Outlook <sup>(2)</sup>			
	Leasing <sup>(2)</sup>	Uniti Fiber <sup>(2)</sup>	Corporate <sup>(2)</sup>	Uniti <sup>(2)</sup>
Net income (loss) <sup>(3)</sup>	\$593	\$38	(\$493)	\$138
Depreciation and amortization	164	114	-	278
Interest expense	-	-	446	446
Income tax expense (benefit)	5	(13)	-	(8)
<b>EBITDA</b>	<b>\$762</b>	<b>\$139</b>	<b>(\$47)</b>	<b>\$854</b>
Stock-based compensation	1	4	10	15
Adjustments for unconsolidated entities	3	-	-	3
Transaction related costs & Other <sup>(3)</sup>	-	(25)	4	(21)
<b>Adjusted EBITDA</b>	<b>\$766</b>	<b>\$118</b>	<b>(\$32)</b>	<b>\$852</b>

(1) Amounts may not foot due to rounding.

(2) 2021 Current Outlook is based on the mid-point of 2021 Outlook range provided in the Company's Earnings Release dated May 6, 2021. Our 2021 Current Outlook reflects the Everstream transaction, including the partial sale of Uniti Fiber's Northeast operations, which is expected to close in 2Q21. Our outlook excludes future acquisitions, capital market transactions, and future transaction related and other costs. Actual results could differ materially from these forward-looking statements.

(3) Includes estimated pre-tax gain of \$25 million on the sale of a portion of Uniti Fiber's Northeast operations and certain dark fiber IRU contracts acquired as part of the Windstream settlement.

# Reconciliation of Uniti Non-GAAP Financial Measures<sup>(1)</sup>

**\$ in Millions**

	Uniti 2021 Current Outlook <sup>(2)</sup>
Net income attributable to common shares	\$135
Real estate depreciation and amortization	208
Participating securities' share in earnings	1
Participating securities' share in FFO	(1)
Adjustments for unconsolidated entities	3
Adjustments for noncontrolling interests	(3)
<b>FFO attributable to common shareholders</b>	<b>\$343</b>
Transaction related costs	4
Amortization of deferred financing costs and debt discount <sup>(3)</sup>	41
Stock based compensation	15
Premium on early retirement of debt	26
Non-real estate depreciation and amortization	70
Straight-line revenues	(30)
Maintenance capital expenditures	(6)
Other, net <sup>(4)</sup>	(47)
Adjustments for noncontrolling interests	(1)
<b>Adjusted FFO attributable to common shareholders</b>	<b>\$414</b>

(1) Amounts may not foot due to rounding.

(2) 2021 Current Outlook is based on the mid-point of 2021 Outlook range provided in the Company's Earnings Release dated May 6, 2021. Our 2021 Current Outlook reflects the Everstream transaction, including the partial sale of Uniti Fiber's Northeast operations, which is expected to close in 2Q21. Our outlook excludes future acquisitions, capital market transactions, and future transaction related and other costs. Actual results could differ materially from these forward-looking statements.

(3) Includes the write off of deferred financing costs of \$20 million related to the tender of our 8.25% senior unsecured notes due 2023 on February 2, 2021.

(4) Includes estimated pre-tax gain of \$25 million on the sale of a portion of Uniti Fiber's Northeast operations and certain dark fiber IRU contracts acquired as part of the Windstream settlement.

# Non-GAAP Financial Measures

We refer to EBITDA, Adjusted EBITDA, Funds From Operations (“FFO”) as defined by the National Association of Real Estate Investment Trusts (“NAREIT”) and Adjusted Funds From Operations (“AFFO”) 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, Adjusted EBITDA, FFO and AFFO are important non-GAAP supplemental measures of operating performance for a 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, costs associated with Windstream’s bankruptcy, costs associated with litigation claims made against us, and costs associated with the implementation of our new enterprise resource planning system, collectively “Transaction Related and Other Costs”, costs related to the settlement with Windstream, goodwill impairment charges, amortization of non-cash rights-of-use, the write off of unamortized deferred financing costs, costs incurred as a result of the early repayment of debt, including early tender premiums and costs associated with the termination of related hedging activities, gains or losses on dispositions, changes in the fair value of contingent consideration and financial instruments, and other similar or infrequent items. Adjusted EBITDA includes adjustments to reflect the Company’s share of Adjusted EBITDA from unconsolidated entities. 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 alternatives to net income determined in accordance with GAAP.

Because the historical cost accounting convention used for real estate assets requires the recognition of depreciation expense except on land, such accounting presentation implies that the value of real estate assets diminishes predictably over time. However, since real estate values have historically risen or fallen with market and other conditions, presentations of operating results for a REIT that use historical cost accounting for depreciation could be less informative. Thus, NAREIT created FFO as a supplemental measure of operating performance for REITs that excludes historical cost depreciation and amortization, among other items, from net income, as defined by GAAP. FFO is defined by NAREIT as net income attributable to common shareholders computed in accordance with GAAP, excluding gains or losses from real estate dispositions, plus real estate depreciation and amortization and impairment charges, and includes adjustments to reflect the Company’s share of FFO from unconsolidated entities. We compute FFO in accordance with NAREIT’s definition.

The Company defines AFFO, as FFO excluding (i) Transaction Related and Other Costs; (ii) costs related to the litigation settlement with Windstream, and accretion on our settlement obligation as these items are not reflective of ongoing operating performance; (iii) goodwill impairment charges; (iv) certain non-cash revenues and expenses such as stock-based compensation expense, amortization of debt and equity discounts, amortization of deferred financing costs, depreciation and amortization of non-real estate assets, amortization of non-cash rights-of-use, straight line revenues, non-cash income taxes, and the amortization of other non-cash revenues to the extent that cash has not been received, such as revenue associated with the amortization of tenant capital improvements; and (v) the impact, which may be recurring in nature, of the write-off of unamortized deferred financing fees, additional costs incurred as a result of early repayment of debt, including early tender premiums and costs associated with the termination of related hedging activities, taxes associated with tax basis cancellation of debt, gains or losses on dispositions, changes in the fair value of contingent consideration and financial instruments and similar or infrequent items less maintenance capital expenditures. AFFO includes adjustments to reflect the Company’s share of AFFO from unconsolidated entities. We believe that the use of FFO and AFFO, and their respective per share amounts, combined with the required GAAP presentations, improves the understanding of operating results of REITs among investors and analysts, and makes comparisons of operating results among such companies more meaningful. We consider FFO and AFFO to be useful measures for reviewing comparative operating performance. In particular, we believe AFFO, by excluding certain revenue and expense items, can help investors compare our operating performance between periods and to other REITs on a consistent basis without having to account for differences caused by unanticipated items and events, such as transaction and integration related costs. The Company uses FFO and AFFO, and their respective per share amounts, only as performance measures, and FFO and AFFO do not purport to be indicative of cash available to fund our future cash requirements. While FFO and AFFO are relevant and widely used measures of operating performance of REITs, they do not represent cash flows from operations or net income as defined by GAAP and should not be considered an alternative to those measures in evaluating our liquidity or operating performance.

Further, our computations of EBITDA, Adjusted EBITDA, FFO and AFFO may not be comparable to that reported by other REITs or companies that do not define FFO in accordance with the current NAREIT definition or that interpret the current NAREIT definition or define EBITDA, Adjusted EBITDA and AFFO differently than we do.

# Glossary

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**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 began to be deployed in 2019. 5G has the ability to transport data with low latency and at rates of up to 1 GBPS for both stationary and mobile users.

**Adjusted EBITDA:** Adjusted EBITDA is defined as EBITDA before stock-based compensation expense and the impact, which may be recurring in nature, of transaction and integration related costs, costs associated with Windstream's bankruptcy, costs associated with litigation claims made against us, and costs associated with the implementation of our new enterprise resource planning system (collectively, "Transaction Related and Other Costs"), the write off of unamortized deferred financing costs, costs incurred as a result of the early repayment of debt, gains or losses on dispositions, changes in the fair value of contingent consideration and financial instruments, and other similar or infrequent items.

**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.

**Churn:** Decline in MRR, such as disconnects, bandwidth downgrades, and price reductions. Includes decline in MRR related to lit backhaul sites converting to dark fiber.

# Glossary

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**Conduit:** A pipe, usually made of metal, ceramic or plastic, that protects buried fiber optic cables.

**Core Adjusted EBITDA:** Represents Adjusted EBITDA principally generated from leasing and lit services of the fiber network, as well as Adjusted EBITDA that are ancillary to the fiber network, including managed services. Core Adjusted EBITDA also includes non-recurring Adjusted EBITDA that is related to our core operations, such as equipment sales, certain construction projects, and early termination fees. Core Adjusted EBITDA excludes non-recurring Adjusted EBITDA that is not core to our operations, such as non-core construction projects.

**Core Revenue:** Represents revenue principally generated from leasing and lit services of the fiber network, as well as revenues that are ancillary to the fiber network, including managed services. Core Revenue also includes non-recurring revenue that is related to our core operations, such as equipment sales, certain construction projects, and early termination fees. Core Revenue excludes non-recurring revenue that is not core to our operations, such as non-core construction projects.

**Dark Fiber:** Fiber that has not yet been connected to telecommunications transmission equipment or optronics and, therefore, has not yet been activated or “lit”.

**Enterprise Value:** Net Debt plus fair value of preferred equity plus market value of outstanding common stock and OP units.

**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 Optics:** Fiber, or fiber optic cables, are thin filaments of glass through which light beams are transmitted over long distances.

# Glossary

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**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  $10 \times 24$  or 240 fiber miles.

**FTT (Fiber-to-the-Tower):** FTT are laterals or spurs that connect cell sites to the wider terrestrial network via fiber optic connections.

**Gross Installs:** MRR related to services that have been installed and are billable in a given period. Includes MRR related to new services installed and bandwidth upgrades

**Growth Capital Investments (“GCI”):** Capital expenditures on long-term, value-accretive fiber and related assets in the ILEC and CLEC territories owned by Uniti and leased to Windstream.

**Integration Capex:** Capital expenditures made specifically with respect to recent acquisitions that are essential to integrating acquired companies in our business.

**Lateral/Spur:** An extension from the main or core portion of a network to a customer’s premises or other connection point.

**Maintenance Capex:** Capital expenditures related to maintaining and preserving the existing network and related equipment.

**Mbps:** A measure of telecommunications transmission speed. One megabit equals one million bits of information.

**Mobile Switching Centers:** Buildings where wireless service providers house their Internet routers and voice switching equipment.

**Monthly Churn Rate:** Monthly churn rate is calculated as monthly Churn divided by MRR on the last day of the preceding period.

# Glossary

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**MRR (Monthly recurring revenue):** Monthly recurring revenue generated based on the price that the customer is expected to pay over the initial term, including any pricing escalators or discounts. MRR also includes monthly revenue related to the amortization of upfront payments by customers. Our presentation of MRR is not a guarantee of future revenues and should not be viewed as a predictor of future annual revenues.

**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.

**Net Success-Based Capex:** Success-Based Capex less associated upfront customer payments. Does not include net capital expenditures related to integration, maintenance, and other, such as IT-related capex.

**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.

**Nodes:** Points on a network that can receive, create, or transmit communication services.

**NRC (non-recurring charge):** Upfront customer payments that are primarily associated with an executed fiber-related contract that utilizes either newly constructed or already owned fiber, and the fiber is intended to be owned by Uniti on a long-term basis.

**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.

**Pipeline:** Reflects sales opportunities or transactions we are currently pursuing. Sales pipeline values represent total contract value of the opportunities we are currently pursuing. M&A pipeline values represent estimated purchase price of deals we are currently pursuing. We have not signed an agreement and are not otherwise committed to consummating any of these sales opportunities or transactions and there can be no assurances that any of these sales opportunities or transactions will be completed. Completed transactions may be realized over several years.

# Glossary

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**Recurring Revenue:** Revenue recognized for ongoing services based on the price that the customer is expected to pay over the initial term, including any pricing escalators or discounts. Recurring Revenue also includes revenue related to the amortization of upfront payments by customers. Our presentation of Recurring Revenue is not a guarantee of future revenues and should not be viewed as a predictor of future annual revenues.

**Revenues Under Contract:** Total contract value remaining 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 are 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.

**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.

**Sales Bookings:** MRR in a given period relating to orders that have been signed by the customer and accepted by order management.

**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.

**Success-Based Capex:** Gross capital expenditures related to installing existing or anticipated contractual customer service orders. Does not include capital expenditures related to integration, maintenance, and other, such as IT-related capex.

**Switch:** A switch is an electronic device that selects the path that voice, data, and Internet traffic take or use on a network.

# Glossary

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**Total Contract Value:** Contract MRR multiplied by the term of the contract in months.

**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.