



23rd September 2016

Dear RSP's

Wholesale Services Agreement- Three Month's Free Service for Listed Out of Service ONTs.

In November 2011 Northpower Fibre Limited (formerly called Whangarei Local Fibre Company Limited) (**NFL**) published its UFB Reference Offer (**Reference Offer**).

NFL and RSPs have signed the Northpower Fibre UFB Services Agreement version 1.0 (**WSA**) which forms part of the Reference Offer, The parties have agreed to amend the WSA on the terms set out in this letter agreement.

NFL and RSP's agree that:

1. For any Bitstream 2 or 2A, Bitstream 3 or 3A Base Wholesale Service for residential and business (each a GPON Service) ordered by RSP's between 1 October 2016 and 31 December 2016 (the Promotional Period).

a) For any reconnection of a listed Out of Service ONT, RSP's will receive an up to three month credit, after the completion of the initial three month period, of the Recurring Charges (as set out in the Price List, Appendix 2, Recurring Charges).

b) The Minimum Service Term will not apply for these Out Of Service ONTs. For clarity this means no Early Termination Charges will apply if the relevant GPON Service is terminated.

c) The RSP is able to order Voice Only services with the listed Out of Service ONTs.

The terms set out in this letter prevail in the event of a conflict with the terms of the WSA. Except as expressly amended in this letter, all of the provisions of the WSA apply to the parties. Capitalised terms used in this letter have the meaning given in the WSA, unless otherwise defined.

Please confirm your acceptance of these terms and conditions by signing below and returning a copy of this letter to NFL.

Yours Sincerely

Darren Mason:

CEO Northpower Fibre.