



BIGAIR GROUP LIMITED

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FOR IMMEDIATE RELEASE

BigAir announces acquisition of AccessPlus

BigAir Group Limited ("BigAir") is pleased to announce that it has entered into a binding share sale agreement to acquire all of the shares in AccessPlus Pty Limited ("AccessPlus").

AccessPlus is the leading provider of outsourced managed Internet services in the tertiary student accommodation market within Australia. AccessPlus has more than 10 years experience and approximately 20 sites under management on long-term multi-year contracts.

The acquisition of AccessPlus combined with BigAir's previous acquisition of the student accommodation site agreements and network assets of Star-Tech Communications in July 2010 places BigAir in a clear leadership position within this rapidly growing sector. The tertiary student accommodation market is an excellent fit for BigAir's cost effective, scalable high capacity data services that can be delivered using its high speed national fixed wireless network. In time BigAir's high speed fixed wireless backhaul network will be installed into each AccessPlus student accommodation site, interconnecting with high speed local access wired and wireless networks installed and owned by AccessPlus. This combination of reliable end to end high speed infrastructure will enable it to deliver fast and affordable Internet data, voice and video solutions to tertiary students in residence across Australia. This integration is also expected to deliver cost synergies to the Group.

AccessPlus will operate as a wholly owned subsidiary within the BigAir group. During the course of 2010 BigAir intends to review the delivery of existing services via both the BigAir Universe Broadband (formerly Star-Tech) systems and the AccessPlus systems. The aim will be to extract the best from both in order to offer unmatched systems and services in the student accommodation and related markets.

Expected impact on Revenue and Earnings

Period	Revenue	EBITDA
FY11 (Jan-June 2010)	\$1.5m	\$0.5m
FY12	\$3.9m	\$1.5m

Acquisition Details

BigAir will acquire AccessPlus for an aggregate purchase price of \$5m comprising:

- \$1,750,000 cash and \$500,000 worth of BigAir shares payable immediately (based on the 5 day volume weighted average price of BigAir shares as at 5 January 2010 which is 19.9c);
- \$1,375,000 cash to be paid in 12 months;
- \$1,375,000 cash subject to an EBIT adjustment payment of plus or minus \$340,000 based on the performance of the AccessPlus business in the 2012 calendar year as against a specified EBIT target; and

The founder and Managing Director of AccessPlus, Neil Thompson, will remain as Managing Director of AccessPlus and will join the BigAir Senior Management team. Mr Thompson has extensive commercial experience in law, management and the tourism and hospitality industry prior to entering the Internet communications industry when he founded AccessPlus in 1999.

Conditions Precedent

Completion of the acquisition of AccessPlus is conditional on BigAir being satisfied with the outcome of its due diligence investigations and other standard conditions precedent, including a ratchet provision in 2012 for material adverse change in the AccessPlus business.

Funding of acquisition and impact on takeover bid for Clever

BigAir has existing cash reserves of approx. \$4m as at January 1st 2011 which is sufficient to pay the initial instalment of the purchase price due on completion, including after taking into account any payments BigAir may need to make to Clever Communications Australia Limited (**Clever**) shareholders who have accepted or elect to accept BigAir's ongoing takeover bid for Clever. Furthermore BigAir is in the final stages of establishing a \$2m credit facility which will provide additional funding if it is needed.

Future purchase price instalments are expected to be paid from BigAir's cash flows, including cash that is expected to be generated from AccessPlus.

About BigAir Group Limited

BigAir owns and operates Australia's largest metropolitan fixed wireless broadband network. The Australian business market comprises nearly one million businesses and BigAir's network provides near blanket coverage across its seven largest cities Sydney, Melbourne, Brisbane, Perth, Adelaide, Newcastle and the Gold Coast. BigAir sells broadband and data services primarily through its channel partners who include ISPs, Carriers, and other IT service companies who have existing relationships with business customers in order to deliver BigAir's high speed, cost effective fixed wireless broadband solutions.

BigAir's competitive advantage includes its state-of-the-art business-grade fixed wireless network which allows it to install business-grade symmetric broadband services at speeds up to 1000Mbps and distances up to 30km from its base stations with installation taking just a few hours. Most of BigAir's competitor's rely on access to Telstra's copper network which can take weeks to install a service and does not deliver fast symmetric speeds.

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