

7 May 2020

NOTICE UNDER SECTION 708AA(2)(f) OF THE CORPORATIONS ACT 2001 (CTH)

Cellnet Group Limited ACN 010 721 749 (**Company**) has today announced an accelerated renounceable pro-rata entitlement offer to raise approximately \$5.07 million before offer costs (**Entitlement Offer**). The Entitlement Offer comprises an institutional entitlement offer (**Institutional Entitlement Offer**) and an offer to Eligible Retail Shareholders to participate on the same terms (**Retail Entitlement Offer**).

The Entitlement Offer will be open to shareholders of the Company with a registered address in Australia, New Zealand, Hong Kong and Germany (**Eligible Shareholders**).

Under the Entitlement Offer, Eligible Shareholders can subscribe for 2.7 fully paid ordinary shares (**New Shares**) for every 1 existing share in the Company held as at 7pm (Sydney time) on Monday, 11 May 2020 (**Record Date**) at an issue price of \$0.03 per New Share.

The Company advises that:

- 1 The Company will offer the New Shares under the Entitlement Offer without disclosure to Eligible Shareholders under Part 6D.2 of the *Corporations Act 2001* (Cth) (**Act**) as modified by *ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84*.
- 2 This notice is given to ASX under paragraph 708AA(2)(f) of the Act, as modified by *ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84*.
- 3 As at the date of this notice, the Company has complied with:
 - (a) the provisions of Chapter 2M of the Act as they apply to the Company; and
 - (b) section 674 of the Act.
- 4 As at the date of this notice, there is no excluded information as defined in section 708AA(8) and section 708AA(9) of the Act which is required to be disclosed by the Company.
- 5 The potential effect the Entitlement Offer will have on the control of the Company, and the consequences of that effect will depend on a number of factors, including the level of participation by Eligible Shareholders. However, given the structure of the Retail Entitlement Offer as a fully underwritten pro-rata issue, and the Company's largest shareholder Wentronic Holding GmbH (**Wentronic**), expected to take up its full entitlements under the Institutional Entitlement Offer, the Entitlement Offer is not expected to have material consequences on the control of the Company.

For further information, contact Chris Barnes, Executive Director, on 1300 235 563.

This notice has been authorised for release to the ASX by the Board of the Company.

ENDS