

14 October 2020

WEBCENTRAL GROUP LIMITED (ASX: WCG)

DIRECTOR ACCEPTANCES - APPENDIX 3Y

Webcentral Group Limited (ASX:WCG) (**Webcentral**) refers to its ASX announcement dated 13 October 2020 relating to the off-market takeover offer for all the shares in Webcentral by 5G Networks Limited (the **Offer**).

As mentioned in that announcement, each of the Webcentral directors, who collectively have a relevant interest in approximately 19% of the total number of Webcentral shares on issue, have now taken the steps necessary to accept the Offer.

The relevant Change of Director's Interest Notices (Appendix 3Y) in relation to the acceptances of the Offer for Andrew Reitzer, Andrew Macpherson and Karl Siegling are attached.

FURTHER INFORMATION

Please contact Ms Emma Jewell of Red Agency for any media enquiries or Mr Andrew Reitzer for any investor queries.

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Andrew Reitzer
Chairman
0417 275 806

The release of this announcement to the ASX was authorised by Webcentral's Board of Directors.

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity	Webcentral Group Limited
ABN	21 073 716 793

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Andrew Reitzer
Date of last notice	5 June 2019

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Indirect.
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Reitzer Nominees Pty Ltd <Reitzer Superannuation Fund Account>. Andrew Reitzer is a Director and Shareholder of Reitzer Nominees Pty Ltd.
Date of change	On 9 October 2020, Reitzer Nominees Pty Ltd <Reitzer Superannuation Fund Account> took the steps necessary to accept the offer made by 5G Networks Limited (ACN 163 312 025) (5GN) to acquire all of the Webcentral shares by way of an all scrip off-market takeover bid, as set out in 5GN's bidder's statement dated 18 September 2020 (5GN Offer).
No. of securities held prior to change	122,500.
Class	Fully Paid Ordinary Shares.
Number acquired	Nil.
Number disposed	122,500 (subject to acceptances of the 5GN Offer being processed).

+ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Consideration of 1 5GN share for every 12 Webcentral shares under the 5GN Offer (Offer Consideration). The 5GN shares are listed on the ASX. For the latest trading prices of 5GN shares, see www.asx.com.au . The provision of the Offer Consideration is subject to acceptances of the 5GN Offer being processed.
No. of securities held after change	Nil (subject to acceptances of the 5GN Offer being processed).
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Acceptance of the 5GN Offer.

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	N/A
Interest after change	N/A

Part 3 – ⁺Closed period

⁺ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

Were the interests in the securities or contracts detailed above traded during a ⁺ closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

⁺ See chapter 19 for defined terms.

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Introduced 30/09/01 Amended 01/01/11

Name of entity	Webcentral Group Limited
ABN	21 073 716 793

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Andrew Macpherson
Date of last notice	8 October 2019

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Indirect.
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Oakgate Pty Ltd <Oakgate Superannuation Fund>. Andrew Macpherson is a Director and Shareholder of Oakgate Pty Ltd.
Date of change	On 13 October 2020, Oakgate Pty Ltd <Oakgate Superannuation Fund> took the steps necessary to accept the offer made by 5G Networks Limited (ACN 163 312 025) (5GN) to acquire all of the Webcentral shares by way of an all scrip off-market takeover bid, as set out in 5GN's bidder's statement dated 18 September 2020 (5GN Offer).
No. of securities held prior to change	171,340.
Class	Fully Paid Ordinary Shares.
Number acquired	Nil
Number disposed	171,340 (subject to acceptances of the 5GN Offer being processed).

+ See chapter 19 for defined terms.

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Change of Director's Interest Notice

Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Consideration of 1 5GN share for every 12 Webcentral shares under the 5GN Offer (Offer Consideration). The 5GN shares are listed on the ASX. For the latest trading prices of 5GN shares, see www.asx.com.au . The provision of the Offer Consideration is subject to acceptances of the 5GN Offer being processed.
No. of securities held after change	Nil (subject to acceptances of the 5GN Offer being processed).
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Acceptance of the 5GN Offer.

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	N/A
Interest after change	N/A

Part 3 – ⁺Closed period

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If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

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Introduced 30/09/01 Amended 01/01/11

Name of entity	Webcentral Group Limited
ABN	21 073 716 793

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Karl Peter John Siegling
Date of last notice	3 October 2019

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Indirect.
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Karl Siegling has a relevant interest in the following holdings registered in the names of the following entities arising under section 608(3) from his control of those entities: KTAP Pty Ltd and Esselmont Pty Ltd ATF Esselmont Trust.
Date of change	On 13 October 2020, KTAP Pty Ltd and Esselmont Pty Ltd ATF Esselmont Trust took the steps necessary to accept the offer made by 5G Networks Limited (ACN 163 312 025) (5GN) to acquire all of the Webcentral shares by way of an all scrip off-market takeover bid, as set out in 5GN's bidder's statement dated 18 September 2020 (5GN Offer).
No. of securities held prior to change	1,643,180.
Class	Fully Paid Ordinary Shares.
Number acquired	Nil
Number disposed	1,643,180 (subject to acceptances of the 5GN Offer being processed).

+ See chapter 19 for defined terms.

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Change of Director's Interest Notice

Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Consideration of 1 5GN share for every 12 Webcentral shares under the 5GN Offer (Offer Consideration). The 5GN shares are listed on the ASX. For the latest trading prices of 5GN shares, see www.asx.com.au . The provision of the Offer Consideration is subject to acceptances of the 5GN Offer being processed.
No. of securities held after change	Nil (subject to acceptances of the 5GN Offer being processed).
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Acceptance of the 5GN Offer.

Direct or indirect interest	Indirect.
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Karl Siegling has a relevant interest in the following holdings registered in the names of the following entities arising under section 608(3) from his control of those entities: Cadence Asset Management Pty Ltd ATF Cadence Capital Fund and Cadence Capital Limited.
Date of change	On 12 October 2020, Cadence Asset Management Pty Ltd ATF Cadence Capital Fund and Cadence Capital Limited took the steps necessary to accept the offer made by 5G Networks Limited (ACN 163 312 025) (5GN) to acquire all of the Webcentral shares by way of an all scrip off-market takeover bid, as set out in 5GN's bidder's statement dated 18 September 2020 (5GN Offer).
No. of securities held prior to change	21,230,532.
Class	Fully Paid Ordinary Shares.
Number acquired	Nil
Number disposed	21,230,532 (subject to acceptances of the 5GN Offer being processed).

+ See chapter 19 for defined terms.

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Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Consideration of 1 5GN share for every 12 Webcentral shares under the 5GN Offer (Offer Consideration). The 5GN shares are listed on the ASX. For the latest trading prices of 5GN shares, see www.asx.com.au . The provision of the Offer Consideration is subject to acceptances of the 5GN Offer being processed.
No. of securities held after change	Nil (subject to acceptances of the 5GN Offer being processed).
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Acceptance of the 5GN Offer.

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	N/A
Interest after change	N/A

Part 3 – ⁺Closed period

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Were the interests in the securities or contracts detailed above traded during a ⁺ closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

⁺ See chapter 19 for defined terms.