

Your reference:
Our reference: MEW:JTE:1050372



16 October 2020

ASX Limited
Exchange Centre
20 Bridge Street
Sydney NSW 2000

Dear Sir/Madam

5GN OFF-MARKET TAKEOVER BID FOR WCG – NOTICE OF STATUS OF DEFEATING CONDITIONS

We act for 5G Networks Limited (ASX: 5GN) (**5GN**) in relation to its off-market takeover bid for all of the fully paid ordinary shares in Webcentral Group Limited (ASX: WCG) (**WCG**) (**Offer**) and have been authorised by the board of 5GN to provide this release.

On behalf of 5GN, by way of service pursuant to section 630(3) of the *Corporations Act 2001* (Cth), we attach a notice of the status of defeating conditions to the Offer, dated 16 October 2020.

The Offer is currently scheduled to close at 7.00 pm (Sydney time) on Tuesday, 27 October 2020, unless extended.

Yours faithfully

A handwritten signature in blue ink, appearing to be 'M. Wilton'.

CORNWALLS

Contact
Michael Wilton
Partner
m.wilton@cornwalls.com.au
+61 3 9608 2186
+61 413 890 280

encl

A L10 114 William St, Melbourne Vic 3000 P GPO Box 1466, Melbourne Vic 3001 • DX 636 Melbourne
T +61 3 9608 2000 W cornwalls.com.au



Cornwalls is a group of independently owned and operated law firms comprising of Cornwall's ABN 19 738 311 557 (a limited partnership), Cornwall's (QLD) ABN 18 604 548 601 (individual liability limited by a scheme approved under professional standards legislation) and Cornwall's (NSW) ABN 68 626 837 223 (liability limited by a scheme approved under professional standards legislation).

JTE:1050372:M:D6498272

6498245_1

Section 630(3)

Notice of status of defeating conditions

TO: ASX Limited (**ASX**)

Webcentral Group Limited ACN 073 716 793 (**WCG**)

This notice (**Notice**) is given under section 630(3) of the *Corporations Act 2001* (Cth) (**Corporations Act**) by 5G Networks Limited ACN 163 312 025 (**5GN**) in relation to its offer dated 18 September 2020 (as varied) (**Offer**) under its off-market takeover bid to acquire all of the fully paid ordinary shares on issue in WCG. The Offer is contained in 5GN bidder's statement dated 18 September 2020 (**Bidder's Statement**).

Unless otherwise defined in this Notice, words defined in the Bidder's Statement have the same meaning in this Notice.

Notification

5GN gives notice in accordance with section 630(3) of the Corporations Act that:

1. as notified to WCG and ASX on 13 October 2020, the Offer has been freed of each of the defeating conditions set out in:
 - (a) Section 15.8(a) (minimum acceptance) of the Bidder's Statement;
 - (b) Section 15.8(b) (no material adverse change) of the Bidder's Statement; and
 - (c) Section 15.8(c) (no prescribed occurrences) of the Bidder's Statement; and
2. as at the date of this Notice, the Offer is wholly unconditional.

As at 9:00 am on the date of this Notice, the voting power of 5GN in WCG is 38.36%.

Date

This Notice is dated 16 October 2020.

Authorisation

Signed for and on behalf of **5G Networks Limited ACN 163 312 025**



Glen Dymond
Joint Company Secretary – 5G Networks Limited