

**Form 604**

Corporations Act 2001  
Section 671B

**Notice of change of interests of substantial holder**

To Company Name/Scheme	<b>WEBCENTRAL GROUP LIMITED (WCG)</b>
ACN/ARSN	<b>073 716 793</b>

**1. Details of substantial holder (1)**

Name	<b>5G NETWORKS LIMITED ACN 163 312 025 (5GN), 5G Network Operations Pty Ltd ACN 620 305 393, a subsidiary of 5GN (5GN OPS), and each of 5GN's subsidiaries set out in Annexure "B" (5GN Group Entities)</b>
ACN/ARSN (if applicable)	<b>As above and see Annexure "B" for 5GN Group Entities</b>

There was a change in the interests of the substantial holder on 27/10/2020

The previous notice was given to the company on 27/10/2020

The previous notice was dated 27/10/2020

**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
<b>Fully paid ordinary shares</b>	<b>60,085,379</b>	<b>49.20% (based on WCG shares on issue of 122,131,124)</b>	<b>61,912,814</b>	<b>50.69% (based on WCG shares on issue of 122,131,124)</b>

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
<b>See Annexure A</b>	<b>5GN</b>	<b>Acquisition of relevant interests arising by virtue of acceptances of offers dated 18 September 2020 under 5GN's off-market takeover bid for all of the ordinary shares on issue in WCG on the terms and conditions set out in the bidder's statement dated 18 September 2020 (Bidder's</b>	<b>The Offer consideration as set out in the Bidder's Statement.</b>	<b>See Annexure A</b>	<b>See Annexure A</b>

		Statement) (the Offer) .			
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#### 4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
5GN	WCG shareholders to whom the Offer was made and who have accepted the Offer or 5GN (as applicable)	Subject to the terms and conditions of the Offer, 5GN	Relevant interest arising by virtue of section 608(3) of the Corporations Act (Cth) and section 608(1) and/or section 608(8) of the Corporations Act 2001 (Cth) as applicable with respect to acceptances under the Offer. The WCG shares which are the subject of acceptances under the Offer may not yet have been transferred to, or registered in the name of, 5GN.	61,912,814 fully paid ordinary shares	61,912,814
5GN OPS	5GN OPS	5GN OPS	Relevant interest arising by virtue of section 608(1) of the Corporations Act 2001 (Cth)	12,300,000 fully paid ordinary shares	12,300,000
5GN Group Entities	N/A	N/A	Nil	Nil	Nil

#### 5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
5GN Group Entities	Subsidiaries of 5GN and related bodies corporate of 5GN OPS


#### 6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
5GN	Level 8 99 William Street Melbourne VIC 3000
5GN OPS	Level 8 99 William Street Melbourne VIC 3000
5GN Group Entities	Level 8 99 William Street Melbourne VIC 3000

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**Signature**

print name	<b>Michael Wilton</b>	capacity	<b>Joint Company Secretary for 5GN</b>
sign here		date	<b>28 / October / 2020</b>

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**DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

## ANNEXURE A

This is Annexure "A" of 1 page referred to in the Form 604 Notice of Change of interests of Substantial Holders for 5GN and others signed by me and dated 28 October 2020

Signature: 

Print Name: Michael Wilton

Capacity: Joint Company Secretary for 5GN

Date: 28 October 2020

**Details of changes in relevant interests pursuant to acceptances of the Offer**

Date of change	Class and number of securities affected	Person's votes affected
27 October 2020	1,827,435 fully paid ordinary shares	1,827,435
<b>TOTAL</b>	<b>1,827,435 fully paid ordinary shares</b>	<b>1,827,435</b>

## ANNEXURE B

This is Annexure "B" of 1 page referred to in the Form 604 Notice of Change of interests of Substantial Holders for 5GN and others signed by me and dated 28 October 2020

Signature: 

Print Name: Michael Wilton

Capacity: Joint Company Secretary for 5GN

Date: 28 October 2020

## DETAILS OF 5G NETWORKS LIMITED'S Subsidiaries

Entity	Interest held	Place of Incorporation
Enspire Australia Pty Ltd ACN 105 883 887	100%	Victoria
Asian Pacific Telecommunications Pty Ltd ACN 091 353 374	100%	Victoria
5G Networks Finance Pty Ltd ACN 605 721 024	100%	Victoria
Australian Pacific Data Centres Pty Ltd ACN 605 265 218	100%	Victoria
Anittel Pty Ltd ACN 123 808 677	100%	New South Wales
Hostworks Pty Ltd ACN 087 307 695	100%	South Australia
Hostworks Group Pty Ltd ACN 008 010 820	100%	South Australia
Logic Communications Pty Ltd ACN 168 914 127	100%	Western Australia
Modular IT Pty. Ltd ACN 147 267 383	100%	Western Australia