

Form 604

Corporations Act 2001

Section 671B

Notice of change of interests of substantial holderTo Company Name/Scheme **WEBCENTRAL GROUP LIMITED (WCG)**ACN/ARSN **073 716 793****1. Details of substantial holder (1)**

Name **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 "A" (5GN Group Entities)**

ACN/ARSN (if applicable) **As above and see Annexure "B" for 5GN Group Entities**

There was a change in the interests of the substantial holder on **18/11/2020**

The previous notice was given to the company on **10/11/2020**

The previous notice was dated **10/11/2020**

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) |
| Fully paid ordinary shares | 69,223,627 | 56.68% (based on WCG shares on issue of 122,131,124) | 69,231,266 | 49.29% (based on WCG shares on issue of 140,450,784) |
| | | | | |

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 |
|-------------------------|--|--|--|---|-------------------------|
| 11 November 2020 | 5GN | 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 | The Offer consideration as set out in the Bidder's Statement. | 7,639 fully paid ordinary shares | 7,639 |

| | | | | | |
|------------------|-----------------|---|-----|-----|-----|
| | | Statement) (the Offer) . | | | |
| 18 November 2020 | 5GN and 5GN OPS | Decrease in percentage of substantial holding due to dilution of interest arising from share placement by WCG to sophisticated and professional investors | Nil | N/A | N/A |

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 | 5GN | 5GN | Relevant interest arising by virtue of section 608(1) of the Corporations Act 2001 (Cth) | 69,231,266 fully paid ordinary shares | 69,231,266 |
| 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 |

Signature

| | | | |
|------------|---|----------|--|
| print name | Michael Wilton | capacity | Joint Company Secretary for 5GN |
| sign here |  | date | 19 / November / 2020 |

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 17 November 2020

Signature:



Print Name: Michael Wilton

Capacity: Joint Company Secretary for 5GN

Date: 19 November 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 |