

Webcentral Extraordinary Meeting of Shareholders

ASX Announcement, 17 November 2023



Webcentral Limited (ASX:WCG)(**Webcentral**) announces that an Extraordinary Meeting of Shareholders will be held at 11.00 am (AEDT) on Thursday, 21 December 2023. The meeting will be held in person at Cornwalls Lawyers, Level 4, 380 Collins Street, Melbourne.

A copy of the Notice of Meeting and sample proxy form accompanies this Announcement.

The Extraordinary General Meeting has been called to seek approval for the Change of the Name of the Company from Webcentral Limited to 5G Networks Limited.

The Company is required to change its name resulting from the sale of the Webcentral domains and hosting business, including the sale of the name "Webcentral". The name "5G Networks Limited" appropriately describes the business of the Company going forward.

For Shareholders who have elected to receive electronic communications, the link to the Notice of Meeting and Proxy Form will be emailed on 17 November 2023 to those Shareholders. For all other Shareholders, information on how to access the Notice of Meeting will be despatched by post on 17 November 2023.

Webcentral encourages shareholders to submit written questions and vote by appointing a proxy prior to the meeting. Questions can be submitted prior to the meeting by using a shareholder question form available at the company's website: <https://webcentral.au/corporate/egm/>. Voting can be undertaken directly online at linkmarketservices.com.au or by using the Proxy Form available at <https://webcentral.au/corporate/egm/>.

Investor Enquiries

Joe Demase
Managing Director
jd@webcentral.com.au
1300 10 11 12

Glen Dymond
Chief Financial Officer
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About Webcentral

Webcentral is an Australian owned digital services company who empower more than 330,000 customers to grow and thrive in the online world. Our portfolio of digital services is extensive, with market leading offers across domain management, website development and hosting, office and productivity applications and online marketing.

Webcentral currently owns and operates its own Nationwide highspeed Data Network with points of presence in all major Australian capital cities. In addition, the Company offers managed cloud solutions through its Cloud and Data Centre capabilities as well as managed services to optimise customers' IT and network environments. Supporting this is the Company's combined rack capacity of over 1,000 racks through its owned and operated Data Centres across Melbourne, Sydney, Brisbane and Adelaide.

Our customer focussed heritage has been built on expertise, innovation and personalised service; critical attributes delivered through our culture and embraced by our people. This is demonstrated through more than 25 years of online industry leadership across Australia's digital foundation brands such as Melbourne IT, Netregistry and WME.

The Webcentral mission is dedicated to leading online success for our customers. We achieve this by building trusted and valued client relationships which convert successful business outcomes at each milestone across the customers' digital journey.

WEBCENTRAL LIMITED ACN 073 716 793 NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is given that an Extraordinary General Meeting of Shareholders of Webcentral Limited ACN 073 716 793 (**WCG, Webcentral** or **Company**) will be held:

Date: Thursday, 21 December 2023
Time: 11:00am (AEDT time)
Venue: In person at Cornwalls Lawyers, Level 4, 380 Collins Street Melbourne

The Extraordinary General Meeting will be held as an in-person meeting. Please see page 2 for details outlining the process Shareholders should follow to participate in the Extraordinary General Meeting.

In accordance with the Corporations Act, the Company will not be mailing physical copies of this Notice of Meeting to Shareholders, and instead this Notice of Meeting will be sent electronically to Shareholders where the Company has a record of their email address, or will otherwise be made available to Shareholders where the Company does not have a record of their email address through a URL set out in a postcard sent to them by mail. Please see page 2 for further details regarding the despatch of this Notice of Meeting to Shareholders.

Certain terms and abbreviations used in this Notice of Meeting and the Explanatory Memorandum are defined in the Glossary to, or elsewhere in, the Explanatory Memorandum.

BUSINESS

1. RESOLUTION 1 – CHANGE OF NAME OF THE COMPANY

To consider and, if thought fit, to pass the following resolution as a special resolution:

“That, in accordance with section 157(1)(a) of the Corporations Act, the name of the Company be changed to ‘5G Networks Limited’.”

EXPLANATORY MEMORANDUM

An Explanatory Memorandum in respect of the Resolution is set out above or is attached to or otherwise accompanies this Notice of Meeting.

Expressions, terms or abbreviations defined in the Explanatory Memorandum have the same meaning when used in this Notice of Meeting.

By Order of the Board

Glen Dymond
Company Secretary
17 November 2023

IN PERSON EXTRAORDINARY GENERAL MEETING

The Company will not be mailing physical copies of this Notice of Meeting to Shareholders. This Notice of Meeting will be despatched to Shareholders in the following manner:

- if the Share Registry has a record of a Shareholder's email address, the Company will send an email to that Shareholder with this Notice of Meeting included as an attachment to that email; or
- if the Share Registry does not have a record of a Shareholder's email address, the Company will mail a physical postcard to that Shareholder's registered address, containing a URL website address by which that Shareholder can access and download a copy of this Notice of Meeting electronically.

Despite the above, for each Shareholder who has nominated (in accordance with the Corporations Act) to receive documents to which Division 3 of Part 2G.5 of the Corporations Act applies in hard copy only, this Notice of Meeting will be posted to that Shareholder's registered address.

Shareholders are requested to participate in the Extraordinary General Meeting in person or via the appointment of a proxy.

VOTING ENTITLEMENTS

In accordance with section 1074E(2)(g) of the Corporations Act and regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), persons holding Shares at 7:00 pm (AEDT time) on 19 December 2023 will be treated as Shareholders. This means that if you are not the registered holder of a relevant Share at that time you will not be entitled to attend and vote in respect of that Share at the Extraordinary General Meeting.

EXTRAORDINARY GENERAL MEETING CONSIDERATIONS AND SHAREHOLDER QUESTIONS

A discussion will be held on the Resolution to be considered at the Extraordinary General Meeting.

All Shareholders will have a reasonable opportunity to participate and ask questions during the Extraordinary General Meeting.

To ensure that as many Shareholders as possible have the opportunity to speak, Shareholders are requested to observe the following procedures at the Extraordinary General Meeting:

- all Shareholder questions should be stated clearly and should be relevant to the business of the Extraordinary General Meeting;
- if a Shareholder has more than one question on an item, all questions should be asked at the one time; and
- Shareholders should not ask questions at the Extraordinary General Meeting regarding personal matters or matters that are commercial in confidence.

Shareholders who prefer to register questions in advance of the Extraordinary General Meeting are invited to do so. A Shareholder question form is available on the Company's website: <https://webcentral.au/corporate/egm/>.

The Company will attempt to address the more frequently asked questions in the Extraordinary General Meeting. Written questions must be received by the Company or Link Market Services Limited by 11:00 am on 14 December 2023, and can be submitted online or delivered by mail, fax or in person.

ALL RESOLUTIONS BY POLL

The chair of the Meeting intends to call a poll on the Resolution proposed at the Extraordinary General Meeting. Voting on the Resolution will be conducted by poll, rather than a show of hands.

HOW TO VOTE BY PROXY OR REPRESENTATIVE

Appointing a proxy

A Shareholder can appoint a proxy to attend the Extraordinary General Meeting and vote on their behalf, using the Proxy Form at <https://webcentral.au/corporate/egm/>. A Shareholder who is entitled to vote at the Extraordinary General Meeting may appoint:

- one proxy, if the Shareholder is only entitled to one vote; or
- two proxies, if the Shareholder is entitled to more than one vote.

Where a Shareholder appoints two proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise one half of the votes, in which case any fraction of votes will be discarded. A proxy need not be a Shareholder of the Company.

If you require an additional Proxy Form, please go to <https://webcentral.au/corporate/egm/> or contact Link Market Services Limited at +61 1300 554 474.

The Proxy Form and the power of attorney or other authority (if any) under which it is signed (or a certified copy) must be received by the Share Registry, Link Market Services Limited, no later than 11.00am (AEDT time) on 19 December 2023 (that is, at least 48 hours before the meeting). Proxies received after this time will not be accepted.

Instructions for completing the Proxy Form are outlined on the form, which may be returned by:

- posting it to Webcentral Limited c/- Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235;
- hand delivering it to Link Market Services Limited, Parramatta Square, Level 22, Tower 6, 10 Darcy Street, Parramatta NSW 2150;
- faxing it to Link Market Services Limited on +61 2 9287 0309; or

- lodging it online at <https://investorcentre.linkgroup.com> in accordance with the instructions provided on the website. You will need your HIN or SRN to lodge your Proxy Form online.

Proxy Forms from corporate shareholders must be executed in accordance with their constitution or signed by a duly authorised attorney.

A proxy may decide whether to vote on any motion except where the proxy is required by law or the Constitution to vote, or abstain from voting, in their capacity as a proxy. If a proxy directs how to vote on an item of business, the proxy may only vote on that item, in accordance with that direction. If a proxy is not directed how to vote on an item of business, a proxy may vote how he/she thinks fit, subject to any voting exclusions or restrictions.

The Constitution provides that where the appointment of a proxy has not identified the person who may exercise it, the appointment will be deemed to be in favour of the chair of the meeting to which it relates, or to another person as the Board determines.

Subject to any voting exclusions or restrictions, if a Shareholder appoints the chair of the Meeting as the Shareholder's proxy and does not specify how the chair is to vote on an item of business, the chair intends to vote, as a proxy for that Shareholder, in favour of the item on a poll. The Company recommends that Shareholders who submit proxies including proxies in favour of the chair to direct their proxy how to vote on the item concerned.

Shareholders should note that any statement as to how the chair of the Meeting intends to vote undirected proxies expresses the chair's intention at the date of this Notice of Meeting and the chair's intention may change subsequently. If there is such a change, Webcentral will make an appropriate announcement to ASX stating that fact and the reasons for the change.

BODY CORPORATE REPRESENTATIVES

- A Shareholder that is a corporation may, by resolution of its directors or other governing body, authorise a person to act as its representative to vote at the Extraordinary General Meeting.
- A representative appointed by a Shareholder that is a corporation may be entitled to exercise the same powers on behalf of the corporation as the corporation could exercise if it were an individual Shareholder of the Company.
- To evidence the authorisation, either a certificate of body corporate representative executed by the corporation or under the hand of its attorney or an equivalent document evidencing the appointment will be required.
- The certificate or equivalent document must be produced prior to the Meeting.

FORWARD LOOKING STATEMENTS

This Notice of Meeting, including the Explanatory Memorandum, may contain certain forward looking statements. Forward looking statements are based on the Company's current expectations about future events. Any forward looking statements are subject to known and unknown risks, uncertainties and assumptions, some of which may be out of the control of the Company and the Directors, which may cause actual results, performance or achievements to

differ from future results, performance or achievements expressed or implied by the use of forward looking statements.

Forward looking statements can be identified by the use of words including, but not limited to, 'anticipates', 'intends', 'will', 'should', 'expects', 'plans' or other similar words.

WEBCENTRAL LIMITED

EXPLANATORY MEMORANDUM

1. RESOLUTION 1 – CHANGE OF NAME OF THE COMPANY

The Company is required to change its name resulting from the sale of the Webcentral domains and hosting business, including the sale of the name “Webcentral”. The name “5G Networks Limited” appropriately describes the business of the Company going forward. Section 157(1) of the Corporations Act provides that a company may change its name if the company passes a special resolution adopting a new name.

This Resolution seeks the approval of Shareholders for the Company to change its name to “5G Networks Limited”.

If the Resolution is passed, the change of name will take effect from the day on which ASIC alters the details of the Company’s registration.

The proposed new name has been reserved by the Company and, if the Resolution is passed, the Company will lodge a copy of the special resolution with ASIC following completion of the Extraordinary General Meeting in order to effect the change.

The Board proposes this change of name on the basis that it more accurately reflects the future operations and strategic direction of the Company.

Under section 157(1) of the Corporations Act, Shareholders must pass a special resolution to change the name of the Company. Accordingly, Resolution 1 is a special resolution, requiring approval of at least 75% of the votes cast by Shareholders entitled to vote on the Resolution in order to be passed.

Recommendation

The Board recommends that Shareholders vote **IN FAVOUR** of Resolution 1.

GLOSSARY

Extraordinary General Meeting or Meeting	The extraordinary general meeting of the Company to be held on Thursday 21 December 2023
ASIC	Australian Securities and Investments Commission
ASX	ASX Limited (ACN 008 624 691) or, where the context requires, the Australian Securities Exchange operated by ASX Limited
ASX Listing Rules or Listing Rules	The official listing rules of ASX, as amended or waived from time to time
Board	Board of Directors of the Company and, where applicable, includes a committee of the Directors.
Company, Webcentral or WCG	Webcentral Limited ACN 073 716 793
Constitution	The constitution of the Company (as amended from time to time)
Corporations Act	<i>Corporations Act 2001</i> (Cth)
Director	A director of the Company
Explanatory Memorandum	The explanatory memorandum which is attached to or accompanies, and is incorporated as part of, the Notice of Meeting and includes any schedule or document annexed to it or incorporated by reference
Notice or Notice of Meeting	The Notice of Annual General Meeting of Shareholders to which the Explanatory Memorandum is attached or otherwise accompanies
Proxy Form	The proxy form enclosed with this Notice of Meeting
Resolution	A resolution referred to in the Notice of Meeting
Share	A fully paid ordinary share in the Company
Shareholder	A person who holds Shares in the Company



WEBCENTRAL LIMITED NOTICE OF EXTRAORDINARY GENERAL MEETING

You are invited to an Extraordinary General Meeting of Webcentral Limited to be held at **11:00 am** (AEDT time) on **Thursday, 21 December 2023**.

The Extraordinary General Meeting will be held in person at Cornwalls Lawyers, Level 4, 380 Collins Street Melbourne 3000.

Shareholders are requested to participate in the Extraordinary General Meeting either in person or by the appointment of a proxy or representative.

Questions can be submitted prior to the meeting by using the shareholder question form available at the Company's website: <https://webcentral.au/corporate/egm/>.

Voting can be undertaken directly online at <https://www.linkmarketservices.com.au/> or by using a Proxy Form which can be downloaded at: <https://webcentral.au/corporate/egm/>.

The Notice of Meeting, Proxy Form and other documents and information, which includes details as to how to participate and vote at the Extraordinary General Meeting, can be viewed or downloaded at the Company's website at <https://webcentral.au/corporate/egm/>.


The business of the meeting is as follows:

- Resolution 1: Change of Name of the Company

The proposed resolution is explained in more detail in the Notice of Meeting available at: <https://webcentral.au/corporate/egm/>

Yours sincerely

Glen Dymond
Company Secretary

LODGE YOUR VOTE
 **ONLINE**
<https://investorcentre.linkgroup.com>
 **BY MAIL**
 Webcentral Limited
 C/- Link Market Services Limited
 Locked Bag A14
 Sydney South NSW 1235 Australia

(Or using the reply paid envelope provided)

 **BY FAX**
 +61 2 9287 0309

 **BY HAND**
 Link Market Services Limited
 Level 12, 680 George Street, Sydney NSW 2000

 **ALL ENQUIRIES TO**
 Telephone: +61 1300 554 474

X99999999999
PROXY FORM


I/We being a shareholder(s) of Webcentral Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY
 the Chairman of the Meeting (mark box)
OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

STEP 1

 or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Extraordinary General Meeting of the Company to be held at **11:00am (AEDT) on Thursday, 21 December 2023 at Cornwalls Lawyers, Level 4, 380 Collins Street Melbourne** (the **Meeting**) and at any postponement or adjournment of the Meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.
VOTING DIRECTIONS
Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an
Resolutions
For Against Abstain*
1 CHANGE OF NAME OF THE COMPANY

STEP 2
 *** If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority on a poll.**
SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

 This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

STEP 3
WCG PRX2302A


HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Extraordinary General Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be received at registrars@linkmarketservices.com.au prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am (AEDT) on Tuesday, 19 December 2023**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

<https://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Webcentral Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**