



ACN: 010721749
E1/ 5 Grevillea Place
Brisbane Airport Qld 4008

3 August 2023

Notice of Scheme Meeting and Second Court Hearing

Cellnet Group Limited (“Cellnet” or the “Company”) refers to its announcement on 5 July 2023 and provides the following update on the proposed scheme of arrangement under which Wentronic Holding GmbH (“Wentronic”) has agreed to acquire all of the shares in Cellnet not currently owned by Wentronic and its associates for cash consideration of 2.7 cents per share (“Scheme”).

Court orders, Scheme Meeting and Scheme Booklet

In accordance with the orders made by the Federal Court of Australia on 4 July 2023:

- Cellnet has convened a meeting of Cellnet shareholders to consider and vote on the Scheme (“Scheme Meeting”). The Scheme Meeting will be held at 8.30am (AEST time) on Monday 7 August 2023 at Tenancy E1, 5 Grevillea Place, Brisbane Airport, Queensland 4008;
- Cellnet has distributed an explanatory statement providing information about the Scheme and the Notice of Scheme Meeting (“Scheme Booklet”) to Cellnet Shareholders; and
- if the Scheme is successfully passed at the Scheme Meeting, the Originating Process will be heard at a further second hearing (“Second Court Hearing”);

Defined terms in this announcement have the meanings given to them in the Scheme Booklet, unless otherwise stated.

Second Court Hearing

The Federal Court of Australia (Victorian Registry) at Owen Dixon Commonwealth Law Courts Building, 305 William Street, Melbourne, will hear an application by Cellnet seeking the approval of the Scheme on Thursday 10 August 2023 at 9:30am.

Cellnet Shareholders have the right to appear and be heard at the Second Court Hearing and oppose the approval of the Scheme at the hearing.

For information on how to attend the hearing, visit <https://www.fedcourt.gov.au/> or telephone the Federal Court of Australia (Victorian Registry) on 1300 720 980 Monday to Friday between 8.30am and 5.00pm (Melbourne time).

If you wish to oppose the approval of the Scheme at the Second Court Hearing, you must file and serve on Cellnet a notice of appearance, in the prescribed form, together with any affidavit you

wish to rely on at the hearing to Cellnet at its registered address by 5:00pm on 9 August 2023 (Melbourne time).

Cellnet's registered address for service is: c/o KHQ Lawyers, Level 4, 600 Bourke Street, Melbourne VIC 3000 Attention: Paul Welling pwelling@khq.com.au .

Remaining Dates

The remaining key dates expected for the Scheme are as set out below.

Event	Date and time
Latest time and date for receipt of proxy forms or powers of attorney by the Share Registry for the Scheme Meeting	8.30 am on 5 August 2023
Time and date for determining eligibility to vote at the Scheme Meeting	8.30 am on 5 August 2023
Scheme Meeting	8.30 am on 7 August 2023
Second Court Hearing for approval of the Scheme	9:30 am on 10 August 2023
Effective Date	11 August 2023
Scheme Record Date	7.00pm on 18 August 2023 (fifth Business Day after Effective Date)
Implementation Date	25 August 2023 (fifth Business Day after Scheme Record Date)

Please note that all times and dates are indicative only and subject to change. Any changes will be announced by Cellnet to the ASX.

Further information

Cellnet Shareholders who have any questions regarding the Scheme or the Scheme Booklet may contact the Cellnet Shareholder Information Line on 1300 235 563 or email at IR@cellnet.com.au.

For further information, please contact Tony Pearson, Chairperson at IR@cellnet.com.au.

Ends

Authorised for release by the Cellnet Independent Board Committee.