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7 August 2023

## Results of Scheme Meeting

Cellnet Group Limited (“Cellnet” or the “Company”) (ASX:CLT) is pleased to announce that at the Scheme Meeting held earlier today, Cellnet Shareholders voted in favour of the 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”) as referred to in the Scheme Booklet dated 5 July 2023 (“Scheme Booklet”).

Defined terms in this announcement have the meanings given to them in the Scheme Booklet.

### Voting Results for the Scheme Meeting

For the purpose of ASX Listing Rule 3.12.2 and subsections 251AA(a) and (2) of the *Corporations Act 2001* (Cth) (Act), the Scheme Resolution was passed by the requisite majorities of Cellnet Shareholders, with:

- 88.6% of Cellnet Shareholders present and voting (either in person or by proxy) in favour of the resolution; and
- 97.4% of votes cast in favour of the resolution.

The poll report for the Scheme Meeting submitted by the Returning Officer is attached to this announcement.

### 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](mailto:pwelling@khq.com.au).

### **Remaining Dates (subject to Court approval of the Scheme)**

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

<b>Event</b>	<b>Date and time</b>
Second Court Hearing for approval of the Scheme	9:30am 10 August 2023
Effective Date	11 August 2023
Suspension of trading in Cellnet shares on ASX	4:00pm, 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**

For further information, please contact Tony Pearson, Chairperson at [IR@cellnet.com.au](mailto:IR@cellnet.com.au).

Ends

Authorised for release by the Cellnet Independent Board Committee.

## Poll Report

As required by section 251AA(2) of the Corporations Act 2001 (Commonwealth) the following statistics are provided in respect of each resolution on the agenda.

Resolution voted on at the meeting		Proxy votes (as at proxy close)				Total votes cast in the poll (where applicable)			
No	Short Description	For	Against	Discretionary (Open votes)	Abstain	For	Against	Abstain	Result
1	Approval of the Scheme of Arrangement	46,363,553 (94.3%)	1,510,713 (3.1%)	1,315,846 (2.6%)	151,500	47,679,399 (97.4%) 70 holders	1,510,713 (2.6%) 9 holders	151,500 3 holders	Carried