

14 December
2016

Fax

To
ASX Market
Announcements,
Sydney

From
Reddie Lawyers Pty
Ltd, Michael Truelove

Re
Notice under section
650F of the
Corporations Act 2001
(Cth)

Fax
1300 135 638

Pages
Two (2)

Dear Sir / Madam

We act for Wentronic Holding GmbH (**Wentronic**).

In accordance with section 650F(3) of the Corporations Act 2001 (Cth) (**Act**), please find attached a notice from Wentronic under section 650F of the Act in relation to Wentronic's off market proportional takeover bid of the ordinary fully paid shares in Cellnet Group Limited (ASX:CLT).

A copy of this notice has been provided to Cellnet Group Limited.

Yours faithfully,



Michael Truelove
Director
Reddie Lawyers Pty Ltd

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Docklands VIC 3008
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To: Cellnet Group Limited ABN 97 010 721 749 (**ASX:CLT**)
ASX Limited

From: Wentronic Holding GmbH

Reference: Notice by Wentronic Holding GmbH under section 650F of the Corporations Act 2001 (Cth) that certain defeating conditions are waived

Date: 14 December 2016

This notice is issued in accordance with section 650F of the Corporations Act 2001 (Cth) (**Corporations Act**) by Wentronic Holding GmbH (**Wentronic**) in relation to its off-market proportional takeover bid of up to 83% of the ordinary fully paid shares in Cellnet Group Limited ABN 97 010 721 749 (**Cellnet**).

Wentronic gives notice that the remaining conditions set out in section 11.7 of the bidder's statement issued by Wentronic dated 14 November 2016 (**Bidder's Statement**) have been waived (so that the Offer has become free of those conditions) as follows:


1. section 11.7(b) – no Prescribed Occurrences;
2. section 11.7(c) – conduct of business;
3. section 11.7(d) – no Material Adverse Event;
4. section 11.7(e) – no regulatory action; and
5. section 11.7(f) – no litigation.

Accordingly, the Offer is now unconditional.

For the purposes of section 650F(2)(b) of the Corporations Act, at the time of giving this notice, Wentronic's voting power in Cellnet is 75.12% (comprising 39,048,749 Cellnet Shares out of a total of 51,982,311 Cellnet Shares currently on issue).

Capitalised words and phrases that are not defined in this notice have the same meaning as set out in the Bidder's Statement.

Yours faithfully



Michael Wendt
Managing Director
Wentronic Holding GmbH