

# ASX Announcement: Update on Scheme of Arrangement: Webcentral Extraordinary General Meeting



NEWS RELEASE 3<sup>rd</sup> November 2021

5G Networks Limited ACN 163 312 025 (ASX:5GN) (**5GN**) is pleased to announce that at the Extraordinary General Meeting of Webcentral Group Limited ACN 073 716 793 (ASX:WCG) (**Webcentral**) shareholders held earlier today, Webcentral shareholders passed resolutions which were conditions in relation to the scheme of arrangement pursuant to which Webcentral will acquire all of the issued ordinary shares held by 5GN shareholders (**Scheme**).

Webcentral shareholders have now approved the issue of new Webcentral shares to 5GN shareholders as consideration under the Scheme (**Reverse Takeover Resolution**) and the acquisition of a substantial asset namely, 5GN shares from each of Joseph Demase, Joe Gangi, Jason Ashton and Albert Cheok (5GN directors) in connection with the Scheme (**Substantial Asset Resolutions**).

The passing of those resolutions was strongly supported by Webcentral shareholders.

## Implementation of the Scheme

Approval by Webcentral shareholders of the Reverse Takeover Resolution and the Substantial Asset Resolutions are conditions to the implementation of the Scheme as outlined in the Scheme Booklet dated 1 October 2021. Implementation of the Scheme still remains subject to approval by the 5GN shareholders and the Federal Court of Australia, and the satisfaction or waiver of certain other customary conditions as outlined in the Scheme Booklet.

Subject to those approvals, 5GN is confident that all those other conditions will be satisfied or waived.

The Scheme meeting of 5GN shareholders (which is being held as a virtual meeting at <https://agmlive.link/5gns21>) to consider the Scheme is scheduled for 10.00 am (Melbourne time) on Monday, 8 November 2021. Shareholders who are unable to attend are encouraged to lodge a proxy vote. Proxy forms must be received no later than 10.00 am (Melbourne time) on Saturday, 6 November 2021.

5GN is pleased to advise that 99% of proxy votes lodged by 5GN shareholders to date have voted in favour of the

Scheme, representing 32% of total shareholder votes. If 5GN shareholders approve the Scheme, the Federal Court hearing is scheduled for 10.15 am (Melbourne time) on Thursday, 11 November 2021.

## For further information contact:

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## About 5G Networks

5G Networks (5GN) is a licenced telecommunications carrier operating across Australia. Our mission is to be Australia's partner of choice for unifying a seamless digital experience for our customers across data connectivity, cloud and data centre services, underpinned by expert managed services in the business to business market.

5GN 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

As an organisation, we are dedicated and passionate about delivering unique value to our 2500+ customers which include several top 50 ASX listed and Government organisations. This commitment is strengthened by a core focus on digital leadership, innovation and an exceptional customer experience.



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# Webcentral Group Limited Extraordinary General Meeting. Wednesday, 3 November 2021 Results of Meeting

The following information is provided in accordance with  
ASX Listing Rule 3.13.2.

Resolution Details		Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll (where applicable)			Resolution Result
Resolution	Resolution Type	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried
<b>Resolution 1:</b> approval of the issue of consideration shares to 5GN shareholders under the Scheme	Ordinary	52,756,340 96.55%	1,706,445 3.12%	177,910 0.33%	5,551	53,122,485 96.89%	1,706,445 3.11%	5,551	Carried
<b>Resolution 2:</b> approval of the acquisition of a substantial asset from a related party (Joseph Demase)	Ordinary	40,542,289 94.99%	1,958,332 4.59%	177,910 0.42%	16,509	40,908,434 95.43%	1,958,332 4.57%	16,509	Carried
<b>Resolution 3:</b> approval of the acquisition of a substantial asset from a related party (Joe Gangi)	Ordinary	49,552,319 95.87%	1,958,332 3.79%	177,910 0.34%	16,509	49,918,464 96.23%	1,958,332 3.77%	16,509	Carried
<b>Resolution 4:</b> approval of the acquisition of a substantial asset from a related party (Jason Ashton)	Ordinary	51,920,260 96.07%	1,943,332 3.60%	177,910 0.33%	16,509	52,286,405 96.42%	1,943,332 3.58%	16,509	Carried
<b>Resolution 5:</b> approval of the acquisition of a substantial asset from a related party (Albert Cheok)	Ordinary	52,508,495 96.12%	1,943,332 3.56%	177,910 0.33%	16,509	52,874,640 96.45%	1,943,332 3.55%	16,509	Carried

\* Votes cast by a person who abstains on an item are not counted in calculating the required majority on a poll.