

14 December
2016

Fax

To
ASX Market
Announcements,
Sydney

From
Reddie Lawyers Pty
Ltd, Michael Truelove

Re
Notice under section
630(3) 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 630(5) of the Corporations Act 2001 (Cth) (**Act**), please find attached a notice from Wentronic under section 630(3) 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

Reddie Lawyers Pty Ltd

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Docklands VIC 3008
Australia



reddielawyers

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 630(3) of the Corporations Act 2001 (Cth) of status of defeating conditions

Date: 14 December 2016

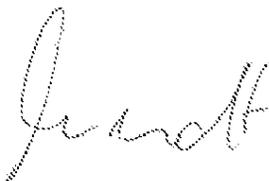
This notice is issued in accordance with section 630(3) of the Corporations Act 2001 (Cth) (**Corporations Act**) by Wentronic Holding GmbH (**Wentronic**) in relation to its off-market proportional takeover bid of up to 83% of the ordinary fully paid shares in Cellnet Group Limited ABN 97 010 721 749 (**Cellnet**).

Wentronic gives notice that, as at the date of this notice:

1. Wentronic has declared the Offer free from all of the conditions of the Offer, as detailed below and as advised by Wentronic by notices to Cellnet and ASX dated:
 - a. 1 December 2016, the defeating condition in section 11.8(g) (Independent Expert) of the bidder's statement issued by Wentronic dated 14 November 2016 (**Bidder's Statement**) has been fulfilled;
 - b. 8 December 2016, the defeating condition in section 11.8(a) (Minimum acceptance) of the Bidder's Statement has been fulfilled; and
 - c. 14 December 2016, the defeating conditions in sections 11.7(b) (no Prescribed Occurrences), 11.7(c) (conduct of business), 11.7(d) (no Material Adverse Event), 11.7(e) (no regulatory action) and 11.7(f) (no litigation) of the Bidder's Statement have all been waived (so that the Offer has become free of those conditions); and
2. for the purposes of section 630(3)(c) of the Corporations Act, 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

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