

6 December 2016

Fax

To

ASX Market
Announcements,
Sydney

From

Reddie Lawyers Pty
Ltd, Michael Truelove

Re

Form 604 – Change
of interest of
substantial holder

Fax

1300 135 638

Pages

Six (6)

Dear Sir / Madam

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

On behalf of Wentronic, we attach a change of interest of substantial holder notice under section 671B(1)(b) of the Corporations Act 2001 (Cth) 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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Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To: Company Name/Scheme Cellnet Group Limited

ACN/ARSN 97 010 721 749

1. Details of substantial holder (1)

Name Wentronic Holding GmbH (**Wentronic Holding**), the entities listed in Part A of Annexure A and the persons listed in Part B of Annexure A in accordance with section 671B(1)(b) of the *Corporations Act 2001* (Cth) (**Corporations Act**) in connection with Wentronic Holdings' off-market proportional takeover bid of up to 83% of the ordinary shares in Cellnet Group Limited (CLT) as set out in Wentronic's bidder's statement dated 14 November 2016 (**Bidder's Statement**)

ACN/ARSN (if applicable) Not applicable

There was a change in the interests of the substantial holder on

7 / 12 / 2016

The previous notice was given to the company on

5 / 12 / 2016

The previous notice was dated

5 / 12 / 2016

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company of scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully paid ordinary shares (CLT Shares)	7,267,923	13.98%	38,320,949	73.72%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
See Annexure B	The entities and persons item 1 above	Acquisition of a relevant interest in CLT Shares under contracts arising on acceptance of offers for CLT Shares (Wentronic Offer) as set out in the Bidder's Statement	Under the terms of the Wentronic Offer as set out in the Bidder's Statement	31,053,026	59.74%

4. Present relevant interest

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
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Wentronic Holding and the entities listed in Part A of Annexure A	Various shareholders of CLT who have accepted the Wentronic Offer	Wentronic, subject to the terms of the Wentronic Offer	The relevant interest of these parties is held under section 608(1)(c) and 608(8) of the Corporations Act as a result of the acceptances of the Wentronic Offer. The CLT Shares that are the subject of acceptances have not yet been transferred into the name of Wentronic Holding.	38,320,949	73.72%
The persons listed in Part B of Annexure A (Part B Persons)	Not applicable	Not applicable	Not applicable. The Part B Persons have a relevant interest in accordance with section 608(3)(a) and (b) of the Corporations Act 2001 (Cth) because each of them holds a voting power of greater than 20% in, and controls, Wentronic Holding.	Not applicable	Not applicable

6. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Not applicable	Not applicable

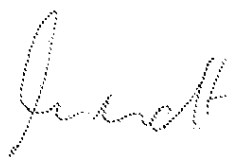
7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
The entities and persons item 1	c/- Pillmanstrasse, 12, 38112, Braunschweig, Germany

Signature

print name Michael Wendt capacity Managing Director
 sign here _____ date 8 / 12 / 2016


DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant issues (eg. A corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in Section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
- (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).
- See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become

entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

- (8) If the substantial holder is unable to determine the identity of the person (eg. If the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

For personal use only

Annexure A

Wentronic Group Members

This is annexure A of one page referred to in the ASIC Form 604 – Notice of change of interests of substantial holder, signed by me and dated 8 December 2016.



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Michael Wendt

Managing Director

Wentronic Holding GmbH

Part A

Company / Person	ACN	Address
Wentronic GmbH	Not applicable	c/- Pillmanstrasse, 12, 38112, Braunschweig, Germany
Wentronic Solutions GmbH	Not applicable	c/- Pillmanstrasse, 12, 38112, Braunschweig, Germany
Wentronic Asia Pacific Limited	Not applicable	c/- Pillmanstrasse, 12, 38112, Braunschweig, Germany
Wentronic Italia S.r.l	Not applicable	c/- Pillmanstrasse, 12, 38112, Braunschweig, Germany
Wentronic UK Limited	Not applicable	c/- Pillmanstrasse, 12, 38112, Braunschweig, Germany

Part B

Michael Wendt	Not applicable	c/- Pillmanstrasse, 12, 38112, Braunschweig, Germany
Marcus Wendt	Not applicable	c/- Pillmanstrasse, 12, 38112, Braunschweig, Germany

Annexure B**Details of acceptances**

This is annexure B of one page(s) referred to in the ASIC Form 604 – Notice of change of interests of substantial holder, signed by me and dated 8 December 2016.



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Michael Wendt

Managing Director

Wentronic Holding GmbH

Date of change	Number of CLT Shares
5 December 2016	119,998
6 December 2016	78,791
7 December 2016	30,854,237
Total	31,053,026

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