

WEBCENTRAL LIMITED

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that an Annual General Meeting of Shareholders of Webcentral Limited ACN 073 716 793 (**WCG, Webcentral or Company**) will be held:

Date: 24 November 2022

Time: 11:30am (AEDT time)

Venue: In person at Cornwalls Lawyers, Level 4, 380 Collins Street Melbourne or Online by registering at <https://meetings.linkgroup.com/wcg22>

The Annual General Meeting will be held as a hybrid meeting (in person and electronically). Shareholders are requested to participate in the Annual General Meeting either in person, virtually via the Company's online platform, or by the appointment of a proxy. Please see page 6 for details outlining the process Shareholders should follow to attend and vote at the Annual General Meeting.

In accordance with the Corporations Act, the Company will not be mailing physical copies of this Notice of Meeting to Shareholders, and instead this Notice of Meeting will be sent electronically to Shareholders where the Company has a record of their email address, or will otherwise be made available to Shareholders where the Company does not have a record of their email address through a URL set out in a postcard sent to them by mail. Please see page 5 for further details regarding the despatch of this Notice of Meeting to Shareholders.

Certain terms and abbreviations used in this Notice of Meeting and the Explanatory Memorandum are defined in the Glossary to, or elsewhere in, the Notice of Meeting and Explanatory Memorandum.

BUSINESS

FINANCIAL REPORT

To receive and consider the Annual Financial Statements, the Directors' Report and Audit Report of the Company and its Controlled Entities for the year ended 30 June 2022.

RESOLUTIONS

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass the following non-binding ordinary resolution:

"That the Remuneration Report contained in the Annual Report for the year ended 30 June 2022 be adopted."

Note: the vote on Resolution 1 is advisory only and does not bind the Directors or the Company. Shareholders are encouraged to read the Explanatory Statement for further details on the consequences of voting on Resolution 1.

Voting Exclusion Statement

The Company will disregard any votes cast on the proposed resolution for adoption of the Remuneration Report by or on behalf of:

- (a) a member of Key Management Personnel (**KMP**); or
- (b) a Closely Related Party of a KMP, whether the votes are cast as a Shareholder, proxy or in any other capacity.

However, the Company will not disregard a vote cast by a KMP or a Closely Related Party of a KMP if it is cast as a proxy and it is not cast on behalf of a KMP or a Closely Related Party of a KMP and either:

- (a) the proxy is appointed in writing that specifies the way the proxy is to vote; or
- (b) the proxy is the Chairman, and the proxy does not specify the way the proxy is to vote and the proxy expressly authorises the Chairman to exercise the proxy even if the resolution is connected with the remuneration of a member of KMP.

Please refer to the Glossary for an explanation of the persons that constitute Key Management Personnel.

Important consideration for Resolution 1

If you are KMP or a Closely Related Party of KMP (or are acting on behalf of any such person) and purport to cast a vote that will be disregarded by the Company (as indicated above), you may be liable for an offence for breach of voting restrictions that apply to you under the Corporations Act.

RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MS NATALIE MACTIER

To consider, if thought fit, pass with or without amendment, the following resolution as an ordinary resolution:

“That, for the purpose of rules 9.3 and 9.7 of the Constitution, ASX Listing Rules 14.4 and 14.5 and for all other purposes, Ms Natalie Mactier who retires, and being eligible, is elected as a Director.”

RESOLUTION 3 – APPROVAL OF ADDITIONAL 10% PLACEMENT CAPACITY

To consider and, if thought fit, to pass the following resolution as a special resolution:

“That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Shares equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of Shares) or any associate of that person or persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (c) the Chairman as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman decides; or
- (d) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

RESOLUTION 4 - APPROVAL OF PRIOR ISSUED SECURITIES

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve the issue of the Prior Issued Securities on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with the directions given to the proxy or attorney to vote on Resolution 4 in that way; or

- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the chair to vote on this Resolution as the chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

EXPLANATORY MEMORANDUM

An Explanatory Memorandum in respect of the Resolutions set out above is attached to or otherwise accompanies this Notice of Meeting.

Expressions, terms or abbreviations defined in the Explanatory Memorandum have the same meaning when used in this Notice of Meeting.

By Order of the Board

Glen Dymond
Company Secretary
24 October 2022

VIRTUAL ANNUAL GENERAL MEETING

The Company will not be mailing physical copies of this Notice of Meeting to Shareholders. This Notice of Meeting will be despatched to Shareholders in the following manner:

- if the Share Registry has a record of a Shareholder's email address, the Company will send an email to that Shareholder with this Notice of Meeting included as an attachment to that email; or
- if the Share Registry does not have a record of a Shareholder's email address, the Company will mail a physical postcard to that Shareholder's registered address, containing a URL website address by which that Shareholder can access and download a copy of this Notice of Meeting electronically.

Despite the above, for each Shareholder who has nominated (in accordance with the Corporations Act) to receive documents to which Division 3 of Part 2G.5 of the Corporations Act applies in hard copy only, this Notice of Meeting will be posted to that Shareholder's registered address.

Shareholders are requested to participate in the Annual General Meeting virtually via our virtual Annual General Meeting platform at 11.30am (AEDT time) or via the appointment of a proxy.

We recommend logging in to our online platform at least 15 minutes prior to the scheduled start time for the Annual General Meeting using the instructions below.

VOTING ENTITLEMENTS

In accordance with section 1074E(2)(g) of the Corporations Act and regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), persons holding Shares at 7.00 pm (AEDT time) on Tuesday, 22 November 2022 will be treated as Shareholders. This means that if you are not the registered holder of a relevant Share at that time you will not be entitled to attend and vote in respect of that Share at the Annual General Meeting.

ANNUAL GENERAL MEETING CONSIDERATIONS AND SHAREHOLDER QUESTIONS

A discussion will be held on all Resolutions to be considered at the Annual General Meeting.

All Shareholders will have a reasonable opportunity to participate and ask questions during the Annual General Meeting by attending in person or via the virtual Annual General Meeting platform.

To ensure that as many Shareholders as possible have the opportunity to speak, Shareholders are requested to observe the following procedures at the Annual General Meeting:

- all Shareholder questions should be stated clearly and should be relevant to the business of the Annual General Meeting;
- if a Shareholder has more than one question on an item, all questions should be asked at the one time; and
- Shareholders should not ask questions at the Annual General Meeting regarding personal matters or matters that are commercial in confidence.

Shareholders who prefer to register questions in advance of the Annual General Meeting are invited to do so. A Shareholder question form is available on the Company's website:

<https://www.webcentral.au/>.

The Company will attempt to address the more frequently asked questions in the Annual General Meeting. Written questions must be received by the Company or Link Market Services Limited by 5:00pm (AEDT time) on Thursday, 17 November 2022, and can be submitted online or delivered by mail, fax or in person.

ALL RESOLUTIONS BY POLL

The Chair of the Meeting intends to call a poll on each of the Resolutions proposed at the Annual General Meeting. Each Resolution considered at the Annual General Meeting will therefore be conducted by poll, rather than a show of hands. The Chair considers voting by poll to be in the interests of the Shareholders as a whole, and to ensure the representation of as many Shareholders as possible at the meeting.

ATTENDING AND VOTING AT THE MEETING

Attendance in person at Cornwalls

Shareholders are welcome to attend the Meeting in person at Cornwalls (lawyers), Level 4, 380 Collins Street, Melbourne. The Company's auditors Grant Thornton will be attending the meeting and will record the votes of shareholders who attend at Cornwalls.

Using the online platform

For shareholders who wish to attend the meeting virtually we recommend logging in to the online platform at least 15 minutes prior to the scheduled start time for the Annual General Meeting using the instructions below:

- enter <https://meetings.linkgroup.com/wcg22> into a web browser on your computer or online device;
- Shareholders will need their SRN or HIN: and
- proxyholders will need their proxy code which Link Market Services Limited will provide via email no later than 48 hours prior to the Meeting.

Online voting will be open between the commencement of the Annual General Meeting at 11:30am (AEDT time) on Thursday, 24 November 2022 and the time at which the chair announces voting closure.

More information about online participation in the Annual General Meeting is available in the online platform guide at linkmarketservices.com.au.

Appointing a proxy

A Shareholder can appoint a proxy to attend the Annual General Meeting and vote on their behalf, using the Proxy Form which can be accessed online at <https://www.webcentral.au/>. A Shareholder who is entitled to vote at the Annual General Meeting may appoint:

- one proxy, if the Shareholder is only entitled to one vote; or
- two proxies, if the Shareholder is entitled to more than one vote.

Where a Shareholder appoints two proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise one half of the votes, in which case any fraction of votes will be discarded. A proxy need not be a member of the Company.

If you require a Proxy Form, please go to <https://www.webcentral.au/> or contact Link Market Services Limited at +61 1300 554 474.

The Proxy Form and the power of attorney or other authority (if any) under which it is signed (or a certified copy) must be received by the Share Registry, Link Market Services Limited, no later than 11.30am (AEDT time) on Tuesday, 22 November 2022 (that is, at least 48 hours before the meeting). Proxies received after this time will not be accepted.

Instructions for completing the Proxy Form are outlined on the form, which may be returned by:

- posting it Webcentral Limited c/- Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235;
- hand delivering it to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138 or Level 12, 680 George Street, Sydney NSW 2000;
- faxing it to Link Market Services Limited on +61 2 9287 0309; or
- lodging it online at linkmarketservices.com.au in accordance with the instructions provided on the website. You will need your HIN or SRN to lodge your Proxy Form online.

Proxy Forms from corporate shareholders must be executed in accordance with their constitution or signed by a duly authorised attorney.

A proxy may decide whether to vote on any motion except where the proxy is required by law or the Constitution to vote, or abstain from voting, in their capacity as a proxy. If a proxy directs how to vote on an item of business, the proxy may only vote on that item, in accordance with that direction. If a proxy is not directed how to vote on an item of business, a proxy may vote how he/she thinks fit, subject to any voting exclusions or restrictions.

The Constitution provides that where the appointment of a proxy has not identified the person who may exercise it, the appointment will be deemed to be in favour of the chair of the meeting to which it relates, or to another person as the Board determines.

Subject to any voting exclusions or restrictions, if a Shareholder appoints the chair of the Meeting as the Shareholder's proxy and does not specify how the chair is to vote on an item of business, the chair intends to vote, as a proxy for that Shareholder, in favour of the item on a poll. The Company recommends that Shareholders who submit proxies including proxies in favour of the chair to direct their proxy how to vote on the item concerned.

Shareholders should note that any statement as to how the chair of the Meeting intends to vote undirected proxies expresses the chair's intention at the date of this Notice of Meeting and the chair's intention may change subsequently. If there is such a change, Webcentral will make an appropriate announcement to ASX stating that fact and the reasons for the change.

BODY CORPORATE REPRESENTATIVES

A Shareholder that is a corporation may, by resolution of its directors or other governing body, authorise a person to act as its representative to vote at the Annual General Meeting.

A representative appointed by a Shareholder that is a corporation may be entitled to exercise the same powers on behalf of the corporation as the corporation could exercise if it were an individual Shareholder of the Company.

To evidence the authorisation, either a certificate of body corporate representative executed by the corporation or under the hand of its attorney or an equivalent document evidencing the appointment will be required.

The certificate or equivalent document must be produced prior to the Meeting.

FORWARD LOOKING STATEMENTS

This Notice of Meeting, including the Explanatory Memorandum, may contain certain forward looking statements. Forward looking statements are based on the Company's current expectations about future events. Any forward looking statements are subject to known and unknown risks, uncertainties and assumptions, some of which may be out of the control of the Company and the Directors, which may cause actual results, performance or achievements to differ from future results, performance or achievements expressed or implied by the use of forward looking statements.

Forward looking statements can be identified by the use of words including, but not limited to, 'anticipates', 'intends', 'will', 'should', 'expects', 'plans' or other similar words.

WEBCENTRAL LIMITED

EXPLANATORY MEMORANDUM

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

Section 300A of the Corporations Act requires listed companies to present a remuneration report to shareholders at every annual general meeting showing the board's policies for determining the nature and amount of remuneration paid to key management personnel (which includes any director), the relationship between the policies and company performance, and an explanation of performance hurdles and actual remuneration paid to key management personnel. In practice the Remuneration Report is contained in the Annual Report that listed companies provide to shareholders at the end of each financial year. Section 250R(2) requires the Company to put to its Shareholders a resolution that the Remuneration Report be adopted. As with other listed companies, the Remuneration Report is set out in the Company's Annual Report for the year ended 30 June 2022 and is also available on the Company's website.

The vote on Resolution 1 is advisory only and does not bind the Directors or the Company.

However, if at least 25% of the votes cast are against adoption of the Remuneration Report at two consecutive annual general meetings, the Company will be required to put a resolution to the second Annual General Meeting (**Spill Resolution**), to approve calling a general meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must then convene a Spill Meeting within 90 days of the second Annual General Meeting. All of the Directors who were in office when the applicable Directors' Report was approved, other than the Managing Director, will need to stand for re-election at the Spill Meeting if they wish to continue as Directors.

The Remuneration Report for the financial period ended 30 June 2021 did not receive a vote of more than 25% against its adoption at the Company's last annual general meeting. Accordingly, if at least 25% of the votes cast on Resolution 1 are against adoption of the Remuneration Report it will not result in the Company putting a Spill Resolution to Shareholders.

The Remuneration Report explains the Board policies in relation to the nature and level of remuneration paid to Directors, sets out remuneration details for each Director and any service agreements and sets out the details of any equity-based compensation.

The Chair will give Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

RESOLUTION 2 – ELECTION OF DIRECTOR – MS NATALIE MACTIER

General

Rule 9.3 of the Constitution provides that at each annual general meeting one-third of the Directors for the time being, or, if their number is not three nor a multiple of three, then the number nearest one-third, and any other Director who has held office for three years or more since last being elected, must retire from office. In accordance with that rule Ms Natalie Mactier retires from office but is eligible for re-

election. Resolution 2 is for the re-election of Ms Natalie Mactier in accordance with rule 9.7 of the Constitution and ASX Listing Rules 14.4 and 14.5.

Qualifications

Natalie has over 19 years' experience in the online space having held senior management and Executive roles at Australian start-up and scale-up organisations. With a background in Sales and Marketing, Natalie helped build online brands SEEK and Kidspot before being approached by Square Peg capital to create School Places, an online private school marketplace. Since 2018 Natalie has been the CEO of Vivi International, an EdTech software organisation helping drive student engagement and build teacher capacity globally. Natalie has been an Independent Director of Webcentral since October 2020.

Independence

The Board considers that Natalie Mactier is an Independent Director on the basis that she is free of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company as a whole rather than those of an individual security holder or other party. This is the definition of "independent director" in the *Governance Principles and Recommendations 4th Edition February 2019* published by the ASX Corporate Governance Council. In reaching this conclusion the Board has had regard to the factors relevant to assessing the independence of a director set out in Recommendation 2.3 of the *Governance Principles and Recommendations 4th Edition February 2019*.

Recommendation 2.4 of the *Governance Principles and Recommendations 4th Edition February 2019* provides that a majority of the board of a listed entity should comprise of independent directors. Maintaining a majority of independent directors maximises the likelihood that the decisions of the board will reflect the best interests of the entity as a whole. The Board considers that 3 of the 4 Directors of the Company are independent directors (including Natalie Mactier).

Board recommendation

The Directors, with Natalie Mactier abstaining, support the re-election of Natalie Mactier and recommend Shareholders vote in favour of Resolution 2 and are not aware of any additional information that would be considered material to Shareholders' decision to re-elect Natalie Mactier as a Director.

RESOLUTION 3 – APPROVAL OF ADDITIONAL 10% PLACEMENT CAPACITY

Introduction

ASX Listing Rule 7.1A provides that an Eligible Entity (as defined and explained below) may seek shareholder approval by special resolution passed at an annual general meeting to have the capacity to issue up to that number of equity securities (defined below) equal to 10% of its issued capital (**10% Placement Capacity**) without using that company's existing 15% annual placement capacity granted under ASX Listing Rule 7.1.

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000 (**Eligible Entity**).

As at the date of this Notice, the Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and as at the time the approval is sought is expected to have a market capitalisation of approximately \$50 million.

An equity security is a share, a unit in a trust, a right to a share or unit in a trust or option, an option over an issued or unissued security, a convertible security, or any security that ASX decides to classify as an equity security.

Any equity securities issued under the 10% Placement Capacity must be in the same class as an existing class of quoted equity securities.

As at the date of this Notice, the Company has only one class of quoted equity securities being the Shares (ASX:WCG) and the number of Shares that the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (detailed below) should the Shareholders approve this Resolution.

Note that Resolution 3 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the meeting must be in favour of the resolution for it to be passed.

The number of Shares to be issued

The Number of Shares that the Company may issue under the 10% Placement Capacity will be calculated according to the following formula:

$$(A \times D) - E$$

Where:

A: is the number of Shares on issue 12 months before the date of the issue or agreement,

- Plus, the number of fully paid Shares issued in the relevant period under an exception in ASX Listing Rule 7.2 other than exception 9, 16 or 17;
- Plus, the number of fully paid Shares issued in the relevant period on the conversion of convertible securities within ASX Listing Rule 7.2 exception 9 where:
 - the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under ASX Listing Rule 7.1 or 7.4;

- Plus, the number of fully paid Shares issued in the relevant period under an agreement to issue securities within ASX Listing Rule 7.2 exception 16 where:
 - the agreement was entered into before the commencement of the relevant period; or
 - the agreement or issue was approved, or taken under these rules to have been approved, under ASX Listing Rule 7.1 or 7.4;
- Plus, the number of any other fully paid Shares issued in the relevant period with approval under ASX Listing Rule 7.1 and 7.4;
- Plus, the number of partly paid Shares that became fully paid in the relevant period; and
- Less the number of fully paid Shares cancelled in the relevant period.

D: is 10%.

E: is the number of Equity Security issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by the holders of Shares under ASX Listing Rule 7.4.

By applying the above formula, the number of Shares that may be issued under the 10% Placement Capacity is 32,681,629.

Technical information required by ASX Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 3:

Minimum Price

The minimum price at which the Shares will be issued will be no less than 75% of the volume weighted average market price for the Shares, calculated over the 15 trading days on which trades were recorded immediately before:

- the date on which the price at which the securities are to be issued was agreed by the entity and the recipient of the securities; or
- if the securities are not issued within 10 days of that date, the date on which the securities were issued.

Risk of economic and voting dilution

Any issue of Shares under the 10% Placement Capacity will dilute the interest of the Shareholders who do not receive any Shares under the issue.

If Resolution 3 is approved by the Shareholders and the Company issues the maximum number of Shares available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be shown in the table below.

The table below shows the dilution of existing Shares calculated in accordance with the formula outlined in ASX Listing Rule 7.1A.2, based on the market price of Shares as at 14 October 2022 and the estimated number of Shares on issue as at the date of the Annual General Meeting.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Number of Shares on Issue (Variable A in ASX Listing Rule 7.1A2)	Dilution			
	Issue Price / Share	\$0.073	\$0.145	\$0.218
		(50% decrease in Issue Price)	Issue Price	(50% increase in Issue Price)
326,816,292	Shares issued – 10% voting dilution	32,681,629	32,681,629	32,681,629
(Current Variable A*)	Funds raised	\$2,369,418	\$4,738,836	\$7,108,254
490,224,438	Shares issued – 10% voting dilution	49,022,443	49,022,443	49,022,443
(50% increase in Current Variable A)	Funds raised	\$3,554,127	\$7,108,254	\$10,662,381
653,632,584	Shares issued – 10% voting dilution	65,363,258	65,363,258	65,363,258
(100% increase in Current Variable A)	Funds raised	\$4,738,836	\$9,477,672	\$14,216,509

* The number of Shares on issue (Variable A) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue, approved employee share scheme or scrip issued under a takeover offer) or that are issued with Shareholder approval under ASX Listing Rule 7.1.

The above table assumes:

- There are 326,816,292 Shares on issue. This number excludes any Shares that may be issued pursuant to resolutions being put to Shareholders in accordance with this Notice.
- The Company issues the maximum possible number of Shares under the 10% Placement Capacity.
- The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.

- This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue – this is why the voting dilution is shown in each example as 10%.

Shareholders should also note that there are risks that:

- the market price of the Company's Shares may be significantly lower on the issue date than on the date of the approval obtained under ASX Listing Rule 7.1A; and
- the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

Date of Issue

The Shares may be issued under the 10% Placement Capacity in the period commencing on the date of the approval obtained under ASX Listing Rule 7.1A and expiring on the first to occur of the following:

- 12 months after the date of this General Meeting at which approval is obtained;
- the time and date of the entity's next annual general meeting; and
- the time and date of approval by Shareholders of any transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of the company's activities) or 11.2 (disposal of the company's major undertaking) **(10% Placement Capacity Period)**.

Purpose of Issue under the 10% Placement Capacity

The Company may issue Shares under the 10% Placement Capacity to raise cash for acquisitions of new assets and investments (including expenses associated with such acquisitions), and for general working capital of the Company.

The Company will comply with its disclosure obligations under ASX Listing Rule 7.1A.4 and 3.10.3 in relation to an issue of any equity securities.

Allocation policy under the 10% Placement Capacity

The recipients of the Shares to be issued under the 10% Placement Capacity have not been determined. However, the recipients of Shares could consist of current Shareholders, or new investors (or all of them). None of them will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, by having regard to:

- the purpose of the issue;

- (b) alternative methods for raising funds available to the Company at that time, including, but not limited to an entitlement issue or other offer where existing Shareholders may participate;
- (c) the effect of the issue of the Shares on the control of the Company;
- (d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (e) prevailing market conditions; and
- (f) advice from legal, corporate, financial and broking advisers (if applicable).

Prior issues of securities under ASX Listing Rule 7.1A

The Company has not issued any securities under listing rule 7.1A.2 in the 12 month period prior to the date of the Annual General Meeting

Technical information required by ASX Listing Rule 14.1A

If Shareholders approve Resolution 3, the number of equity securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (as set out above in relation to Resolution 3).

If Resolution 3 is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without Shareholder approval as provided for in ASX Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in ASX Listing Rule 7.1.

Board recommendation

The Directors of the Company believe that Resolution 3 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of Resolution 3.

RESOLUTION 4 – APPROVAL OF PRIOR ISSUED SECURITIES

General

Resolution 4 is intended to seek approval an issue of shares by the Company (the Prior Issued Securities). The Prior Issued Securities relate to 1,000,000 ordinary shares issued on 11 October 2022 as consideration for the earn-out payment in relation to the acquisition of the business and assets of Colocation Australia Pty Ltd in July 2020.

ASX Listing Rules 7.1 and 7.4

As mentioned above in relation to Resolution 3, broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

As the Prior Issued Securities were issued without the approval of Shareholders and a relevant exception to ASX Listing Rule 7.1 did not apply, it effectively used up part of the Company's 15% limit under Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under that rule.

ASX Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, and the prior issue did not breach ASX Listing Rule 7.1, the issue is taken to have been approved under ASX Listing Rule 7.1 and so does not reduce the entity's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder approval under and for the purposes of Listing Rule 7.4 for the issue of the Prior Issued Securities.

Technical information required by ASX Listing Rule 14.1A

If Resolution 4 is not passed, the Prior Issued Securities will be included in calculating the Company's 15% placement capacity under Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12-month period following the date of issue of the securities.

If Resolution 4 is passed, the base figure (i.e. variable "A") in which the Company's 15% annual placement capacity is calculated will be a higher number which in turn will allow a proportionately higher number of securities to be issued without prior Shareholder approval.

Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided:

- (a) The number of equity securities the entity issued was 1,000,000 fully paid ordinary shares;
- (b) The ordinary shares were issued to NZAU Investments Pty Ltd;
- (c) The purpose of the issues was to satisfy the obligations of the Company in relation to the earn-out payable to the vendor of the business and assets of Colocation Australia Pty Ltd (**ColoAU**) acquired by a subsidiary of the Company, 5G Networks Operations Pty Ltd (**5G**). Under the agreement for the acquisition of the business and assets which was entered into on 8 July 2020 5G was obliged to pay \$2.7m cash to ColoAU and issue shares as earn-out payments to ColoAU or other nominated entities (in this case to NZAU Investments Pty Ltd) depending on the achievement of revenue targets. The issue of the 1,000,000 shares which is the subject of this resolution is the final earn-out payment under the agreement; and

- (d) The consideration received was the satisfaction of the earn-out amount payable.

Recommendation

The Directors of the Company believe that Resolution 4 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution 4.

GLOSSARY

Annual General Meeting	The annual general meeting of the Company to be held on Thursday 24 November 2022
Annual Financial Statements	The Company's financial statements for the year ended 30 June 2022
Annual Report	The comprehensive report on the Company's position and activities throughout the preceding year including the Annual Financial Statements
ASIC	Australian Securities and Investments Commission
ASX	ASX Limited (ACN 008 624 691) or, where the context requires, the Australian Securities Exchange operated by ASX Limited
ASX Listing Rules or Listing Rules	The official listing rules of ASX, as amended or waived from time to time
Board	Board of Directors of the Company and, where applicable, includes a committee of the Directors.
Closely Related Party	Has the meaning given to it in section 9 of the Corporations Act
Company, Webcentral or WCG	Webcentral Limited ACN 073 716 793
Constitution	The constitution of the Company (as amended from time to time)
Corporations Act	<i>Corporations Act 2001</i> (Cth)
Controlled Entities	Any of the subsidiaries of the Company
Director	A director of the Company
Directors' Report	The report produced by the Board in relation to the Company's activities for the year ended 30 June 2022
Eligible Entity	Has the meaning given to it in Resolution 3
Explanatory Memorandum	The explanatory memorandum which is attached to or accompanies, and is incorporated as part of, the Notice of Meeting and includes any schedule or document annexed to it or incorporated by reference

Key Management Personnel or KMP	Has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group
Notice or Notice of Meeting	The Notice of Annual General Meeting of Shareholders to which the Explanatory Memorandum is attached or otherwise accompanies
Prior Issued Securities	Has the meaning given to it in the Explanatory Memorandum
Proxy Form	The proxy form enclosed with this Notice of Meeting
Remuneration Report	The remuneration report within the Director's Report for the year ended 30 June 2022
Resolution	A resolution referred to in the Notice of Meeting
Restricted Security	Has the meaning given to it in Chapter 19 of the ASX Listing Rules
Share	A fully paid ordinary share in the Company
Shareholder	A person who holds Shares in the Company