

Form 605

Corporations Act 2001

Section 671B

Notice of ceasing to be a substantial holder

To Company Name/Scheme **COMMS GROUP LIMITED**
 ACN/ARSN **619 196 539**

1. Details of substantial holder (1)

Name **PETER MCGRATH**
 ACN/ARSN (if applicable) **N/A**

The holder ceased to be a substantial holder on **1 FEBRUARY 2021**
 The previous notice was given to the company on **16 September 2020**
 The previous notice was dated **16 September 2020**

2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) 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 are as follows:

Date of change	Person whose relevant interest changed	Nature of change (4)	Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's votes affected
1/2/2021	Mr Peter McGrath & Mrs Janice McGrath <McGrath Super Fund A/C>	Dilution due to the issue of 70,812,456 shares pursuant to the Acquisition of Next Telecom Pty Ltd	None	Ordinary Shares: 9,950,638	9,950,638
1/2/2021	Japem Pty Ltd <McGrath Investment A/C>	Dilution due to the issue of 70,812,456 shares pursuant to the Acquisition of Next Telecom Pty Ltd	None	Ordinary Shares: 2,500,000	2,500,000

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) 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
Japem Pty Ltd <McGrath Investment A/C>	Director of entity holding shares
Mr Peter McGrath & Mrs Janice McGrath <McGrath Super Fund A/C>	Beneficiary of super fund

4. Addresses

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

Name	Address
Japem Pty Ltd <McGrath Investment A/C>	PO Box 479 Hawthorn Business Centre Hawthorn VIC 3122
Mr Peter McGrath & Mrs Janice McGrath <McGrath Super Fund A/C>	PO Box 479 Hawthorn Business Centre Hawthorn VIC 3122

Signature

print name **Peter McGrath**

capacity Director / beneficiary of shares held by entities

sign here



date 3 / February / 2021

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (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 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. 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, or influence 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.
- (5) 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.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Form 605

Corporations Act 2001

Section 671B

Notice of ceasing to be a substantial holder

To Company Name/Scheme **COMMS GROUP LIMITED**
 ACN/ARSN **619 196 539**

1. Details of substantial holder (1)

Name **BENJAMEN JENNINGS**
 ACN/ARSN (if applicable) **N/A**

The holder ceased to be a substantial holder on **1 FEBRUARY 2021**
 The previous notice was given to the company on **11 September 2020**
 The previous notice was dated **11 September 2020**

2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) 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 are as follows:

Date of change	Person whose relevant interest changed	Nature of change (4)	Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's votes affected
1/2/2021	Jennings Group Investments Pty Ltd <Lucia Jennings A/C>	Dilution due to the issue of 70,812,456 shares pursuant to the Acquisition of Next Telecom Pty Ltd	None	Ordinary Shares: 20,000	20,000
1/2/2021	Jennings Group Investments Pty Ltd <Abigail Jennings A/C>	Dilution due to the issue of 70,812,456 shares pursuant to the Acquisition of Next Telecom Pty Ltd	None	Ordinary Shares: 20,000	20,000
1/2/2021	Jennings Group Investments Pty Ltd <Jennings Family A/C>	Dilution due to the issue of 70,812,456 shares pursuant to the Acquisition of Next Telecom Pty Ltd	None	Ordinary Shares: 13,393,228	13,393,228
1/2/2021	Green Tree Frog Investments Pty Ltd	Dilution due to the issue of 70,812,456 shares pursuant to the Acquisition of Next Telecom Pty Ltd	None	Ordinary Shares: 250,000	250,000
1/2/2021	Benjamin Jennings	Dilution due to the issue of 70,812,456 shares pursuant to the Acquisition of Next Telecom Pty Ltd	None	Ordinary Shares: 178,000	178,000

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) 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
Jennings Group Investments Pty Ltd <Lucia Jennings A/C>	Director of entity holding shares
Jennings Group Investments Pty Ltd <Lucia Jennings A/C>	Director of entity holding shares
Jennings Group Investments Pty Ltd <Jennings Family A/C>	Director of entity holding shares

Green Tree Frog Investments Pty Ltd	Director of entity holding shares
Benjamin Jennings	Holder of shares

4. Addresses

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

Name	Address
Jennings Group Investments Pty Ltd <Lucia Jennings A/C>	c/o Jennings Partners Pty Ltd, Level 12, 65 York Street, Sydney NSW 2000
Jennings Group Investments Pty Ltd <Lucia Jennings A/C>	c/o Jennings Partners Pty Ltd, Level 12, 65 York Street, Sydney NSW 2000
Jennings Group Investments Pty Ltd <Jennings Family A/C>	c/o Jennings Partners Pty Ltd, Level 12, 65 York Street, Sydney NSW 2000
Green Tree Frog Investments Pty Ltd	c/o Jennings Partners Pty Ltd, Level 12, 65 York Street, Sydney NSW 2000
Benjamin Jennings	c/o Jennings Partners Pty Ltd, Level 12, 65 York Street, Sydney NSW 2000

Signature

print name **Benjamin Jennings**

capacity Director / beneficiary of shares held

sign here



date 3 / February / 2021

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (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 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. 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, or influence 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.
- (5) 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.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.