

APPENDIX 4D

SOVEREIGN CLOUD HOLDINGS LIMITED ABN 80 622 728 189

FOR THE HALF-YEAR ENDED 31 DECEMBER 2023

The information contained in this report is for the half-year ended 31 December 2023 and the previous corresponding period ended 31 December 2022 for Sovereign Cloud Holdings Limited, the 'Company' and its controlled entities.

This report is presented in Australian dollars.

Results for announcement to the market

Results	HY24 \$	HY23 \$	Change %
Revenues from ordinary activities	4,168,764	2,910,549	43%
Loss from ordinary activities after tax attributable to members	(10,020,917)	(10,285,939)	-3%
Net loss for the period attributable to members	(10,020,917)	(10,285,939)	-3%

Dividend information

Å	Amount per Share (cents)	Franked Amount per Share (cents)	Conduit Foreign Income Amount per Share
Interim dividend	-	-	-
Brief explanation to figures reported above			
Refer to review of operations on page 2.			
		31-Dec-23	31-Dec-22
Net tangible asset backing per ordinary security (ca	ents)	3.97	15.94

Details of entities which control has been gained or lost during the period.

None



IAAS PROVIDER

Sovereign Cloud Holdings Limited

ABN: 80 622 728 189

HALF YEAR FINANCIAL REPORT

FOR THE HALF YEAR ENDED 31 DECEMBER 2023



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DIRECTOR'S REPORT



The Directors present their report together with the interim financial report of Sovereign Cloud Holdings Limited, the 'Company' and its controlled entities (together the "Group"), for the half-year ended 31 December 2023.

1. Directors

The names of the directors in office at any time during or since the end of the financial period year are:

- Cathie Reid (Chair)
- Peter Maloney (Managing Director)
- Philip Dawson (Executive Director)
- Ross Walker (Non-Executive Director)
- Craig Scroggie (Non-Executive Director)

The directors have been in office since the start of the half year to the date of this report unless otherwise stated.

2. Principal activities

The Group's principal activity is the provision of sovereign cloud solutions and cyber security services, supporting Government agencies and enterprise. The Company specialises in delivering data and security solutions to enhance compliance and overall security.

3. Review and Results of Operations

Group Financial Results

The Group recorded a net loss for the half-year ended 31 December 2023 (HY1 FY24) of \$10 million (HY1 FY23 - loss of \$10.3 million).

Revenue

For the half-year ended 31 December 2023 (HY1 FY24) revenue was \$4.2 million compared to \$2.9 million over the previous corresponding six-month period to 31 December 2022 (HY1 FY23). Total revenue excluding the impact of the agreement with Arqit, which is non-recurring revenue was \$3.2 million compared to \$2.3 million over the previous corresponding six-month period to 31 December 2022 (HY1 FY23) an increase of 40%.

Overall, the Group signed \$6.0 million in Net Total Contract Value during HY1 FY24, spanning both Cloud & Cyber Security Solutions, compared to \$1.5 million in HY1 FY23 (excluding the non-recurring agreement with Arqit). As at 31 December 2023, TCV outstanding was \$8.9 million, up from \$5.3 million in HY1 FY23. Since the Company released its' strategic review in June 2023, it has focused on more effective sales and marketing, which is reflected in the higher Net Total Contract Value being secured.

Expenses

Total expenses in HY1 FY24 were \$14.2 million (HY1 FY23: \$13.2 million) an increase of \$1.0 million. Ordinary ongoing operating expenses decreased \$130k or 7% and wages were down \$735k or 11% compared to HY1 FY23. This was offset by Cost of Sales increasing by \$764k or 19% due to the Melbourne and Brisbane Cloud environments coming on stream and higher customer IaaS consumption. One-off costs associated with restructuring and the strategic review were \$437k, and depreciation increased 25% to \$3.0 million from \$2.4 million.

Financial Position

The Company's net asset position decreased in HY1 FY24 by \$10 million to \$14.9 million as at 31 December 2023.

The ability of the Group to continue as a going concern and to meet its obligations as and when they fall due within the 12 months from the date of this report depends on its ability to raise additional capital. In December 2023 the Board appointed Ord Minnett to conduct a strategic review of the Company. The priority of the strategic review was to explore the optimal recapitalisation of the Company to fund future growth. The Company recognises that it requires additional funds to meet forecast cash needs in the next 12 months and has identified growth opportunities in both cyber security and cloud solutions. Whilst there can be no assurances as to potential success of the recapitalisation, the Company is advanced in its' program of raising new capital to fund future operations and if successful the Company will have the ability to continue as a going concern. If the recapitalisation is unsuccessful, along with other matters as set forth in Note 1, indicate the existence of material uncertainty that may cast significant doubt about the Group's ability to continue as a going concern and therefore, the Company may be unable to realise its' assets and discharge its liabilities in the normal course of business.



Signed in accordance with a resolution of the Board of Directors of Sovereign Cloud Holdings Limited.

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Cathie Reid Chair

Dated: 27 February 2024



AUDITOR'S INDEPENDENCE DECLARATION TO THE DIRECTORS OF SOVEREIGN CLOUD HOLDINGS LIMITED UNDER SECTION 307C OF THE CORPORATIONS ACT 2001

I declare that, to the best of my knowledge and belief, in relation to the review for the half-year ended 31 December 2023 there have been:

- i. no contraventions of the auditor independence requirements as set out in the *Corporations Act 2001* in relation to the review; and
- ii. no contraventions of any applicable code of professional conduct in relation to the review.

Bentleys Brisbane (Audit) Pty Ltd Chartered Accountants

Stewart Douglas Director Brisbane 27 February 2024



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CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

	Note	31 Dec 2023	31 Dec 2022
		\$	\$
Revenue and other income			
Revenue from contracts with customers	2	4,040,933	2 624 596
	2		2,624,586
Interest income	2	127,332	122,714
Other income	<u> </u>	499	163,249
		4,168,764	2,910,549
Expenses			
Employee benefits expense		(6,097,400)	(6,832,713)
Depreciation and amortisation		(2,989,903)	(2,410,479)
Licensing fees		(3,053,540)	(2,210,963)
Professional fees		(263,845)	(85,490)
Travel and conferences		(291,235)	(188,629)
Finance costs		(94,851)	(108,172)
Other expenses		(1,398,907)	(1,360,042)
		(14,189,681)	(13,196,488)
Loss before income tax expense		(10,020,917)	(10,285,939)
Income tax expense		-	-
Loss for the year		(10,020,917)	(10,285,939)
Other comprehensive income for the year		-	-
Total comprehensive loss	_	(10,020,917)	(10,285,939)
Earnings per share		Cents	Cents
Basic earnings per share		(3)	(6)
Diluted earnings per share		(3)	(6)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	Note	31 Dec 2023	30 Jun 2023
		\$	\$
Current assets			
Cash and cash equivalents		4,665,963	11,639,865
Receivables		1,785,321	1,065,249
Other assets	_	2,092,055	4,535,637
Total current assets	-	8,543,339	17,240,751
Non-current assets			
Property, plant and equipment	3	8,042,975	9,917,111
Intangible assets		349,647	357,697
Right of use lease assets	4	4,789,183	5,899,808
Other assets		207,737	527,235
Total non-current assets	_	13,389,542	16,701,851
Total assets	-	21,932,881	33,942,602
Current liabilities			
Payables	5	2,231,967	3,133,417
Lease liabilities		1,306,232	1,601,237
Provisions		427,607	528,166
Total current liabilities	-	3,965,806	5,262,820
Non-current liabilities			
Lease liabilities		2,949,969	3,648,611
Provisions		85,721	127,323
Total non-current liabilities	-	3,035,690	3,775,934
Total liabilities	-	7,001,496	9,038,754
Net assets	=	14,931,385	24,903,848
Equity			
Share capital	6	95,802,864	95,822,032
Reserves		855,287	787,665
Accumulated losses		(81,726,766)	(71,705,849)
Total equity	-	14,931,385	24,903,848
	=		

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Share Capital \$	Reserves \$	Accumulated losses \$	Total Equity \$
Consolidated				
Balance as at 1 July 2022	87,611,747	680,749	(50,422,431)	37,870,065
Loss for the year	-	-	(10,285,939)	(10,285,939)
Transactions with owners in their capacity as owners:				
Contributions, net of transaction costs	-	-	-	-
Share based payments expensed	-	33,916	-	33,916
Balance as at 31 December 2022	87,611,747	714,665	(60,708,370)	27,618,042
Balance as at 1 July 2023	95,822,032	787,665	(71,705,849)	24,903,848
Loss for the year	-	-	(10,020,917)	(10,020,917)
Transactions with owners in their capacity as owners:				
Contributions, net of transaction costs	(19,168)	-	-	(19,168)
Share based payments expensed	-	67,622	-	67,622
Total transactions with owners in their capacity as owners	(19,168)	67,622	-	48,454
Balance as at 31 December 2023	95,802,864	855,287	(81,726,766)	14,931,385

CONSOLIDATED STATEMENT OF CASH FLOWS

	31 Dec 2023 \$	31 Dec 2022 \$
Cash flow from operating activities		
Receipts from customers	4,472,909	2,455,880
Operating grant receipts	<u>-</u>	163,249
Payments to suppliers and employees	(10,681,395)	(12,493,576)
Interest received	127,999	122,709
Right of use lease interest	(94,850)	(100,750)
Net cash provided by / (used in) operating activities	(6,175,337)	(9,852,489)
Cash flow from investing activities		
Payments for property, plant and equipment	-	(4,394,920)
Payments for intangible assets	<u> </u>	<u> </u>
Net cash provided by / (used in) investing activities	<u> </u>	(4,394,920)
Cash flow from financing activities		
Proceeds from Share Issue	500,000	<u>-</u>
Principal portion of lease payments	(1,082,598)	(1,157,098)
Payment of share issue costs	(215,967)	-
Net cash provided by financing activities	(798,565)	(1,157,098)
Reconciliation of cash		
Cash at beginning of the financial year	11,639,865	28,713,662
Net increase / (decrease) in cash held	(6,973,902)	(15,404,506)
Cash at end of financial year	4,665,963	13,309,156

NOTES TO FINANCIAL STATEMENTS

FOR THE HALF YEAR ENDED 31 DECEMBER 2023

1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

This general purpose interim financial report for the half year ended 31 December 2023 has been prepared in accordance with *AASB 134 Interim Financial Reporting* and the *Corporations Act 2001*. The interim financial report does not include all information required for a full annual financial report and should be read in conjunction with the annual report of the Group for the year ended 30 June 2023 and any public announcements made by Sovereign Cloud Holdings Limited during the interim reporting period.

The same accounting policies and methods of computation have been followed in this interim financial report as were applied in the most recent annual financial statements.

The financial report covers Sovereign Cloud Holdings Limited and its consolidated entities. Sovereign Cloud Holdings Limited is a listed public company, incorporated and domiciled in Australia. Sovereign Cloud Holdings Limited is a for-profit entity for the purpose of preparing the financial statements.

Fair values

The fair values of the Consolidated Entity's financial assets and financial liabilities approximate their carrying value due to being short-term in nature. No financial assets or financial liabilities are readily traded on organised markets in standardised form.

The financial report also complies with the International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB).

Going concern

The financial statements have been prepared on the going concern basis, which contemplates continuity of normal business activities and the realisation of assets and the settlement of liabilities in the normal course of business.

The group incurred a loss from ordinary activities of \$10 million during the period ended 31 December 2023 and had cash on hand at 31 December 2023 of \$4.7 million. The Board is conscious that the Group's current cash reserves is inadequate given the cash burn rates that are expected to prevail in the short term.

In December 2023 the Board appointed Ord Minnett to conduct a strategic review of The Company. The priority of the strategic review was to explore the optimal recapitalisation of The Company to fund future growth. The Company recognises that it requires additional funds to meet forecast cash needs in the next 12 months and has identified growth opportunities in both cyber security and cloud solutions. Whilst there can be no assurances as to potential success of the recapitalisation, the Company is advanced in its' program of raising new capital to fund future operations and if successful the Company will have the ability to continue as a going concern. If the recapitalisation is unsuccessful, along with other matters noted above, indicate the existence of material uncertainty that may cast significant doubt about the Group's ability to continue as a going concern and therefore, the Company may be unable to realise its' assets and discharge its liabilities in the normal course of business. The ability of the group to continue as a going concern is principally dependent upon the ability of the Company to raise additional funding.

New and revised standards

A number of new or amended standards became applicable for the current reporting period. The impact of the adoption of these standards did not have any impact on the group's accounting policies.

Segment reporting

The Group has identified one segment as being the cloud and cyber security sector in Australia. There have been no changes in the operating segments during the year. Accordingly, all significant operating decisions are based upon analysis of the Group as one segment. The financial results from the segment are equivalent to the financial statements of the Group as a whole.

Comparatives

Where necessary comparative information has been reclassified and repositioned for consistency with current year disclosure and presentation.

NOTES TO FINANCIAL STATEMENTS

FOR THE HALF YEAR ENDED 31 DECEMBER 2023

	31 Dec 2023	31 Dec 2022
	\$	\$
2: REVENUE FROM CONTRACTS WITH CUSTOMERS		
Provision of cloud & cyber security services	3,135,198	1,987,486
Technical project services	905,735	637,100
Interest income	127,332	122,714
R & D Refundable tax offset	499	163,249
	4,168,764	2,910,549
	31 Dec 2023 \$	30 Jun 2023 \$
3: PROPERTY, PLANT AND EQUIPMENT		
Leasehold improvements		
Improvements under lease	279,572	279,572
Accumulated depreciation	(279,572)	(279,572)
		-
Office equipment at cost	213,735	216,643
Accumulated depreciation	(119,716)	(99,096)
	94,019	117,547
Computer equipment at cost	16,063,721	16,063,721
Accumulated depreciation	(8,114,765)	(6,264,157)
	7,948,956	9,799,564
Total property, plant and equipment	8,042,975	9,917,111
4: RIGHT OF USE LEASE ASSETS		
Data centres under lease	8,712,686	8,712,686
Accumulated depreciation	(5,027,778)	(4,222,184)
	3,684,908	4,490,502
Computer equipment under lease	3,033,734	3,033,735
Accumulated depreciation	(1,929,459)	(1,624,428)
	1,104,275	1,409,307
Total carrying amount of lease assets	4,789,183	5,899,809

			31 Dec 2023 \$	30 Jun 2023 \$
5: PAYABLES CURRENT Unsecured liabilities				
Trade creditors			1,635,807	2,697,965
Sundry creditors and accruals			<u> </u>	435,452 3,133,417
6: SHARE CAPITAL Issued and paid-up capital Ordinary shares - (June 2023: 339,400,672) (E	December 2023: 3	39,400,672)	95,802,864 95,802,864	95,822,032 95,822,032
	31 Decem	ber 2023	30 June 2023	
Ordinary shares	Number	\$	Number	\$
Opening balance Shares issued:	339,400,672	95,822,032	169,700,336	87,611,747
June 2023 - Entitlement Offer	-	-	169,700,336	8,485,017
Transaction costs relating to shares issued - 2023	-	(19,168)	-	(274,732)
Closing balance	339,400,672	95,802,864	339,400,672	95,822,032

7: SHARE BASED PAYMENTS

(a) Equity-settled share-based payments

(i) Employee option plan

The company continued the Employee Share Options Plan ("ESOP") as part of its overall long term employee incentive arrangements.

Details of the options granted are provided below:

H1 FY24

Grant date	Expiry date	Exercise price	Balance at beginning of the year	Granted during the year	Exercised during the year	Expired during the year	Balance at the end of the year	Exercisable at end of the year
30/09/2020	30/06/2024	\$0.60	876,468	-	-	58,168	818,300	818,300
09/09/2022	1/07/2027	\$ -	1,280,795	-	-	678,727	602,068	-
19/10/2022	1/07/2027	\$ -	1,000,000	-	-	-	1,000,000	-
30/01/2023	31/12/2027	\$ -	1,500,000	-	-	-	1,500,000	-
30/10/2023	1/07/2028	\$0.30	-	2,500,000	-	-	2,500,000	-
		-	4,657,263	2,500,000	-	736,895	6,420,368	818,300
Weighted avera	age exercise price	e:	\$0.60	\$0.30	-	-	\$0.37	\$0.60

Long Term Incentive Plan

As part of the Long-Term Incentive Plan for Company Executives, the Company granted the following Employee Options under the Company's Employee Share Option Plan.

Number of Options	Tranche 1: 1,250,000 (Grant Date 30/10/2023)
	Tranche 2: 1,250,000 (Grant Date 30/10/2023)
Exercise Price	Tranche 1: \$0.30
	Tranche 2: \$0.30
Expiry Date	Tranche 1: 1 July 2027
	Tranche 2: 1 July 2028
Vesting Dates	Tranche 1: 1 July 2025 Tranche 2: 1 July 2026
Vesting Conditions	Condition 1 : Service – the Eligible Employee has remained employed or engaged by the Company.
	Subject to the terms of the Company's Employee Share Option Plan

Fair Value of LTI Options

The assessed fair value at the date of grant of options issued is determined using an appropriate option pricing model that primarily takes the conditions of the grant to determine the fair value. In assessing the fair value of the Performance Rights which are subject to market condition, the valuation model used was a binomial option pricing model to value the performance of the shares during the performance right's life, as detailed below.

Grant date	Tranche 1	Tranche 2
Exercise Price (\$/share)	\$0.30	\$0.30
Expiry Date	1 July 2027	1 July 2028
Expected price volatility of the group's shares	85%	85%
Spot price (\$/share)	0.093	0.093
Risk free rate	4.37%	4.49%
Pricing model	Binomial pricing model	Binomial pricing model
Vesting date	1 July 2025	1 July 2026
Fair Value (\$/right)	0.0342	0.0427

8: COMMITMENTS

No material commitments as at 31 December 2023.

9: EVENTS SUBSEQUENT TO REPORTING DATE

There have been no material matters or circumstances which have arisen between 31 December 2023 and the date of this report that have significantly affected or may affect the operations of the Group, the results of those operations and the state of affairs of the Group in subsequent financial periods.

DIRECTOR'S DECLARATION

In accordance with a resolution of the directors of Sovereign Cloud Holdings Limited, the directors of the Company declare that:

- 1. The consolidated financial statements and notes, as set out on pages 4 to 11, are in accordance with the *Corporations Act* 2011, including:
 - complying with the Corporations Regulations 2001 and Australian Accounting Standards and Interpretations, which, as stated in accounting policy Note 1 to the financial statements, constitutes compliance with International Financial Reporting Standards; and
 - (ii) giving a true and fair view of the financial position of the consolidated entities as at 31 December 2023 and of its performance for the half year ended on that date.
- 2. In the directors' opinion, and subject to the risks set out in note 1 Going concern, there are reasonable grounds to believe the Company will be able to pay its debts as and when they become due and payable; and

Signed in accordance with a resolution of the Directors.

Cathie Reid Chair

Dated: 27 February 2024



INDEPENDENT AUDITOR'S REVIEW REPORT TO THE MEMBERS OF SOVEREIGN CLOUD HOLDINGS LIMITED

Report on the Half-Year Financial Report

We have reviewed the half-year financial report of Sovereign Cloud Holdings Limited and its controlled entity (the "Group"), which comprises the consolidated statement of financial position as at 31 December 2023, the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the half-year ended on that date, a summary of significant accounting policies and other explanatory information, and the directors' declaration.

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the accompanying half-year financial report of the Group does not comply with the Corporations Act 2001 including:

- (a) giving a true and fair view of the Group's financial position as at 31 December 2023 and of its performance for the half-year ended on that date; and
- (b) complying with Accounting Standard AASB 134 Interim Financial Reporting and the Corporations Regulations 2001.

Basis for Conclusion

We conducted our review in accordance with ASRE 2410 Review of a Financial Report Performed by the Independent Auditor of the Entity. Our responsibilities are further described in the Auditor's Responsibilities for the Review of the Financial Report section of our report. We are independent of the Group in accordance with the auditor independence requirements of the Corporations Act 2001 and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 Code of Ethics for Professional Accountants (including Independence Standards) (the Code) that are relevant to our audit of the annual financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We confirm that the independence declaration required by the Corporations Act 2001, which has been given to the directors of the Group, would be in the same terms if given to the directors as at the time of this auditor's report.

Directors' Responsibility for the Half-Year Financial Report

The directors of the Company are responsible for the preparation of the half-year financial report that gives a true and fair view in accordance with Australian Accounting Standards and the Corporations Act 2001 and for such control as the directors determine is necessary to enable the preparation of the half-year financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

Material Uncertainty Related to Going Concern

Without modifying our opinion, we draw attention to Note 1 Going Concern in the financial report, which discloses that the company requires additional funds to meet forecast cash needs in the next 12 months and is in the course of a recapitalisation. These conditions, along with other matters as set forth in Note 1 Going Concern, indicate the existence of a material uncertainty that may cast significant doubt about the ability to continue as a going concern and therefore, the company may be unable to realise its assets and discharge its liabilities in the normal course of business.

Auditor's Responsibility

Our responsibility is to express a conclusion on the half-year financial report based on our review. ASRE 2410 requires us to conclude whether we have become aware of any matter that makes us believe that the half-year financial report is not in accordance with the Corporations Act 2001 including giving a true and fair view of the Group's financial position as at 31 December 2023 and its performance for the half-year ended on that date, and complying with Accounting Standard AASB 134 Interim Financial Reporting and the Corporations Regulations 2001.



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INDEPENDENT AUDITOR'S REVIEW REPORT TO THE MEMBERS OF SOVEREIGN CLOUD HOLDINGS LIMITED (CONTINUED)

Auditor's Responsibility (Continued)

A review of a half-year financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Bentleys Brisbane (Audit) Pty Ltd Chartered Accountants

Stewart Douglas Director Brisbane 27 February 2024



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CORPORATE DIRECTORY

Directors

Mrs Cathie Reid Non-executive Chair

Mr Peter Maloney Managing Director

Mr Phil Dawson Executive Director

Mr Ross Walker Non-executive Director

Mr Craig Scroggie Non-executive Director

Finance Director

Theo Tragoudistakis

Company Secretary

Michelle Crouch

Head Office

Unit 7, 15-21 Beaconsfield Street FYSHWICK ACT 2609

Registered Office

Level 38 Central Plaza One 345 Queen Street BRISBANE QLD 4000

Auditor

Bentleys Brisbane (Audit) Pty Ltd Level 9, 123 Albert Street BRISBANE QLD 4000

Share Registry

Link Market Services Limited Level 12, 680 George Street SYDNEY NSW 2000

Stock Exchange Listing

The Company is listed on the Australian Securities Exchange Limited (ASX: SOV) ABN: 80 622 728 189



AUSTRALIA'S SOVEREIGN CLOUD IAAS PROVIDER

Data Security is our DNA

australiacloud.com.au