



Announcement Summary

Entity name

SOVEREIGN CLOUD HOLDINGS LIMITED

Announcement Type

New announcement

Date of this announcement

18/3/2024

The Proposed issue is:

An accelerated offer

Total number of +securities proposed to be issued for an accelerated offer

| ASX +security code | +Security description | Maximum Number of +securities to be issued |
|--------------------|-----------------------|--|
| SOV | ORDINARY FULLY PAID | 1,001,231,982 |

Trading resumes on an ex-entitlement basis (ex date)

20/3/2024

+Record date

21/3/2024

Offer closing date for retail +security holders

10/4/2024

Issue date for retail +security holders

18/4/2024

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

1.1 Name of +Entity

SOVEREIGN CLOUD HOLDINGS LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

1.2 Registered Number Type

ABN

Registration Number

80622728189

1.3 ASX issuer code

SOV

1.4 The announcement is

New announcement

1.5 Date of this announcement

18/3/2024

1.6 The Proposed issue is:

An accelerated offer

1.6b The proposed accelerated offer is

Accelerated renounceable entitlement offer with dual book-build structure (commonly known as a RAPIDS)



Part 3 - Details of proposed entitlement offer issue

Part 3A - Conditions

3A.1 Do any external approvals need to be obtained or other conditions satisfied before the entitlement offer can proceed on an unconditional basis?

No

Part 3B - Offer details

+Class or classes of +securities that will participate in the proposed issue and +class or classes of +securities proposed to be issued

ASX +security code and description

SOV : ORDINARY FULLY PAID

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

No

If the entity has quoted company options, do the terms entitle option holders to participate on exercise?

No

Details of +securities proposed to be issued

ASX +security code and description

SOV : ORDINARY FULLY PAID

ISIN Code (if Issuer is a foreign company and +securities do not have +CDIs issued over them)

ISIN Code for the entitlement or right to participate in the offer (if Issuer is foreign company and +securities do not have +CDIs issued over them)

Offer ratio (ratio to existing holdings at which the proposed +securities will be issued)

Has the offer ratio been determined?

Yes

The quantity of additional +securities to be issued

295

For a given quantity of +securities held

100

What will be done with fractional entitlements?

Maximum number of +securities proposed to be issued (subject to



rounding)

Fractions rounded up to the next whole number 1,001,231,982

Offer price details for retail security holders

Has the offer price for the retail offer been determined?

Yes

In what currency will the offer be made?

AUD - Australian Dollar

What is the offer price per +security for the retail offer?

AUD 0.03000

Offer price details for institutional security holders

Has the offer price for the institutional offer been determined?

Yes

In what currency will the offer be made?

AUD - Australian Dollar

What is the offer price per +security for the institutional offer?

AUD 0.03000

Oversubscription & Scale back details

Will individual +security holders be permitted to apply for more than their entitlement (i.e. to over-subscribe)?

Yes

Describe the limits on over-subscription

Eligible Retail Shareholders who take up their full entitlement may participate in a top-up facility by applying for additional fully paid ordinary shares in SOV.

Will a scale back be applied if the offer is over-subscribed?

Yes

Describe the scale back arrangements

Additional shares will be allocated by the Company, in its absolute discretion.

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

Yes

Part 3D - Timetable

3D.1a First day of trading halt

18/3/2024

3D.1b Announcement date of accelerated offer

19/3/2024



3D.2 Trading resumes on an ex-entitlement basis (ex date)

20/3/2024

3D.5 Date offer will be made to eligible institutional +security holders

18/3/2024

3D.6 Application closing date for institutional +security holders

19/3/2024

3D.7 Institutional offer shortfall book build date

19/3/2024

3D.8 Announcement of results of institutional offer

(The announcement should be made before the resumption of trading following the trading halt)

20/3/2024

3D.9 +Record date

21/3/2024

3D.10a Settlement date of new +securities issued under institutional entitlement offer

27/3/2024

3D.10b +Issue date for institutional +security holders

28/3/2024

3D.10c Normal trading of new +securities issued under institutional entitlement offer

28/3/2024

3D.11 Date on which offer documents will be sent to retail +security holders entitled to participate in the +pro rata issue

25/3/2024

3D.12 Offer closing date for retail +security holders

10/4/2024

3D.13 Last day to extend retail offer close date

5/4/2024

3D.17 Last day to announce results of retail offer, bookbuild for any shortfall (if applicable)

12/4/2024

3D.18 Entity announces results of bookbuild (including any information about the bookbuild expected to be disclosed under section 4.12 of Guidance Note 30)

15/4/2024

3D.19 +Issue date for retail +security holders

18/4/2024



Part 3E - Fees and expenses

3E.1 Will there be a lead manager or broker to the proposed offer?

Yes

3E.1a Who is the lead manager/broker?

Ord Minnett Limited ACN 002 733 048

3E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

Please refer to slide 25 of the Investor Presentation

3E.2 Is the proposed offer to be underwritten?

Yes

3E.2a Who are the underwriter(s)?

Ord Minnett Limited ACN 002 733 048

3E.2b What is the extent of the underwriting (ie the amount or proportion of the offer that is underwritten)?

Up to \$25million

3E.2c What fees, commissions or other consideration are payable to them for acting as underwriter(s)?

Please refer to slide 25 of the Investor Presentation

3E.2d Please provide a summary of the significant events that could lead to the underwriting being terminated

Please refer to slide 25 of the Investor Presentation

3E.2e Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed offer?

No

3E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?

No

3E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer

Advisor fees

Part 3F - Further Information

3F.1 The purpose(s) for which the entity intends to use the cash raised by the proposed issue

The net proceeds of the Offer will largely be deployed to fund the upfront cash consideration of the Acquisitions pay transaction and restructuring costs and for working capital requirements associated with executing the Company's strategic initiatives.

3F.2 Will holdings on different registers or subregisters be aggregated for the purposes of determining entitlements to the issue?

No

3F.3 Will the entity be changing its dividend/distribution policy if the proposed issue is successful?

No

3F.4 Countries in which the entity has +security holders who will not be eligible to participate in the proposed issue

Philippines and UK

3F.5 Will the offer be made to eligible beneficiaries on whose behalf eligible nominees or custodians hold existing +securities

Yes



3F.5a Please provide further details of the offer to eligible beneficiaries

Persons acting as nominee or custodian for eligible retail shareholders may submit entitlement and acceptance forms on behalf of those beneficial holders who are resident in Australia and New Zealand and who are not in the United States and not acting for the account of benefit of a person in the United States

3F.6 URL on the entity's website where investors can download information about the proposed issue

<https://investor.australiacloud.com.au/investors/?page=ASX-Announcements>

3F.7 Any other information the entity wishes to provide about the proposed issue

None

3F.8 Will the offer of rights under the rights issue be made under a +disclosure document or product disclosure statement under Chapter 6D or Part 7.9 of the Corporations Act (as applicable)?

No

3F.9 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:

The publication of a cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)