

Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme	Sovereign Cloud Holdings Limited (Company)
ACN/ARSN	622 728 189

1. Details of substantial holder (1)

Name	Sovereign Cloud Holdings Limited
ACN/ARSN (if applicable)	622 728 189

The holder became a substantial holder on 30/04/2024

2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Fully paid ordinary shares	295,000,000	295,000,000	29.49%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Refer to Annexure A.	Refer to Annexure A.	Refer to Annexure A.

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Refer to Annexure B.	Refer to Annexure B.	Refer to Annexure B.	Refer to Annexure B.

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)	Class and number of securities
N/A			

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Catherine Reid	Director of the Company, and director and shareholder of holder of relevant interest

Peter Maloney	Director of the Company, and director and shareholder of holder of relevant interest
Ross Walker	Director of the Company, and director and shareholder of holder of relevant interest

7. Addresses

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

Name	Address
Sovereign Cloud Holdings Limited ACN 622 728 189	C/- Pitcher Partners, Level 38, 345 Queen Street, Brisbane QLD 4000
Badger 31 Pty Ltd ACN 108 155 148 as trustee for the CGR Family Trust	C/- Pitcher Partners, Level 38, 345 Queen Street, Brisbane QLD 4000
SG03 Pty Ltd ACN 169 768 861 as trustee for the Enforcer Superfund	C/- Pitcher Partners, Level 38, 345 Queen Street, Brisbane QLD 4000
Cusp Holdings Pty Ltd ACN 675 555 165 as trustee for the CUSP Unit Trust	C/- Pitcher Partners, Level 38, 345 Queen Street, Brisbane QLD 4000
Peerless Investments Pty. Ltd. ACN 098 390 848 as trustee for the Peerless Superannuation Fund and the Maloney Family Trust	42 Bass Street, Flinders VIC 3929
Valkent Pty. Limited ACN 010 499 144	C/- Pitcher Partners, Level 38, 345 Queen Street, Brisbane QLD 4000

Signature

print name Michelle Crouch capacity Company Secretary

sign here DocuSigned by:  date 5/16/2024

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 7 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 total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) 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, 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.
- (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) 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.

Annexure A

This is the Annexure A of 1 page referred to in the accompanying Form 603.

print name Michelle Crouch

capacity Company Secretary

sign here

DocuSigned by:
Michelle Crouch

date 5/16/2024

Details of relevant interests

Holder of relevant interest	Nature of relevant interest	Class and number of securities
Sovereign Cloud Holdings Limited ACN 622 728 189	Relevant interest in 295,000,000 shares issued as part of consideration for the three acquisitions first announced on 18 March 2024 which are subject to the voluntary escrow arrangements with the vendors of each target, giving rise to a relevant interest under section 608(1)(c) of the <i>Corporations Act 2001</i> (Cth)	295,000,000 fully paid ordinary shares
Badger 31 Pty Ltd ACN 108 155 148 as trustee for the CGR Family Trust	Registered holder	63,923,946 fully paid ordinary shares
SG03 Pty Ltd ACN 169 768 861 as trustee for the Enforcer Superfund	Registered holder	1,450,580 fully paid ordinary shares
CUSP Holdings Pty Ltd ACN 675 555 165 as trustee for the CUSP Unit Trust	Registered holder	58,703,164 fully paid ordinary shares
Peerless Investments Pty. Ltd. ACN 098 390 848 as trustee for the Peerless Superannuation Fund	Registered holder	10,333,333 fully paid ordinary shares
Peerless Investments Pty. Ltd. ACN 098 390 848 as trustee for the Maloney Family Trust	Registered holder	8,000,000 fully paid ordinary shares
Valkent Pty. Limited ACN 010 499 144	Registered holder	17,883,649 fully paid ordinary shares

Annexure B

This is the Annexure B of 1 page referred to in the accompanying Form 603.

print name

Michelle Crouch

capacity

Company Secretary

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Michelle Crouch

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date

5/16/2024

Details of present registered holders

Holder of relevant interest	Registered holder of the securities	Person entitled to be registered as holder	Class and number of securities
Sovereign Cloud Holdings Limited ACN 622 728 189	Geoffrey Peter Hughes and Natasha Jane Hughes as trustee for the Corporate IT Solutions Trust ABN 95 113 020 048	Not applicable	62,453,000 fully paid ordinary shares
	Robert William Victor Cargill as trustee for the Cargill Family Trust ABN 95 924 612 638	Not applicable	32,547,000 fully paid ordinary shares
	Partner Consulting Services Pty Ltd ACN 634 409 680 as trustee for the PCS Investment Trust	Not applicable	83,333,333 fully paid ordinary shares
	Canopy Tools Group Pty Ltd ACN 634 236 909	Not applicable	116,666,667 fully paid ordinary shares
Catherine Reid	Badger 31 Pty Ltd ACN 108 155 148 as trustee for the CGR Family Trust	Not applicable	63,923,946 fully paid ordinary shares
	SG03 Pty Ltd ACN 169 768 861 as trustee for the Enforcer Superfund	Not applicable	1,450,580 fully paid ordinary shares
	Cusp Holdings Pty Ltd ACN 675 555 165 as trustee for the CUSP Unit Trust	Not applicable	58,703,164 fully paid ordinary shares
Peter Maloney	Peerless Investments Pty. Ltd. ACN 098 390 848 as trustee for the Peerless Superannuation Fund	Not applicable	10,333,333 fully paid ordinary shares
	Peerless Investments Pty. Ltd. ACN 098 390 848 as trustee for the Maloney Family Trust	Not applicable	8,000,000 fully paid ordinary shares
Ross Walker	Valkent Pty. Limited ACN 010 499 144	Not applicable	17,883,649 fully paid ordinary shares