

20 September 2024

## **Details of Sovereign Cloud Holdings Limited 2024 Annual General Meeting**

Sovereign Cloud Holdings Limited ACN 622 728 189 (the Company) is pleased to attach a copy of the following documents in relation to the 2024 Annual General Meeting (AGM) to be held on Monday 21 October 2024.

1. Letter to Shareholders regarding arrangements for the AGM as despatched to Shareholders.
2. Notice of 2024 Annual General Meeting (including Explanatory Memorandum).
3. Proxy Form.

This announcement was authorised for release by the Board of Directors.

### **Further information, please contact:**

Michelle Crouch  
Company Secretary  
P: +61 417 123 292  
E: [mcrouch@aucloud.com.au](mailto:mcrouch@aucloud.com.au)

### **About AUCloud**

AUCloud is an Australian owned and operated Cyber Security Managed Security Service Provider (MSSP) and Sovereign Cloud Service (IaaS) specialist that supports Australian Governments, Critical National Industries (CNIs) with the latest sovereign cloud infrastructure, backup and cyber security threat defence and response services. AUCloud solutions enable customers to benefit from sovereign data protection with the scale, automation, elasticity and lower costs typically associated with global cloud offerings.

AUCloud's Sovereign Cloud Service (IaaS) and Cyber Security Solutions are underpinned by a range of security certifications, including "Certified Strategic" on Digital Transformation Agency's Hosting Certification Framework (HCF), assessed to the PROTECTED controls of the Australian Signals Directorate's (ASD) Information Security Manual (ISM) through to the Australian Cyber Security Centre's Cloud Assessment and Authorisation Framework (CAAF), inclusive of the Information Security Registered Assessors Program (IRAP) certification and ISO 27001. This provides AUCloud's customers with confidence that their data is secure and that services are delivered to the highest standards.

**20 September 2024**

Dear Shareholders

On behalf of the Board of Sovereign Cloud Holdings Limited ACN 622 728 189 (the **Company**), I am pleased to invite you to the 2024 Annual General Meeting (**AGM**).

Details are provided below.

<b>Date</b>	<b>Monday, 21 October 2024</b>
<b>Time</b>	<b>10.00am (Brisbane time)</b>
<b>Location</b>	<b>Pitcher Partners, Level 38, 345 Queen Street, Brisbane</b>

The Company will not be sending hard copies of the Notice of Meeting to Shareholders unless the Company has no email address nominated for a Shareholder, or a Shareholder has already notified the Company that they wish to receive documents such as the Notice of Meeting in hard copy. If you have elected to receive notices by email, a communication will be sent to your nominated email address. The Notice of Meeting can be viewed and downloaded from [www.australiacloud.com.au](http://www.australiacloud.com.au). Alternatively, a complete copy of the meeting documents has been posted to the Company's ASX announcements page at [www.asx.com.au](http://www.asx.com.au).

Shareholders who prefer to submit questions in advance of the AGM may do so by submitting them by email to the Company Secretary, Michelle Crouch ([mcrouch@aucloud.com.au](mailto:mcrouch@aucloud.com.au)), by 7:00pm Friday, 18 October 2024.

Shareholders that intend to vote by a proxy are informed that completed Proxy Forms must be delivered to the Share Registry by 10:00am (Brisbane time) on Friday 18 October 2024

The Board appreciates your ongoing support and we look forward to meeting with you at the AGM.

This ASX announcement has been authorised for release by the Board of directors of the Company.

Yours sincerely

**Sovereign Cloud Holdings Limited**



**Cathie Reid**  
Chair

**SOVEREIGN CLOUD HOLDINGS LIMITED**  
**ACN 622 728 189**  
**NOTICE OF ANNUAL GENERAL MEETING**

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Notice is given that the Annual General Meeting of Shareholders of Sovereign Cloud Holdings Limited ACN 622 728 189 (**SOV** or **Company**) will be held at:

**TIME:** 10:00am (Brisbane time)

**DATE:** 21 October 2024

**PLACE:** Pitcher Partners, Level 38, 345 Queen Street, Brisbane, Queensland, Australia

***The business of the Meeting affects your shareholding and your vote is important.***

***This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.***

## Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of Shareholders of Sovereign Cloud Holdings Limited ACN 622 728 189 (**SOV** or **Company**) will be held at the offices of Pitcher Partners, Level 38, 345 Queen Street, Brisbane, Queensland 4000, Australia at 10:00am (Brisbane time) on Monday 21 October 2024 (**Meeting**), for the purpose of transacting the following business referred to in this Notice of Meeting.

An Explanatory Statement is enclosed with this Notice which provides additional information on matters to be considered at the Meeting.

Please note the important procedural requirements that will apply to the Meeting as set out in this Notice.

### AGENDA

#### ORDINARY BUSINESS

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##### FINANCIAL REPORT

To receive the financial report of the Company and the reports of the Directors and of the Auditors for the financial year ended 30 June 2024.

**Note:** There is no requirement for Shareholders to approve the reports.

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##### RESOLUTION 1: REMUNERATION REPORT

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

*"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report for the financial year ended 30 June 2024 as disclosed in the Company's Annual Report be adopted."*

**Note:** This Resolution is advisory only and does not bind the Company or the Directors. This Resolution is subject to voting exclusions which are set out below.

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##### RESOLUTION 2: RE-ELECTION OF DIRECTOR – ROSS WALKER

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

*"That, for the purposes of rule 19.3 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Ross Walker, a Director retires by rotation, and being eligible, is re-elected as a Director of the Company."*

#### SPECIAL BUSINESS

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##### RESOLUTION 3: APPROVAL OF 10% SHARE 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, Shareholders approve the Company having additional capacity to issue Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) (**10% Share Placement Capacity**) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement."*

**Note:** This Resolution is subject to voting exclusions which are set out below.

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##### RESOLUTION 4: APPROVAL OF CHANGE TO COMPANY NAME

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

*"That, for the purposes of section 157 of the Corporations Act and for all other purposes, Shareholders approve the change of the name of the Company to "AUCyber Limited"."*

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## **VOTING EXCLUSIONS:**

### **Voting Exclusion in accordance with the Corporations Act**

**Resolution 1:** The Company will disregard any votes, in accordance with section 250R(4) of the Corporations Act, by or on behalf of:

- (a) a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report; or
- (b) a Closely Related Party of such member.

However, in accordance with section 250R(5) of the Corporations Act, a person described above may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described in section 250R(4) and either:

- (a) the person does so as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; or
- (b) the person is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on Resolution 1 and expressly authorises the Chair to exercise the proxy even if Resolution 1 is connected directly or indirectly with the remuneration of the Key Management Personnel.

### **Voting Exclusion in accordance with the ASX Listing Rules**

**Resolution 3:** In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 3, by or on behalf of, if at the time the approval is sought the entity is proposing to make an issue of Equity Securities under ASX Listing Rule 7.1A.2, 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 ordinary securities in the Company), or an associate of that person or those persons.

However, the Company need not disregard a vote cast in favour of Resolution 3 if it is cast by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the 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 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.

## IMPORTANT NOTES FOR SHAREHOLDERS

These notes form part of the Notice of Meeting.

### Time and Place of Meeting

Notice is given that an Annual General Meeting of Shareholders of Sovereign Cloud Holdings Limited ACN 622 728 189 (**SOV** or **Company**) will be held on 21 October 2024 at 10:00am (Brisbane time) at the offices of Pitcher Partners, Level 38, 345 Queen Street, Brisbane, Queensland 4000, Australia.

Shareholders are also invited to submit questions to the Company prior to the Meeting, in relation to the business of the Meeting. The Company requests that Shareholders lodge any questions electronically by email to Michelle Crouch, Company Secretary at [mcrouch@aucloud.com.au](mailto:mcrouch@aucloud.com.au) on or before Friday 18 October 2024.

### Voting by proxy

Completed Proxy Forms must be delivered to the Share Registry by 10:00am (Brisbane time) on Friday 18 October 2024 in any of the following ways:

- (i) By mail:  
Sovereign Cloud Holdings Limited  
C/- Link Market Services Limited  
Locked Box A14  
Sydney, New South Wales 2135, Australia;
- (ii) Online: at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au);
- (iii) By hand:  
Link Market Services Limited  
Parramatta Square  
Level 22, Tower 6  
10 Darcy Street, Parramatta NSW 2150, Australia; or
- (iv) By fax: +61 2 9287 0309.

### Your Vote is Important

The business of the Annual General Meeting affects your shareholding and your vote is important.

### Voting Eligibility

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7:00pm (Brisbane time) on Friday, 18 October 2024.

### Notice to Persons outside Australia

This Explanatory Statement has been prepared in accordance with Australian laws, disclosure requirements and accounting standards. These laws, disclosure requirements and accounting standards may be different to those in other countries.

The distribution of this document may, in some countries, be restricted by law or regulation. Accordingly, persons who come into possession of this document should inform themselves of, and observe, any such restrictions.

### Voting requirements

In accordance with section 250JA of the Corporations Act, all Resolutions to be considered at the Meeting as set out in this Notice of Meeting will be decided on a poll (and not a show of hands). In accordance with the Company's Constitution, the Corporations Act and the ASX Listing Rules, each Resolution put to Shareholders at the Meeting must be passed by way of either an ordinary Resolution (in the case of

Resolution 2) which requires the Resolution be approved by a majority of votes cast by Shareholders entitled to vote on the Resolution, or special Resolution (in the case of Resolutions 3 and 4), which requires at least 75% of the votes cast by Shareholders entitled to vote on the Resolutions.

## PROXY AND VOTING INSTRUCTIONS

### Voting by proxy

1. Shareholders are advised that all Resolutions will be decided based on proxy votes which must be received by the Company by no later than 10:00am (Brisbane time) on Friday, 18 October 2024.
2. To vote by proxy, please complete the enclosed proxy form and return by the time and in accordance with the instructions set out on the proxy form.
3. In accordance with section 249L of the Corporations Act, members are advised that:
  - (a) each member of the Company entitled to attend and vote at the Meeting has a right to appoint a proxy;
  - (b) the proxy need not be a member of the Company; and
  - (c) a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.
4. A proxy may be either an individual or a body corporate. If you wish to appoint a body corporate as your proxy, you must specify on the Proxy Form:
  - (a) the full name of the body corporate appointed as proxy; and
  - (b) the full name or title of the individual representative of the body corporate to attend the Meeting.
5. Proxy appointments in favour of the Chair, the secretary or any Director that do not contain a direction on how to vote will be voted by the Chair in favour of each of the Resolutions proposed in this Notice of Meeting (except as expressly set out in this Notice of Meeting).
6. Proxy Forms must be signed by a Shareholder or the Shareholder's attorney or, if a corporation, executed under seal or in accordance with section 127 of the Corporations Act, or signed by an authorised officer or agent.
7. A Proxy Form is attached. If required, it should be completed, signed (and if the appointment is signed by the appointer's attorney, accompanied by the original authority under which the appointment was signed or a certified copy of the authority). Proxy forms must be returned in accordance with the instructions on the proxy form.

**Dated: 20 September 2024**

**By order of the Board**



**Michelle Crouch**  
Company Secretary  
Sovereign Cloud Holdings Limited

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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at 10:00am (Brisbane time) on 21 October 2024 at Pitcher Partners, Level 38, 345 Queen Street, Brisbane, Queensland, Australia.

This Explanatory Statement should be read in conjunction with, and forms part of, the accompanying Notice. The purpose of this Explanatory Statement is to provide information to Shareholders in deciding whether or not to pass the Resolutions set out in the Notice.

A Proxy Form is located at the end of this Notice of Meeting and available online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### Annual Report

In accordance with section 317(1) of the Corporations Act, the Company's Annual Report must be laid before the Annual General Meeting. There is no requirement for Shareholders to approve the Annual Report. At the Meeting, Shareholders will be offered the opportunity to:

- (a) discuss the Annual Report which is available online on the Company's ASX announcement platform at [www.asx.com.au](http://www.asx.com.au);
- (b) ask questions about, or comment on, the management of the Company;
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements in the Annual Report and the independence of the auditor in relation to the conduct of the audit; and
- (d) ask questions about, or make comments on, the Remuneration Report.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

- (a) the content of the Auditor's Report; and
- (b) the conduct of the audit.

may be submitted no later than 48 hours before the start of Meeting to the Company Secretary, Michelle Crouch by email to [mcrouch@aucloud.com.au](mailto:mcrouch@aucloud.com.au) or may be raised during the Meeting.

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## 1. RESOLUTION 1 – REMUNERATION REPORT

The Remuneration Report is set out in the Company's Annual Report which is available online on the Company's ASX Announcement platform at [www.asx.com.au](http://www.asx.com.au).

The Chair of the Meeting will allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, the Remuneration Report at the Meeting.

The Remuneration Report identifies the Company's Key Management Personnel for the financial year to 30 June 2024 and sets out the remuneration policy for the Company and the remuneration arrangements in place for such persons.

In accordance with section 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors of the Company. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

However, if the Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive Annual General Meetings, Shareholders will have the opportunity to remove the whole Board (except a managing director). Where a Resolution on the Remuneration Report receives a Strike at two consecutive Annual General Meetings, the Company will be required to put to Shareholders at the second annual general meeting a Resolution on whether another meeting should be held (within 90 days) at which all Directors (other than a managing director) who were in office at the date of approval



of the applicable Directors' Report must stand for re-election. The Company notes that its Remuneration Report did not receive a Strike at last year's Annual General Meeting.

A voting exclusion statement for Resolution 1 is included in the voting exclusions.

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## **2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – ROSS WALKER**

Pursuant to rule 19.3 of the Constitution and ASX Listing Rule 14.4, Ross Walker, being a Director, retires by way of rotation and, being eligible, offers himself for re-election as a Director.

Mr. Walker was appointed a Director on 8 November 2017, and was re-elected as a Director on 20 October 2021 at the Company's 2021 Annual General Meeting.

Mr. Walker is a Fellow Chartered Accountant with extensive industry experience, having worked with Arthur Andersen, including three years in the USA, before joining Pitcher Partners Brisbane (formerly Johnston Rorke) where he was Managing Partner for 20 years until his retirement in 2017. During that time, Mr. Walker was predominately involved in corporate finance, valuations, audit, capital raisings and mergers and acquisitions. Mr. Walker is also a Non-Executive Director of RPM Global Limited (ASX: RUL) and a Non-Executive Director of Wagners Holding Company Limited (ASX: WGN).

### **Board recommendation**

The Board (excluding Mr. Walker) recommends that Shareholders vote in favour of Resolution 2. The Chair of the Meeting intends to vote undirected proxies in favour of Resolution 2.

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## **3. RESOLUTION 3 – APPROVAL OF 10% SHARE PLACEMENT CAPACITY**

### **Background**

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.

However, under ASX Listing Rule 7.1A, an eligible entity can seek approval from its Shareholders, by way of a special resolution passed at its Annual General Meeting, to add an additional 10% capacity (**10% Placement Capacity**). The 10% Placement Capacity is in addition to the Company's existing 15% Placement Capacity permitted by ASX Listing Rule 7.1 bringing the total combined potential placement capacity for the Company to 25%.

An 'eligible entity' for the purpose of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. At the date of this Notice, the Company is an eligible entity for these purposes. If on the date of the Meeting, the Company no longer meets this eligibility criteria, Resolution 3 will be withdrawn.

Resolution 3 seeks Shareholder approval, by way of special resolution, for the Company to have the 10% Placement Capacity to issue Equity Securities provided for in ASX Listing Rule 7.1A

If Resolution 3 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in ASX Listing Rules 7.1 and 7.1A without any further Shareholder approval.

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 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.

### **Information required by ASX Listing Rule 7.3A**

In accordance with ASX Listing Rule 7.3A, the following information is provided:

#### **(a) Minimum price**

The minimum price at which Equity Securities may be issued under the 10% Placement Capacity must

not be less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price of the Equity Securities to be issued is agreed; and
- (ii) if the Equity Securities are not issued within 10 trading days of the date in paragraph (i), the date on which the Equity Securities are issued.

**(b) Potential risk of economic and voting dilution**

If Resolution 3 is approved, and the Company issues Equity Securities under the 10% Placement Capacity, the existing Shareholders' economic and voting power in the Company will be diluted.

Shareholders should note that in such circumstances, there is a risk that:

- (i) the market price for the Company's Equity Securities in that class may be significantly lower on the issue date than on the date of the approval under ASX Listing Rule 7.1A; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date

which may have an effect on the amount of funds raised by the issue of Equity Securities under ASX Listing Rule 7.1A.

The table below shows the potential dilution of Shareholders of the Company on the basis of 3 different assumed issue prices and values for the variable "A" in the formula in ASX Listing Rule 7.1A.2:

		Dilution when compared with the current issued share capital	Potential Dilution and Funds Raised		
			50% decrease in Issue Price \$0.14 per Share	Issue Price \$0.28 per Share	100% increase in Issue Price \$0.56 per Share
Issued share capital	Current issued share capital 163,563,360	10% dilution	16,356,336 Shares	16,356,336 Shares	16,356,336 Shares
		Funds raised	\$2,289,887	\$4,579,774	\$9,159,548
	50% increase in issued share capital 245,345,040	10% dilution	24,534,504 Shares	24,534,504 Shares	24,534,504 Shares
		Funds raised	\$3,434,831	\$6,869,661	\$13,739,322
	100% increase in issued share capital 327,126,720	10% dilution	32,712,672 Shares	32,712,672 Shares	32,712,672 Shares
		Funds raised	\$4,579,774	\$9,159,548	\$18,319,096

Note: the table above has been prepared on the following assumptions:

- The Issue Price of \$0.28 is based on the closing price of Shares on 2 September 2024;
- The current issued share capital is based on the total number of fully paid ordinary Shares on 2 September 2024;
- The Company issues the maximum number of fully paid ordinary Shares available under the 10% Placement Capacity;
- No options are exercised prior to the date of issue of any fully paid ordinary Shares under the 10% Placement Capacity;

5. The table shows the effect of an issue of Equity Securities under the 10% Placement Capacity only, not under the Company's 15% Placement Capacity under ASX Listing Rule 7.1; and
6. The table does not show an example of dilution that may occur to any particular Shareholder due to any placements under the 10% Placement Capacity.

**(c) Approval period**

Approval under this ASX Listing Rule 7.1A commences on the date at which approval is obtained at the annual general meeting and expires on the first to occur of the following:

- (i) 12 months after approval is obtained at this Meeting;
- (ii) the time and date of the next annual general meeting; and
- (iii) the time and date on which Shareholders approve a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking).

**(d) Purpose of potential issue**

Equity Securities issued under the 10% Placement Capacity must be issued for cash consideration.

The Company intends to use any funds raised from such issues for working capital purposes and to fund the Company's growth strategy.

The Company will comply with its disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.3 upon any issue of Shares under the 10% Placement Capacity.

**(e) Allocation policy under the 10% Placement Capacity**

The Company's allocation policy will depend on the prevailing market conditions at the time of any proposed issue under the 10% Placement Capacity.

Potential allottees of Equity Securities under the 10% Placement Capacity will be determined on a case-by-case basis having regard to factors which may include:

- (i) the methods of raising funds which are available to the Company, including the time and market exposure associated with the various methods of raising capital applicable at the time of the raising;
- (ii) the effect of any such issue on the control of the Company;
- (iii) the financial situation of the Company; and
- (iv) advice from corporate, financial and broking advisers.

As at the date of this Notice, no allottees for a placement under the 10% Placement Capacity have been determined. They may, however, include substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

**(f) Prior issues and Shareholder approval**

The Company has not issued or agreed to issue Equity Securities under ASX Listing Rule 7.1A in the 12 months preceding the date of the Meeting.

**(g) Voting Exclusion statement**

A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing Shareholders or class of security holders in relation to the proposed 10% Placement Capacity. Accordingly, no existing Shareholder will be excluded from voting under the voting exclusion statement in the Notice.

**Board recommendation**

The Board recommends that Shareholders vote in favour of Resolution 3. The Chair of the Meeting intends to vote undirected proxies in favour of Resolution 3.

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**4. RESOLUTION 4 – APPROVAL OF CHANGE TO COMPANY NAME**

The Board has formed the view that the name 'AUCyber Limited' is a more appropriate name for the Company, reflecting the business' existing branding.

For a company to change its name, it must pass a special resolution adopting a new name and lodge an application in the prescribed form with ASIC. If the proposed name is available, ASIC must change the company's name. The change of name takes effect when ASIC alters the details of the company's registration, under section 157 of the Corporations Act.

Resolution 4 seeks Shareholder approval of the proposed company name 'AUCyber Limited'.

**Board recommendation**

The Board recommends that Shareholders vote in favour of Resolution 4. The Chair of the Meeting intends to vote undirected proxies in favour of Resolution 4.

## Glossary

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In this Notice of Meeting and Explanatory Statement:

<b>Annual Report</b>	means the financial statements of the Company and the reports of the Directors and the Auditors for the financial year ended 30 June 2024
<b>ASIC</b>	Australian Securities and Investments Commission
<b>ASX</b>	means ASX Limited or the Australian Securities Exchange operated by ASX Limited, as the context requires
<b>Board</b>	means the board of Directors of the Company
<b>Chair</b>	means the chair of the Company
<b>Closely Related Party of a member of the Key Management Personnel</b>	means a spouse or child of the member; or a child of the member's spouse; or a dependent of the member or the member's spouse; or anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or a company the member controls; or a person prescribed by the <i>Corporations Regulations 2001</i> (Cth)
<b>Company or SOV</b>	means Sovereign Cloud Holdings Limited ACN 622 728 189
<b>Constitution</b>	means the constitution of the Company as amended
<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth) as amended
<b>Director</b>	means a director of the Company
<b>Equity Securities</b>	has the same meaning given in the ASX Listing Rules
<b>Explanatory Statement</b>	means this Explanatory Statement
<b>Key Management Personnel</b>	has the same meaning given in the ASX Listing Rules
<b>Listing Rule</b>	means the listing rules of the ASX
<b>Meeting or AGM</b>	means the Annual General Meeting convened by this Notice of Meeting (as adjourned from time to time) as the context refers.
<b>Notice or Notice of Meeting</b>	means this notice of meeting
<b>Proxy Form</b>	means the proxy form attached to this Notice of Meeting
<b>Relevant Period</b>	has the meaning given in ASX Listing Rule 7.1, being: <ul style="list-style-type: none"> <li>(a) if the entity has been admitted to the official list for 12 months or more, the 12 month period immediately preceding the date of the issue or agreement; or</li> <li>(b) if the entity has been admitted to the official list for less than 12 months, the period from the date the entity was admitted to the official list to the date immediately preceding the date of the issue or agreement</li> </ul>
<b>Remuneration Report</b>	means the remuneration report of the Company included in the Directors' Report section of the Company's Annual Report
<b>Resolution</b>	means a resolution set out in the Notice of Meeting
<b>Share</b>	means a fully paid ordinary share in the capital of the Company
<b>Shareholder</b>	means a holder of a Share
<b>Trading Days</b>	means a trading day as defined in Chapter 19 of the ASX Listing Rules.
<b>VWAP</b>	means volume weighted average market price as defined in Chapter 19 of the ASX Listing Rules

**LODGE YOUR VOTE**

**ONLINE**
[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

**BY MAIL**

Sovereign Cloud Holdings Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia


**BY FAX**

+61 2 9287 0309


**BY HAND**

Link Market Services Limited  
Parramatta Square, Level 22, Tower 6,  
10 Darcy Street, Parramatta NSW 2150; or


**ALL ENQUIRIES TO**

Telephone: 1300 554 474

Overseas: +61 1300 554 474


**X99999999999**
**PROXY FORM**

I/We being a member(s) of Sovereign Cloud Holdings Limited and entitled to participate in and vote hereby appoint:

**APPOINT A PROXY**
☐ **the Chair of the Meeting (mark box)**

**OR** if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chair of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (Brisbane time) on Monday, 21 October 2024 at Pitcher Partners, Level 38, 345 Queen St, Brisbane City QLD 4000** (the **Meeting**) and at any postponement or adjournment of the Meeting.

**Important for Resolution 1:** If the Chair of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chair of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

**The Chair of the Meeting intends to vote undirected proxies in favour of each item of business.**

**VOTING DIRECTIONS**

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒
**Resolutions**
**1** Remuneration Report

**For Against Abstain\***

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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**2** Re-Election of Director – Ross Walker

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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**3** Approval of 10% Share Placement Capacity

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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**4** Approval of Change to Company Name

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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\* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

**SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED**

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)




Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

**SOV PRX2402C**



## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### APPOINTMENT OF PROXY

If you wish to appoint the Chair of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

### DEFAULT TO CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to participate in the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to participate in the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (Brisbane time) on Saturday, 19 October 2024**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



#### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



#### BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

#### QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



#### BY MAIL

Sovereign Cloud Holdings Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
Parramatta Square  
Level 22, Tower 6  
10 Darcy Street  
Parramatta NSW 2150

\*During business hours Monday to Friday (9:00am - 5:00pm)

### IMPORTANT INFORMATION

Link Group is now known as MUFG Pension & Market Services. Over the coming months, Link Market Services will progressively rebrand to its new name MUFG Corporate Markets, a division of MUFG Pension & Market Services.

**IF YOU WOULD LIKE TO PARTICIPATE IN AND VOTE AT THE GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**