

ASX Announcement:

5G Networks on market takeover bid for Aucyber



20th December 2024

5G NETWORKS LIMITED ACN 073 716 793 (5GN OR BIDDER) ON-MARKET TAKEOVER BID FOR AUCYBER LIMITED ACN 622 728 189 (CYB) AT \$0.11 CASH PER CYB SHARE (OFFER PRICE).

5GN is pleased to announce its unconditional on-market takeover bid to acquire all of the fully paid ordinary shares in the capital of CYB (**CYB shares**) which are quoted on the Australian Securities Exchange (**ASX**) that exist or will exist at any time during the Offer Period (as defined below) and are not already owned or controlled by the Bidder, for 11 cents cash per CYB share (**Offer**).

The full terms of the Offer are set out in section 13 of the attached bidder's statement.

The Bidder has appointed Morgans Financial Limited ACN 010 669 726 (**Broker**) as its broker and agent for the acquisition of CYB shares on-market under its takeover bid.

The Offer will commence on Thursday, 6 January 2025 and end on Thursday, 6 February 2025, unless the Offer is withdrawn or extended in accordance with the Corporations Act 2001 (Cth) (**Corporations Act**). However, the Broker, on behalf of the Bidder, will buy CYB shares from today at the Offer Price (before the Offer opens).

The Offer provides CYB shareholders with a simple cash exit from their holding in CYB that delivers immediate value. Accepting CYB shareholders should be expected to be paid cash on a normal T+2 basis.

Summary terms of Offer

The Offer is a market bid (as defined in the Corporations Act) with the Offer Price for CYB shares acquired under the Offer being payable entirely in cash.

Key features of the Offer are:

- It is an on-market, unconditional offer of \$0.11 cash per CYB share, representing a:
 - o 7.3% premium to the closing price of CYB shares on Thursday, 19 December 2024; and
 - o 0.9% premium to the 5-day VWAP of \$0.1090 per CYB share;
- From the date of this announcement until the end of the Offer Period (as defined below), the Broker, on behalf of 5GN, will offer to acquire on-market all outstanding CYB shares that exist or will exist at any time during the Offer Period (as defined below) that are not already owned or controlled by the Bidder; and
- The Offer Period (as defined below) may be extended, and the Offer Price may be increased, in accordance with the Corporations Act.

Offer Period

The Broker will stand in the market on behalf of the Bidder and accept CYB shares offered to it at the Offer Price. The Offer will commence on Thursday, 6 January 2025 and end on Thursday, 6 February 2025 (Offer Period), unless extended or withdrawn under the Corporations Act. However, the Broker will offer to acquire on-market CYB shares, on behalf of the Bidder, from the date of this announcement (before the Offer opens).

The Bidder reserves the right to withdraw unaccepted Offers in the limited circumstances permitted by, and in accordance with, Part 6.7 of the Corporations Act, at any time before the end of the Offer Period.

Acceptance of Offer

As the Offer will be an on-market offer, accepting CYB shareholders may only accept the Offer on-market through brokers which are members of ASX. All CYB shares to be acquired by the Bidder under the Offer will be acquired on-market only during trading days and in accordance with the ASX Settlement Operating Rules.



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Variation of Offer

The Bidder may vary the Offer Period and certain other terms of the Offer in accordance with the Corporations Act. The Offer may also be automatically varied in certain circumstances by operation of the Corporations Act.

Payment of Offer Price for CYB shares

The usual ASX rules for settlement of transactions made on the ASX will apply in respect of acceptances of the Offer and acquisition of CYB shares. This means that if a holder of CYB shares accepts an Offer, settlement will occur for the 11 cents per share cash consideration for each CYB share acquired on a T+2 basis (being the second trading day after the date of your acceptance) in accordance with the ASX Settlement Operating Rules.

Any brokerage or other fees charged by the brokers acting for CYB shareholders selling their CYB shares will be the sole responsibility of those CYB shareholders.

5GN Bidder's Statement

In accordance with section 635 of the Corporations Act, 5GN's bidder's statement will be sent to CYB and lodged with each of ASX and the Australian Securities and Investments Commission today. A copy of the bidder's statement will also be sent to CYB shareholders before commencement of the Offer Period.

CYB shares

The CYB shares, the subject of the Offer, are fully paid ordinary shares in the capital of CYB, which are on issue on the date of the bidder's statement and any other CYB shares that are issued before the end of the Offer Period.

Immediately before making this announcement:

- so far as the Bidder is aware, there were 163,563,360 CYB shares on issue, all of which are quoted on ASX; and
- the Bidder has a relevant interest in 17,562,221 CYB shares, which represents approximately 10.74% of the current issued share capital of CYB.

**This announcement has been authorised
by the directors of 5GN.**

**This announcement has been authorised by
Morgans Financial Limited**

Investor Enquiries

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About 5GN

5GN is an Australian owned digital services company who empower more than 2,500 corporate clients to grow and thrive online. Our portfolio of digital services is extensive, with market leading offers across Cloud, Data networks, Data centre, managed IT services and digital marketing.

5GN currently owns and operates its own Nationwide and Internationally highspeed Data Network with points of presence in all major Australian capital cities, Singapore, USA, Hong Kong and New Zealand. In addition, the Company offers managed cloud solutions through its Cloud and Data Centre capabilities as well as managed services to optimise customers' IT and network environments. Supporting this is the Company's combined rack capacity of over 1,200 racks through its owned and operated Data Centres across Melbourne, Sydney, Brisbane and Adelaide.

Our customer focussed heritage has been built on expertise, innovation and personalised service; critical attributes delivered through our culture and embraced by our people.

The 5GN mission is dedicated to leading online success for our customers. We achieve this by building trusted and valued client relationships which convert successful business outcomes at each milestone across the customers' digital journey.



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