

This is an important document and requires your immediate attention.

If you are in any doubt about how to deal with this document, you should contact your broker, financial adviser or legal adviser immediately.

## **BIDDER'S STATEMENT**

### **UNCONDITIONAL ON-MARKET CASH OFFER**

by 5G Networks Limited ACN 073 716 793 (**5GN**)

to acquire all of your fully paid ordinary shares in

AuCyber Limited ACN 622 728 189 (**CYB**)

for **11 cents cash per share**

## **ACCEPT**

To accept this Offer, you must instruct your Broker to accept the Offer in the manner described in section 3 of this Bidder's Statement.

The Offer closes at 4.00 pm (Melbourne time) on Thursday, 6 February 2025 unless extended or withdrawn in accordance with the Corporations Act.

Morgans has been appointed as the Broker of 5GN in relation to the Offer and will stand in the market and accept CYB Shares offered to it at the Offer Price from 10.00 am (Melbourne time) on Friday, 20 December 2024.

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## KEY DATES

Event	Date
Announcement Date	Friday, 20 December 2024
Bidder's Statement lodged with ASIC	Friday, 20 December 2024
Date of the Offer	Monday, 6 January 2025
Date on which the Offer opens	Monday, 6 January 2025
Offer scheduled to close (unless extended or withdrawn)	Thursday, 6 February 2025

## KEY CONTACTS

Name
Share Registrar for the Offer:  Link Market Services Limited GPO Box 3560 Sydney NSW 2001
Offer Information Line:  Within Australia: [insert]  Outside Australia: +61 [insert]  Calls to these numbers may be recorded.

## **1. IMPORTANT NOTICES**

### **1.1 Nature of this document**

This Bidder's Statement is issued by 5G Networks Limited ACN 073 716 793 (**5GN** or **Bidder**) under Part 6.5 of the Corporations Act.

A copy of this Bidder's Statement was lodged with ASIC and sent to ASX on Friday, 20 December 2024.

Neither ASIC, ASX, nor any of their respective officers takes any responsibility for the content of this Bidder's Statement.

### **1.2 Defined terms**

A number of defined terms are used in this Bidder's Statement. These terms are explained in section 16 of this Bidder's Statement along with certain rules of interpretation which apply to this Bidder's Statement.

### **1.3 Investment advice**

This Bidder's Statement does not take into account your individual investment objectives, financial situation or particular needs. You may wish to seek independent legal, financial, taxation or other professional advice before deciding whether or not to accept the Offer.

You are advised to exercise caution in relation to the Offer. If you are in any doubt about any of the contents of this Bidder's Statement, you should obtain independent professional advice.

### **1.4 Forward-looking statements**

This Bidder's Statement may contain forward-looking statements, which include statements other than statements of historical fact. Such statements are subject to inherent risks and uncertainties in that they may be affected by a variety of known and unknown risks, variables and other factors, many of which are beyond the control of the Bidder. Actual results, value, performance or achievements may differ materially from results, values, performance or achievements expressed or implied in any forward-looking statement.

None of the Bidder, any of their directors, officers or advisers, or any other person named in this Bidder's Statement with their consent or involved in preparation of this Bidder's Statement, gives any representation, warranty, assurance or guarantee that the occurrence of the events expressed or implied in any forward looking statements in this Bidder's Statement will actually occur. You are cautioned not to place undue reliance on any forward looking statements.

The forward-looking statements in this Bidder's Statement only reflect views held as at the date of this Bidder's Statement.

### **1.5 Information regarding CYB**

Any information in this Bidder's Statement concerning CYB or CYB's assets and securities has been prepared from publicly available information. This information has

not been independently verified and, accordingly, the Bidder does not make any representation, and/or warranty, express or implied, as to the accuracy or completeness of such information to the extent permitted by the Corporations Act. The information on CYB should not be considered comprehensive. Further information relating to CYB may be included in CYB's Target's Statement which will be sent to you by CYB.

## **1.6 Foreign jurisdictions**

The distribution of this Bidder's Statement and the making of the Offer may be restricted by the laws of jurisdictions outside of Australia, and persons who come into possession of it should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities law. The Offer is not being made, directly or indirectly, in or into any jurisdiction, and will not be capable of acceptance from within any jurisdiction, if to do so would not be in compliance with the laws of that jurisdiction.

## **1.7 Effect of rounding**

A number of figures, amounts, percentages, prices, estimates, calculations of value and fractions in this Bidder's Statement are subject to the effect of rounding. The actual calculation of these figures, amounts, percentages, prices, estimates, calculations of value and fractions may differ from those set out in this Bidder's Statement. Any discrepancies between totals in tables or financial statements or in calculations graphs or charts are due to rounding.

## **1.8 Estimates and assumptions**

Unless otherwise indicated, all references to estimates, assumptions and derivations of the same in this Bidder's Statement are references to estimates, assumptions and derivations of the same by the Bidder. Management estimates reflect, and are based on, views as at the date of this Bidder's Statement, and actual facts or outcomes may materially differ from those estimates or assumptions.

## **1.9 Currencies and time**

In this Bidder's Statement, references to "Australian dollars", "AUD", "\$", "A\$" or "cents" are to the lawful currency of Australia. All references to time in this Bidder's Statement are to Melbourne time.

## **1.10 Privacy**

The Bidder and its Related Entities have collected your information from the Register for the purposes of making the Offer and, if accepted, administering acceptances over your shareholding in CYB. The Corporations Act requires the name and address of shareholders to be held in a public register. CYB and its share registry may disclose your personal information to their Related Bodies Corporate (and, in the case of the Bidder, its Related Entities) and external service providers and may be required to disclose such information to regulators, such as ASIC. If you would like details of information about you held by the Bidder, please call the Offer Information Line on [insert] between 9.00 am to 5.00 pm (Melbourne time) on Business Days.

### **1.11 Websites**

References in this Bidder's Statement to the Bidder's website (<https://5gnetworks.au/>) and to CYB's website (<https://aucyber.com.au/>) are for your reference only.

Information contained in or otherwise accessible from those websites are not part of this Bidder's Statement.

### **1.12 How to accept**

To accept the Offer, follow the instructions set out in section 3 of this Bidder's Statement.



## 2. LETTER FROM THE CHAIRMAN

Dear CYB Shareholder,

### Unconditional Offer of 11 cents cash per CYB Share

On behalf of 5G Networks Limited ACN 073 716 793 (the **Bidder**), I am pleased to present you with this unconditional cash offer to acquire all your CYB Shares together with all Rights attaching to them (the **Offer**) for 11 cents per share (the **Offer Price**), which delivers you certain and immediate value for your CYB Shares.

As an on-market bid, the Offer is unconditional and provides you with a simple cash exit from your investment in CYB. You are expected to be paid cash on a normal T+2 basis (being 2 Trading Days after your acceptance).

The Offer Price of 11 cents cash per share:

- represents a premium of 7.3% to the closing price of CYB Shares on 19 December 2024 (being the last Trading Day prior to the announcement of the Offer) of 10.25 cents; and
- represents a premium of 0.9% to the 5-day VWAP of CYB Shares to 19 December 2024 (being the last Trading Day prior to the announcement of the Offer) of 10.90 cents.

### How to accept

The Offer may only be accepted by selling your CYB Shares on-market on ASX. The Bidder has appointed Morgans to act as its Broker and accept CYB Shares offered to it at the Offer Price from the Announcement Date until the end of the Offer Period at the close of trading on ASX on Thursday, 6 February 2025. Instructions on how to sell your CYB Shares are set out section 3 of this Bidder's Statement.

### Next steps

I encourage you to carefully read this Bidder's Statement in full for further details about the Offer, its terms and the Bidder. CYB will also send you a Target's Statement containing CYB's formal response to the Offer.

The Offer Period is scheduled to end at the close of trading on ASX on Thursday, 6 February 2025 unless it is extended or withdrawn in accordance with the Corporations Act.

If you have any questions about the Offer, please call the Offer Information Line on [insert] between 9.00 am to 5.00 pm (Melbourne time) on Business Days, or contact your legal, financial or other professional adviser.

Yours sincerely,

Hugh Robertson  
Chairman  
5G Networks Limited

### **3. HOW TO ACCEPT THE OFFER**

You may sell your CYB Shares to the Bidder on-market by offering to sell some or all of your CYB Shares on ASX at the Offer Price on and from the Announcement Date until the end of the Offer Period.

Morgans will stand in the market to acquire, on behalf of the Bidder, all CYB Shares offered at the Offer Price on and from the Announcement Date.

You are not required to complete any forms to accept the Offer. If you have any questions about the Offer, please call the Offer Information Line on [insert] between 9.00 am to 5.00 pm (Melbourne time) on Business Days, or contact your legal, financial or other professional advisers.

#### **For Issuer Sponsored Holdings of CYB Shares**

If your CYB Shares are held in an Issuer Sponsored Holding (such holdings will have Securityholder Reference Numbers beginning with an "I"), to sell your CYB Shares to the Bidder, you must instruct a Broker to sell your CYB Shares at the Offer Price during the Offer Period.

#### **For CHESS Holdings of CYB Shares**

If your CYB Shares are held in a CHESS Holding (such holdings will have Holder Identification Numbers beginning with an "X"), to sell your CYB Shares to the Bidder, you must instruct your Controlling Participant (for example, your Broker) to sell your CYB Shares at the Offer Price during the Offer Period.

#### **Brokers or Controlling Participants**

If you are a Broker or Controlling Participant, acceptances of the Offer must be initiated in accordance with the requirements of the ASX Settlement Operating Rules before the end of the Offer Period.

#### **Beneficial owner**

If you are a beneficial owner of CYB Shares registered in the name of a Broker, investment dealer, bank, trust company or other nominee, to sell your CYB Shares you should contact that nominee for assistance in accepting the Offer.

#### 4. FREQUENTLY ASKED QUESTIONS

The following is a summary only of the frequently asked questions in relation to the Offer and is qualified by, and should be read in conjunction with, the detailed information contained in the rest of this Bidder's Statement.

You should carefully read this Bidder's Statement in full before making any decision whether to accept the Offer.

The terms of the Offer are contained in section 13 of this Bidder's Statement.

Key Details	Summary
<b>What is the Offer?</b>	The Bidder is making an on-market, unconditional cash offer to acquire all your CYB Shares together with all Rights attaching to them, at 11 cents cash per CYB Share, on the terms set out in this Bidder's Statement.
<b>Who is making the Offer?</b>	<p>The Offer is being made by 5G Networks Limited ACN 073 716 793 (the Bidder).</p> <p>For further information about the Bidder, please refer to section 6 of this Bidder's Statement.</p>
<b>When can I sell my CYB Shares?</b>	<p>You can sell your CYB Shares on-market to the Bidder immediately.</p> <p>Morgans will stand in the market on behalf of the Bidder and purchase all CYB Shares offered to it at the Offer Price from the Announcement Date until Thursday, 6 February 2025, being the date the Offer is scheduled to close (unless extended or withdrawn in accordance with the Corporations Act).</p>
<b>What is the Closing Date for the Offer?</b>	<p>The Offer closes at the end of trading on ASX (4.00pm, Melbourne time) on Thursday, 6 February 2025, unless it is extended or withdrawn under the Corporations Act.</p> <p>The Offer Period will be automatically extended if the Bidder's Voting Power in CYB increases to more than 50% in the last 7 days of the Offer Period. In that case, the Offer Period will then end 14 days after the Bidder's Voting Power increases to more than 50%.</p> <p>The Bidder may extend the Offer Period in its discretion at any time prior to the last 5 Trading Days of the Offer Period or in certain limited circumstances at any time prior to the end of the Offer Period (subject to compliance with the Corporations Act).</p>

Key Details	Summary
<b>Can I sell part of my shareholding?</b>	Yes. You may choose to sell some or all of your CYB Shares under the Offer.
<b>If I accept the Offer, when will I receive consideration for my CYB Shares?</b>	The usual rules for settlement of transactions which occur on-market on ASX will apply to the Bidder's purchase of CYB Shares on-market. This means that, if you accept the Offer, you will be paid cash on a normal T+2 basis (being 2 Trading Days after your acceptance).
<b>What are the conditions of the Offer?</b>	The Offer is unconditional.
<b>How do I accept the Offer?</b>	<p>The Offer can only be accepted by selling some or all of your CYB Shares on ASX through your broker to Morgans, acting on behalf of the Bidder, before the end of the Offer Period. You are not required to complete any forms to accept the Offer.</p> <p>Depending on the nature of your holding, you may accept the Offer in the following ways:</p> <ul style="list-style-type: none"> <li>• Issuer Sponsored Holding: Instruct any Broker to accept the Offer before the end of the Offer Period.</li> <li>• CHESS Holding: Instruct your Controlling Participant (usually your Broker) to accept the Offer on your behalf before the end of the Offer Period.</li> <li>• Broker or Controlling Participant: Acceptance of the Offer must be initiated in accordance with the requirements of the ASX Settlement Operating Rules before the end of the Offer Period.</li> <li>• Beneficial owner: If you are a beneficial owner of CYB Shares registered in the name of a Broker, investment dealer, bank, trust company or other nominee, you should contact that nominee for assistance in accepting the Offer.</li> </ul> <p>For further information, please refer to section 3 of this Bidder's Statement.</p>
<b>What will happen if I do not accept the Offer?</b>	If you do not accept the Offer, you will retain your CYB Shares and will not receive the Offer Price. However, if the Bidder becomes entitled to compulsorily acquire your CYB Shares, it intends to do so. If your CYB Shares are compulsorily acquired by the Bidder, it will be on the same terms (including the same consideration for each CYB Share acquired) as the Offer.

Key Details	Summary
	<p>However, you will receive the money later than the CYB Shareholders who choose to accept the Offer.</p> <p>If the Bidder does not become entitled to compulsorily acquire your CYB Shares, you will remain a CYB Shareholder.</p> <p>In certain circumstances, the Bidder may seek to remove CYB from the official list of the ASX.</p> <p>For more information on Bidder's intentions, please see section 10 of this Bidder's Statement.</p>
<b>What is the Bidder's Statement?</b>	<p>This Bidder's Statement has been prepared by the Bidder for distribution to CYB Shareholders. It contains information about the Offer and other information relevant to your decision whether to accept the Offer. You should carefully read this Bidder's Statement in its entirety.</p>
<b>What are the Australian income tax and stamp duty implications of accepting the Offer?</b>	<p>A general summary of the Australian income tax and stamp duty consequences of accepting the Offer for certain CYB Shareholders is set out at section 11 of this Bidder's Statement.</p> <p>You should not rely on that summary as advice for your own affairs. You should consult your taxation adviser for detailed taxation advice applicable to your circumstances before making a decision as to whether or not to accept the Offer for your CYB Shares.</p>
<b>Will I need to pay brokerage if I accept the Offer?</b>	<p>You should check with your Broker or nominee holder who would accept the Offer on your behalf whether any brokerage or other fee will be payable by you in accepting the Offer. Any brokerage or other fees charged by your Broker or nominee will be the sole responsibility of the accepting CYB Shareholder.</p>
<b>Can the Bidder withdraw the Offer?</b>	<p>The Bidder may withdraw the Offer in respect of any Offers that are unaccepted at any time:</p> <ul style="list-style-type: none"> <li>• with the written consent of ASIC and subject to the conditions (if any) specified in such consent;</li> <li>• where a Prescribed Occurrence occurs, if at the time of the Prescribed Occurrence the Bidder's Voting Power in CYB is at or below 50%; or</li> </ul>

Key Details	Summary
	<ul style="list-style-type: none"> <li>upon the occurrence of an Insolvency Event in relation to CYB (regardless of the Bidder's Voting Power in CYB).</li> </ul> <p>Notice of withdrawal of the Offer will be given by the Bidder to ASX.</p>
<p><b>Can I withdraw my acceptance?</b></p>	<p>Once you accept the Offer, you will be unable to revoke your acceptance. The contract resulting from your acceptance will be binding on you and you will be unable to withdraw your acceptance, or otherwise dispose of your CYB Shares to which the acceptance relates, unless a withdrawal right arises under the Corporations Act or the ASX Settlement Operating Rules.</p>
<p><b>How does the Offer apply to CYB Options?</b></p>	<p>The Offer will not extend to the acquisition of any CYB Options currently on issue (or any other securities convertible into, or otherwise confer rights to be issued, CYB Shares that may be issued during the Offer Period).</p> <p>However, the Offer will extend to all CYB Shares that are issued at any time prior to the close of the Offer Period as a result of the exercise or conversion of CYB Options or other convertible securities that exist at any time during the Offer Period.</p>
<p><b>Where to go if I require further information or have questions?</b></p>	<p>If you have any questions about the Offer, please call the Offer Information Line on [insert] between 9.00 am to 5.00 pm (Melbourne time) on Business Days, or contact your legal, financial or other professional adviser.</p>

## **5. REASONS WHY YOU SHOULD ACCEPT THE OFFER**

The Bidder is offering to acquire 100% of CYB for 11 cents cash per CYB Share. Reasons for accepting the Offer are set out below:

### **5.1 Accepting the Offer allows you to realise immediate value for your CYB Shares**

The Offer is unconditional and provides an opportunity for an immediate exit from your investment in CYB Shares. This means that you can sell any or all of your CYB Shares for 11 cents cash per CYB Share on the market immediately and be paid cash for those CYB Shares 2 Trading Days after your acceptance of the Offer.

Under the Offer, you may sell your CYB Shares to the Bidder immediately. Morgans will stand in the market on behalf of the Bidder to acquire CYB Shares offered to it on ASX at the Offer Price on and from the Announcement Date until Offer closing date.

If you do not accept the Offer, there is no certainty that you would be able to liquidate your entire CYB shareholding following the close of the Offer.

### **5.2 The all-cash Offer provides certainty of value for your CYB Shares**

Accepting the Offer will enable you to realise a certain value for your CYB Shares. If you accept the Offer (which is unconditional), you will:

- be paid 11 cents cash for each of your CYB Shares; and
- be paid 2 Trading Days after your acceptance.

If you accept the Offer, you will eliminate your exposure to the risks and uncertainties inherent in owning CYB Shares. By contrast, if you do not accept the Offer, the amount which you will be able to realise for your CYB Shares is uncertain.

### **5.3 If you do not accept, you may be exposed to a variety of risks**

If you do not accept the Offer, there are potential risks associated with continuing to hold CYB Shares, including as follows.

#### ***Risks of being a minority shareholder***

As the Offer is unconditional, all offers accepted by CYB Shareholders will be settled immediately on a normal T+2 basis.

If you do not accept the Offer and the Bidder acquires more than 50% of the CYB Shares (on a fully diluted basis) but does not achieve the threshold for compulsory acquisition:

- you may be left with a small shareholding;
- the CYB Shareholder spread after the Offer is completed may be less than required under the ASX Listing Rules; and
- the ASX may choose to suspend or de-list CYB in which case, the liquidity in CYB Shares may be severely impacted.

### ***Liquidity Risk***

Depending on the level of acceptances the Bidder receives under the Offer, the market for CYB Shares may become less liquid than at present. This could make it more difficult for you to sell your CYB Shares at an attractive price in the future.

### **If the Bidder becomes entitled to compulsorily acquire your securities**

If the Bidder becomes entitled to compulsorily acquire your CYB Shares, it intends to exercise those rights. If your CYB Shares are compulsorily acquired, you will still receive the consideration offered under the Offer, but at a later time than you would have received it if you had accepted the Offer (which would have been settled immediately following the acceptance on a normal T+2 basis).

### **5.4 The Offer is the only takeover offer presently available for your CYB Shares**

As at the date of this Bidder's Statement, the Bidder is not aware of any other party intending to make a takeover offer for CYB Shares. The Offer is the only takeover offer presently available for all CYB Shares as at the date of this Bidder's Statement. The Offer represents a liquidity opportunity for CYB Shareholders to sell all their CYB Shares for the Offer Price. If no other offers are made for the CYB Shares, the price of CYB Shares may fall below the Offer Price after the Offer closes.



## 6. PROFILE OF 5GN AND THE 5GN GROUP

### 6.1 Corporate History

The company then called 5G Networks Limited (**5G Networks**) listed on ASX in 2017 with the initial acquisition of Enspire Australia Pty Ltd, a data network and cloud hosting business. Between 2017 and 2020 5G Networks significantly expanded its operating capability, customer base and geographical footprint through the number of acquisitions.

In October 2020, 5G Networks acquired a controlling interest in Webcentral Limited (**Webcentral**) following the launch of an off-market takeover offer in September 2020. At the close of its offer period on 10 November 2020, 5G Networks had a Relevant Interest in 56.68% of the Webcentral shares. On 23 November 2021 5G Networks and Webcentral merged by means of a scheme of arrangement and under the scheme 5G Networks became a wholly owned subsidiary of Webcentral. It remains a wholly owned subsidiary of Webcentral.

In December 2023, Webcentral sold a two-thirds interest in the Webcentral domain names business, and in June 2024 sold the remaining one-third interest and changed its name to 5G Networks Limited.

The Bidder (5GN) now carries on the businesses conducted by 5G Networks before its takeover of Webcentral.

### 6.2 Business Overview

5GN is a licenced telecommunications carrier operating across Australia. Its mission is to be Australia's partner of choice for unifying a seamless digital experience for our customers across data connectivity, cloud and data centre services, underpinned by expert managed services in the business to business market.

5GN currently owns and operates its own Nationwide highspeed Data Network with points of presence in all major Australian capital cities. 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 1,000 racks through its owned and operated Data Centres across Melbourne, Sydney, Brisbane and Adelaide.

As an organisation, 5GN is dedicated and passionate about delivering unique value to its 2500+ customers which include several top 50 ASX listed and Government organisations. This commitment is strengthened by a core focus on digital leadership, innovation and an exceptional customer experience.

### 6.3 5GN Services

5GN provides the following services to government, small and medium enterprises, large corporate enterprises and wholesale customers across Australia and overseas:

**Cloud & Data centre services:** 5GN provides market leading cloud services that combine the security of private cloud with public cloud platforms. The platform is orchestrated and governed from 5GN Cloud, a single management console which securely manages the cloud ecosystem. 5GN Cloud combines the control, flexibility and

security of a national private cloud, with the agility and innovation of public cloud. Data centre services are used to host critical infrastructure in addition to the inter-connection of cloud services, partners, network carriers and offices.

**Data Networks:** 5GN's data network solutions help businesses to connect with secure world-class technologies to enhance both application performance and availability. 5GN Managed Network is an agile and secure optical fibre network that enables customers to connect to their data at ultra-high speeds with minimal latency. This is augmented through our rapidly growing metropolitan fibre network which will soon extend 180 km across our major cities, connecting to more than 80 data centres.

**Managed Services:** 5GN managed services provides solutions that optimise customers' information and communication technology environments to accelerate future opportunities through Managed IT and Service Management. Managed IT provides business solutions through introducing new business models and digitally enabled platforms and services. Service Management provides end to end service management for data networks, cloud and data centre services.

**Security Shift:** On 16th January 2024 5GN acquired Security Shift Pty Ltd which provides cyber security consultancy, end-to-end managed services and outsource IT engineering and software development with a strong focus on public cloud, data centre, critical infrastructure, and Australian Government ISM compliance. Security Shift Pty Ltd and its key personnel:

- have over 25 years pedigree designing, implementing, securing and operating critical infrastructure for both public sector and private sector clients; and
- Currently securely operate several critical infrastructure systems with ISM compliance up to protected level and other systems that are PCI-DSS service provider certified.

#### **6.4 5GN Board**

The 5GN Board as at the date of this Bidder's Statement consists of:

- (a) Hugh Robertson (Non-Executive Chairman)

Mr Robertson is a Director of Corporate Advisory at Morgans Financial Limited, where he works with clients across various industries including financial services, technology, and agriculture.

With expertise in business development, strategic planning, and corporate finance, he has a robust track record in capital raisings and advising on financial management. Hugh has also served in leadership roles at Bell Potter Securities, Health and Plant Protein Group Limited, and other companies, contributing significantly to equity capital markets and corporate finance across Australia. Mr Robertson has extensive experience working with public companies, particularly in the areas of equity capital markets, corporate finance, and strategic advisory roles. As a Director at Bell Potter Securities, he was involved in initial public offerings (IPOs), capital raisings, mergers, acquisitions, and divestments for public entities. His leadership in high-profile capital raises for companies such as AMA Group Ltd and Rubicon Water Ltd at Morgans Financial further

highlights his proficiency in managing complex financial transactions for publicly listed organizations.

Mr Robertson holds a degree from La Trobe University, adding a strong educational foundation to his diverse and extensive career. His academic background complements his practical experience, allowing him to bring strategic insights into corporate advisory, business development, and financial management.

(b) Joseph Demase (Managing Director)

Mr Joe Demase comes from a background in building a host of successful businesses including being the founder of 2 ASX listed telecommunications companies. With over 9 years of experience as a public company director, he has proven his ability a number of times to improve the performance of and turn around underperforming companies. Further to this, Joe has experience in the telecommunications sector in both Australia and UK, along with over 25 years of business experience, allowing Joe to skilfully identify market opportunities. Joe displays an abundance of experience, having succeeded in a broad range of executive positions.

(c) Jason Ashton (Non-Executive Director)

Mr Ashton has more than 25 years of experience in the Internet and Telecommunications industries. Jason was co-founder (1993) and Managing Director of business ISP Magna Data which was acquired in 1999. Jason was also co-founder (2002) of ASX listed BigAir Group Limited and was its Chief Executive Officer from 2006 until its acquisition by Superloop Limited in 2016 (ASX:SLC). Jason Ashton served as an Executive Director at Superloop from 2016 to 2018.

(d) Natalie Mactier (Non-Executive Director)

Ms Mactier has over 20 years' experience in the tech industry having held senior management and Executive roles at Australian start-up and scale-up organisations. With a background in Sales and Marketing, Natalie helped build online brands SEEK and Kidspot before being approached by Square Peg capital to create School Places, an online private school marketplace. Since 2018 Natalie has been the CEO of Vivi International, an Australian technology company that is transforming the way that educators connect with and engage students through innovative software solutions. Natalie believes in the importance of creating diverse and inclusive environments in tech, ensuring that future generations have the skills and opportunities they need to thrive.

## 6.5 Capital structure

As at the date of this Bidder's Statement, 5GN's issued securities are as follows:

Type of security	Number on issue
5GN Shares	305,295,838
5GN Performance Rights	20,000,000

Type of security	Number on issue
5GN Options	13,970,000

## 6.6 Share price history

5GN Shares are quoted on the ASX under the code '5GN'.

The closing price of 5GN Shares on the ASX on 19 December 2024, being the last Trading Day prior to the date of this Bidder's Statement, was \$0.18.

During the three months ending on 19 December 2024, being the last Trading Day prior to the date of this Bidder's Statement:

- (a) the highest recorded daily closing price for 5GN Shares on the ASX was \$0.18 on 19 December 2024; and
- (b) the lowest recorded daily closing price for 5GN Shares on the ASX was \$0.14 on 7 November 2024.

## 6.7 Substantial shareholders

As at the date of this Bidder's Statement, 5GN's substantial shareholders are as follows:

Name of 5GN shareholder	Number held	Percentage
Joe Demase and related entities <sup>(1)</sup>	57,628,060	19.34%
Boutique Capital Pty Ltd ATF Tectonic Opportunities Fund	34,184,631	11.20%

(1) Includes: Joe Demase, JD Management Group Pty Ltd, JMD Superannuation Fund, Studio Incorporate Pty Ltd.

## 6.8 Publicly available information

5GN is a listed disclosing entity for the purposes of the Corporations Act and as such is subject to regular reporting and disclosure obligations. Specifically, as a listed company, 5GN is subject to the listing rules of ASX which require continuous disclosure of any information 5GN has concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.

ASX maintains files containing publicly disclosed information about all listed companies. Copies of announcements made by 5GN to ASX are available on the ASX website at <https://www.asx.com.au/>. 5GN's Annual Report for the year ended 30 June 2024 was given to the ASX on 30 September 2024. Copies of announcements made by 5GN to ASX are available on the ASX website <https://www.asx.com.au/>.

The ASX announcements made by 5GN between 30 September 2024 (being the date of release of 5GN's most recent annual report) and the date of this Bidder's Statement are listed below:

10 Dec 2024 8:57am	5G NETWORKS LIMITED.	<a href="#">Change in substantial holding opens new window</a> 287KB	<ul style="list-style-type: none"> <li>Change in substantial holding</li> </ul>
6 Dec 2024 11:58am	5G NETWORKS LIMITED.	<a href="#">Notification regarding unquoted securities - 5GN opens new window</a> 19KB	<ul style="list-style-type: none"> <li>Appendix 3G</li> </ul>
4 Dec 2024 12:21pm	5G NETWORKS LIMITED.	<a href="#">Appendix 3X - H.Robertson opens new window</a> 229KB	<ul style="list-style-type: none"> <li>Initial Director's Interest Notice</li> </ul>
2 Dec 2024 4:11pm	5G NETWORKS LIMITED.	<a href="#">Notification of buy-back - 5GN opens new window</a> 12KB	<ul style="list-style-type: none"> <li>Market Buy-Back</li> </ul>
28 Nov 2024 2:44pm	5G NETWORKS LIMITED.	<a href="#">2024 AGM - Results of Meeting opens new window</a> 339KB	<ul style="list-style-type: none"> <li>Results of Meeting</li> </ul>
28 Nov 2024 9:54am	5G NETWORKS LIMITED.	<a href="#">Chair's Address to Shareholders opens new window</a> 231KB	<ul style="list-style-type: none"> <li>Chair's Address to Shareholders</li> </ul>
27 Nov 2024 5:39pm	5G NETWORKS LIMITED.	<a href="#">New Director Appointment and Company Update opens new window</a> 366KB	<ul style="list-style-type: none"> <li>Progress Report <a href="#">and 2 more</a></li> </ul>
29 Oct 2024 8:58am	5G NETWORKS LIMITED.	<a href="#">Notice of Annual General Meeting/Proxy Form opens new window</a>	<ul style="list-style-type: none"> <li>Web Cast <a href="#">and 2 more</a></li> </ul>

		1218KB	
1 Oct 2024 2:26pm	5G NETWORKS LIMITED.	<a href="#">Change of Director's Interest Notice</a> opens new window 387KB	<ul style="list-style-type: none"> <li>Security holder details - Other <a href="#">and 2 more</a></li> </ul>
1 Oct 2024 2:18pm	5G NETWORKS LIMITED.	<a href="#">Notification of cessation of securities - 5GN</a> opens new window 14KB	<ul style="list-style-type: none"> <li>Appendix 3H (Notification of cessation of securities)</li> </ul>
30 Sep 2024 7:10pm	5G NETWORKS LIMITED.	<a href="#">Appendix 4G - Corporate Governance Disclosures</a> opens new window 289KB	<ul style="list-style-type: none"> <li>Appendix 4G</li> </ul>
30 Sep 2024 7:09pm	5G NETWORKS LIMITED.	<a href="#">FY24 Full Year Statutory Accounts and Annual Report</a> opens new window 5356KB	<ul style="list-style-type: none"> <li>Corporate Governance <a href="#">and 6 more</a></li> </ul>

## **7. PROFILE OF CYB AND THE CYB GROUP**

### **7.1 Disclaimer**

The information in this section concerning the CYB Group has been prepared based on a review of publicly available information (which has not been independently verified).

Neither the Bidder nor any of its directors makes any representation or warranty, express or implied, as to the accuracy or completeness of such information to the extent permitted by the Corporations Act or other applicable law.

The information on CYB in this Bidder's Statement should not be considered comprehensive.

Further information relating to CYB may be included in its Target Statement in relation to the Offer, which will be sent to you directly by CYB.

### **7.2 Overview of the CYB Group and its principal activities, assets and operations**

CYB 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. CYB's solutions enable customers to benefit from sovereign data protection with the scale, automation, elasticity and lower costs typically associated with global cloud offerings.

CYB'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 CYB's customers with confidence that their data is secure and that services are delivered to the highest standards.

### **7.3 CYB Board**

The CYB Board and key management personnel as at the date of this Bidder's Statement consists of:

- (a) Ms Catherine Gay Reid (Chair, Non-Executive Director)

Ms Reid was appointed to the CYB Board on 20 December 2017. She is a member of the Remuneration and Nomination Committee, and a member of the Audit and Risk Committee.

Ms Reid is a distinguished entrepreneur who previously co-founded Icon Group, a leading provider of integrated cancer care services with operations throughout the APAC region, as well as Australia's Epic Pharmacy Group and the SpArc Foundation.

Previously, Ms Reid was Deputy Chair of the Federal Government's Cyber Security Industry Advisory Committee. She currently also serves as a Director of the Brisbane Lions Australian Rules Football Club.

In recognition of her contributions to healthcare and philanthropy, Ms Reid was inducted into the Australian Businesswomen's Hall of Fame in 2015, included in the Australian Financial Review Top 100 Women of Influence, and was appointed a Member of the Order of Australia (AM) in 2019.

(b) Mr Craig Ian Scroggie (Non-Executive Director)

Craig Scroggie was appointed to the CYB Board on 24 December 2021. He has more than 25 years' experience in the ICT industry, having held senior positions with Symantec, Veritas Software, Computer Associates, EMC Corporation and Fujitsu.

Mr Scroggie is the current Chief Executive Officer and Managing Director of NEXTDC (ASX: NXT), Australia's leading Data-Centre-as-a-Service provider. Prior to joining NEXTDC, Craig was Symantec's Vice President and Managing Director for the Pacific Region. Craig serves as a member on the University of Southern Queensland Business School Advisory Board and the La Trobe University Business School Advisory Board (Chair) and holds the position of Adjunct Professor.

Craig is also a Non-Executive Director of Freelancer Limited (ASX:FLN).

(c) Mr Ross Collins Needham Walker (Director)

Ross Walker was appointed to the CYB Board on 8 November 2017. He is a member of the Remuneration and Nomination Committee, and a Member of the Audit and Risk Committee.

He is a Fellow Chartered Accountant with extensive industry experience, having worked with Arthur Andersen from 1978 to 1985, including three years in the USA, before joining Pitcher Partners Brisbane (formerly Johnston Rorke). Ross served as Managing Partner at Pitcher Partners for 20 years, retiring from equity in 2017. During his career he has been actively 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).

#### **7.4 Other material information about the CYB Group**

CYB will have the opportunity to disclose in its Target's Statement any information about the CYB Group it considers CYB Shareholders would reasonably require to make an informed assessment as to whether to accept the Offer.



## 7.5 Publicly available information about the CYB Group

CYB is a listed disclosing entity for the purposes of the Corporations Act and as such is subject to regular reporting and disclosure obligations. Specifically, as a listed company, CYB is subject to the listing rules of ASX which require continuous disclosure of any information CYB has concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.

CYB's Annual Report (amended) for the year ended 30 June 2024 was given to the ASX on 27 August 2024. Copies of announcements made by CYB to ASX are available on the ASX website <https://www.asx.com.au/>.

The ASX announcements made by CYB between 28 August 2024 (being the date of release of CYB's annual report) and the date of this Bidder's Statement are listed below:

9 Dec 2024 4:55pm	AUCYBER LIMITED	<a href="#">Response to ASX Aware Letter opens new window</a> 736KB	<ul style="list-style-type: none"> <li>Response to ASX Query</li> </ul>
4 Dec 2024 8:42am	AUCYBER LIMITED	<a href="#">Trading Update and CEO Resignation opens new window</a> 137KB	<ul style="list-style-type: none"> <li>Profit Guidance <a href="#">and 3 more</a></li> </ul>
19 Nov 2024 4:25pm	AUCYBER LIMITED	<a href="#">Notification of cessation of securities - CYB opens new window</a> 12KB	<ul style="list-style-type: none"> <li>Appendix 3H (Notification of cessation of securities)</li> </ul>
1 Nov 2024 9:30am	AUCYBER LIMITED	<a href="#">Company Secretary Appointment/Resignation opens new window</a> 104KB	<ul style="list-style-type: none"> <li>Company Secretary Appointment/Resignation</li> </ul>
28 Oct 2024 9:20am	AUCYBER LIMITED	<a href="#">Change of Company Name opens new window</a> 105KB	<ul style="list-style-type: none"> <li>Change of Company Name</li> </ul>
23 Oct 2024 6:14pm	AUCYBER LIMITED	<a href="#">Correction to announcement re Listing Rule 3.10A notice opens new window</a> 225KB	<ul style="list-style-type: none"> <li>Issued Capital - Other</li> </ul>
23 Oct 2024 9:39am	AUCYBER LIMITED	<a href="#">Shares to be released from voluntary escrow opens new window</a> 298KB	<ul style="list-style-type: none"> <li>Issued Capital - Other</li> </ul>

21 Oct 2024 1:21pm	AUCYBER LIMITED	<a href="#">Results of Annual General Meeting</a> opens new window 63KB	<ul style="list-style-type: none"> <li>Results of Meeting</li> </ul>
21 Oct 2024 9:47am	AUCYBER LIMITED	<a href="#">Chair's Address to Shareholders</a> opens new window 567KB	<ul style="list-style-type: none"> <li>Chair's Address to Shareholders</li> </ul>
21 Oct 2024 9:43am	AUCYBER LIMITED	<a href="#">Quarterly Activities/Appendix 4C Cash Flow Report</a> opens new window 270KB	<ul style="list-style-type: none"> <li>Commitments Test Entity - First Quarter Activity Report <a href="#">and 1 more</a></li> </ul>
27 Sep 2024 8:56am	AUCYBER LIMITED	<a href="#">FY24 Corporate Governance</a> opens new window 10944KB	<ul style="list-style-type: none"> <li>Corporate Governance</li> </ul>
27 Sep 2024 8:21am	AUCYBER LIMITED	<a href="#">FY24 Appendix 4G</a> opens new window 188KB	<ul style="list-style-type: none"> <li>Appendix 4G</li> </ul>
20 Sep 2024 1:57pm	AUCYBER LIMITED	<a href="#">2024 AGM and Placement</a> opens new window 98KB	<ul style="list-style-type: none"> <li>Placement <a href="#">and 1 more</a></li> </ul>
20 Sep 2024 11:51am	AUCYBER LIMITED	<a href="#">Notice of Annual General Meeting/Proxy Form</a> opens new window 732KB	<ul style="list-style-type: none"> <li>Notice of Annual General Meeting <a href="#">and 2 more</a></li> </ul>
28 Aug 2024 4:29pm	AUCYBER LIMITED	<a href="#">Notification of cessation of securities - SOV</a> opens new window 12KB	<ul style="list-style-type: none"> <li>Appendix 3H (Notification of cessation of securities)</li> </ul>

In addition, CYB is required to lodge various documents with ASIC. Copies of documents lodged with ASIC by CYB may be obtained from, or inspected at, an ASIC office or through the ASIC Connect website at <https://asicconnect.asic.gov.au/>.

Further information about CYB (including copies of its financial statements) is available at <https://aucyber.com.au/>.

## 8. INFORMATION ABOUT CYB'S SECURITIES

### 8.1 Disclaimer

The information in this section concerning CYB has been prepared based on a review of publicly available information (which has not been independently verified). Neither the Bidder nor any of its directors make any representation or warranty, express or implied, as to the accuracy or completeness of such information to the extent permitted by the Corporations Act.

The information on CYB in this Bidder's Statement should not be considered comprehensive.

Further information relating to CYB may be included in its Target Statement in relation to the Offer, which will be sent to you directly by CYB.

### 8.2 Capital structure

According to documents lodged by CYB with ASX, as at the date of this Bidder's Statement, CYB has the following securities on issue:

- 163,563,360 CYB Shares; and
- 8,529,999 CYB Options.

The Target's Statement may provide further detail on the CYB securities on issue.

### 8.3 CYB Options

According to documents lodged by CYB with ASX, as at the date of this Bidder's Statement, CYB has the following unlisted CYB Options on issue:

Options	Number held
Granted 30/01/2023 \$0.00 exercise price. Expiry 31/12/2027 Note: These options are expected to be cancelled.	150,000
Granted 30/10/2023 \$3.00 exercise price. Expiry 01/07/2027.	125,000
Granted 30/10/2023 \$3.00 exercise price. Expiry 01/07/2028	125,000
Granted 30/04/2024 \$0.30 exercise price. Expiry 01/07/2028	8,255,000

### 8.4 Recent share price performance

The last recorded sale price of CYB Shares on ASX on Thursday, 20 December 2024 (being the Trading Day prior to the Announcement Date) was \$0.1025.

On ASX, during the 12 months ended Thursday, 20 December 2024:

- the highest recorded sale price for CYB Shares was \$0.77 on 8 January 2024; and
- the lowest recorded sale price for CYB Shares was \$0.10 on 19 December 2024.

### **8.5 Dealings in CYB Shares**

Neither the Bidder nor any associate of Bidder has provided, or agreed to provide, consideration for CYB Shares under any purchase or agreement during the 4 months before the date of this Bidder's Statement, except as set out below:

<b>Date of dealings</b>	<b>Price (A\$)</b>	<b>Number of CYB Shares acquired</b>	<b>Nature of dealing</b>
17 December 2024	\$1,931,844.31 (11 cents per share)	17,562,221 fully paid ordinary shares	Off market acquisitions

The highest paid or agreed to be paid in that 4 months period by the Bidder for CYB Shares was \$0.11 cash per CYB Share.

## **9. SOURCES OF CONSIDERATION**

### **9.1 Total cash consideration**

The consideration for the acquisition of the CYB Shares to which the Offer relates will be wholly satisfied by the payment of cash (in Australian dollars).

At the Announcement Date, CYB has 163,563,360 shares on issue. 17,562,221 of these shares are held by 5GN. If acceptances are received for all remaining CYB Shares on issue (being 146,001,139 shares) or if the Bidder becomes entitled to and exercises the right of compulsory acquisition under the Corporations Act, the amount of cash consideration that the Bidder would be required to pay would be \$16,060,125.29.

For the purposes of this Bidders Statement 5GN has taken the view that given the current trading price of CYB shares it is not likely that any CYB Options are likely to be exercised. The lowest exercise price of any CYB Option on issue is \$0.30 (excluding 150,000 options with a 40 exercise price which are expected to be cancelled).

Accordingly, the maximum amount that the Bidder could be required to pay under the Offer is \$16,060,125.29.

The Bidder has already paid cash in the amount of \$1,931,844.31 in respect of CYB Shares acquired prior to the date of this Bidder's Statement.

### **9.2 Bidder fund arrangements**

The maximum amount that the Bidder could be required to pay under the Offer in respect of CYB Shares not yet acquired is \$16,060,125.29.

The Bidder has funding available to pay this amount from internal cash resources. As at 30 June 2024 the Bidder had cash or cash equivalents of \$64,968,000.

### **9.3 Provision of consideration**

On the basis of the arrangements described in this section 9, the Bidder believes that it has reasonable grounds for holding the view, and does hold the view, that it will be able to provide the consideration offered under the Offer, as well as meet associated transaction costs.

## **10. BIDDER'S INTENTIONS IN RELATION TO CYB**

### **10.1 Introduction**

This section 10 sets out the Bidder's intentions in relation to:

- (a) the continuation of the business of CYB;
- (b) any major changes to be made to the business of CYB, including any redeployment of CYB property; and
- (c) the future employment of the present employees of CYB.

These intentions are based on the information concerning CYB, its business and the general business environment which is known to the Bidder at the time of preparation of this Bidder's Statement.

Given that the Bidder has not had the benefit of a due diligence investigation into CYB, the Bidder does not currently have full knowledge of all material information, facts and circumstances that are necessary to assess the operational, commercial, tax and financial implications of its current intentions. Final decisions regarding these matters will only be made by the Bidder in light of material information and circumstances at the relevant time.

Accordingly, the statements set out in this section 10 are statements of current intent only (based on publicly available information) which may change as new information becomes available to the Bidder or as circumstances change.

### **10.2 Specific Intentions – CYB Options**

The Offer does not extend to any CYB Options. However, the Offer will extend to CYB Shares that are issued and listed for quotation on the ASX at any time during the Offer Period as a result of the exercise of any CYB Options.

### **10.3 Post Offer review**

After the Offer Period, the Bidder intends to undertake a general review of CYB operations covering current strategy, financials and operating matters.

Consequently, the statements set out in this section 10 are statements of the Bidder's current intentions only and may vary as circumstances and further information arise. The statements and intentions set out in this section should be read in that context.

### **10.4 Intentions upon the Bidder acquiring 90% or more of the CYB Shares**

This section 10.4 describes the intentions of the Bidder if at the end of the Offer Period, the Bidder acquires a Relevant Interest in at least 90% of the CYB Shares on issue. In those circumstances, the current intentions of the Bidder are as follows.

- (a) Corporate matters

- (i) The Bidder will proceed with compulsory acquisition of the outstanding CYB Shares in accordance with the provisions of Chapter 6A.1 of the Corporations Act;
  - (ii) If a compulsory acquisition process is completed, the Bidder would procure the removal of CYB from the official list of ASX;
  - (iii) The Bidder will review, and possibly replace, all or some of the current CYB directors, noting that the Bidder has not yet determined the precise size or composition of the CYB Board in such circumstances;
  - (iv) The Bidder will review the holding structure of CYB Group and CYB's assets with a view to determining the optimal structure for the CYB Group under the 100% ownership of the Bidder.
- (b) General strategic and operational review

The Bidder intends to conduct a general review of CYB's operations on both a strategic and operational level to evaluate CYB's performance, prospects and profitability in relation to the business. This review will apply quantitative and qualitative factors to measure performance and areas for improvement.
- (c) Management and employees

The Bidder recognises CYB management and employees to be an integral part of the CYB business and its success. The Bidder looks forward to working constructively with all employees in an open and transparent manner. As noted in section 10.3 of this Bidder's Statement, following the conclusion of the Offer, the Bidder will undertake a general review of CYB operations. Part of that review will include an assessment of whether existing management and employee staffing arrangements are appropriate taking into account the future needs of CYB and any outcomes of the general strategic and operational review, which may result in changes to the existing workforce.

## **10.5 Intentions upon the Bidder acquiring less than 90% of the CYB Shares**

This section 10.5 sets out the Bidder's intentions if the Bidder were to acquire a Relevant Interest in more than 50% but less than 90% of CYB Shares on issue. In those circumstances, the current intentions of the Bidder are as follows.

- (a) Corporate matters
  - (i) The Bidder will review CYB's listing on ASX and consider whether the benefits of a listing on the ASX justify the additional corporate and compliance costs of maintaining this listing. If CYB maintains its listing on the ASX, CYB Shareholders should be aware that the liquidity of CYB Shares on the ASX may be materially diminished.

- (ii) Subject to the Corporations Act and CYB's constitution and all other relevant matters, the Bidder intends to seek board representation so that the Bidder nominees are commensurate with the Bidder's shareholding in CYB. The identity of the proposed nominees to the CYB Board will be the subject of discussion with the CYB Board at the relevant time.
- (b) General strategic and operational review and review of management and employees
 

If the Bidder controls CYB following the close of the Offer, the Bidder currently intends to endeavour to procure that the CYB Board acts consistently with the intentions of the Bidder set out in sections 10.4(b) and 10.4(c) of this Bidder's Statement.
- (c) Further acquisition of CYB Shares
 

The Bidder may, at some later time, acquire further CYB Shares in a manner consistent with the Corporations Act.

#### **10.6 Intentions if the Bidder does not acquire more than 50% the CYB Shares**

If the Offer closes and the Bidder has not acquired a Relevant Interest in more than 50% of CYB Shares:

- (a) the Bidder does not expect to be in a position to give effect to the intentions set out in sections 10.4(b) and 10.4(c) of this Bidder's Statement, but aims to work with the CYB Board to implement those intentions to the extent possible and to the extent they remain appropriate;
- (b) the Bidder will seek to obtain representation on the CYB Board which is at least consistent with its proportionate shareholding; and
- (c) the Bidder would have regard to the circumstances at the time and consider the appropriate courses of action that are in the best interests of the Bidder.

#### **10.7 Limitations on intentions**

The intentions and statements of future conduct set out in this section 10 must be read as being subject to:

- (a) the law (including the Corporations Act) and the ASX Listing Rules, including in particular the requirements of the Corporations Act and the ASX Listing Rules in relation to conflicts of interest and 'related party' transactions, given that if the Bidder obtains control of CYB but does not acquire all of the CYB Shares, it will be treated as a related party of CYB for these purposes;



- (b) the legal obligation of the directors of CYB at the time, including any nominees of the Bidder, to act in good faith and in the best interests of the Bidder for proper purposes and to have regard to the interests of all CYB Shareholders; and
- (c) the outcome of the reviews referred to in this section 10.

## **11. TAX CONSIDERATIONS**

### **11.1 Introduction**

The Information in this section is intended to provide a general overview of the Australian income and capital gains tax implications for Australian residents who accept the Offer.

This summary is not intended to be comprehensive and is based upon the Bidder's interpretation of Australian income tax legislation currently in force at the date of this Bidder's Statement. CYB Shareholders should not rely on the information in this section as advice in relation to their own affairs.

The taxation laws are complex and there could be implications in additions to those described in this section. Shareholders should seek independent professional advice in relation to their own particular circumstances.

The information in this section does not apply to non-resident CYB Shareholders and CYB Shareholders who have received their CYB Shares in their capacity as employees of CYB. Non-resident and employee CYB Shareholders should also obtain their own independent advice.

### **11.2 CYB Shares held as a capital investment**

CYB Shareholders who accept the Offer will dispose of their CYB Shares by way of transfer to 5GN. This disposal will constitute a capital gains tax event for Australian capital gains tax purposes.

CYB Shareholders whose cost base for the acquisition of their CYB Shares is less than the Offer Price, will make a capital gain on the disposal of their CYB Shares to 5GN. The cost base will generally be the cost of acquisition of the CYB Shares.

If an individual makes a capital gain from the disposal of their CYB Shares which have been held for at least 12 months before disposal, the individual will be taxed on only 50% of the gain. If the CYB Shares have been held for less than 12 months, the individual will be taxed on 100% of the gain. If a trustee of a superannuation fund makes a capital gain from the disposal of CYB Shares which have been held for at least 12 months before disposal, the trustee will be taxed on only  $\frac{2}{3}$  of the gain.

CYB Shareholders whose cost base of acquiring their CYB Shares is greater than the Offer Price will make a capital loss if they accept the Offer. In calculating the capital loss, the reduced cost base is not indexed for inflation irrespective of how long the CYB Shares have been held. Capital losses may be offset against capital gains arising in the same year of income to determine the net capital gain. Any net capital gain is included in the CYB Shareholder's assessable income and is subject to income tax. Capital losses may not be offset against other income for income tax purposes, but may be carried forward to offset against future capital gains.

### **11.3 CYB Shares held as revenue assets**

Australian resident CYB Shareholders may be subject to the general income tax provisions (rather than the capital gains tax provisions) in respect of the profit or loss made from the disposal of their CYB Shares to 5GN in some circumstances. For

example, this will occur if a CYB Shareholder is in the business of trading in securities or their CYB Shares were acquired with a dominant purpose of making a profit from a subsequent sale.

In these circumstances, a taxable gain will arise if the Offer Price exceeds a CYB Shareholder's cost of acquiring its CYB Shares. A loss will arise if the Offer Price is less than the price paid for the CYB Shares by the CYB Shareholder. This loss may be offset against profits or capital gains made by the CYB Shareholder.

## **12. ADDITIONAL INFORMATION**

### **12.1 Relevant Interests and Voting Power**

As at the date of this Bidder's Statement:

- (a) the Bidder holds a Relevant Interest in approximately 10.74% of the CYB Shares; and
- (b) the Bidder does not hold Relevant Interest in any CYB Options.

Neither the Bidder nor any of its Associates has provided, or agreed to provide, consideration for a CYB Share under a purchase or agreement to purchase during the 4 months before the date of this Bidder's Statement except as set out in this Bidder's Statement and in this section 12.1.

### **12.2 No collateral benefits**

Except as set out in this Bidder's Statement, during the period commencing 4 months before the date of this Bidder's Statement, and during the period from the date of this Bidder's Statement to the date before the date of the Offer, neither the Bidder nor any of their Associates gave, or offered to give, or agreed to give a benefit to another person which was likely to induce the other person, or an Associate of the other person, to:

- (a) accept the Offer; or
- (b) dispose of CYB Shares,

and which is not offered to all holders of CYB Shares under the Offer.

### **12.3 No escalation agreements**

Neither the Bidder nor any of their Associates has entered into any escalation agreement that is prohibited by section 622 of the Corporations Act.

### **12.4 ASIC relief, modifications and exemptions**

ASIC has published various legislative instruments (including class orders) providing for modifications and exemptions that apply generally to all persons, including the Bidder, in relation to the operation of Chapter 6 of the Corporations Act.

Amongst others, the Bidder has relied on:

- (a) the modification to section 636(3) of the Corporations Act as set out in paragraph 5(d) of ASIC Class Order 13/521 to include references to certain statements by CYB in this Bidder's Statement without obtaining the consent of those persons. The relevant statements were respectively taken from announcements released to the ASX by CYB and from the CYB Group's website: <https://aucyber.com.au/>. As required by Class Order 13/521, the Bidder will make available a copy of these documents (or relevant extracts of these documents), free of charge, to CYB Shareholders who request them during the Offer Period. To obtain a copy of these documents (or the relevant extracts),

CYB Shareholders may contact the Offer Information Line on [insert] between 9.00 am to 5.00 pm (Melbourne time) on Business Days; and

- (b) ASIC Corporations (Consents to Statements) Instrument 2016/72, which permits Bidder's Statements to include, or be accompanied by, statements that fairly represent what purports to be a statement by an official person, from a public official document or a published book, journal or comparable publication.

The Bidder reserves the right to request ASIC to modify Chapter 6 in the Corporations Act to allow a reduction in the Offer Price equal to the value of any Rights paid to CYB Shareholders in respect of their CYB Shares from the Announcement Date until the end of the Offer Period or arising as a result of any reorganisation of the capital of CYB prior to the end of the Offer Period.

## 12.5 Consents

This Bidder's Statement contains statements made by, or statements based on statements made by the Bidder. The Bidder has consented to being named in this Bidder's Statement and has consented to the inclusion of:

- (a) each statement it has made; and
- (b) each statement which is said in this Bidder's Statement to be based on a statement it has made,

in the form and context in which the statements have been included, and has not withdrawn that consent.

The following firms and companies have given, and have not at the date of this Bidder's Statement withdrawn, their written consent to being named in this Bidder's Statement:

Name of person	Named as
Cornwalls	Legal Adviser in respect of the Offer
Morgans Financial Ltd ( <b>Morgans</b> )	Broker for the Offer
Link Market Services	Share Registry to the Bidder

None of these firms and companies has caused or authorised the issue of this Bidder's Statement or has in any way been involved in the making of the Offer. The Offer is made by the Bidder. Each of the above firms and companies does not make, or purports to make, any statement in this Bidder's Statement, or any statement on which a statement in this Bidder's Statement is based, other than a reference to its name.

## 12.6 Additional disclosures

Mr Hugh Robertson holds the position Director of Corporate Advisory at Morgans Financial Limited (the Broker) and is also a director of 5GN.

Morgans Financial Limited (the Broker) has been appointed as the Broker to the 5GN on-market buy-back which was announced to ASX on 2 December 2024 and may receive fees for this service.

## **12.7 Other material information**

Except as disclosed in this Bidder's Statement, there is no other information that:

- (a) is material to the making of the decision by a CYB Shareholder whether or not to accept the Offer; and
- (b) is known to the Bidder, which has not previously been disclosed to CYB Shareholders.

## **13. OFFER TERMS**

### **13.1 Offer**

The Bidder offers to buy all your CYB Shares on issue and listed for quotation on the official list of the ASX or to be issued and listed for quotation on the official list of the ASX from the Announcement Date and during the Offer Period on the terms and subject to the conditions set out in this section 13.

While the Offer is for all CYB Shares, if a CYB Shareholder wishes to sell some, but not all, of their CYB Shares, the CYB Shareholder is permitted to do so.

If the Bidder acquires some or all of your CYB Shares under this Offer, it will also be entitled to all Rights in respect of those CYB Shares.

The Bidder has appointed Morgans to act as Broker and accept CYB Shares offered to it at the Offer Price until the end of the Offer Period. Morgans has been or will be appointed as the Participant Bidder for the purposes of the ASX Settlement Operating Rules and the acceptance of CYB Shares offered to it will be made in accordance with those Rules.

### **13.2 Offer Price**

The Offer Price is 11 cents cash for each CYB Share.

### **13.3 No conditions**

The Offer is not subject to any conditions.

### **13.4 How to accept this Offer**

Information on how to accept the Offer depends on the nature of your holding. You are not required to complete any forms to accept the Offer. For instructions on how to accept the Offer, please refer to section 3 of this Bidder's Statement.

### **13.5 CYB Options**

This Offer will not extend to the acquisition of any CYB Options (or any other securities that confer rights to be issued CYB Shares).

However, the Offer will extend to all CYB Shares that are issued and listed for quotation on the ASX at any time during the Offer Period as a result of the exercise of any CYB Options (or any other securities that confer rights to be issued CYB Shares).

### **13.6 How the Offer will be made**

Morgans, on behalf of the Bidder, will stand in the market and purchase all CYB Shares offered to it for sale on ASX at the Offer Price from the Announcement Date, on the same terms of the Offer.

### **13.7 Offer Period**

The Offer will officially commence on Monday, 6 January 2025 and will end at the close of trading on ASX on Thursday, 6 February 2025 (unless extended or withdrawn in accordance with the Corporations Act).

From the Announcement Date, Morgans will stand and will continue to stand in the market to acquire on behalf of the Bidder all CYB Shares offered to it at the Offer Price, prior to the commencement of the Offer Period.

### **13.8 Extension of Offer Period**

The Offer Period will be automatically extended by law if the Bidder's Voting Power in CYB increases to more than 50% during the last 7 days of the Offer Period. In this case, the Offer Period will end on the 14<sup>th</sup> day after the Bidder's Voting Power in CYB increases to more than 50%.

The Bidder may extend the Offer Period in its discretion at any time prior to the last 5 Trading Days of the Offer Period or in certain limited circumstances at any time prior to the end of the Offer Period (subject to compliance with the law).

### **13.9 Payment date**

The usual rules for settlement of transactions which occur on-market on ASX will apply in respect of the Bidder's purchase of CYB Shares on market. This means that if you accept the Offer, you will be paid on a normal T+2 basis (being 2 Trading Days after your acceptance).

### **13.10 Brokerage and other costs**

As the Offer by the Bidder is pursuant to an on-market takeover bid, the Offer will be made on the ASX. Accepting CYB Shareholders may only accept the Offer through Brokers who are members of ASX. Any brokerage or other fees charged by such Brokers will be the sole responsibility of the accepting CYB Shareholder.

The Bidder will bear its own brokerage and other fees on transfers of CYB Shares acquired through acceptances of the Offer.

No stamp duty or GST will be payable by you on the transfer of CYB Shares pursuant to the Offer (other than GST payable to your Broker in respect of brokerage fees charged to you).

### **13.11 Withdrawal of Offer**

The Bidder may withdraw the Offer in respect of any Offers that are unaccepted at any time:

- (a) with the written consent of ASIC and subject to the conditions (if any) specified in such consent;
- (b) where a Prescribed Occurrence occurs, if at the time of the Prescribed Occurrence the Bidder's Voting Power in CYB is at or below 50%; or



- (c) upon the occurrence of an Insolvency Event in relation to CYB (regardless of the Bidder's Voting Power in CYB).

Notice of withdrawal of the Offer will be given by the Bidder to ASX.

#### **13.12 Variation of Offer**

The Bidder may vary the Offer in accordance with the Corporations Act. The Offer may also be varied at law by the operation of the Corporations Act. If a CYB Shareholder has sold its CYB Shares prior to any such variation, that CYB Shareholder will not receive any benefit from the variation.

#### **13.13 Governing law and jurisdiction**

This Offer and any contract resulting from your acceptance of this Offer are governed by the laws of Victoria. In relation to them and related non-contractual matters each party irrevocably submits to the nonexclusive jurisdiction of courts with jurisdiction there, and waives any right to object to the venue on any ground.

## **14. COMPANY DIRECTORY**

### **14.1 5GN**

5G Networks Limited

Level 7, 505 Little Collins Street, Melbourne VIC 3000

### **14.2 Broker**

Morgans Financial Limited

367 Collins St, Melbourne VIC 3000

### **14.3 Share Registry**

Link Market Services

Tower 4, 727 Collins St, Melbourne VIC 3000

### **14.4 Legal Advisors**

Cornwalls

Level 4, 380 Collins Street, Melbourne, VIC 3000

### **14.5 Offer Information Line**

[insert]

**15. APPROVAL OF BIDDER'S STATEMENT**

This Bidder's Statement has been approved under section 637(1)(a)(i) of the Corporations Act by a resolution passed by the directors of 5GN.

Dated: Friday, 20 December 2024

Signed for and on behalf of 5G Networks Limited



.....

Joe Demase, Managing Director

## 16. GLOSSARY

In this Bidder's Statement, unless the context otherwise requires, the following terms have the meanings shown below.

- (a) **Announcement Date** means Friday, 20 December 2024, being the date on which the Offer was announced.
- (b) **ASIC** means the Australian Securities and Investments Commission.
- (c) **Associate** has the meaning given in sections 12(2) and 16 of the Corporations Act on the basis that each reference to "designated body" is read as a reference to "CYB".
- (d) **ASX** means ASX Limited (ACN 008 624 691) or, as the context requires, the financial market operated by it.
- (e) **ASX Listing Rules** means the Listing Rules of ASX (as amended or waived).
- (f) **ASX Settlement** means ASX Settlement Pty Limited (ABN 49 008 504 532).
- (g) **ASX Settlement Operating Rules** means the operating rules of the settlement facility provided by ASX Settlement.
- (h) **Bidder** or **5GN** means 5G Networks Limited ACN 073 716 793.
- (i) **Bidder's Statement** means this document, being the statement of the Bidder under Part 6.5 Division 2 of the Corporations Act relating to the Offer.
- (j) **Broker** means a person who is a share broker and a participant in CHES.
- (k) **Business Day** means any day that is each of the following:
  - (i) a 'Trading Day' within the meaning given in the ASX Listing Rules; and
  - (ii) a day that is not a Saturday, Sunday or a public holiday or bank holiday in Melbourne, Victoria.
- (l) **CGT** means Australian capital gains tax.
- (m) **CHES** means the Clearing House Electronic Subregister System, which provides for the electronic transfer, settlement and registration of securities in Australia.
- (n) **CHES Holding** means a holding of shares on the CHES Subregister of CYB.

- (o) **CHESS Subregister** has the meaning given in the ASX Settlement Operating Rules.
- (p) **Controlling Participant** has the meaning given in the ASX Settlement Operating Rules. Usually your Controlling Participant is a person, such as a broker, with whom you have a sponsorship agreement (within the meaning of the ASX Settlement Operating Rules).
- (q) **Corporations Act** means the Corporations Act 2001 (Cth), as modified from time to time by any applicable class order or regulatory instrument.
- (r) **GST** means the goods and services tax imposed under the A New Tax System (Goods and Services Tax) Act 1999 (Cth) and the related imposition acts of the Commonwealth of Australia.
- (s) **CYB** means AuCyber Limited ACN 622 728 189.
- (t) **CYB Board** means the board of directors of CYB.
- (u) **CYB Option** mean an option on issue in CYB.
- (v) **CYB Share** means a fully paid ordinary share in the capital of CYB.
- (w) **CYB Shareholder** means a person registered in the Register as a holder of CYB Shares.
- (x) **Holder Identification Number** means the number used to identify a CYB Shareholder on the CHESS Subregister of CYB.
- (y) **Insolvency Event** means an event described in section 652C(2) of the Corporations Act.
- (z) **Issuer Sponsored Holding** means a holding of CYB Shares on the Issuer Sponsored Subregister of CYB.
- (aa) **Issuer Sponsored Subregister** has the meaning given in the ASX Settlement Operating Rules.
- (bb) **Morgans** means Morgans Financial Limited, the Broker for the Offer.
- (cc) **Offer** means, as the context requires, the offer for CYB Shares contained in this Bidder's Statement, or the on-market takeover bid constituted by that offer and each other offer by the Bidder for CYB Shares in the form of that offer, including in each case as varied in accordance with the Corporations Act.
- (dd) **Offer Information Line** means [insert], which can be reached between 9.00 am to 5.00 pm (Melbourne time) on Business Days.
- (ee) **Offer Period** means the period during which the Offer will remain open for acceptance in accordance with this Bidder's Statement, being the

period from Monday, 6 January 2025 to Thursday, 6 February 2025, unless extended or withdrawn in accordance with the Corporations Act.

- (ff) **Prescribed Occurrence** means an event described in section 652C(1) of the Corporations Act.
- (gg) **Register** means the register of CYB Shareholders maintained by CYB in accordance with the Corporations Act.
- (hh) **Related Bodies Corporate** has the meaning given in the Corporations Act.
- (ii) **Related Entity** means, in relation to a person, any entity that is related to that person within the meaning of section 50 of the Corporations Act or that is in an economic entity (as defined in any approved Australian accounting standard) that is controlled by that person.
- (jj) **Relevant Interest** has the meaning given to that term in sections 608 and 609 of the Corporations Act.
- (kk) **Rights** means all accretions, rights and benefits of whatever kind attaching to or arising from the CYB Shares directly or indirectly at or after the date of this Bidder's Statement (including all dividends and all rights to receive them and rights to receive or subscribe for shares, notes, bonds, options or other securities or entitlements declared, paid or issued by CYB or any Subsidiary of CYB).
- (ll) **Securityholder Reference Number** means the number allocated by CYB used to identify a CYB Shareholder on the Issuer Sponsored Subregister of CYB.
- (mm) **Subsidiary** has the meaning given to that term in the Corporations Act.
- (nn) **Target's Statement** means the target's statement to be issued by CYB in response to this Bidder's Statement in accordance with the Corporations Act.
- (oo) **Trading Day** has the meaning given to that term in the ASX Listing Rules.
- (pp) **Voting Power** has the meaning given in section 610 of the Corporations Act.
- (qq) **VWAP** means volume weighted average trading price on ASX.