



AUCyber Limited (CYB)

Rights Issue

20 March 2025

Important Notices & Disclaimers

This presentation is dated 20 March 2025 and has been prepared by AUCyber Limited ACN 622 728 189 (CYB or the **Company**) in relation to a pro-rata renounceable entitlement offer of new fully paid ordinary shares in AUCyber (**New Shares**) to eligible shareholders in Australia, New Zealand, Philippines and the United Kingdom (**Entitlement Offer**).

Morgans Corporate Limited ACN 010 539 607 is the lead manager to the Offer (**Lead Manager**).

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Limited disclosure

This presentation contains summary information about AUCyber and its activities which is current at the date of this presentation (unless otherwise noted). The information in this presentation is of a general nature. This presentation does not purport to contain all the information that a prospective investor may require in evaluating a possible investment in AUCyber, nor does it contain all the information which would be required in a disclosure document prepared in accordance with the requirements of the Corporations Act 2001 (Cth) (**Corporations Act**) and should not be used in isolation as a basis to invest in AUCyber. It should be read in conjunction with AUCyber's other periodic and continuous disclosure announcements lodged with the Australian Securities Exchange (ASX), which are available at www.asx.com.au.

Important Notices & Disclaimers (continued)

Not an Offer

The information in this presentation is not an offer or recommendation to purchase or subscribe for securities in AUCyber or a recommendation to retain or sell any securities that are currently held in AUCyber.

LM Group

The LM Group is a full service financial institution engaged in various activities, which may include trading, financial advisory, investment management, investment research, principal investment, hedging, market making, brokerage and other financial and non-financial activities and services including for which that have received or may receive customary fees and expense or other transaction consideration. In the course of these activities, the LM Group may at any time for their own account and for the accounts of their clients make or hold investments in equity securities or other financial products of AUCyber, its affiliates and / or funds they manage, and may at any time also provide debt financing and corporate or financial advisory services to AUCyber or its affiliates and receive customary fees and expenses or other transaction consideration in respect of such activities. The LM Group is act as lead managed to the entitlement offer for which it has received or expects to receives fees and reimbursement of expenses. The LM Group is not an underwriter of the Entitlement Offer.

Mr Hugh Robertson, a Non-Executive Director of AUCyber Limited, also holds the position of Chairman of 5G Networks Limited and is a Director, Corporate Advisory at Morgans Corporate Limited.

Disclaimer

You acknowledge and agree that determination of eligibility of investors for the purposes of the Entitlement Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of AUCyber and the LM Group, and each of those parties (and their respective related bodies corporate, affiliates, officers, directors, employees, representatives, agents, consultants or advisers) disclaims any duty or liability (including for negligence) in respect of the exercise or otherwise of that discretion, to the maximum extend permitted by law.

Seek your own advice

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The distribution of this document in jurisdictions outside Australia may be restricted by law. Persons who come into possession of this presentation who are not in Australia, should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. Please see page 12 for further details of selling restrictions which apply in certain jurisdictions.

AUCyber Today: Securing Australia's Digital Future

Everyday Australia's leading organisations trust AUCyber to safeguard their most important systems, assets, data, employees and reputation.

AUCyber empowers Australian organisations with the latest managed cyber security solutions, cloud infrastructure services and IT support.

AUCyber is uniquely sovereign to Australia, via its ownership, data centres, security cleared personnel and security accreditations.

AUCyber Today

2020

Listed on the ASX

We are proudly Australian —
boasting comprehensive
solutions, backed by
dedicated security cleared
personnel.

240+

Active Customers

We are trusted by many of
Australia's leading organisations
with our sovereign cyber
security and cloud solutions.



100% Australian

Australian owned and operated,
sovereign data centers, security
clearances: ISO27001, DISP,
IRAP Protected.

100+

Expert Personnels

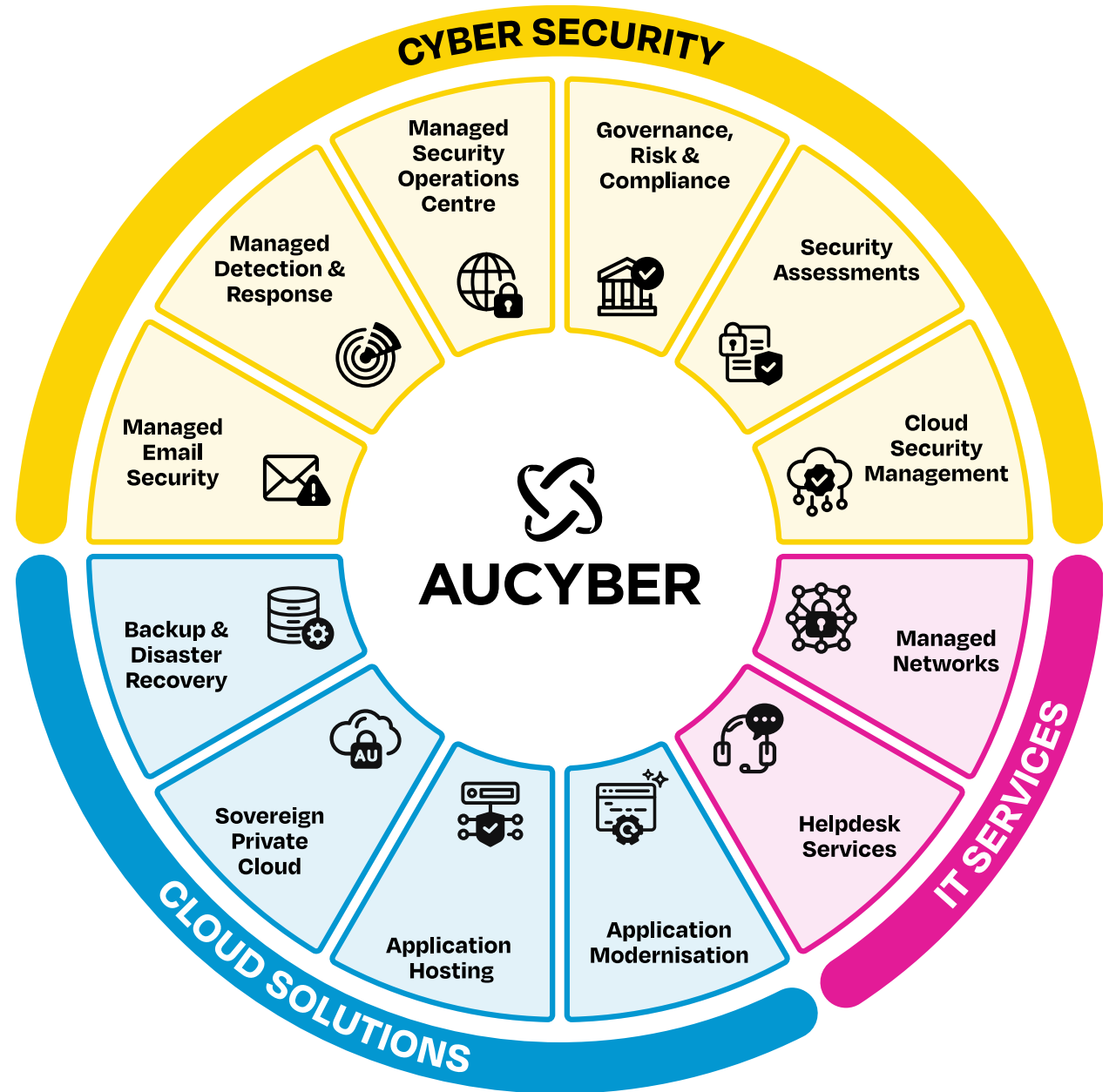
AUCyber employees over 100
cloud, cyber and security
professionals across Australia.



Secure & Sovereign

We have the highest security
accreditations and only operate
Australian sovereign cloud
zones.

AUCyber Capability



Offer Summary

Equity Raising	\$2.75 million (approximate) pro rata non-accelerated renounceable entitlement offer, for the issue of up to 45.82 million new ordinary shares (New Shares) based on an offer ratio of 1 new ordinary share for every 3.57 existing ordinary shares held as at the Record Date (Entitlement Offer).
Offer Price	<p>\$0.06 per New Share representing (Offer Price):</p> <ul style="list-style-type: none"> • 15.4% discount to the TERP of \$0.071¹ • 18.9% discount to the last closing price of \$0.074 on 19 March 2025
Ranking	New Shares issued will rank equally with existing AUCyber shares.
Use of proceeds	The proceeds of the Offer will largely be deployed to assist working capital requirements associated with executing the Company's strategic initiatives.
Commitments	The company has received binding commitments from their major shareholder to take up their entitlements in full, which represents 89.69% of total New Shares offered under the Entitlement Offer and the equivalent of approx. \$2.47 million based on the Offer Price.
Underwriting	The Entitlement Offer has not been underwritten by any parties or shareholders. ²

1. The Theoretical Ex-rights Price (TERP) is calculated by reference to the Company's closing share price on 19 March 2025 of \$0.074 per share, being the last trading day prior to the announcement of the Entitlement Offer. TERP is a theoretical calculation only and the actual price at which the Company's shares trade immediately after the ex-date of the Entitlement Offer and will depend on many factors and may not approximate TERP. TERP includes the new shares issued under the Offer.
2. 5G Networks Limited which holds approximately 89.69% of the issued capital of AUCyber has confirmed its intention to take up its full entitlement under the offer. Refer to page XX for all risks and disclaimers.

Timetable

Date ¹	Event
20 March 2025	Announcement of Entitlement Offer
24 March 2025	Ex-date for Entitlement Offer
25 March 2025	Record Date for Entitlement Offer
28 March 2025	Entitlement Offer Information Booklet and personalized Entitlement and Acceptance forms despatched, and announcement despatch
28 March 2025	Entitlement Offer opens
3 April 2025	Last day to extend the Closing Date for the Entitlement Offer
8 April 2025	Closing Date for the Entitlement Offer (5:00pm Sydney Time)
15 April 2025	Announcement of results of Entitlement Offer
15 April 2025	Settlement of the Entitlement Offer
15 April 2025	Allotment of New Shares issued under the Entitlement Offer
16 April 2025	Normal trading on ASX for New Shares issued under the Entitlement Offer commences

1. All dates and times are indicative only and AUCyber reserves the right to amend any or all of these events, dates and times subject to the Corporations Act 2001 (Cth), ASX Listing Rules and other applicable laws. All times and dates are in reference to Sydney time.

Key Risk Factors

Business Risks

Competitive landscape and actions of others: AUCyber operates in a competitive landscape alongside a number of other service providers with competing technologies, product offerings and geographic presence. These include a number of global IaaS providers which offer competing services to AUCyber on a global scale. Although AUCyber is in a niche market, and notwithstanding the barriers to entry in that market, AUCyber may face competition from new entrants and existing competitors who may have significant advantages, including greater name recognition, longer operating history, lower operating costs, pre-existing relationships with current or potential customers or decision makers and greater financial, marketing and other resources. If competitor product offerings are perceived to be superior to AUCyber's, or competitors are able to compete effectively on price, AUCyber may lose existing or potential customers, incur costs to improve its network, or be forced to reduce prices.

Sustained losses and short operating history: Like many technology companies, AUCyber has incurred regular operating losses since inception. AUCyber may not be able to achieve or maintain profitability or positive free cash flow in the near term if at all. does not have a long operational track record. As a result, the execution of AUCyber's business plan may take longer to achieve than planned and the costs of doing so may be higher than budgeted.

Cyber risk: Given AUCyber's business model is premised on providing secure cloud services, any unauthorised access to customer data would severely prejudice AUCyber's reputation as a credible provider of such services to its targeted customers. While instances of "cyber-crime" are particularly damaging, other events, such as accidental loss of confidential data or experiencing significant network issues may also cause financial loss or reputational damage (or both). While AUCyber is particularly focused on mitigating the likelihood of cyber risk, given its business model, the consequences of the risk including the adverse effect on AUCyber's future financial performance and position, are potentially significant.

Changes to law or Government policy: The storage of data, including the migration of systems to the cloud, for Governments and CNIs is a current focus of Government policy, which is evolving rapidly. As Government departments make the decision to transition legacy systems and datasets to third party hosted environments, including to the cloud, there is a growing focus on how Government agencies can ensure the security of that data. Rules and guidelines for Government departments and agencies in relation to outsourcing cloud functions, and the requirements of third party providers of those functions, have been developed, however there is no guarantee that the implementation of those rules and guidelines will occur in the manner currently anticipated by AUCyber.

In addition, those rules and guidelines will likely be supplemented and varied over time. For example, AUCyber anticipates that those rules and guidelines will address the sovereign ownership of the service provider.

While AUCyber has some capacity to predict policy developments, it is possible that policies will be implemented in the future that may preclude or hinder AUCyber's competition in the market for Government outsourcing of cloud services.

Authorisations and accreditations: AUCyber relies on authorisations and accreditations to operate its business. In particular, AUCyber is required to be IRAP-accredited to provide its services to the Australian Government. IRAP is an ASD initiative. ASD endorses suitably qualified ICT professionals as IRAP assessors to provide relevant security services and highlight information security risks which aim to secure broader industry and Australian Government information (and associated) systems. The ACSC has also recently introduced a new Cloud Security Guidance and Cloud Assessment and Authorisation Framework. Further, each of the Target's and their employees hold certain authorisations and accreditations to operate the businesses. There is no guarantee that AUCyber will be able to obtain or retain the authorisations and accreditations it requires to compete in the market. Any failure by AUCyber to obtain additional authorisations or accreditations mandated by the Australian Government in the future would materially adversely affect AUCyber's operational and financial performance.

Funding and capital: The continued growth of AUCyber relies on customer acquisition and the acquisition of businesses to continue to scale AUCyber's existing business. Capital is required to maintain and grow the existing technology platform. AUCyber requires sufficient access to capital to fund this expenditure. Failure to obtain capital on favourable terms may hinder AUCyber's ability to expand and pursue growth opportunities, which may reduce competitiveness and have an adverse effect on the financial performance, position and growth prospects of AUCyber.

AUCyber's continued ability to implement its business plan effectively over time may depend in part on its ability to raise future funds. There is no assurance that additional funds will be available in the future, and/or be secured on reasonable commercial terms. If adequate funds are not available or not available on reasonable commercial terms in the future, then AUCyber may not be able to take advantage of investment opportunities, make strategic acquisitions, develop new ideas or otherwise respond to competitive pressures.

Key Risk Factors (continued)

Change in technology: Demand for cloud services can change rapidly because of technological innovation, new product introductions, declining prices and evolving industry standards, amongst other factors. New solutions and new technology often render existing solutions and services obsolete, excessively costly or otherwise unmarketable. As a result, the success of AUCyber depends on AUCyber being able to keep up with the latest technological progress and to develop or acquire and integrate new technologies into its product offering. Advances in technology also require AUCyber to commit resources to developing or acquiring and then deploying new technologies for use in operations.

Interruptions to operations, including infrastructure and technology failure: AUCyber could be exposed to short, medium or long-term interruptions to its services, some of which is provided by third parties. AUCyber may be unable to deliver a service as a result of numerous factors, including:

- human error;
- power loss;
- improper maintenance by entities not related to AUCyber;
- physical or electronic security breaches;
- fire, earthquake, hurricane, flood and other natural disasters;
- water damage;
- intentional damage to the networks from vandalism;
- accidental damage to the networks from civil works;
- war, terrorism and any related conflicts or similar events worldwide; and
- sabotage and vandalism.

Relationships with key intellectual property licensors and technology: AUCyber relies on relationships with key intellectual property licensors and technology partners, from whom it licenses the right to use particular intellectual property and technology. AUCyber's ability to offer its cloud services is dependent on its ability to use particular intellectual property and technology, and any change in the ability to use or protect the intellectual property AUCyber relies on may have an effect on AUCyber's future financial performance and position.

Insurance: AUCyber seeks to maintain appropriate policies of insurance consistent with those customarily carried by organisations in its industry. Any increase in the cost of the insurance policies of AUCyber or the industry in which it operates could adversely affect AUCyber's business, financial condition and operational results. AUCyber's insurance coverage may also be inadequate to cover losses it sustains. Uninsured loss or a loss in excess of AUCyber's insured limits could adversely affect AUCyber's business, financial condition and operational results.

Exposure to general economic conditions: The operating and financial performance of AUCyber is influenced by a variety of general domestic and global economic and business conditions that are outside the control of AUCyber. A prolonged deterioration in general economic conditions may impact the demand for AUCyber's services and may have a material adverse impact on the financial performance, financial position, cash flows, dividends, growth prospects and share price of AUCyber.

Key Risk Factors (continued)

Equity Raising Risks

AUCyber's share price may fluctuate: AUCyber is subject to the general market risk that is inherent in all securities traded on a stock exchange. This may result in fluctuations in its share price that are not explained by the fundamental operations and activities of AUCyber. There is no guarantee that the price of AUCyber's shares will increase following the Offer, even if AUCyber's earnings increase. AUCyber's shares may trade at, above or below the offer price due to a number of factors, including:

- general market conditions;
- fluctuations in the local and global market for listed stocks;
- changes to government policy, legislation or regulation;
- inclusion in or removal from particular market indices (including S&P/ASX indices); and
- the nature of the markets in which AUCyber operates.

Other factors that may negatively affect investor sentiment and influence AUCyber specifically or the stock market more generally include acts of terrorism, an outbreak of international hostilities, civil unrest, fires, floods, earthquakes, labour strikes, civil wars, natural disasters, outbreaks of disease or other man-made or natural events.

Trading in AUCyber's shares may not be liquid: There can be no guarantee that there will be an active market for AUCyber's shares following completion of the Offer. There may be relatively few potential buyers or sellers of AUCyber's shares on ASX at any given time. This may increase the volatility of the market price of AUCyber's shares. It may also affect the prevailing market price at which shareholders are able to sell their AUCyber shares. This could result in shareholders receiving a market price for their AUCyber shares that is less than the price that they paid. Further, approximately 89.69% of AUCyber's shares, prior to the equity raising, are held by their top shareholder (5GN). This will reduce the liquidity of trading in AUCyber's shares.

Influence of major shareholder: AUCyber's largest shareholder, 5G Networks Limited ("5GN"), holds 89.69% of the Company's current share capital and this may increase to over 90% as a result of its support of the Offer and indication that it may subscribe for any shortfall.

If 5GN increases its shareholding to 90% or more, there may be reduced liquidity for minority shareholders, and 5GN may have the ability to undertake actions that could affect minority shareholders, including compulsory acquisition of AUCyber under the Corporations Act. Shareholders who do not participate in the Offer may experience dilution of their existing holdings.

Foreign Selling Restrictions

This document does not constitute an offer of entitlements (**Entitlements**) or New Shares of the Company in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the Entitlements and New Shares may not be offered or sold in the institutional entitlement offer, in any country outside Australia except to the extent permitted below.

New Zealand

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (**FMC Act**).

The Entitlements and the New Shares in the entitlement offer are not being offered to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021.

Other than in the entitlement offer, the Entitlements and the New Shares may only be offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) to a person who:

- is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.



AUCYBER

Authorised for release by the board