

ASX ANNOUNCEMENT

5 May 2025

Minimum Holding Buy-Back

AUCyber Limited (ASX: CYB) (AUCyber or the Company) announces that it intends to undertake a minimum holding buy-back (**Buy-Back**) of ordinary shares in the Company (**Shares**) for Shareholders who hold less than A\$500 worth of fully paid ordinary shares (**Small Shareholdings**).

The Buy-Back will allow Shareholders who hold less than a marketable parcel of Shares (**Unmarketable Parcel**, such Shareholders being **Eligible Shareholders**) as at 7.00 pm (Brisbane time) on 7, May 2025 (**Record Date**) to sell their Shares back to the Company at the Buy-Back price being the five day volume weighted average price per Share on the last date to return a completed retention form of 25 June 2025 (**Closing Date**). These Shares will be cancelled once transferred to the Company in accordance with the requirements of the *Corporations Act 2001* (Cth) (**Corporations Act**).

Small Shareholdings can be difficult and expensive (relative to their value) to sell and the Buy-Back enables eligible holders to sell their Small Shareholdings without having to act through a broker or incurring any brokerage costs. The Company also expects that undertaking the Buy-Back will help to reduce the administrative costs (including printing and mailing costs and share registry expenses) associated with maintaining a large number of Small Shareholdings on the Company's shareholder register.

The Buy-Back will be undertaken in accordance with the Company's Constitution and the Corporations Act. The Buy-Back is a 'minimum holding buy-back' under section 257B of the Corporations Act and is therefore not subject to Shareholder approval.

Shareholders who wish to sell their Small Shareholding through this Buy-Back do not have to take any action and will receive the market price for their shares based on a 5-day volume-weighted average price to the Closing Date being 25 June 2025. The Shares bought back by the Company will be cancelled pursuant to section 257B of the *Corporations Act 2001*. Proceeds will be dispatched to Shareholders as soon as practicable. Shareholders with Small

Shareholdings will have the ability to opt-out of participating in the Buy-Back. Shareholders with Small Shareholdings who wish to retain their Shareholding must either:

- a. complete a Share Retention Form and return it to the Company's share registry, MUFG Corporate Markets (AU) Limited by 5.00pm (AEST) by 25 June 2025; or
- b. purchase additional Shares in the Company or consolidate multiple holdings (if available) such that their holding is no longer an Unmarketable Parcel by 5.00pm (AEST) on 25 June 2025.

Shareholders who hold a Small Shareholding on the Record date will be sent the attached letter and a retention form by post on or around 12 May 2025.

The Company will fund the Buy-Back from its existing cash reserves.

Buy-Back key dates

Event	Date
ASX announcement of the Buy-Back	5 May 2025
Record Date	7 May 2025
Notice sent to Shareholders	12 May 2025
Closing Date to return the Share Retention Form	25 June 2025
ASX announcement of the outcome of the minimum holding Buy-Back	27 June 2025
Shareholders who have participated in the Buy-Back to receive proceeds and documentation confirming shares that have been bought back	As soon as practicable after the Buy-Back

The dates above are indicative only. All dates are references to time in Brisbane, Australia. The Company reserves the right to change any of the dates referred to in this announcement or the attached shareholder letter and Share Retention Form, or to vary, suspend or terminate the Buy-Back. Any changes to the timetable, or any variation, suspension or termination of the Buy-Back will be notified by an announcement to ASX.

Eligible Shareholders should consider the documents they receive about the Buy-Back carefully and, if needed, seek professional advice on the financial and taxation implications of participating in the Buy-Back that is relevant to their individual circumstances. The Company does not provide any recommendation or advice as to whether Eligible Shareholders should sell or retain their Shares.

This announcement has been authorised for release by the Board of Directors

For further information, please contact:

Joe Demase

Chairman

1800 282 568

investorcontact@aucyber.com.au

Dear Shareholder

Minimum Holding Buy-Back – Notice to eligible Shareholders

AUCyber Limited (**ASX: CYB**) (“**AUCyber**” or “**the Company**”) announces that it intends to undertake a minimum holding buy-back (“**Buy-Back**”) of ordinary shares in the Company (**Shares**) for Shareholders who hold less than A\$500 worth of fully paid ordinary shares (“**Small Shareholdings**”).

The Buy-Back will allow Shareholders who hold less than a marketable parcel of Shares (**Unmarketable Parcel**, such Shareholders being **Eligible Shareholders**) as at 7.00 pm (Brisbane time) on 7, May 2025 (**Record Date**) to sell their Shares back to the Company at the Buy-Back price being the five day volume weighted average price per Share on the last date to return a completed retention form of 25 June 2025 (**Closing Date**). These Shares will be cancelled once transferred to the Company in accordance with the requirements of the *Corporations Act 2001* (Cth) (**Corporations Act**).

Small Shareholdings can be difficult and expensive (relative to their value) to sell and the Buy-Back enables eligible holders to sell their Small Shareholdings without having to act through a broker or incurring any brokerage costs. The Company expects that undertaking the Buy-Back will help to reduce the administrative costs (including printing and mailing costs and share registry expenses) associated with maintaining a large number of Small Shareholdings on the Company’s shareholder register.

The Buy-Back will be undertaken in accordance with the Company’s Constitution and the Corporations Act. Accordingly, in accordance with section 257H of the Corporations Act, Shares purchased by the Company under the Buy-Back will be cancelled immediately after registration of the transfer of the bought-back Shares to the Company.

The Buy-Back is a ‘minimum holding buy-back’ under the Corporations Act and is therefore not subject to shareholder approval. However, Eligible Shareholders are able to opt out of the Buy-Back by giving written notice to the Company of their desire to be exempted from the Buy-Back by 5.00 pm (Brisbane time) on 25 June 2025 (**Closing Date**).

You are receiving this letter because the Company’s share register shows that the number of shares held by you on the Record Date is an Unmarketable Parcel.

The Buy-back is conducted on an ‘opt-out’ basis. You have six weeks from the date of this letter to decide whether you want the Company to buy-back your Unmarketable

Parcel or whether you want to retain your Shares. If you want the Company to buy back your Unmarketable Parcel at the Buy-Back Price, you do not need to do anything. **If you do not wish the Company to buy-back your Unmarketable Parcel because you want to retain your Shares, you must notify the Company immediately and, in any event, by no later than the Closing Date.**

To retain your Shares, you must either:

- a. complete and sign the attached Share Retention Form and return it to the address noted on the Share Retention Form to be received by the Closing Date; or
- b. purchase additional Shares in the Company or consolidate multiple holdings (if available) such that your holding is no longer an Unmarketable Parcel by the Closing Date.

Share Retention Forms should be returned to MUFG by post to:

MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235 Australia

If the Company buys your shares through the Buy-Back, the sale proceeds will be remitted to you by the Company as soon as practicable (and by no later than 60 days after the completion of the sale). You will not need to appoint a broker or pay brokerage and handling costs associated with the sale of shares under the Buy-back.

If you have provided bank details for an Australian dollar denominated bank account to MUFG, payment will be made in Australian dollars by direct credit.

If you have not provided bank account details and your registered address is outside of Australia, you will be sent an Australian dollar cheque.

Please ensure your bank account details are up to date. This can be done either by visiting <https://www.mpms.mufg.com/en/for-individuals/au/shareholders/> or by contacting your controlling participant (if your holding is broker sponsored and held on the CHESS sub-register).

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ASX announcement of the Buy-Back	5 May 2025
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Closing Date to return the Share Retention Form	25 June 2025
ASX announcement of the outcome of the minimum holding Buy-Back	27 June 2025
Shareholders who have participated in the Buy-Back to receive proceeds and documentation confirming shares that have been bought back	As soon as practicable after the Buy-Back

The dates above are indicative only. All dates are references to time in Brisbane, Australia. The Company reserves the right to change any of the dates referred to in this announcement or the attached shareholder letter and Share Retention Form, or to vary, suspend or terminate the Buy-Back. Any changes to the timetable, or any variation, suspension or termination of the Buy-Back will be notified by an announcement to ASX.

When considering whether to participate, you should note that the Company's share price will vary, and the Buy-Back Price may be less than the market price at the date of this letter. While the Company will pay the costs associated with undertaking the Buy-Back, please note that any taxation consequences arising from your sale will be solely your responsibility.

Please be aware that the fact that your holding is described in this letter as an "unmarketable parcel" does not mean you cannot sell your Shares at any time. The use of the term "unmarketable parcel" in this letter is to identify the value of the Shares which are eligible for sale under the Buy-Back.

The Company makes no recommendation as to whether you should participate in the Buy-back. You should seek independent professional advice when deciding whether to retain your shares or if you have any questions on how a sale of shares under the Buy-back may affect you.

Please find answers to frequently asked questions set out in the schedule to this letter. If you still require further information in respect of the Buy-back, please contact MUFG (the Company's Share Registry) via 1300 554 474 (within Australia) or +61 1300 554 474 (outside Australia).

On behalf of AUCyber Limited

Adam Gallagher
Company Secretary

FREQUENTLY ASKED QUESTIONS

Why is the Company undertaking a minimum holding Buy-Back?

The Board recognises that many shareholders hold relatively small parcels of shares in the Company. In those circumstances, it may be uneconomical for holders to sell their parcel of shares due to associated transaction costs. In order to allow these shareholders to sell their Shares without incurring brokerage and other expenses, the Board has resolved to undertake a buy-back of Unmarketable Parcels under the terms set out in this letter and in accordance with Division 2 Part 2J.1 of the Corporations Act.

Who is eligible to participate in the Buy-Back?

Any Company shareholder who held shareholdings in the Company on the Record Date valued at less than \$500 is eligible to participate. All other shareholders are ineligible.

Do I have to participate in the Buy-Back?

No, the choice whether or not to participate is solely yours. Simply tell us that you wish to retain your holding by completing and returning the Share Retention Form to the Company's share registry by 25 June 2025. Alternatively, you can increase the value of your shareholding to more than \$500.

What do I need to do to participate?

Nothing. The Buy-Back is being conducted on an 'opt-out' basis, which means the buy-back will occur automatically unless you take action.

If I participate, how much will I receive?

The Board has set the Buy-Back price at the 5-day Volume Weighted Average Price commencing as at the Closing Date. It is important to note that this may be more or less than the current market price at the date of this letter.

Do I have to pay anything to participate?

No, the Company will pay all costs associated with undertaking the Buy-Back, but any taxation consequences arising from your sale of an Unmarketable Parcel will be solely your responsibility. It is strongly recommended that you consider seeking appropriate

professional advice.

I hold multiple Unmarketable Parcels; can I still participate?

If there is more than one Unmarketable Parcel registered under your name, you will receive this letter and a personalised Share Retention Form for each Unmarketable Parcel held by you. If you would like to participate, you do not need to do anything and the Company will buy all of the Unmarketable Parcels registered under your name. If you do not wish to participate, you must either return a completed and signed Share Retention Form for each of your Unmarketable Parcels by the Closing Date or you may wish to consider amalgamating your holdings such that your holding is no longer an Unmarketable Parcel by the Closing Date.