

Corporate Governance Statement

2025

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CORPORATE GOVERNANCE STATEMENT

FOR THE YEAR ENDED 30 JUNE 2025

Corporate Governance at AUCyber

Effective corporate governance is crucial for maintaining the integrity, transparency and accountability of **AUCyber Limited** and its subsidiaries (collectively “**AUCyber**” or “**CYB**” or “**Group**” or the “**Company**”).

The Statement outlines AUCyber’s governance framework, which is shaped by the ASX Corporate Governance Council’s Corporate Governance Principles and Recommendations (4th Edition) (the “**Recommendations**”), industry best practices, and the Company’s commitment to acting in the best interests of shareholders. AUCyber acknowledges that strong corporate governance is vital for building, safeguarding, and enhancing shareholder value.

It provides an overview of the Company’s governance structure and details the Company’s compliance with the Recommendations, and highlights any governance updates made throughout the year. AUCyber remains dedicated to implementing best corporate governance practices that align with the Company’s business objectives.

This Statement is current as of 26 August 2025 and confirms the Company’s adherence to the Recommendations.

The Board has endorsed, and consistently applied, the ASX Corporate Governance Principles and Recommendations (4th Edition) throughout FY25 and up to the date of this Corporate Governance Statement.

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Principle 1: Lay Solid Foundations for Management and Oversight

1.1 Board and Management Functions

AUCyber Limited has adopted a formal Board Charter that sets out the roles and responsibilities of the Board, its committees, and management. The Charter clearly defines the matters reserved for the Board—such as strategic direction, financial oversight, major capital decisions, and risk management—as well as those delegated to the Chief Executive Officer and management team for day-to-day operations.

The Board is responsible for ensuring the Company operates in a manner consistent with its values, complies with legal and regulatory obligations, and acts in the best interests of shareholders. Management is accountable for implementing the Board-approved strategy and reporting regularly on performance and key developments.

The Board Charter is reviewed periodically to ensure it remains aligned with the Company's evolving needs and governance expectations. A copy of the Charter is available on the Company's website at:

<https://investor.australiacloud.com.au/investors/?page=Corporate-Governance>

1.2 Appointment of Directors

The Remuneration and Nomination Committee assists the Board in decision-making by reviewing and making recommendations in relation to the appointment of new Directors.

Prior to appointing a new director, the Company conducts customary background and reference checks.

The Company provides shareholders with material information, including the Board's recommendations that are relevant to a shareholder's decision regarding whether to elect or re-elect a Director at the Annual General Meeting.

1.3 Written Agreements

The Company requires written agreements for Directors and senior executives specifying their roles, responsibilities and Company expectations. The published Remuneration Report within the Annual Report includes the details of material remuneration terms.

1.4 Company Secretary

The responsibilities of the Company Secretary are outlined in Section 4.6 of the Board Charter, including the accountability that the Company Secretary has to the Board (through the Chair) on all matters relating to the proper functioning of the Board. The Board is responsible for the appointment and, where appropriate, the replacement of the Company Secretary. The relevant skills, qualifications and experience of the Company Secretary are set out in the 2025 Annual Report.

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1.5 Diversity

The Board is committed to workplace diversity and is conscious of building a diverse and inclusive workforce. The Company's Diversity Policy is available on the Company website at: <https://AUCyber.com.au/corporate-governance/>.

Following the turnover of the Board in February 2025, the Company's formal diversity objectives have been withdrawn, and thus the Company is not fully compliant with Recommendation 1.5.

Promoting and improving gender equality in the workplace is guided by the principles established by the Workplace Gender Equality Agency, an Australian Government statutory body created under the Workplace Gender Equality Act 2012. The Company recorded the following Gender Equality Indicators for the 2025 financial year:

	CEO/HOB/KMP	Managers		Non-managers	
	Men	Women	Men	Women	Men
2024-25	100%	11%	89%	19%	81%

1.6 Board, Committee and Director Performance Evaluation

The Board remains committed to regularly evaluating its effectiveness and recognises that each Director's contribution strengthens the Company's governance and strategic direction.

In accordance with Section 2.6 of the Board Charter, the performance of the Board and each individual Director is required to be assessed each year. The Company has an informal process for evaluating the effectiveness, process and structure of the Board, its Committees and individual Directors. An assessment was completed in the 2025 financial year.

1.7 Senior Executive Performance Evaluation

There is a performance evaluation system in place throughout the financial year to assess employees, including senior executives. This includes setting and assessing key performance indicators for each employee on an annual basis.

A performance evaluation was completed in the 2025 financial year.

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Principle 2: Structure the Board to be Effective

2.1 Remuneration and Nomination Committee

The Remuneration and Nomination Committee Charter is available on the Company's website at:

<https://AUCyber.com.au/corporate-governance/>.

The Remuneration and Nomination Committee Charter outlines the role of the Committee, which is to assist the Board in decision-making by reviewing and making recommendations in relation to the appointment of new Directors, senior executives, the structure of remuneration packages to attract and motivate high performers, the design of the equity-based initiative plans and other employee benefit programs.

Following the resignation of the directors who comprised the committee members, the respective committees were dissolved effective 17 February 2025. Since then, the full Board assumes the responsibilities set out in the Remuneration and Nomination Committee Charter.

The Company has not fully complied with Recommendation 2.1, which recommends that a listed entity have a nomination committee comprised of at least three members, a majority of whom are independent Directors, and an independent Chair. The small Board of three directors has determined that all Board members should be equally involved in fulfilling the respective committee charters.

The number of Remuneration and Nomination Committee meetings convened in the last financial year until it was dissolved is disclosed in the 2025 Annual Report.

2.2 Board Skills Matrix

The Company's governance framework relies on a diverse and complementary mix of skills, experience, and perspectives. To ensure it can effectively oversee the Company's strategy and operations, the Board maintains a Board Skills Matrix.

The Skills Matrix enables the Board to:

- Assess the collective skills and experience of its members;
- Identify any skills gaps or development opportunities;
- Inform succession planning and Director recruitment; and
- Ensure alignment with the Company's evolving strategic priorities.

The Board's current skills matrix as at the date of this Report is summarised below:

Sector	Industry knowledge & experience
Technical Skills & Experience	Accounting/Finance
	Information Technology
	Sales & Marketing
	Risk Management
	HR/Remuneration Experience
	Executive Leadership
	Strategic & Commercial Acumen
	Acquisition Experience
	Director and Listed Company Experience
Governance	Governance of Risk Management & Compliance
	Public/Reputation Management

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Each Director's capabilities are reviewed against these criteria, offering a clear view of the Board's strengths and areas for ongoing development. The Board reviews and updates the matrix periodically to maintain its relevance and alignment with the Company's objectives.

Further information on each Director's qualifications, experience, and tenure is included in the Directors' Report in the 2025 Annual Report.

2.3 Independent Directors

The board currently consists of three Directors.

The table below sets out the details of the Directors who served on the Board during FY25, the length of their tenure and their status of independence.

Name	Position	Appointed / Ceased	Independent
Cathie Reid	Director Chair	20 December 2017 / 17 February 2025	No
Ross Walker	Non-executive Director	8 November 2017 / 17 February 2025	Yes
Craig Scroggie	Non-executive Director	24 December 2021 / 4 February 2025	No
Peter Maloney	Managing Director	30 January 2023/ 20 December 2024	No
Joe Demase	Non-executive Director Chair	4 February 2025 17 February 2025 (Chair)	No
Hugh Robertson	Non-executive Director	4 February 2025	No
Conrad Morgan	Non-executive Director	18 February 2025	Yes

Conrad Morgan is an independent Director. Mr Joseph Demase (Chairman) and Mr Hugh Robertson (Non-Executive Director) were appointed to the Board in February 2025 following the acquisition of a controlling interest in AUCyber Limited by 5G Networks Limited (ASX:5GN). Mr Demase is the CEO and Managing Director of 5G Networks, and Mr Robertson is the Executive Chairman of 5G Networks. Given their executive roles and association with the major shareholder, the Board does not consider Mr Demase or Mr Robertson to be independent directors, in accordance with Recommendation 2.3 of the ASX Corporate Governance Principles and Recommendations (4th Edition).

The skills and experience of the Committee members, the number of meetings held, and the number of meetings attended by each Committee member during the reporting period, are set out in the 2025 Annual Report.

2.4 Majority of the Board should be Independent Directors

The Board considers a Director to be independent if they are:

- Not a member of management (i.e., a non-executive Director);
- Free from any interest, position, association, or relationship that might influence, or reasonably be perceived to influence, their capacity to bring independent judgment to bear on issues before the Board and to act in the best interests of the Company and its shareholders; and
- Have not held an executive position, or any other relationship outlined above, with the Company or its related entities within the past three years.

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In determining independence, the Board assesses materiality on a case-by-case basis, taking into account the specific circumstances of each Director rather than applying fixed thresholds.

The Company recognises the value of having a mix of independent and non-independent Directors. While independent Directors provide objectivity, oversight, and represent the interests of minority shareholders, non-independent Directors contribute valuable operational knowledge, strategic insight, and industry expertise. Together, this balance supports informed and effective decision-making.

Appropriate governance structures and protocols are in place to ensure all Directors—regardless of independence—act in the best interests of shareholders. The Board regularly reviews its composition to ensure an appropriate mix of skills, experience, and independence is maintained to effectively discharge its duties and support long-term value creation for stakeholders.

The Board recognises that the majority of its Directors are not independent, although, given the Company's age, size and stage of growth, the Board considers its composition to be appropriate. To ensure transparency and appropriate conduct, clear guidelines and processes for managing conflicts of interest are followed.

The Board will consider the appointment of additional Independent Directors once the Company's overall size warrants a larger and more diverse Board of Directors.

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2.5 Chair of the Board

While the Board recognises the principle that the Chair should be an Independent Director, the Board believes that Mr. Demase is the most appropriate person to lead the Board as Chair given his long-standing leadership and business experience. The Board remains confident that Mr. Demase can bring quality and independent judgement to relevant issues falling within the scope of the role of Chair.

The Chair of the Board is not the CEO of the Company.

The Board has established processes to identify and manage potential conflicts of interest. At the commencement of each Board meeting, the Chair requests Directors to declare any conflicts relevant to the agenda items. Any such declarations are formally recorded. Where a conflict is identified, the affected Director may be required to abstain from discussions and decision-making on the matter, or may seek independent advice as appropriate to ensure the integrity of the Board's deliberations.

2.6 Director Induction and Professional Development

Under Section 3.6 of the Board Charter, each new Director will, upon appointment, participate in an informal induction program.

This includes meeting with a member of the existing Board, Company Secretary, Management and other relevant executives to familiarise themselves with the Company, its procedures and prudential requirements and Board practices and procedures.

The Board performance assessment process provides an opportunity for Directors to periodically review their professional development needs and identify opportunities to develop and maintain their skills and knowledge including professional memberships.

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Principle 3: Instill a Culture of Acting Lawfully, Ethically and Responsibly

Recommendations 3.1, 3.2, 3.3, 3.4

The Board has adopted a Code of Conduct which discusses values, and articulates the conduct expected of Directors, employees and contractors to encompass a strong corporate governance, sound business practices and good ethical conduct.

In addition, the Company has a Whistleblower Policy to encourage the disclosure of any wrongdoing while ensuring individuals who disclose wrongdoing can do so safely with confidence they will be supported and protected.

The Company has also implemented an Anti-Bribery and Corruption Policy as part of its commitment to complying with applicable laws and regulations and acting in an ethical manner consistent with the principles and values set out in the Code of Conduct.

The Code of Conduct, Whistleblower Policy and Anti-Bribery and Corruption Policy are all available on the Company's website at: <https://AUCyber.com.au/corporate-governance/>. Under Board reporting practices, the Board, or a Committee of the Board, will be informed of any material incidents reportable under the Code of Conduct, Whistleblower Policy and Anti-Bribery and Corruption Policy.

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Principle 4: Safeguard the Integrity of Corporate Reports

4.1 Audit Committee

The Audit and Risk Committee assists the Board in fulfilling its oversight responsibilities in relation to the integrity of the Company's financial reporting, risk management framework, internal controls, and compliance processes.

The Committee's responsibilities include:

- Reviewing the reliability and integrity of the Company's financial reporting, accounting policies, and disclosure practices;
- Assessing the appropriateness of significant accounting judgments made by management;
- Overseeing the effectiveness of the Company's risk management and internal control systems, and monitoring performance against the risk appetite set by the Board;
- Evaluating the internal audit framework and ensuring its alignment with the Company's risk profile;
- Recommending the appointment and, if necessary, removal of the external auditor, and overseeing the external audit process;
- Ensuring the Company's compliance with legal and regulatory obligations, as well as internal policies;
- Reviewing financial and taxation risk management strategies and key business risks;
- Reviewing the half-year and full-year financial reports and receiving declarations from the CEO and CFO regarding the integrity of the financial statements and the effectiveness of the Company's risk and control systems.

The Committee maintains open communication with management and external auditors and reports its findings and recommendations to the Board. For periodic corporate reports that are not audited or reviewed by an external auditor, the Company has an internal approval process to ensure that the reports are materially accurate, balanced and provide investors with appropriate information to make informed decisions.

The Committee's structure, roles and responsibilities are detailed in the Audit and Risk Committee Charter, which is available on the Company's website at: <https://AUCyber.com.au/corporate-governance/>.

Following the resignation of the directors who comprised the committee members, the Board committees were dissolved effective 17 February 2025. Since then, the full Board assumes the responsibilities set out in the respective committee charters.

The Company has not fully complied with Recommendation 4.1, which recommends that a listed entity have an audit committee comprised of at least three members, a majority of whom are independent Directors, and an independent Chair. The small Board of three directors has determined that all Board members should be equally involved in fulfilling the respective committee charters.

The number of Audit and Risk Committee meetings convened in the last financial year until it was dissolved is disclosed in the 2025 Annual Report.

4.2 CEO & CFO declaration

The Board receives representations from the CEO and CFO prior to approving financial statements that, in their opinion:

- The financial records of the entity have been properly maintained;
- The financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position of the performance of the entity; and
- The opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

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The Company's annual and half-year financial reports are audited prior to their release to the market. In accordance with section 295A of the Corporations Act, the Board requires a declaration from the CEO and CFO (or equivalent) confirming the integrity of the financial statements before release.

4.3 Verification of Periodic Reports

All financial reports—including the Annual Report, interim reports, and related operational disclosures—are reviewed and approved by the Board. These documents are circulated to Directors in advance, ensuring a comprehensive understanding of the Company's performance, financial position, and future outlook.

This process enables Directors to provide informed input and collectively ensure the accuracy and completeness of the information disclosed.

The Company is committed to continuously improving its reporting processes in line with regulatory obligations, evolving best practices, and stakeholder expectations. Open communication is maintained between management, external auditors, the Board, and other key stakeholders to support a robust and transparent reporting framework.

The external auditor attends the Annual General Meeting and is available to respond to shareholder questions relating to the audit.

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Principle 5: Make Timely and Balanced Disclosure

5.1 Continuous Disclosure Obligations

The Company is committed to fostering investor confidence through timely, accurate, and balanced disclosure of all material information concerning its operations. It ensures that shareholders and the ASX are provided with equal and timely access to market-sensitive information in accordance with the principles of continuous disclosure.

To support this commitment, the Company has adopted a Continuous Disclosure Policy that sets out the roles and responsibilities for identifying, reporting, and disclosing material information. The Policy ensures compliance with the continuous disclosure obligations under the ASX Listing Rules and the Corporations Act 2001 (Cth).

In line with ASX requirements, any new investor presentation materials are released to the ASX Market Announcements Platform prior to the presentation being delivered.

The Company Secretary is responsible for coordinating market disclosures and ensuring that the Board promptly receives copies of all announcements released to the market.

A copy of the Continuous Disclosure Policy is available on the Company's website at:

<https://AUCyber.com.au/corporate-governance/>.

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Principle 6: Respect the Rights of Security Holders

6.1 Company and Governance Information

The Company provides general and current information regarding its purpose, Board and leadership and its activities on its website at <https://aucyber.com.au/about/>.

The Investor Centre on the Company's website provides access to key market and shareholder communications, including media releases, corporate announcements, and important governance policies. All relevant disclosures made to the market via the ASX Market Announcements Platform are subsequently published in the Investor Centre to ensure ongoing transparency and accessibility for shareholders and other stakeholders.

6.2 Investor Relations Program

The Board is committed to keeping shareholders informed of all significant developments affecting the Company in a timely and effective manner. This is achieved through the lodgement of relevant financial and operational updates with the ASX and the publication of information on the Company's website.

Investor relations are managed internally, with the Company promoting two-way communication by inviting shareholders and investors to engage with the Company through contact details provided in all external communications and ASX announcements.

In addition, the Company conducts investor webinars following the release of each financial report. These sessions include dedicated time for shareholder questions, providing a forum for direct engagement and feedback.

6.3 Security Holder Participation at Meetings

The Company is committed to fostering informed and active shareholder participation at its general meetings. To support this, meeting notices are drafted clearly with explanatory notes, and shareholders are invited to submit questions in advance, including to the Board and external auditor where relevant.

Where practicable, hybrid or virtual meeting formats are offered to enhance accessibility. Shareholders may vote in person, by proxy, or electronically.

Meetings include time for shareholder questions and discussion, and the outcomes of all resolutions, including proxy results, are promptly disclosed to the ASX and published on the Company's website.

These practices ensure shareholders have meaningful opportunities to engage with the Board and management.

6.4 Resolutions Decided by Poll

All resolutions at shareholder meetings are decided by poll rather than show of hands.

6.5 Electronic Communication

The Company's website provides shareholders with the ability to subscribe to investor updates and communicate directly with the Company via email. Investor updates are also readily accessible on the website.

In addition, the website offers secure access to the Company's share registry, enabling shareholders to receive information and update their contact details efficiently.

Principle 7: Recognise and Manage Risk

7.1 Risk Committee

The Audit and Risk Committee Charter provides for the effective oversight of the Company's risk management framework and internal controls, in consultation with management. This includes:

- Maintaining and regularly reviewing a comprehensive risk profile that considers financial, non-financial, environmental, and social risks in line with stakeholder expectations;
- Assessing the effectiveness of internal controls over financial reporting, due diligence, confidentiality, IT security, and risk identification processes;
- Receiving regular reports on material breaches, fraud, litigation, and emerging risks, and monitoring management's mitigation efforts;
- Reviewing the scope and outcomes of internal and external audits, including management's responses;
- Ensuring the risk management framework remains sound and fit for purpose, including coverage of digital disruption, cyber security, ethical conduct, and climate-related risks;
- Recommending changes to the risk management framework and risk appetite as appropriate.

The Charter also covers both internal and external audit functions, reviewing auditor scope, independence, and performance, and meets with auditors privately at least annually. External auditor appointments and independence are regularly evaluated, with recommendations for changes submitted to the Board and shareholders where required.

Following the resignation of the directors who comprised the committee members, the Board committees were dissolved effective 17 February 2025. Since then, the full Board assumes the responsibilities set out in the respective committee charters.

The Company has not fully complied with Recommendation 7.1, which recommends that a listed entity have a risk committee comprised of at least three members, a majority of whom are independent Directors, and an independent Chair. The small Board of three directors has determined that all Board members should be equally involved in fulfilling the respective committee charters.

The number of Audit and Risk Committee meetings convened in the last financial year until it was dissolved is disclosed in the 2025 Annual Report.

7.2 Review of Risk Management Framework

The Company maintains a risk management framework, designed to identify and assess the key financial and non-financial risks that could have a material impact on its operations. This framework is embedded in the day-to-day management of the business.

The Board, in discharging its responsibilities under the Audit and Risk Committee, periodically reviews the effectiveness of the Company's financial and operating risk management framework, including its responsiveness to emerging risks.

The Board also monitors risks against the Company's risk matrix, with consideration given to internal and external risk factors that may affect the Company's future performance.

7.3 Internal Audit Function

Given the Company's current size and stage of development, the Company does not currently have an internal audit function. The process for evaluating and continually improving the effectiveness of the Company's risk management and internal control processes is overseen by the Board in fulfilling its responsibilities set out in the Audit and Risk Committee Charter as outlined in sections 4.1, 7.1 and 7.2. These processes include regular management risk reporting to the Board, external auditor engagement, and financial and operational reviews. The Board and management regularly assess control effectiveness through internal certifications and oversight mechanisms aligned with the Company's risk profile.

7.4 Material Exposure to Environmental and Social Sustainability Risks

The Company is committed to ensuring environmental and social risks are identified and managed responsibly in the Company's business activities and relationships.

These risks, along with other business risks, are managed in accordance with the Company's risk management framework discussed in Section 7.2.

As at the publication of this report, the Company does not consider that it has a material exposure to environmental or social risks.

Principle 8: Remunerate Fairly and Responsibly

8.1 Remuneration Committee

The Remuneration and Nomination Committee charter is available on the Company's website at <https://AUCyber.com.au/corporate-governance/>.

Following the resignation of the directors who comprised the committee members, the respective committees were dissolved effective 17 February 2025. Since then, the full Board assumes the responsibilities set out in the Remuneration and Nomination Committee Charter.

The Company has not fully complied with Recommendation 2.1, which recommends that a listed entity have a nomination committee comprised of at least three members, a majority of whom are independent Directors, and an independent Chair. The small Board of three directors has determined that all Board members should be equally involved in fulfilling the respective committee charters.

The number of Remuneration and Nomination Committee meetings convened in the last financial year until it was dissolved is disclosed in the 2025 Annual Report.

The Company has not fully complied with Recommendation 8.1, which recommends that a listed entity have a nomination committee comprised of at least three members, a majority of whom are independent Directors, and an independent Chair.

The number of Remuneration and Nomination Committee meetings convened in the last financial year is disclosed in the 2025 Annual Report.

8.2 Remuneration Policies and Practices

The Group's remuneration framework is designed to attract, retain, motivate and reward employees for performance that is competitive and appropriate for the results delivered. The framework aligns remuneration with the achievement of strategic goals and the creation of value for shareholders.

The key criteria supporting the Group's remuneration framework are:

- Competitiveness and reasonableness;
- Acceptability to shareholders;
- Performance linkage/alignment of executive compensation; and
- Transparency.

Under the Company's Constitution, the Board may determine the remuneration of Directors, subject to the aggregate annual limit approved by shareholders in a general meeting, as required under the ASX Listing Rules. Non-Executive Directors receive fixed annual fees, which may include superannuation where applicable, and are reimbursed for expenses incurred while performing their duties. Additional fees may be paid for special exertions or extra services provided to the Company.

There are no formal service agreements with Non-Executive Directors. However, upon appointment, each Director receives a letter of appointment outlining their terms of engagement, responsibilities, and expectations. Non-Executive Directors are paid fixed remuneration and do not receive performance-based incentives, equity-based compensation, or retirement benefits.

This disclosure aligns with Recommendation 8.2, which advocates for transparency in remuneration practices to ensure they are fair and responsible.

Further information can be found in the Remuneration Report within the Annual Report.

8.3 Equity-based Remuneration Scheme

The Company has an equity-based remuneration scheme.

Under the Company's Trading Policy, Directors and all staff are prevented from trading in the Company's shares during the "blackout" periods, including from the end of a statutory reporting period until the next business day after the financial results for that period are released.

Further, Key Management Personnel are prohibited from entering into transactions in products associated with the Company's securities which operate to limit the economic risk of their security holding in the Company.

The Securities Trading Policy is available on the Company's website at:

<https://AUCyber.com.au/corporate-governance/>.