

ASX Announcement (CYB)

30 January 2025

Interactive Proposal

AUCyber Limited (ASX: **CYB** or the “**Company**”) has today received a confidential, non-binding and highly conditional takeover proposal from Interactive Pty Ltd (ACN 088 952 023) for 100% of the ordinary shares in the Company at \$0.165 cash per share via a scheme of arrangement structure (**Interactive Proposal**).

The Interactive Proposal is subject to extensive conditions, including:

- Satisfactory due diligence by the bidder;
- Unanimous recommendation of the AUCyber Board;
- Customary deal protection mechanisms;
- Change of control consents required under material contracts;
- Final Board approvals of Interactive;
- No material adverse change; and
- Other customary conditions.

In assessing whether Interactive's Proposal qualifies as 'superior' to 5GN's Revised Offer, the Board will seek advice from its advisers, having regard to the price, offer structure, likely timing, source of funds, general conditions and the likelihood of any of these conditions being met (eg scheme of arrangement impacted by 5GN's existing voting interest).

The Company recommends Shareholders **TAKE NO ACTION** in relation to 5GN's Revised Offer.

The Board will provide a recommendation to AUCyber Shareholders as soon as practical.

There is no certainty that the Interactive Proposal will result in a binding transaction being put forward to Shareholders for their consideration. The announcement does not constitute a proposal to make a takeover bid for the purposes of section 631 of the Corporations Act.

This ASX announcement has been authorised by the Executive Chair.

Further information, please contact:

Ms Cathie Reid

Executive Chair

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About AUCyber

AUCyber Limited (ASX: CYB) encompasses award-winning brands AUCyber and AUCloud, Australian sovereign providers of comprehensive cyber security, secure private cloud and managed technology services. A publicly listed company, AUCyber Limited specialises in delivering highly secure cloud infrastructure alongside managed cyber security and consulting services for prominent enterprise and government customers.

With national operations, AUCyber leverages the latest sovereign cloud infrastructure and employs Australian security-cleared engineers, security analysts, IT professionals, and holds the highest security accreditations. AUCyber is recognised as one of the top 10 "Most Innovative Technology Companies" by the Australian Financial Review and has also been named "Employer of Choice" in the Australian Business Awards, leveraging a team of over 100 experts.

Our solutions are backed by key certifications, including the Digital Transformation Agency's Hosting Certification Framework and compliance with the Australian Signals Directorate's Information Security Manual. These certifications provide customers with confidence in the security and quality of our services.