

ASX Announcement (CYB)

24 December 2024

5G Networks Takeover Bid

AUCyber Limited (ASX: **CYB** or the “**Company**”) refers to the unsolicited on-market takeover bid by 5G Networks Limited (**5GN**) for 100% of the ordinary shares in the Company at \$0.11 cash per CYB share, dated 20 December 2024 (**5GN Takeover Bid**).

Competing Takeover Proposal

Following receipt of the 5GN Takeover Bid, the Company has received a non-binding and conditional takeover proposal from Brennan to acquire 100% of the ordinary shares in the Company at \$0.14 cash per share (**Competing Takeover Proposal**).

The Competing Takeover Proposal represents a premium of approximately 28% to the Company’s 5-day VWAP (\$0.11) to 19 December 2024.

Implementing the Competing Takeover Proposal is conditional on:

- Satisfactory due diligence by the bidder¹;
- Ordinary course of business operations of AUCyber with no material changes to business operations or liabilities other than those previously disclosed to the market;
- no changes to AUCyber share capital as outlined in AUCyber latest Appendix 3G, and any securities other than ordinary shares will be acquired or cancelled for nominal consideration;
- AUCyber does not declare or pay any dividends or distributions;
- AUCyber does not make any acquisitions or disposals of any assets or business of a value greater than \$100,000;
- AUCyber aggregate transaction costs and expenses (including any advisory costs and expenses) will not exceed \$1.7 million; and
- Credit approval from the bidder’s existing lender.

There is no certainty that the Competing Takeover 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.

Board Recommendation

The Board recommends that CYB shareholders **TAKE NO ACTION** in relation to the 5GN Takeover Bid, whilst the Company works through the due diligence requirements of the Competing Takeover Proposal.

The Company has appointed Latimer Partners as financial adviser and Baker McKenzie as legal adviser in relation to its takeover defence.

The Company will continue to keep its shareholders, and the market informed of developments in accordance with its continuous disclosure requirements.

Authorised for release by the Board.

Further information, please contact:

Ms Cathie Reid

Executive Chair

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¹ Which is expected to conclude prior to the closing date for the 5GN Takeover Bid (4.00pm, Thursday, 6 February 2025).

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.