

This is an important document and requires your immediate attention.

If you are in any doubt about how to deal with this document, you should contact your broker, financial adviser or legal adviser immediately.

FIRST SUPPLEMENTARY BIDDER'S STATEMENT

UNCONDITIONAL ON-MARKET CASH OFFER

by 5G Networks Limited ACN 073 716 793 (**5GN**)

to acquire all of your fully paid ordinary shares in

AuCyber Limited ACN 622 728 189 (**CYB**)

for an **INCREASED OFFER PRICE** of **13.5 cents cash per share**

ACCEPT

To accept this Offer, you must instruct your Broker to accept the Offer in the manner described in section 3 of the Original Bidder's Statement.

The Offer closes at 4.00 pm (Melbourne time) on Thursday, 6 February 2025 unless extended or withdrawn in accordance with the Corporations Act.

1. GENERAL

1.1 First Supplementary Bidder's Statement

This document is the first supplementary bidder's statement (**First Supplementary Bidder's Statement**) issued by 5G Networks Limited ACN 073 716 793 (**5GN** or **Bidder**) in relation to its on-market takeover offer to acquire all of the ordinary shares in AuCyber Limited ACN 622 728 189 (**CYB**) on issue that 5GN does not already own (**Offer**) announced to the market on 20 December 2024 and contained in 5GN's bidder's statement dated 20 December 2024 (**Original Bidder's Statement**).

This First Supplementary Bidder's Statement supplements, and should be read together with, the Original Bidder's Statement. This First Supplementary Bidder's Statement will prevail to the extent of any inconsistency with the Original Bidder's Statement.

This First Supplementary Bidder's Statement is given pursuant to Division 4 of Part 6.5 of the *Corporations Act 2001 (Cth)* (**Corporations Act**) and in accordance with the requirements of section 643 of the Corporations Act.

1.2 Important notices

A copy of this First Supplementary Bidder's Statement was lodged with the Australian Securities and Investments Commission (**ASIC**) and sent to the Australian Securities Exchange (**ASX**) on 28 January 2025. Neither ASIC, ASX nor any of their respective officers takes any responsibility for the contents of this First Supplementary Bidder's Statement or the merits of the Offer.

This is an important document and requires your immediate attention. If you are in doubt as to how to deal with this document, you should contact your broker, financial adviser or legal adviser immediately.

1.3 Defined terms

Words and phrases defined in this First Supplementary Bidder's Statement have the same meaning as in the Original Bidder's Statement unless the context requires otherwise.

2. INCREASE IN OFFER PRICE

5GN is pleased to increase its unconditional all-cash Offer for CYB to **13.5 cents per CYB Share (Increased Offer Price)**.

The Increased Offer Price is compelling for CYB shareholders, representing a substantial control premium. The Increased Offer Price of 13.5 cents cash per share:

- represents a premium of 31.7% to the closing price of CYB Shares on 19 December 2024 (being the last Trading Day prior to the announcement of the Offer) of 10.25 cents; and
- represents a premium of 23.9% to the 5-day VWAP of CYB Shares to 19 December 2024 (being the last Trading Day prior to the announcement of the Offer) of 10.90 cents.

3. REASONS TO ACCEPT

5GN is offering to acquire 100% of CYB for 13.5 cents cash per CYB Share. Reasons for accepting the Offer are set out below:

- Accepting the Offer allows you to realise immediate value for your CYB Shares

The Offer is unconditional and provides an opportunity for an immediate exit from your investment in CYB Shares. This means that you can sell any or all of your CYB Shares for 13.5 cents cash per CYB Share on the market immediately and be paid cash for those CYB Shares 2 Trading Days (T+2) after your acceptance of the Offer.

If you do not accept the Offer, there is no certainty that you would be able to liquidate your entire CYB shareholding following the close of the Offer.

- The all-cash Offer provides certainty of value for your CYB Shares

Accepting the Offer will enable you to realise a certain value for your CYB Shares. If you accept the Offer (which is unconditional), you will be paid 13.5 cents cash for each of your CYB Shares and be paid 2 Trading Days (T+2) after your acceptance.

- If you do not accept, you may be exposed to a variety of risks

If you do not accept the Offer, there are potential risks associated with continuing to hold CYB Shares, including as follows.

If you do not accept the Offer and the Bidder acquires more than 50% of the CYB Shares (on a fully diluted basis) but does not achieve the threshold for compulsory acquisition, you may be left with a small shareholding, the CYB Shareholder spread after the Offer is completed may be less than required under the ASX Listing Rules; and the ASX may choose to suspend or de-list CYB in which case, the liquidity in CYB Shares may be severely impacted.

Depending on the level of acceptances, the Bidder receives under the Offer, the market for CYB Shares may become less liquid than at present. This could make it more difficult for you to sell your CYB Shares at an attractive price in the future.

If the Bidder becomes entitled to compulsorily acquire your CYB Shares, it intends to exercise those rights. If your CYB Shares are compulsorily acquired, you will still receive the consideration offered under the Offer, but at a later time than you would have received it if you had accepted the Offer (which would have been settled immediately following the acceptance on a normal T+2 basis).

5GN announces (see below) that it will not extend the offer period beyond Thursday, 6 February 2025 unless required to do so by law.

4. TIMETABLE

The current timetable for the Offer remains as follows:

Event	Date
Announcement Date	Friday, 20 December 2024

Event	Date
Original Bidder's Statement lodged with ASIC	Friday, 20 December 2024
Date of the Offer	Monday, 6 January 2025
Date on which the Offer opens	Monday, 6 January 2025
First Supplementary Bidder's Statement lodged with ASIC	Tuesday, 28 January 2025
Offer will close (unless extended or withdrawn in accordance with the Corporations Act)	4 pm (Melbourne time) on Thursday, 6 February 2025

5. OFFER CLOSE AND LAST AND FINAL PRICE

5GN announces that it **will not**:

- extend the offer period beyond 4 pm (Melbourne time) on Thursday, 6 February 2025 unless it is extended in accordance with the Corporations Act (refer section 13.8 of the Original Bidder's Statement); or
- increase the offer price beyond 13.5 cents per CYB share, which is its last and final price.

6. HOW TO ACCEPT

CYB Shareholders wishing to accept the Offer should contact their stockbroker and place a sell order on-market at \$0.135 as soon as possible. No other action is required. You will not be able to accept the Offer after 4 pm (Melbourne time) on Thursday, 6 February 2025, unless the offer period is extended in accordance with the Corporations Act.

For further information about how to accept the Offer, follow the instructions set out in section 3 of the Original Bidder's Statement.

7. APPROVAL OF FIRST SUPPLEMENTARY BIDDER'S STATEMENT

This First Supplementary Bidder's Statement has been approved under section 645(2) of the Corporations Act by a resolution passed by the directors of 5GN.

Dated: Tuesday, 28 January 2025

Signed for and on behalf of 5G Networks Limited

Joe Demase

.....

Joe Demase, Managing Director

For personal use only