

20 March 2025

ASX ANNOUNCEMENT

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Entitlement Offer

Highlights:

- **Renounceable and non-underwritten Entitlement Offer to raise approximately \$2.75m before costs**
- **Eligible Shareholders may subscribe for 1 New Share for every 3.57 existing shares held at an issue price of \$0.06 per New Share**
- **Proceeds will be applied to the Company's working capital requirements and growth**
- **Morgans Corporate Limited appointed as lead broker**

AUCyber Limited (**ASX: CYB**) ("**AUCyber**" or "**the Company**") today announces a renounceable, non-accelerated entitlement offer of shares (**New Shares**) to raise up to approximately \$2.75 million (**Entitlement Offer**). Proceeds from the Entitlement Offer will be used to provide working capital and funding for growth.

Under the Entitlement Offer, AUCyber will offer Eligible Shareholders, with a registered address in Australia or New Zealand, 1 New Share for every 3.57 existing Shares held, on equal terms with existing fully paid ordinary shares in AUCyber held at 7pm (AEDT) on 25 March 2025 (**Record Date**) at an issue price of \$0.06 per New Share (**Offer Price**).

The Offer Price represents a 24.5% discount to the 5-day volume weighted average AUCyber shares on the ASX price (VWAP) of \$0.080 per share (rounded to 3 decimal places) and a discount of 15.4% to CYB's theoretical ex-rights price (TERP) of \$0.071 per share as at Monday, 24 March 2025.

The Entitlement Offer will be managed by Morgans Corporate Limited (**Morgans**).

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Background and purpose

Following the board transition in February 2025, the new directors have assessed the Company's cash forecast and determined that additional capital is required to fund operations and continued growth.

In consultation with its advisors, the board has considered all reasonable available options to meet its funding requirements and has determined that the Entitlement Offer is the only practicable funding option available for the Company. The size and price of the Entitlement Offer have been determined based on AUCyber's funding requirements and current market trading prices. Based on the information available, the board considers that it is highly likely that AUCyber will require additional funding beyond that which is sought from the Entitlement Offer in FY26.

Intention of significant shareholder – 5GN Networks Limited (5GN)

5GN has advised the Company that it intends to take up its full entitlement but will not participate in the shortfall. 5GN's voting power could increase to up to 91.757% in AUCyber following completion of the Entitlement Offer, assuming no other shareholders (other than those who have pre-committed) participate and Shortfall Entitlements and Shortfall Shares (as defined below) are not taken up.

In the event that 5GN beneficially owns 90% or more of the shares in AUCyber following the close of the Entitlement Offer, 5GN would have the option to compulsorily acquire the remaining AUCyber shares under Part 6A.2 of the *Corporations Act 2001* (Cth) (*Corporations Act*) and has indicated an intention to do so if the option is available.

Shortfall Offer

Eligible Shareholders, other than 5GN, who take up their entitlement in full may also apply for additional New Shares (**Additional New Shares**) at the Offer Price in excess of their entitlement under the following Shortfall Offer arrangements (**Shortfall Offer**).

The allocation of any Additional New Shares under the Shortfall Offer will be limited to the number of New Shares for which valid applications for entitlements are not received before the Entitlement Offer closes.

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Morgans has been appointed, as broker to the Entitlement Offer, to manage the Shortfall Offer and Morgans will seek to place any entitlements not taken up within 3 months from the closing date of the Entitlement Offer.

Eligibility

The Offer will be made only to shareholders with registered addresses in Australia and New Zealand. The Offer will not be extended to shareholders with registered addresses in other jurisdictions.

AUCyber has appointed Morgans as nominee to sell the entitlements which would otherwise have been offered to those AUCyber shareholders as at the Record Date who are not Eligible Shareholders (**Ineligible Shareholders**) if they were eligible to participate in the Entitlement Offer. If there is a viable market for entitlements, these entitlements will be sold by Morgans to eligible investors (as outlined above), with the net proceeds, if any, distributed to the Ineligible Shareholders proportionately.

Rights trading

The Entitlement Offer is renounceable. Accordingly, entitlements can be traded on the ASX or otherwise transferred. Eligible Shareholders may also elect to participate in the Shortfall Offer and apply for New Shares in excess of their pro rata entitlements under the Entitlement Offer. Shareholder approval is not required for AUCyber to make the offer.

Underwriting

The Entitlement Offer is not underwritten.

Indicative Entitlement Offer Timetable*

Event	Date
Lodgement of announcement with ASX	20 March 2025
“Ex” date for securities trading	24 March 2025
Record date	25 March 2025
Complete despatch of Offer Booklet with Entitlement and Acceptance Form and lodgement with ASX	28 March 2025
Rights trading ends	1 April 2025

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Last day to extend the Offer closing date	3 April 2025
Close of Entitlement Offer (5pm AEST)	8 April 2025
Issue of New Shares	15 April 2025
Trading of New Shares commences	16 April 2025

**AUCyber reserves the right, subject to the Corporations Act, ASX Listing Rules and other applicable laws, to withdraw or vary the dates of the Entitlement Offer at its discretion and without notice. In particular, AUCyber reserves the right to extend the closing date of the Entitlement Offer or accept late applications, either generally or in particular cases, without prior notice. The commencement of quotation of New Shares is subject to confirmation from ASX. AUCyber reserves the right to cancel the Entitlement Offer at any time prior to the allotment of New Shares.*

If you are an Eligible Shareholder and wish to participate in the Entitlement Offer, you will need to apply for New Shares in accordance with your personalised Entitlement and Acceptance Form and pay the appropriate application money before the Closing Date.

We look forward to your participation in the Entitlement Offer.

This announcement has been authorised for release by the board.

Joe Demase

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