

23 February 2026

Execution of Share Sale Agreement to Divest Cloud & Communications Segment Consideration Payable of \$50m for On-Target Earnings Executing on Strategic Vision to be Australia's Leading Cyber Security Provider

Overview of the Transaction

Infotrust Ltd (“**Infotrust**”; “**Company**”) advises in accordance with its strategic vision to become the leading cyber first technology provider in Australia that it has entered into a binding share sale and purchase agreement to divest its Cloud & Communications segment comprising 100% of Nexgen Investment Group Pty Ltd and its subsidiaries (“**Nexgen**”), to Aussie Broadband Limited (ASX: ABB) for total consideration for on target earnings of \$50.0 million, subject to customary adjustments. This divestment aligns with the Company’s long-term strategy to focus on cyber security and related technology services.

The transaction includes upfront cash consideration of \$44.1 million and up to \$5.9 million of contingent consideration payable based on achieving either of Nexgen’s FY26 or FY27 on target EBITDA performance. Completion is subject to satisfaction of customary conditions precedent.

Infotrust will also provide transitional services for a twelve-month period across selected IT, finance and corporate support functions to ensure continuity for customers and staff.

Strategic Vision

Nexgen has been an important contributor to Infotrust’s revenue and earnings as the Cloud & Communications segment, which reported FY25 revenue of \$44.1 million and uEBITDA of \$7.7 million. However, in accordance with recent market announcements and Infotrust’s strategic vision to be a focused cyber-first managed services provider to government, enterprise and mid-market customers, the Cloud & Communications segment is no longer a strategic priority.

The divestment is a deliberate and strategic step in Infotrust’s multi-year transformation. This completes the Company’s strategic pivot to being a focussed cyber security technology provider, and it releases capital to support the Company to progress a mature acquisition pipeline and continue investment in security operations centre (“**SOC**”) expansion, digital forensic and incident response (“**DFIR**”) capabilities, and secure-by-design managed IT and compliance-led offerings. It also simplifies the Infotrust group of companies (“**Group**”), sharpens focus on higher-margin cyber security and secure managed technology services, and significantly strengthens the balance sheet.

Following Completion, Infotrust will operate as a cyber-first technology services business across two integrated service lines:

- Cyber security: managed security services, SOC, DFIR, governance, risk and compliance, security architecture and uplift programs.
- Secure managed technology: secure workplace services, secure network operations, cloud infrastructure, identity management and data governance.

Use of Proceeds

The proceeds will be deployed in accordance with Infotrust's capital allocation framework, lowering net debt and funding its pipeline of earnings-accretive growth opportunities aligned to its cyber first strategy.

The divestment of Nexgen will reduce Group EBITDA on a standalone basis. However, the Company is in various stages of negotiation of acquisitions which, if completed, are expected to offset this reduction and accelerate Infotrust's transition into higher-margin, cyber-first service lines. The proceeds from the divestment of Nexgen will enable the Company to execute on its current pipeline of strategic acquisitions without raising additional capital.

Managing Director Comment

Infotrust Managing Director and CEO, Julian Challingsworth, said:

"Nexgen has delivered solid performance over many years and has been an important part of our Group since the business was vended into Infotrust in 2021. I want to acknowledge and sincerely thank Elie Ayoub and James Harb, whose leadership and commitment have shaped Nexgen into a high-quality business with a strong customer footprint and a talented team.

We are proud of what has been achieved together, and we wish Elie, James and the entire Nexgen team every success as they continue their journey with ABB. This transaction allows both organisations to sharpen their strategic focus, and for Infotrust it represents an important step in accelerating our growth in cyber security and secure managed technology.

For Infotrust, this transaction materially strengthens our balance sheet and completes our strategic pivot to a focused, high-recurring revenue cyber security business. We have a number of earnings-accretive acquisition opportunities and we look forward to updating shareholders if those processes become more certain."

Withdrawal of FY26 Earnings Guidance Following Divestment of Nexgen

The Company refers to its announcement dated 30 September 2025, in which it provided earnings guidance for the financial year ending 30 June 2026 (**FY26 guidance**).

The divestment represents a change to earnings profile of the Company, impacting prior assumptions underpinning the existing guidance. As a result, the Board considers it appropriate to withdraw the FY26 guidance pending further assessment and integration of the post-divestment financial outlook.

The Company will provide updated guidance once the financial impact of the transaction, the acquisition pipeline and the ongoing operations have been fully assessed.

The Board is confident that the Nexgen divestment represents an important step in executing the Company's strategic vision.

This announcement is authorised for release to the market by the Board of Directors of Infotrust.

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About Infotrust

Infotrust is a leading Australian sovereign cyber security and managed technology provider, helping organisations stay secure, compliant and connected through integrated services and resilient technology solutions.

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