AUCYBER

9 December 2024

By E-Mail: ListingsComplianceSydney@asx.com.au

Listings Compliance
Australian Securities Exchange
Exchange Centre
20 Bridge Street
Sydney NSW 2000

AUCyber Limited (CYB or **Company): ASX Aware Letter**

We refer to your letter dated 6 December 2024 and provide the Company's responses to ASX's queries below.

1. Does CYB consider the following information, or any part thereof, to be information that a reasonable person would expect to have a material effect on the price or value of its securities?

1.1 The unaudited revenues for the four months from 1 July to 31 October 2024 are approximately 29% below CYB's FY25 budget; and

1.2 The Board's decision to withdraw the FY25 Guidance.

1.1 Yes.

1.2 Yes.

Please answer separately for each of the above.

2. If the answer to any part of question 1 is "no", please advise the basis for that view.

Please answer separately for each of the items in question 1 above.

1.1 N/A

1.2 N/A

3. When did CYB first become aware of the information referred to in question 1 above?

Please answer separately for each of the items in question 1 above.

1.1 Management finalised the October 2024 management accounts on 12 November 2024.

1.2 The Board determined to withdraw CYB's FY25 Guidance on the evening of 3 December 2024.

4. If CYB first became aware of the information referred to in question 1 before the date of the Announcement, did CYB make any announcement prior to that date which disclosed the information? If not, please explain why the information was not released to the market at an earlier time, commenting specifically on when you believe CYB was obliged to release the information under Listing Rules 3.1 and 3.1A and what steps CYB took to ensure that the information was released promptly and without delay.

Please answer separately for each of the items in question 1 above and provide details of the prior announcement if applicable.

1.1 No separate announcement was made with respect to the unaudited actual revenues for the four months ended 31 October 2024. Management accounts and budgets are confidential information prepared for internal management purposes and a variance between actual and budgeted results for a four-month period is not information which CYB considers a reasonable person would ordinarily expect to be disclosed in accordance with the exception to continuous disclosure in Listing Rule 3.1A. The Board subsequently received a draft FY25 re-forecast from Management and decided to release details of the unaudited revenues in the ASX Announcement to provide some context to the market with respect to the withdrawal of its FY25 Guidance.

1.2 On 28 November 2024, CYB held a Board meeting to discuss Management's draft FY25 re-forecast, which included the unaudited actual revenues for the four months ended 31 October 2024. The Non-Executive Directors raised a number of queries on the draft FY25 re-forecast, including items which could materially impact any revised FY25 Guidance. On the evening of 3 December 2024, after consideration of the further information supplied by Management, the Board decided to withdraw CYB's FY25 Guidance and not update the market with a further estimate given the Board considered there were too many uncertainties attached to Management's draft FY25 re-forecast. CYB then proceeded to release the ASX Announcement in question prior to market open on 4 December 2024.

5. Please confirm that CYB is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.

Confirmed.

6. Please confirm that CYB's responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of CYB with delegated authority from the board to respond to ASX on disclosure matters.

This response has been authorised and approved by the Board of CYB.

Yours sincerely

Theo Tragoudistakis

Chief Financial Officer and Company Secretary

6 December 2024

Mr Theo Tragoudistakis
CFO and Company Secretary
AUCyber Limited

By email only.

Dear Mr Tragoudistakis

AUCyber Limited ('CYB'): ASX Aware Letter

ASX refers to the following:

A. CYB's announcement titled "Trading Update and CEO Resignation" (the 'Announcement') released on the ASX Market Announcements Platform ('MAP') at 8:42 AM on 4 December 2024 disclosing the following:

   1.1 "*Unaudited revenues for the four months from 1 July to 31 October 2024 are approximately 29% below the Company's FY25 budget, which served as the basis for the FY25 guidance issued in connection with the announcement of AUCyber's FY24 financial results in August 2024 (FY25 Guidance).*"

   1.2 "*The Company does not expect to meet its FY25 Guidance for revenue of $36.6 million and Underlying EBITDA of $4.7 million. In light of the Company's YTD performance and the resignation of the CEO, the Board has determined to withdraw the FY25 Guidance.*"

B. CYB's announcement titled "FY24 Full Year Results Presentation" released on MAP at 9:36 AM on 26 August 2024 disclosing the FY25 Guidance.

C. The change in the price of CYB's securities from $0.20 immediately prior to the release of the Announcement to a low of $0.11 following the release of the Announcement.

D. The significant increase in the volume of securities traded on 4 December 2024 following the release of the Announcement.

E. Listing Rule 3.1, which requires a listed entity to immediately give ASX any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities.

F. The definition of "aware" in Chapter 19 of the Listing Rules, which states that:

   "an entity becomes aware of information if, and as soon as, an officer of the entity (or, in the case of a trust, an officer of the responsible entity) has, or ought reasonably to have, come into possession of the information in the course of the performance of their duties as an officer of that entity."

G. Section 4.4 in *Guidance Note 8 Continuous Disclosure: Listing Rules 3.1 – 3.1B* titled "When does an entity become aware of information?"

H. Listing Rule 3.1A, which sets out exceptions from the requirement to make immediate disclosure as follows:

   "3.1A Listing rule 3.1 does not apply to particular information while each of the following is satisfied in relation to the information:

   3.1A.1 One or more of the following 5 situations applies:

   - *It would be a breach of a law to disclose the information;*
   - *The information concerns an incomplete proposal or negotiation;*
   - *The information comprises matters of supposition or is insufficiently definite to warrant disclosure;*

- *The information is generated for the internal management purposes of the entity; or*
- *The information is a trade secret; and*

3.1A.2 The information is confidential and ASX has not formed the view that the information has ceased to be confidential; and

3.1A.3 A reasonable person would not expect the information to be disclosed."

I. The concept of "confidentiality" detailed in section 5.8 of Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 – 3.1B*. In particular, the Guidance Note states that:

> *"Whether information has the quality of being confidential is a question of fact, not one of the intention or desire of the entity. Accordingly, even though an entity may consider information to be confidential and its disclosure to be a breach of confidence, if it is in fact disclosed by those who know it, then it is no longer a secret and it ceases to be confidential information for the purposes of this rule."*

Request for information

Having regard to the above, ASX asks CYB to respond separately to each of the following questions:

1. Does CYB consider the following information, or any part thereof, to be information that a reasonable person would expect to have a material effect on the price or value of its securities?

   1.1 The unaudited revenues for the four months from 1 July to 31 October 2024 are approximately 29% below CYB's FY25 budget; and

   1.2 The Board's decision to withdraw the FY25 Guidance.

   Please answer separately for each of the above.

2. If the answer to any part of question 1 is "no", please advise the basis for that view.

   Please answer separately for each of the items in question 1 above.

3. When did CYB first become aware of the information referred to in question 1 above?

   Please answer separately for each of the items in question 1 above.

4. If CYB first became aware of the information referred to in question 1 before the date of the Announcement, did CYB make any announcement prior to that date which disclosed the information? If not, please explain why the information was not released to the market at an earlier time, commenting specifically on when you believe CYB was obliged to release the information under Listing Rules 3.1 and 3.1A and what steps CYB took to ensure that the information was released promptly and without delay.

   Please answer separately for each of the items in question 1 above and provide details of the prior announcement if applicable.

5. Please confirm that CYB is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.

6. Please confirm that CYB's responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of CYB with delegated authority from the board to respond to ASX on disclosure matters.

When and where to send your response

This request is made under Listing Rule 18.7. Your response is required as soon as reasonably possible and, in any event, by no later than **9:00 AM AEDT Tuesday, 10 December 2024**.

You should note that if the information requested by this letter is information required to be given to ASX under Listing Rule 3.1 and it does not fall within the exceptions mentioned in Listing Rule 3.1A, CYB's obligation is to disclose the information 'immediately'. This may require the information to be disclosed before the deadline set out above and may require CYB to request a trading halt immediately if trading in CYB's securities is not already halted or suspended.

Your response should be sent by e-mail to **ListingsComplianceSydney@asx.com.au**. It should not be sent directly to the ASX Market Announcements Office. This is to allow us to review your response to confirm that it is in a form appropriate for release to the market, before it is published on the ASX Market Announcements Platform.

Suspension

If you are unable to respond to this letter by the time specified above, ASX will likely suspend trading in CYB's securities under Listing Rule 17.3.

Listing Rules 3.1 and 3.1A

In responding to this letter, you should have regard to CYB's obligations under Listing Rules 3.1 and 3.1A and also to Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 – 3.1B*. It should be noted that CYB's obligation to disclose information under Listing Rule 3.1 is not confined to, nor is it necessarily satisfied by, answering the questions set out in this letter.

Release of correspondence between ASX and entity

We reserve the right to release all or any part of this letter, your reply and any other related correspondence between us to the market under listing rule 18.7A. The usual course is for the correspondence to be released to the market.

Yours sincerely

ASX Compliance