

ASX ANNOUNCEMENT

21 October 2026

Notice of 2026 Annual General Meeting

AUCyber Limited (ASX: CYB) (“AUCyber” or “the Company”) advises that the Company’s 2026 Annual General Meeting will be held as a virtual meeting at 11.00 am (AEST/Brisbane time) on Thursday, 19 November 2026 (**Meeting**).

Attached are copies of the following documents in relation to the Meeting:

- Chair’s letter to shareholders
- Notice of 2026 Annual General Meeting
- Sample Proxy Form¹

¹Personalised copies will be sent to each shareholder.

This ASX announcement was authorised for release by the Board.

For further information, please contact:

Joe Demase

Chair

1800 282 568

investorcontact@aucyber.com.au

Dear Shareholders,

On behalf of the Board of AUCyber Limited ACN 622 728 189 (the **Company**), I am pleased to invite you to the 2026 Annual General Meeting (the **Meeting**).

Details are provided below.

Date Thursday, 19 November 2026

Time 11.00 am (AEST/Brisbane time)

Location Virtually (online) at <https://meetings.openbriefing.com/CYB26>

The Company will not be sending hard copies of the Notice of Meeting to Shareholders unless the Company has no email address nominated for a Shareholder, or a Shareholder has already notified the Company that they wish to receive documents such as the Notice of Meeting in hard copy. If you have elected to receive notices by email, a communication will be sent to your nominated email address.

The Notice of Meeting can be viewed and downloaded from <https://investor.australiacloud.com.au/Investors/>. Alternatively, a complete copy of the meeting documents has been posted to the Company's ASX announcement platform at www.asx.com.au.

In accordance with the *Corporations Act 2001* (Cth) and the Company's Constitution, the Company has adopted the following approach for the Meeting:

- The Meeting will be held virtually via an online platform at <https://meetings.openbriefing.com/CYB26>.
 - We recommend logging into our online platform at least 15 minutes prior to the scheduled start time for the Meeting using the instructions below.
 - Enter <https://meetings.openbriefing.com/CYB26> into a web browser on your computer or online device.
 - Shareholders will need their Shareholder Reference Number (**SRN**) or Holder Identification Number (**HIN**) to be verified as a Shareholder.
 - Proxyholders will need their proxy code, which MUFG Corporate Markets (AU) Limited (**Share Registry**) will provide via email no later than 24 hours prior to the Meeting.

Shareholders are encouraged to participate in the Meeting virtually via our virtual online platform at <https://meetings.openbriefing.com/CYB26> or by the appointment of a proxy.

Further information on how to participate virtually is set out in the Notice of Meeting and the Online Meeting Guide. The Online Meeting Guide explains how to ensure the browser is compatible with the online platform and provides a step-by-step guide to successfully log in and navigate the platform. The Online Meeting Guide will be lodged with ASX and is attached to the Notice of Meeting.

Meeting Considerations and Shareholder Questions

A discussion will be held on all items to be considered at the Meeting.

All Shareholders will have a reasonable opportunity to ask questions during the Meeting via the virtual online platform, subject to the connectivity of their devices.

To ensure that as many Shareholders as possible have the opportunity to speak, Shareholders are requested to observe the following:

- All Shareholder questions should be stated clearly and should be relevant to the business of the Meeting.

- If a Shareholder has more than one question on an item, all questions should be asked at the one time.
- Shareholders should not ask questions at the Meeting regarding personal matters or those that are commercial in confidence.

Shareholders who prefer to submit questions in advance of the Meeting may do so by submitting them by email to the Company Secretary, Adam Gallagher (adam.gallagher@aucyber.com.au), by 5.00pm (AEST/Brisbane time) on 17 November 2026.

Shareholders who intend to vote by proxy are informed that completed Proxy Forms must be delivered to the Share Registry by 11.00 am (AEST/Brisbane time) on 17 November 2026.

All Resolutions by Poll

All resolutions will be decided on a poll. The Board considers voting by poll to be in the interests of the Shareholders as a whole and to ensure the representation of as many Shareholders as possible at the Meeting.

How to Vote

Please see the Notice of Meeting for details on Voting Entitlement, Proxy and Corporate Representative Instructions.

We look forward to your virtual attendance and participation at the Meeting.

This ASX announcement has been authorised for release by the Board of Directors.

Yours sincerely,

AUCyber Limited

Joe Demase

Chair

1800 282 568

investorcontact@aucyber.com.au

AUCYBER LIMITED

ACN 622 728 189

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of AUCyber Limited ACN 622 728 189 (**Company**) will be held as follows:

TIME	11.00 am (AEST/Brisbane time)
DATE	19 November 2026
PLACE	Virtually (online) at https://meetings.openbriefing.com/CYB26

The business of the Meeting affects your shareholding, and your vote is important.

The Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of Shareholders of AUCyber Limited ACN 622 728 189 (**Company**) will be held as a virtual meeting accessible online at <https://meetings.openbriefing.com/CYB26> at 11.00 am (AEST/Brisbane time) on 19 November 2026 (**Meeting**), for the purpose of transacting the following business referred to in this Notice of Annual General Meeting.

An Explanatory Statement is enclosed with the Notice of Meeting which provides additional information on matters to be considered at the Meeting.

Please note the important procedural requirements that will apply to the Meeting as set out in this Notice of Meeting.

AGENDA

ORDINARY BUSINESS

FINANCIAL REPORT

To receive and consider the Annual Report, which comprises the financial report of the Company and the reports of the Directors and of the Auditor for the financial year ended 30 June 2026.

Note: There is no requirement for Shareholders to approve the Annual Report.

RESOLUTION 1: REMUNERATION REPORT

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report for the financial year ended 30 June 2026 as disclosed in the Directors' Report section of the Annual Report."

Note: This Resolution is advisory only and does not bind the Company or the Directors. This Resolution is subject to voting exclusions, which are set out below.

RESOLUTION 2: RE-ELECTION OF DIRECTOR – HUGH ROBERTSON

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

"That, Hugh Robertson, a Director who retires by rotation in accordance with Rule 19.3(a) of the Constitution and ASX Listing Rule 14.5 and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

Note: Information about this candidate appears in the Explanatory Statement.

RESOLUTION 3: GRANT OF SHARE RIGHTS TO DIRECTOR – CONRAD MORGAN

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That, for the purposes of sections 195(4) and 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to grant its Non-Executive Director, Conrad Morgan (or his nominee(s)), 1,568,627 Share Rights in reduction of 100% of his cash-based remuneration on the terms and conditions set out in the Explanatory Statement."

Note: This Resolution is subject to voting exclusions, which are set out below.

RESOLUTION 4: GRANT OF SHARE RIGHTS TO DIRECTOR – HUGH ROBERTSON

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That, for the purposes of sections 195(4) and 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to grant its Non-Executive Director, Hugh Robertson (or his nominee(s)), 1,568,627 Share Rights in reduction of 100% of his cash-based remuneration on the terms and conditions set out in the Explanatory Statement."

Note: This Resolution is subject to voting exclusions, which are set out below.

RESOLUTION 5: GRANT OF SHARE RIGHTS TO DIRECTOR – JOSEPH DEMASE

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That, for the purposes of sections 195(4) and 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to grant its Executive Director and Chair, Joseph Demase (or his nominee(s)), 1,960,784 Share Rights in reduction of 100% of his cash-based remuneration on the terms and conditions set out in the Explanatory Statement."

Note: This Resolution is subject to voting exclusions, which are set out below.

RESOLUTION 6: GRANT OF PERFORMANCE RIGHTS TO DIRECTOR UNDER THE COMPANY'S LONG TERM INCENTIVE PLAN – JOSEPH DEMASE

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to grant 5,000,000 Performance Rights to Joseph Demase (or his nominee(s)), being a Related Party of the Company, under the Company's Long Term Incentive Plan and otherwise on the terms and conditions set out in the Explanatory Statement."

Note: This Resolution is subject to voting exclusions, which are set out below.

SPECIAL BUSINESS

RESOLUTION 7: APPROVAL OF ADDITIONAL 10% PLACEMENT CAPACITY

To consider and, if thought fit, pass the following resolution as a special resolution:

"That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the Company having additional capacity to issue Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement."

Note: This Resolution is subject to voting exclusions, which are set out below.

VOTING EXCLUSIONS

Resolution 1: The Company will disregard any votes, in accordance with section 250R(4) of the Corporations Act, by or on behalf of:

- a) a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report; or
- b) a Closely Related Party of such member.

However, in accordance with section 250R(5) of the Corporations Act, a person described above may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described in section 250R(4) and either:

- a) the person does so as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; or
- b) the person is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on Resolution 1 and expressly authorises the Chair to exercise the proxy even if Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Resolution 2: No voting exclusion applies to Resolution 2.

Resolutions 3 to 5 (inclusive): The Company will disregard any votes cast in favour of Resolutions 3 to 5 (inclusive) by or on behalf of:

- a) in the case of Resolution 3 – Conrad Morgan (or his nominee(s));
- b) in the case of Resolution 4 – Hugh Robertson (or his nominee(s));
- c) in the case of Resolution 5 – Joseph Demase (or his nominee(s)); and
- d) any other person who will obtain a material benefit as a result of the issue of the Share Rights (except a benefit solely by reason of being a holder of ordinary securities in the Company), or any associate of that person or those persons.

However, this does not apply to a vote cast in favour of the relevant Resolution by:

- a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair of the Meeting to vote on the Resolution as the Chair of the Meeting decides; or
- c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - i. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - ii. the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

In addition, in accordance with section 224 of the Corporations Act, a vote on Resolutions 3 to 5 (inclusive) must not be cast (in any capacity) by or on behalf of the related party to whom the relevant Resolution would permit a financial benefit to be given, or an associate of that related party, unless it is cast as a proxy appointed by writing that specifies how the proxy is to vote and is not cast on behalf of such a related party or associate.

Resolution 6: The Company will disregard any votes cast in favour of Resolution 6 by:

- a) a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Long Term Incentive Plan, including Joseph Demase, Hugh Robertson and Conrad Morgan; or
- b) any associate of that person or persons,

However, this does not apply to a vote cast in favour of Resolution 6 by:

- a) a person as proxy or attorney for a person who is entitled to vote on Resolution 6 in accordance with directions given to the proxy or attorney to vote on Resolution 6 in that way; or
- b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 6 in accordance with a direction given to the Chair of the Meeting to vote on the Resolution as the Chair of the Meeting decides; or
- c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - i. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 6; and
 - ii. the holder votes on Resolution 6 in accordance with directions given by the beneficiary to the holder to vote in that way.

Proxy Appointment Restriction – Resolutions 3 to 6 (inclusive): As Resolutions 3 to 6 (inclusive) are connected directly or indirectly with the remuneration of a member of Key Management Personnel for the Company, in accordance with section 250BD of the Corporations Act, the Company will disregard any votes cast on Resolutions 3 to 6 (inclusive) by a member of the Key Management Personnel of the Company or their Closely Related Parties who has been appointed as proxy unless:

- a) the appointed proxy votes for a person who is permitted to vote and in accordance with a direction on the Proxy Form (directed proxy); or
- b) the appointed proxy is the Chair of the Meeting and the appointment of the Chair as proxy:
 - i. does not specify the way the proxy is to vote on the Resolution; and
 - ii. expressly authorises the Chair of the Meeting to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Resolution 7: The Company will disregard any votes cast on Resolution 7 by a person (and any associates of such a person) who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company).

However, this does not apply to a vote cast in favour of Resolution 7 by:

- a) a person as proxy or attorney for a person who is entitled to vote on Resolution 7 in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 7, in accordance with a direction given to the Chair of the Meeting to vote on the Resolution as the Chair of the Meeting decides; or
- c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - i. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - ii. the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

IMPORTANT NOTES FOR SHAREHOLDERS

These notes form part of the Notice of Meeting.

Time and Place of Meeting

The Meeting will be held as a virtual meeting accessible online at <https://meetings.openbriefing.com/CYB26> at 11.00 am (AEST/Brisbane time) on 19 November 2026. Shareholders and proxyholders will need a desktop or mobile/tablet device with internet access, and their Shareholder Reference Number (**SRN**) or Holder Identification Number (**HIN**) (or proxy code, for proxyholders), to log on and be verified.

Voting by proxy

Completed Proxy Forms must be delivered to the Share Registry by 11.00 am (AEST/Brisbane time) on 17 November 2026 in any of the following ways:

By post	AUCyber Limited, C/- MUFG Corporate Markets (AU) Limited, Locked Bag A14, Sydney South NSW 1235, Australia
By facsimile	02 9287 0309 (within Australia) / +61 2 9287 0309 (from outside Australia)
By delivery in person	MUFG Corporate Markets (AU) Limited, Liberty Place, Level 41, 161 Castlereagh Street, Sydney NSW 2000
Online	au.investorcentre.mpms.mufg.com

Your Vote is Important

The business of the Annual General Meeting affects your shareholding, and your vote is important.

Shareholders participating in the Meeting via the online platform will be able to vote directly at any time between the start of the Meeting at 11.00 am (AEST/Brisbane time) and the closure of voting as announced by the Chair during the Meeting.

Technical difficulties may arise during the course of the Meeting. The Chair of the Meeting has the discretion to allow the Meeting to continue or to adjourn the Meeting for such period to allow the technical difficulties to be resolved. In exercising this discretion, the Chair will endeavour to have regard to the number of Shareholders impacted and to the extent of such impact. For this reason, Shareholders are encouraged to submit a proxy vote ahead of the Meeting in accordance with the *Proxy and Voting Instructions* below.

Voting Eligibility

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7.00 pm (AEST/Brisbane time) on 17 November 2026.

Notice to Persons outside Australia

This Notice of Meeting has been prepared in accordance with Australian laws, disclosure requirements and accounting standards. These laws, disclosure requirements, and accounting standards may differ from those in other countries.

The distribution of this document may be restricted in some countries by law or regulation. Accordingly, persons who come into possession of this document should inform themselves of and observe any such restrictions.

Voting requirements

In accordance with section 250JA of the Corporations Act, all Resolutions will be decided on a poll (and not a show of hands). An ordinary resolution requires approval by a simple majority of votes cast. A special resolution (Resolution 7) requires approval by at least 75% of the votes cast.

Shareholder questions

Shareholders who wish to submit questions in advance of the Meeting may do so by email to the Company Secretary, Adam Gallagher (adam.gallagher@aucyber.com.au), by 5.00pm (AEST/Brisbane time) on 17 November 2026. In accordance with section 250PA(1) of the Corporations Act, written questions to the Auditor about the content of the Auditor's report or the conduct of the audit must be submitted to the Company no later than 12 November 2026 (being the fifth business day before the Meeting).

PROXY AND VOTING INSTRUCTIONS

Voting by proxy

1. Shareholders who intend to vote by proxy must submit their completed Proxy Forms to the Share Registry no later than 11.00 am (AEST/Brisbane time) on 17 November 2026.
2. To vote by proxy, please complete the enclosed Proxy Form and return it by the time and in accordance with the instructions set out on the Proxy Form.
3. In accordance with section 249L of the Corporations Act, members are advised that:
 - a. each member of the Company entitled to attend and vote at the Meeting has a right to appoint a proxy;
 - b. the proxy need not be a member of the Company; and
 - c. a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.
4. A proxy may be either an individual or a body corporate. If you wish to appoint a body corporate as your proxy, you must specify on the Proxy Form:
 - a. the full name of the body corporate appointed as proxy; and
 - b. the full name or title of the individual representative of the body corporate to attend the Meeting.
5. Proxy appointments in favour of the Chair that do not contain a direction on how to vote will be voted by the Chair in favour of each of the Resolutions proposed in the Notice of Annual General Meeting, subject to the voting exclusions and prohibitions set out in the Notice of Annual General Meeting. If you appoint a Director (other than the Chair) or another member of the Key Management Personnel (or their Closely Related Parties) as your proxy, you must direct them how to vote on Resolutions 3 to 6 (inclusive), otherwise they will not be able to vote your proxy on those Resolutions. In exceptional circumstances, the Chair of the Meeting may change their voting intention on any Resolution, in which case an ASX announcement will be made.
6. Proxy Forms must be signed by a Shareholder or the Shareholder's attorney or, if a corporation, executed under seal or in accordance with section 127 of the Corporations Act, or signed by an authorised officer or agent.
7. A Proxy Form is attached to this Notice of Meeting. If required, it should be completed, signed and, if the appointment is signed by the appointer's attorney, accompanied by the original authority under which the appointment was signed or a certified copy of the authority. Proxy Forms must be returned in accordance with the instructions on the Proxy Form.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting. It should be read in conjunction with, and forms part of, the accompanying Notice of Meeting.

Annual Report

In accordance with section 317(1) of the Corporations Act, the Company's Annual Report must be laid before the Annual General Meeting. Apart from the matters involving remuneration which are required to be voted upon, there is no requirement for Shareholders to approve the Annual Report. At the Meeting, Shareholders will be offered the opportunity to:

- a. discuss the Annual Report, which is available online on the Company's ASX announcement platform at www.asx.com.au;
- b. ask questions about, or comment on, the management of the Company;
- c. ask the Auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements in the Annual Report and the independence of the auditor in relation to the conduct of the audit; and
- d. ask questions about, or make comments on, the Remuneration Report.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company may be submitted no later than 5.00pm (AEST/Brisbane time) on 17 November 2026, and written questions to the Auditor about:

- a. the content of the Auditor's Report; and
- b. the conduct of the audit,

must be submitted no later than 5.00pm (AEST/Brisbane time) on 12 November 2026, in each case to the Company Secretary, Adam Gallagher, by email to adam.gallagher@aucyber.com.au.

Note: Under section 250PA(1) of the Corporations Act, a Shareholder who wishes to submit a written question to the Auditor must submit the question to the Company no later than the fifth business day before the day on which the Meeting is held.

1. Resolution 1: Remuneration Report

1.1 Background

The Remuneration Report is set out in the Directors' Report section of the Annual Report, available on the Company's ASX announcement platform. The Chair will allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, the Remuneration Report at the Meeting.

1.2 Effect of Shareholder approval

In accordance with section 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors or the Company. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

However, Part 2G.2, Division 9 of the Corporations Act provides that if at least 25% of the votes cast on this Resolution are voted against the adoption of the Remuneration Report at the Meeting, then:

- a. if comments are made on the Remuneration Report at the Meeting, the Company's remuneration report for the next financial year will be required to include an explanation of the Board's proposed action in response or, if no action is proposed, the Board's reason for this; and

- b. if at the next annual general meeting, at least 25% of the votes cast on the resolution for adoption of that remuneration report are against such adoption, the Company will be required to put to Shareholders a resolution proposing that a general meeting be called to consider the election of Directors of the Company (**Spill Resolution**). If a Spill Resolution is passed, all of the Directors, other than the managing director, will cease to hold office at the subsequent general meeting, unless re-elected at that meeting.

The Company's Remuneration Report received 98.01% of votes cast in favour at the 2025 Annual General Meeting (1.99% against) and accordingly no strike was recorded under the two-strikes provisions of the Corporations Act.

1.3 Voting exclusion and Directors' recommendation

The Notice of Annual General Meeting sets out a voting exclusion statement for Resolution 1. As Resolution 1 relates to the remuneration of the Directors, the Board makes no recommendation on this Resolution.

The Chair intends to vote undirected proxies in favour of this Resolution, where the Chair has been expressly authorised to do so on the Proxy Form.

2. Resolution 2: Re-election of Director – Hugh Robertson

2.1 Background

Rule 19.3(a) of the Constitution and ASX Listing Rule 14.5 require the Company to hold an election of directors each year. As Mr Robertson, Mr Demase and Mr Morgan were each elected as Directors on the same day (at the 2025 Annual General Meeting held 26 November 2025), Rule 19.3(d) of the Constitution provides that, as between them, the director to retire is determined by agreement or, in default of agreement, by ballot.

Accordingly, the Directors have agreed that Mr Robertson will retire by rotation pursuant to Rule 19.3(a) of the Constitution (as determined in accordance with Rule 19.3(d) of the Constitution) and, being eligible, offers himself for re-election as a Director of the Company.

2.2 Hugh Robertson – Non-Executive Director

Mr Robertson has over 10 years of experience in finance and corporate markets. Specialising in equity capital markets, mergers and acquisitions, and debt facilities, Mr Robertson has advised clients across a range of industries, including energy transition, mining services and technology.

In addition to his role at the Company, Mr Robertson is the Non-Executive Chairman of 5G Networks Limited (ASX:5GN).

2.3 Independence

The Board does not consider Mr Robertson to be an independent Director, having regard to his role as Non-Executive Chairman of, 5G Networks Limited.

2.4 Board recommendation

The Directors believe that Mr Robertson's experience and skills continue to benefit the Board, and all of the Directors (with Mr Robertson abstaining from making a recommendation) recommend that Shareholders vote **in favour** of Resolution 2.

This Resolution is an ordinary resolution and so requires the approval of more than 50% of the votes cast by Shareholders. The Chair intends to vote undirected proxies in favour of this Resolution.

3. Resolutions 3 to 5: Grant of Share Rights to Directors – Conrad Morgan, Hugh Robertson and Joseph Demase

3.1 Background

Shareholder approval is being sought for the proposed grant of Share Rights to the Company's Directors, Conrad Morgan, Hugh Robertson and Joseph Demase (**Participating Directors**), as consideration for the Participating Directors reducing their cash-based remuneration by 100% for the period 1 November 2026 to 31 October 2027 (**Relevant Period**).

3.2 Current Remuneration Package

The current total remuneration package for the Participating Directors is as follows:

Participating Director	Total Remuneration Package
Conrad Morgan – Non-Executive Director	\$80,000
Hugh Robertson – Non-Executive Director	\$80,000
Joseph Demase – Executive Chair	\$100,000
Total	\$260,000

In addition, subject to Shareholder approval of Resolution 6, Mr Demase will be granted 5,000,000 Performance Rights under the Long Term Incentive Plan (see section 4). Shareholders are referred to the Remuneration Report for further details of the Participating Directors' remuneration.

3.3 Why is Shareholder approval being sought

ASX Listing Rule 10.11 provides that a company must not, subject to specified exceptions, issue or agree to issue Equity Securities to:

- 10.11.1 a Related Party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%) holder in the company and has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in ASX Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in the ASX Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

As the Participating Directors are Related Parties of the Company, the issue of the Share Rights falls within ASX Listing Rule 10.11.1, and none of the exceptions in ASX Listing Rule 10.12 applies.

Accordingly, Resolutions 3 to 5 (inclusive) seek Shareholder approval for the grant of the Share Rights to the Participating Directors pursuant to ASX Listing Rule 10.11.

3.4 ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period (**15% Placement Capacity**).

ASX Listing Rule 7.2 (Exception 14) provides that ASX Listing Rule 7.1 does not apply to an issue of securities made with the approval of the holders of the entity's ordinary securities under ASX Listing Rules 10.11 or 10.14.

Accordingly, since Resolutions 3 to 5 (inclusive) seek Shareholder approval pursuant to ASX Listing Rule 10.11, the Board is not seeking Shareholder approval for the issue of the Share Rights under ASX Listing Rule 7.1 (pursuant to Exception 14 under ASX Listing Rule 7.2).

3.5 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of the public company unless either:

- a. the giving of the financial benefit falls within one of the exceptions in sections 210 to 216 of the Corporations Act; or
- b. prior Shareholder approval is obtained to the giving of the financial benefit in accordance with sections 217 to 227 of the Corporations Act. In such cases, the financial benefit must be given within 15 months following Shareholder approval.

A 'related party' is defined widely in section 228 of the Corporations Act and includes, relevantly, a director (or proposed director) of a public company, any entity that controls a public company, any entity that is controlled by a person or entity which is otherwise a related party, and any person or entity that is reasonably likely to become a related party of the public company in the future.

A 'financial benefit' for the purposes of the Corporations Act is defined widely and includes the public company paying money or issuing securities to a related party. In determining whether or not a financial benefit is being given, it is necessary to look to the economic and commercial substance and effect of what the public company is doing (rather than just the legal form). Any consideration which is given for the financial benefit is to be disregarded, even if it is full or adequate.

The proposed Resolutions, if passed, will confer financial benefits on the Participating Directors (who, as discussed above, are related parties of the Company for the purposes of the Corporations Act). However, the Share Rights for which approval is being sought are proposed to be issued in lieu of cash remuneration for the Relevant Period, which would otherwise be payable to the Participating Directors.

As the Share Rights are proposed to be issued to all of the Directors, each Director has a material personal interest in the matter and the Directors are unable to form a quorum to determine that the Company can rely on the 'reasonable remuneration' exception in section 211 of the Corporations Act such that approval under Chapter 2E of the Corporations Act is not required. Accordingly, Shareholder approval for the issue is sought in accordance with sections 208 and 195(4) of the Corporations Act.

3.6 Section 195 of the Corporations Act

Section 195 of the Corporations Act essentially provides that a director of a public company may not vote or be present during meetings of directors when matters in which that director holds a "material personal interest" are being considered.

All of the Directors have a material personal interest in the outcome of Resolutions 3 to 5 (inclusive) and, as such, the Directors are not able to form a quorum at a Directors' meeting to consider Resolutions 3 to 5 (inclusive). Accordingly, the Directors have exercised their right under section 195(4) of the Corporations Act to put Resolutions 3 to 5 (inclusive) to the Shareholders to resolve.

3.7 Calculation of the number of Share Rights

The number of Share Rights to be granted to each of the Participating Directors is calculated by dividing that Participating Director's cash remuneration for the Relevant Period by a market Share price of \$0.051, being the approximate VWAP at which Shares were traded on the ASX over the 30-day period to 8 October 2026 (rounded down to the nearest whole Share Right).

3.8 Information required under ASX Listing Rule 10.13 and section 219 of the Corporations Act

Pursuant to and in accordance with ASX Listing Rule 10.13 and section 219 of the Corporations Act, the following information is provided in relation to Resolutions 3 to 5 (inclusive):

Name of persons receiving the securities <i>ASX Listing Rule 10.13.1 and section 219(1)(a) of the Corporations Act</i>	The Share Rights will be granted to the following parties: 1. Conrad Morgan (or his nominee(s)) pursuant to Resolution 3; 2. Hugh Robertson (or his nominee(s)) pursuant to Resolution 4; and 3. Joseph Demase (or his nominee(s)) pursuant to Resolution 5, (together, the Participating Directors).
Category under ASX Listing Rule 10.11 <i>ASX Listing Rule 10.13.2</i>	The Participating Directors are currently directors of the Company and, therefore, fall within the category in ASX Listing Rule 10.11.1. Their nominees (if applicable) would fall within ASX Listing Rule 10.11.4 (being associates of a Director).
Number and class of securities <i>ASX Listing Rule 10.13.3 and section 219(1)(b) of the Corporations Act</i>	The maximum number of Share Rights to be granted to the Participating Directors under this approval is: 1. in the case of the Share Rights to be issued to Conrad Morgan pursuant to Resolution 3, 1,568,627 Share Rights; 2. in the case of the Share Rights to be issued to Hugh Robertson pursuant to Resolution 4, 1,568,627 Share Rights; and 3. in the case of the Share Rights to be issued to Joseph Demase pursuant to Resolution 5, 1,960,784 Share Rights.
Summary of material terms <i>ASX Listing Rule 10.13.4 and section 219(1)(b) of the Corporations Act</i>	The securities proposed to be granted are Share Rights that convert into Shares on a 1:1 basis on the date that is 12 months following their date of issue. If a Participating Director ceases to hold office prior to the end of the Relevant Period, a pro-rata portion of the Share Rights (reflecting the period served) will vest, and the remaining unvested Share Rights will lapse immediately upon cessation. The Share Rights will not be quoted on ASX, are not transferable and do not carry any voting or dividend rights. Shares issued on conversion of the Share Rights will rank equally with existing Shares.
Date of issue	The Share Rights are expected to be granted on a single date, immediately following the Meeting and in any event no later than one month after the date of the Meeting.

<i>ASX Listing Rule 10.13.5</i>	
Issue price <i>ASX Listing Rule 10.13.6</i>	The price payable by the Participating Directors on the issue or conversion of each Share Right is \$nil. No funds will be raised from the issue of the Share Rights.
Purpose <i>ASX Listing Rule 10.13.7 and section 219(1)(b) of the Corporations Act</i>	The Share Rights are being granted in reduction of 100% of the cash-based remuneration of the Participating Directors for the Relevant Period. The Company ascribes a value of: 1. in the case of the Share Rights to be issued to Conrad Morgan pursuant to Resolution 3, \$80,000; 2. in the case of the Share Rights to be issued to Hugh Robertson pursuant to Resolution 4, \$80,000; and 3. in the case of the Share Rights to be issued to Joseph Demase pursuant to Resolution 5, \$100,000, on the basis that it is 100% of the Participating Directors' current annual cash remuneration (being the number of Share Rights multiplied by the Share price of \$0.051 referred to in section 3.7). The value of the Share Rights to the Participating Directors at the time of conversion will depend on the price of Shares at that time.
Whether the issue is intended to remunerate or incentivise <i>ASX Listing Rule 10.13.8</i>	The Share Rights are being granted in reduction of 100% of the cash-based remuneration of the Participating Directors and are therefore intended to remunerate them. The current total remuneration package for each Participating Director is set out in section 3.2 above.
Material agreement <i>ASX Listing Rule 10.13.9</i>	The Share Rights will be granted under a share subscription agreement which sets out the number of Share Rights to be granted, the 12 month conversion period and references the Participating Directors' respective letters of appointment with regard to the cash remuneration to be foregone.
Voting exclusion statement <i>ASX Listing Rule 10.13.10</i>	A voting exclusion statement and voting prohibition statement are set out in the Notice of Annual General Meeting.
Consideration of type and quantum of Security to be issued	The Share Rights are being granted in reduction of 100% of the cash-based remuneration of the Participating Directors. The quantum of Share Rights is set out above in response to ASX Listing Rule 10.13.3. The Directors consider that granting Share Rights rather than paying cash remuneration preserves the Company's cash reserves and aligns the interests of the Participating Directors with those of Shareholders.

<i>Section 219(1)(b) of the Corporations Act</i>	It is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Share Rights on the terms proposed.																								
Valuation	The value of the Share Rights proposed to be granted to the Participating Directors is set out above in response to ASX Listing Rule 10.13.7.																								
Directors' interest in the outcome <i>Section 219(1)(d) of the Corporations Act</i>	Each Participating Director has a material personal interest in the outcome of the Resolution relating to the grant of Share Rights to that Participating Director, as the proposed recipient of those Share Rights. The relevant interests of the proposed recipients in Shares as at the date of this Notice of Meeting and following conversion of the Share Rights are set out below: As at the date of this Notice of Meeting <table><tr><th>Recipient</th><th>Shares¹</th><th>Undiluted</th><th>Fully Diluted⁴</th></tr><tr><td>Conrad Morgan</td><td>0</td><td>0.00%</td><td>0.00%</td></tr><tr><td>Hugh Robertson²</td><td>187,944,655</td><td>89.34%</td><td>83.80%</td></tr><tr><td>Joseph Demase²</td><td>188,558,028</td><td>89.63%</td><td>84.07%</td></tr></table> Post issue <table><tr><th>Recipient</th><th>Shares³</th></tr><tr><td>Conrad Morgan</td><td>1,568,627</td></tr><tr><td>Hugh Robertson</td><td>189,513,282</td></tr><tr><td>Joseph Demase</td><td>190,518,812</td></tr></table> Notes: 1. Fully paid ordinary shares in the capital of the Company (ASX: CYB). 2. Indirectly held through 5G Networks. 3. Assumes that no additional Shares are issued. 4. Assumes the conversion of all convertible securities on issue as at the date of this Notice of Meeting.	Recipient	Shares ¹	Undiluted	Fully Diluted ⁴	Conrad Morgan	0	0.00%	0.00%	Hugh Robertson ²	187,944,655	89.34%	83.80%	Joseph Demase ²	188,558,028	89.63%	84.07%	Recipient	Shares ³	Conrad Morgan	1,568,627	Hugh Robertson	189,513,282	Joseph Demase	190,518,812
Recipient	Shares ¹	Undiluted	Fully Diluted ⁴																						
Conrad Morgan	0	0.00%	0.00%																						
Hugh Robertson ²	187,944,655	89.34%	83.80%																						
Joseph Demase ²	188,558,028	89.63%	84.07%																						
Recipient	Shares ³																								
Conrad Morgan	1,568,627																								
Hugh Robertson	189,513,282																								
Joseph Demase	190,518,812																								
Dilution	If the Share Rights the subject of Resolutions 3 to 5 (inclusive) are converted, a total of 5,098,038 Shares would be issued. This would increase the total number of Shares on issue from 210,369,595 (being the number of Shares on issue as at the date of this Notice of Meeting) to 215,467,633 Shares, assuming no other Shares are issued and no other convertible securities are exercised or vest. The issue of these Shares would result in a dilution of existing Shareholders' holdings by an aggregate of approximately 2.37%, comprising 0.73% attributable to Conrad Morgan, 0.73% to Hugh Robertson, and 0.91% to Joseph Demase.																								

Directors' recommendations <i>Section 219(1)(c) of the Corporations Act</i>	As each Director is a proposed recipient of Share Rights on substantially the same terms under Resolutions 3 to 5 (inclusive), and therefore has a material personal interest in the outcome of those Resolutions, none of the Directors considers it appropriate to make a recommendation on Resolutions 3 to 5 (inclusive).
Trading history	Over the last 12 months before the date of this Notice of Meeting, Shares have traded between a high of approximately \$0.084 and a low of \$0.04. The most recent closing price prior to the date of this Notice of Meeting was \$0.051 on 8 October 2026.
Other information <i>Section 219(1)(e) of the Corporations Act</i>	The Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass these Resolutions.

3.9 Effect of Shareholder approval

If Resolutions 3 to 5 (inclusive) are passed, the Company will be able to proceed with the proposed issue of Share Rights to the Participating Directors. Further, the issue of the Share Rights will not take up any of the Company's 15% Placement Capacity as, pursuant to ASX Listing Rule 7.2 (Exception 14), ASX Listing Rule 7.1 will not apply since the issue of the Share Rights will have been approved by Shareholders under ASX Listing Rule 10.11.

However, Shareholders should note that any approvals granted under Resolutions 3 to 5 (inclusive) are a 'one time' approval for the Share Rights granted for the Relevant Period (the **Approved Rights**).

If the Company wishes to issue securities to the Participating Directors in excess of the Approved Rights in the future, it will need to seek further Shareholder approval for any such issues.

If Resolutions 3 to 5 (inclusive) are not passed, the Company will not be able to proceed with the issue of the Share Rights, and the Participating Directors will continue to be paid cash for their services, including fees owing to them for the Relevant Period. As each Resolution is considered separately, if one or more (but not all) of Resolutions 3 to 5 (inclusive) are passed, Share Rights will only be issued to the Participating Directors whose Resolution is passed.

3.10 Directors' Recommendation

As all three Directors are proposed recipients of Share Rights in lieu of remuneration, each has a material personal interest in the outcome of Resolutions 3 to 5 (inclusive) and none of the Directors considers it appropriate to make a recommendation on those Resolutions.

Resolutions 3 to 5 (inclusive) are ordinary resolutions requiring approval of more than 50% of the votes cast. The Chair intends to vote undirected proxies in favour of Resolutions 3 and 4, where the Chair has been expressly authorised to do so on the Proxy Form.

4. Resolution 6: Grant of Performance Rights to Director under the Long Term Incentive Plan – Joseph Demase

4.1 Background

Shareholder approval is sought for the proposed grant of 5,000,000 performance rights (**Performance Rights**) to Executive Director and Chair, Mr Joseph Demase, as part of his remuneration package. It is proposed that the Performance Rights will vest on the following conditions:

- Mr Demase continuing to remain employed by the Company as an executive or an office holder for a period of 2 years from the date of issue.

If approved, the Performance Rights will be issued under the Company's Long Term Incentive Plan.

4.2 Current Remuneration Package

Mr Demase's current total remuneration package is \$100,000 per annum which, subject to Shareholder approval of Resolution 5, will be received in the form of Share Rights in lieu of cash. The Board (with Mr Demase abstaining) considers that his remuneration is significantly below market rates for an Executive Chairman and that providing him with an additional long-term incentive in Performance Rights both preserves cash and aligns his personal interests with those of Shareholders.

4.3 ASX Listing Rule 10.14 and Effect of Shareholder Approval

ASX Listing Rule 10.14 provides that an entity must not permit certain classes of individuals, including directors, to acquire securities under an employee incentive scheme without the approval of the holders of its ordinary securities. As Mr Demase is a Director, the issue of the Performance Rights to him falls within ASX Listing Rule 10.14.1 and therefore requires Shareholder approval.

If Shareholders approve Resolution 6, the Performance Rights will be issued to Mr Demase. As approval is being sought under ASX Listing Rule 10.14, approval is not required under ASX Listing Rule 7.1 (pursuant to ASX Listing Rule 7.2 (Exception 14)), and the issue of the Performance Rights will not use up any of the Company's placement capacity under ASX Listing Rule 7.1.

If Shareholders do not approve Resolution 6, the Performance Rights will not be issued to Mr Demase, and the Company may choose to offer Mr Demase additional cash incentives.

4.4 Chapter 2E of the Corporations Act

As explained in section 3.5, Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of a public company unless one of the exceptions applies.

The proposed Resolution 6, if passed, will confer a financial benefit to Mr Demase (who, as discussed above, is a related party of the Company). The Performance Rights are proposed to be issued as part of the remuneration package for Mr Demase.

The two non-associated Directors on the Board have separately considered the Performance Rights issue and, taking into account the circumstances of the Company and its subsidiaries, the circumstances of the Directors, and the remuneration practices of other similar entities, consider that the financial benefits provided to Mr Demase by way of the issue of the Performance Rights constitute reasonable remuneration on the basis of the below:

- a) the grant of the Performance Rights to Mr Demase is a means of retaining on the Board, a person of the calibre and skills and experience that Mr Demase has, and aligns the interests of Mr Demase with those of Shareholders;
- b) the issue of the Performance Rights is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if cash remuneration were given to Mr Demase; and
- c) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in granting the Performance Rights upon the terms proposed.

Accordingly, the Company considers that it can rely on the 'reasonable remuneration' exception in section 211 of the Corporations Act. As such, approval under Chapter 2E of the Corporations Act is not being sought.

4.5 Information required under ASX Listing Rule 10.15

Pursuant to and in accordance with the requirements of ASX Listing Rule 10.15, the following information is provided in relation to the proposed issue of Performance Rights:

Name of the persons receiving the securities <i>ASX Listing Rule 10.15.1</i>	Mr Joseph Demase (or his nominee(s)).
Category under ASX Listing Rule 10.14 <i>ASX Listing Rule 10.15.2</i>	Mr Demase is a current Director of the Company and therefore falls within the category in ASX Listing Rule 10.14.1. His nominee (if applicable) would fall within the category in ASX Listing Rule 10.14.2 (being an associate of a Director).
Number and class of securities <i>ASX Listing Rule 10.15.3</i>	The maximum number of securities to be issued is 5,000,000 Performance Rights, which are convertible into fully paid ordinary shares in the Company.
Remuneration package <i>ASX Listing Rule 10.15.4</i>	The current total remuneration package of Mr Demase is \$100,000 per annum which, subject to Shareholder approval of Resolution 5, will be received in the form of Share Rights in lieu of cash.
Securities previously issued to the person under the scheme and the average acquisition price paid (if any) <i>ASX Listing Rule 10.15.5</i>	5,000,000 Performance Rights have previously been issued to Mr Demase under the Long Term Incentive Plan for nil acquisition price.
Details of the securities (if not fully paid ordinary shares) <i>ASX Listing Rule 10.15.6</i>	Summary of the material terms: The Performance Rights will be issued under the Long Term Incentive Plan, the material terms of which are set out in Schedule 1. It is proposed that the Performance Rights will vest on the following conditions: Mr Demase continuing to remain employed by the Company as an executive or an office holder for a period of 2 (two) years from the date of issue. When vested, the Performance Rights will convert on a 1:1 basis being 1 Performance Right converting to 1 Share. The Performance Rights will lapse if the vesting conditions are not met and otherwise five years from their date of issue. Explanation as to why Performance Rights are being used: The Performance Rights are being issued in lieu of additional cash remuneration to incentivise Mr Demase and to align his personal interests with those of the Company's Shareholders. The value the entity attributes to that security and its basis: The Company attributes a value of \$255,000 to the Performance Rights, being \$0.051 per Performance Right. As the Performance Rights have a nil exercise price, are not subject to any market-based vesting conditions and the Company does not pay dividends, the value of each Performance Right is equal to the market price of a Share. The value has been determined by the Company using a Share price of

	\$0.051, being the last traded price of Shares on ASX before the date of this Notice. A summary of the valuation is set out in Schedule 2.
Date of issue <i>ASX Listing Rule 10.15.7</i>	If the issue of the Performance Rights is approved, the Company will issue the Performance Rights within 1 month of the Meeting, but in any case, no later than 3 years after the date of the Meeting (or such later date as permitted by ASX).
Issue Price <i>ASX Listing Rule 10.15.8</i>	The Performance Rights will be issued for \$nil cash consideration as part of Mr Demase's remuneration package. No amount is payable on conversion of the Performance Rights into Shares.
Summary of material terms of the scheme <i>ASX Listing Rule 10.15.9</i>	A summary of the material terms of the Long Term Incentive Plan is set out in Schedule 1 to this Explanatory Statement. The Long Term Incentive Plan was approved by Shareholders for the purposes of ASX Listing Rule 7.2 (Exception 13) at the general meeting of the Company held on 24 April 2024.
Summary of material terms of any loan made in relation to the issue <i>ASX Listing Rule 10.15.10</i>	The Company will not provide a loan to Mr Demase in relation to the acquisition of the Performance Rights or the Shares issued on conversion of the Performance Rights.
10.15.11 Statement <i>ASX Listing Rule 10.15.11</i>	Details of any securities issued under the Long Term Incentive Plan will be published in the Company's annual report relating to the period in which they were issued, together with a statement that approval for the issue of the securities was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Long Term Incentive Plan after Resolution 6 is approved, and who were not named in this Notice of Meeting, will not participate until approval is obtained under that rule.
Voting exclusion statement <i>ASX Listing Rule 10.15.12</i>	A voting exclusion statement is set out in the Notice of Annual General Meeting.

4.6 Directors' Recommendation

The Directors (with Mr Demase abstaining from making a recommendation) recommend, for the reasons given above, that Shareholders vote **in favour** of this Resolution 6.

Resolution 6 is an ordinary resolution requiring approval of more than 50% of the votes cast. The Chair intends to vote undirected proxies in favour of Resolution 6, where the Chair has been expressly authorised to do so on the Proxy Form.

5. Resolution 7: Approval of Additional 10% Placement Capacity

5.1 Background

Pursuant to Resolution 7, the Company is seeking Shareholder approval to issue an additional 10% of its issued capital over a 12-month period pursuant to ASX Listing Rule 7.1A. If passed, this Resolution will allow the Company to allot and issue up to the number of new Equity Securities calculated in accordance

with ASX Listing Rule 7.1A.2 (**Placement Securities**), each for cash consideration at an issue price of at least 75% of the VWAP for the Company's Equity Securities in that class, calculated over the last 15 Trading Days on which trades in that class of Equity Securities are recorded immediately before:

- a) the date on which the price at which the Placement Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or
- b) if the Placement Securities are not issued within 10 Trading Days of that date, the date on which the Placement Securities are issued.

Under ASX Listing Rule 7.1A, small and mid-cap listed entities that meet the eligibility threshold and have obtained the approval of their ordinary shareholders by special resolution at the annual general meeting, are permitted to issue an additional 10% of issued capital over a 12-month period from the date of the annual general meeting (**Additional 10% Capacity**). Approval is being sought under ASX Listing Rule 7.1A to give the Company the Additional 10% Capacity under ASX Listing Rule 7.1A which is in addition to the ability of the Company to issue 15% of its issued capital without Shareholder approval over a 12-month period pursuant to ASX Listing Rule 7.1.

5.2 ASX Listing Rule 14.1A

If Resolution 7 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in the ASX Listing Rules 7.1 and 7.1A without further Shareholder approval.

If Resolution 7 is not passed, the Company will not be able to access the Additional 10% Capacity to issue Equity Securities without Shareholder approval provided for in ASX Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in ASX Listing Rule 7.1.

5.3 ASX Listing Rule 7.1A

a. General

i. Eligibility

An entity is eligible to seek shareholder approval for the Additional 10% Capacity if, at the time of its annual general meeting, it has a market capitalisation of \$300 million or less and it is not included in the S&P/ASX300 Index.

As required by the ASX Listing Rules, the calculation of market capitalisation will be based on the closing price of Shares on the last Trading Day on which trades in the Shares were recorded before the date of the Meeting, multiplied by the number of Shares on issue (in that main class, but excluding restricted securities and securities quoted on a deferred settlement basis).

For illustrative purposes only, on 8 October 2026 the Company's market capitalisation was approximately \$10.73M based on the closing price of Shares on that date. The Company is not included in the S&P/ASX300 Index as at the time of issue of this Notice of Meeting and the Company does not expect that it will be included in the S&P/ASX300 Index at the date of the Meeting.

The Company is therefore an eligible entity and able to seek Shareholder approval for the Additional 10% Capacity under ASX Listing Rule 7.1A. Assuming Resolution 7 is approved, in the event that the Company is no longer an eligible entity to issue Equity Securities under its Additional 10% Capacity after the Company has already obtained Shareholder approval, the approval obtained will not lapse and the Company will still be entitled to issue Equity Securities under the Additional 10% Capacity until the approval period ends.

ii. Special Resolution

ASX Listing Rule 7.1A requires this Resolution 7 to be passed as a special resolution, which means that it must be passed by at least 75% of the votes cast by members entitled to vote on the Resolution. Pursuant to ASX Listing Rule 7.1A, no Placement Securities will be issued until and unless this special resolution is passed at the Meeting.

iii. Shareholder Approval

The ability to issue the Placement Securities is conditional upon the Company obtaining Shareholder approval by way of a special resolution at the Meeting.

b. Additional 10% Capacity Period – ASX Listing Rule 7.1A.1

Assuming Resolution 7 is passed, Shareholder approval of the Additional 10% Capacity under ASX Listing Rule 7.1A is valid from the date of the Meeting and expires on the earlier occurrence of:

- i. the date that is 12 months after the date of the Meeting;
- ii. the time and date of the Company's next annual general meeting; or
- iii. the time and date of the approval by Shareholders of a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(Approval Period).

If Resolution 7 is passed by Shareholders, then the approval will expire on 19 November 2027, unless the Company holds its next annual general meeting or Shareholder approval is granted pursuant to ASX Listing Rules 11.1.2 or 11.2 prior to that date.

c. Formula for calculating Additional 10% Capacity

ASX Listing Rule 7.1A.2 provides that eligible entities that have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12-month period after the date of such annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

Where:

A is the number of fully paid ordinary securities on issue 12 months before the date of issue or agreement:

- i. plus the number of fully paid ordinary securities issued in the 12 months under an exception in ASX Listing Rule 7.2 other than Exceptions 9, 16 or 17;
- ii. plus the number of fully paid ordinary securities issued in the 12 months on the conversion of convertible securities within ASX Listing Rule 7.2 (Exception 9) where:
 - a. the convertible securities were issued or agreed to be issued before the commencement of the 12 months; or
 - b. the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to be approved, under ASX Listing Rule 7.1 or 7.4;
- iii. plus the number of fully paid ordinary securities issued in the 12 months under an agreement to issue securities within ASX Listing Rule 7.2 (Exception 16) where:
 - a. the agreement was entered into before the commencement of the 12 months; or

- b. the agreement or issue was approved, or taken under these rules to have been approved, under ASX Listing Rule 7.1 or 7.4;
- iv. plus the number of any other fully paid ordinary securities issued in the 12 months with approval under ASX Listing Rules 7.1 or 7.4;
- v. plus the number of partly paid ordinary securities that became fully paid in the 12 months; and
- vi. less the number of fully paid ordinary securities cancelled in the 12 months.

Note that “A” has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of the issue where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under ASX Listing Rule 7.4.

d. ASX Listing Rule 7.1A.3

i. Equity Securities

Any Equity Securities issued under the Additional 10% Capacity must be in the same class as an existing quoted class of Equity Securities of the Company.

As at the date of this Notice of Meeting, the Company has on issue 210,369,595 Shares and 13,904,838 Options.

ii. Minimum Issue Price

The Placement Securities issued under ASX Listing Rule 7.1A must be issued for a cash consideration per security which is not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- A. the date on which the price at which the relevant Placement Securities are to be issued is agreed by the Company and the recipient of the Placement Securities; or
- B. if the relevant Placement Securities are not issued within 10 Trading Days of the date in paragraph (A) above, the date on which the relevant Placement Securities are issued.

e. Information to be given to ASX – ASX Listing Rule 7.1A.4

If Resolution 7 is passed and the Company issues any Placement Securities under ASX Listing Rule 7.1A, the Company will comply with the disclosure requirements under ASX Listing Rule 7.1A.4. Namely, upon issue of any Equity Securities:

- i. it will state in its announcement of the proposed issue under ASX Listing Rule 3.10.3 or in its application for quotation of the securities under ASX Listing Rule 2.7 that the securities are being issued under ASX Listing Rule 7.1A; and
- ii. give to the ASX immediately after the issue, a list of names of the persons to whom the Equity Securities are issued and the number of Equity Securities issued to each.

f. ASX Listing Rules 7.1 and 7.1A

The ability of an entity to issue Equity Securities under ASX Listing Rule 7.1A is in addition to the entity's 15% capacity under ASX Listing Rule 7.1.

At the date of this Notice of Meeting, the Company has on issue 210,369,595 Shares and 13,904,838 Options, and has the capacity to issue:

- i. 31,555,439 Equity Securities under ASX Listing Rule 7.1; and
- ii. an additional 21,036,959 Equity Securities under ASX Listing Rule 7.1A.

The actual number of Placement Securities that the Company will have the capacity to issue under ASX Listing Rule 7.1A will be calculated at the date of issue of the Placement Securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (as described above).

5.4 Specific information required by ASX Listing Rule 7.3A

a. A statement of the period for which the approval will be valid (as set out in ASX Listing Rule 7.1A.1) – ASX Listing Rule 7.3A.1

Subject to Resolution 7 being approved by Shareholders, the Company will only issue and allot the Placement Securities during the Approval Period (described above), which will commence on the date of the Meeting and expire on the first to occur of:

- i. the date that is 12 months after the date of the Meeting;
- ii. the time and date of the Company's next annual general meeting; or
- iii. the time and date of approval by Shareholders of any transaction under ASX Listing Rule 11.1.2 (a significant change in the nature or scale of activities of the Company) or ASX Listing Rule 11.2 (disposal of the main undertaking of the Company).

b. Minimum price of Equity Securities issued under ASX Listing Rule 7.1A – ASX Listing Rule 7.3A.2

Pursuant to and in accordance with ASX Listing Rule 7.1A.3, the Placement Securities issued under the Additional 10% Capacity must:

- i. be in an existing quoted class of Equity Securities;
- ii. be issued for cash consideration; and
- iii. have an issue price of not less than 75% of the VWAP for the Equity Securities over the 15 Trading Days immediately before:
 - A. the date on which the price at which the Placement Securities are to be issued is agreed; or
 - B. if the Placement Securities are not issued within 10 Trading Days of the date in paragraph (A) above, the date on which the Placement Securities are issued.

The Company will disclose to the ASX the issue price on the date of issue of the Placement Securities.

c. A statement of the purposes for which the funds raised by an issue of Equity Securities under ASX Listing Rule 7.1A.2 may be used – ASX Listing Rule 7.3A.3

The purpose for which the Placement Securities may be issued include to be applied towards the continued growth of the Company's business operations (including client growth) and general working capital.

d. Risk of economic and voting dilution – ASX Listing Rule 7.3A.4

If Resolution 7 is passed and the Company issues the Placement Securities, there is a risk of economic and voting dilution to the existing Shareholders. The Company currently has on issue 210,369,595 Shares and 13,904,838 Options. On this basis, following approval of the Additional

10% Capacity, the Company will have approval to issue 21,036,959 Equity Securities under ASX Listing Rule 7.1A in addition to its ability to issue 31,555,439 Equity Securities under ASX Listing Rule 7.1. The exact number of Placement Securities to be issued under the Additional 10% Capacity will be calculated in accordance with the formula contained in ASX Listing Rule 7.1A.2 and set out above. Any issue of Placement Securities will have a dilutive effect on existing Shareholders.

There is a specific risk that:

- i. the Market Price for the Company's Equity Securities may be significantly lower on the date of the issue of any Placement Securities than it is on the date of the Meeting; and
- ii. the Placement Securities may be issued at a price that is at a discount to the Market Price for the Company's Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue or the value of the Placement Securities.

As required by ASX Listing Rule 7.3A.4, Table 1 below shows the potential economic and voting dilution effect, in circumstances where the issued share capital has doubled and the Market Price of the shares has halved. Table 1 also shows additional scenarios in which the issued share capital has increased (by both 50% and 100%) and the Market Price of the shares has:

- i. decreased by 50%; and
- ii. increased by 100%.

TABLE 1

		Dilution		
		50% decrease in Issue Price \$0.0255 per Share	Issue Price \$0.051 per Share	100% increase in Issue Price \$0.102 per Share
Current Variable "A" 210,369,595 Shares	10% voting dilution	21,036,959	21,036,959	21,036,959
	Funds raised	\$536,442	\$1,072,885	\$2,145,770
50% increase in current Variable "A" 315,554,393 Shares	10% voting dilution	31,555,439	31,555,439	31,555,439
	Funds raised	\$804,664	\$1,609,327	\$3,218,655
100% increase in current Variable "A" 420,739,190 Shares	10% voting dilution	42,073,919	42,073,919	42,073,919
	Funds raised	\$1,072,885	\$2,145,770	\$4,291,540

Assumptions and explanations

- As at 8 October 2026, the date of preparation of this Notice of Meeting, there were 210,369,595 Shares on issue.
- The Market Price is \$0.051, based on the closing price of the shares on ASX on 8 October 2026.
- The above table only shows the dilutionary effect based on the issue of the Placement Securities (assuming only Shares are issued), and not any Shares issued under the 15% capacity under ASX Listing Rule 7.1. This is why the voting dilution is shown in each example as 10%.
- Assumes that no Options are exercised into Shares before the date of issue of the Placement Securities.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued Share capital at the time of issue.

- The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
- The Company issues the maximum number of Equity Securities available under the Additional 10% Capacity.
- The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1 or 7.4.
- The issued share capital has been calculated in accordance with the formula in ASX Listing Rule 7.1A.2 as at 8 October 2026.
- The issue price of the Placement Securities used in the table is the same as the Market Price and does not take into account the discount to the Market Price (if any).

e. Company's allocation policy – ASX Listing Rule 7.3A.5

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue of the Placement Securities. The identity of the allottees of Placement Securities will be determined on a case-by-case basis having regard to a number of factors including but not limited to the following:

- i. the methods of raising funds that are available to the Company including, but not limited to, a rights issue, share purchase plan, placement or other issue in which existing shareholders can participate;
- ii. the effect of the issue of the Placement Securities on the control of the Company;
- iii. the purpose of the issue;
- iv. the circumstances of the Company, including but not limited to the financial position and solvency of the Company;
- v. prevailing market conditions; and
- vi. advice from corporate, financial and broking advisers (if applicable).

The allottees of the Placement Securities have not been determined as at the date of this Notice of Meeting but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

f. Previous issues under Shareholder approval previously obtained under ASX Listing Rule 7.1A – ASX Listing Rule 7.3A.6

The Company obtained Shareholder approval under ASX Listing Rule 7.1A at its annual general meeting held on 26 November 2025. The Company has not issued or agreed to issue any Equity Securities under ASX Listing Rule 7.1A.2 in the 12 months preceding the date of the Meeting.

g. Voting Exclusion Statement – ASX Listing Rule 7.3A.7

A voting exclusion statement has been included in the Notice of Annual General Meeting. However, as at the date of the Notice of Meeting, the Company is not proposing to make an issue of Equity Securities under ASX Listing Rule 7.1A.2, as such, no existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice of Annual General Meeting.

5.5 Directors' Recommendation

The Directors unanimously recommend, to provide additional capacity to raise additional funds should a requisite, appropriate, compliant, and compelling opportunity arise, that Shareholders vote **in favour** of Resolution 7.

This Resolution is a special resolution and so requires the approval of 75% or more of the votes cast by Shareholders.

The Chair of the Meeting intends to vote undirected proxies in favour of this resolution.

Glossary

15% Placement Capacity has the meaning given in section 3.4 of the Explanatory Statement.

Additional 10% Capacity has the meaning given in section 5.1 of the Explanatory Statement.

Annual Report means the financial report of the Company and the reports of the Directors and the Auditor for the financial year ended 30 June 2026.

Approval Period has the meaning given in section 5.3(b) of the Explanatory Statement.

Approved Rights has the meaning given in section 3.9 of the Explanatory Statement.

ASX means ASX Limited or the Australian Securities Exchange operated by ASX Limited, as the context requires.

ASX Listing Rule means the listing rules of the ASX.

Auditor means Bentleys Brisbane (Audit) Pty Ltd.

Board means the board of Directors of the Company.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel has the meaning given in section 9 of the Corporations Act and means a spouse or child of the member, a child of the member's spouse, a dependant of the member or the member's spouse, anyone else who is one of the member's family and may be expected to influence, or be influenced by, the member in the member's dealings with the Company, a company the member controls, or a person prescribed by the *Corporations Regulations 2001* (Cth).

Company means AUCyber Limited ACN 622 728 189.

Constitution means the constitution of the Company, as amended.

Corporations Act means the *Corporations Act 2001* (Cth), as amended.

Director means a director of the Company.

Equity Securities has the same meaning given in Chapter 19 of the ASX Listing Rules.

Explanatory Statement means this Explanatory Statement, forming part of the Notice of Meeting.

Key Management Personnel has the meaning given in section 9 of the Corporations Act (by reference to Accounting Standard AASB 124).

Long Term Incentive Plan means the Company's Long Term Incentive Plan, approved by Shareholders for the purposes of ASX Listing Rule 7.2 (Exception 13) at the general meeting of the Company held on 24 April 2024.

Market Price means the closing price of Shares on ASX.

Meeting means the Annual General Meeting of the Company to be held on 19 November 2026.

Notice of Annual General Meeting means the notice of annual general meeting (including the agenda and voting exclusion statements) forming part of the Notice of Meeting.

Notice of Meeting means the notice of meeting for the 2026 Annual General Meeting, comprising the Notice of Annual General Meeting, the Explanatory Statement and the Proxy Form.

Option means an option to subscribe for a Share.

Participating Directors has the meaning given in section 3.1 of the Explanatory Statement.

Performance Rights means a right to be issued or transferred one Share, subject to the satisfaction of vesting conditions, granted under the Long Term Incentive Plan.

Placement Securities has the meaning given in section 5.1 of the Explanatory Statement.

Proxy Form means the proxy form accompanying this Notice of Meeting.

Related Party has the meaning given in Chapter 19 of the ASX Listing Rules.

Relevant Period has the meaning given in section 3.1 of the Explanatory Statement.

Remuneration Report means the remuneration report of the Company included in the Directors' Report section of the Annual Report.

Resolution means a resolution set out in the Notice of Annual General Meeting.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share.

Share Registry means MUFG Corporate Markets (AU) Limited.

Share Right means a right to be issued one Share on conversion, on the terms set out in section 3.8 of the Explanatory Statement.

Spill Resolution has the meaning given in section 1.2 of the Explanatory Statement.

Trading Day means a trading day as defined in Chapter 19 of the ASX Listing Rules.

VWAP means volume weighted average market price as defined in Chapter 19 of the ASX Listing Rules.

Schedule 1 – Summary of Long Term Incentive Plan

The terms and conditions of the Long Term Incentive Plan (**Plan**) are set out in comprehensive rules. A summary of the rules of the Plan is as follows:

1. The Board may, at its discretion, invite participants to participate in the Plan. Participants may be Directors, senior management, and other employees of the Company or its subsidiaries, and any other person providing services to the Company and its related bodies corporate and is eligible to participate in the Plan as determined by the Board. Participation is voluntary.
2. Types of awards under the Plan include (each an **Award**):
 - a. Options;
 - b. Performance Rights; and
 - c. Shares including loan funded shares.
3. The Board may determine the type and number of Awards to be issued under the Plan to each participant and other terms of issue of the Awards, including:
 - a. what service-based conditions and/or performance hurdles must be met by a participant in order for an Award to vest (if any);
 - b. the fee payable (if any) to be paid by a participant on the grant of Awards;
 - c. the exercise price of any Option granted to a participant;
 - d. the period during which a vested Option can be exercised; and
 - e. any forfeiture conditions or disposal restrictions applying to the Awards and any Shares that a participant receives upon exercise of their Options or Performance Rights.
4. When any service-based conditions and/or performance hurdles have been satisfied, participants will receive fully vested Shares or their Options / Performance Rights will become vested and will be exercisable into Shares (as applicable).
5. Each vested Option and Performance Right enables the participant to be issued or to be transferred one Share upon exercise, subject to the rules governing the Plan and the terms of any particular offer.
6. Participants holding Options or Performance Rights are not permitted, to the extent of their holding in Options or Performance Rights, to participate in a new issue of securities by the Company without first exercising the Options or having the Performance Rights vest.
7. Adjustments must be made to the number of Shares over which the Options or Performance Rights are granted and/or the exercise price (if any) to take into account changes in the capital structure of the Company that occur by way of pro rata and bonus issues in accordance with the rules of the Plan and the ASX Listing Rules.
8. The Plan defines the circumstances where a participant may be considered a good leaver or bad leaver. In these circumstances the Board has sole and absolute discretion in determining the manner in which any unvested Awards may be dealt with.
9. In the event of a change of control event, unless the Board in its sole and absolute discretion deems otherwise, Awards granted will vest on a pro rata basis where the Board considers vesting conditions and performance hurdles applicable to those Awards to have been satisfied.
10. The Board may at any time amend the Plan, or the terms and conditions upon which Awards have been issued under the Plan, subject to the requirements of the Constitution, the ASX Listing

Rules and requirement to not materially reduce the rights of any participants (as set out in the Plan).

11. The Board may delegate management and administration of the Plan, together with any of their powers or discretions under the Plan, to a committee of the Board or to any one or more persons selected by them as the Board thinks fit.

Schedule 2 – Valuation Report Summary for the Performance Rights

The Company has valued the Performance Rights proposed to be granted to Mr Demase under Resolution 6 using the following inputs:

Input	Performance Rights
Number of Performance Rights	5,000,000
Valuation date	30 September 2026
Share price at valuation date	\$0.051
Exercise price	Nil
Expiry	5 years from date of issue
Vesting condition	2 years' continuous service from date of issue
Expected dividend yield	Nil
Market-based vesting conditions	None
Valuation methodology	Underlying Share price (nil exercise price right)
Value per Performance Right	\$0.051
Total value	\$255,000

The value is based on the last traded price of Shares before the date of this Notice and is indicative only. The fair value of the Performance Rights for accounting purposes will be determined at the grant date in accordance with AASB 2 Share-based Payment.

LODGE YOUR VOTE

ONLINE
<https://au.investorcentre.mpms.mufg.com>

BY MAIL

AUCyber Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235 Australia


BY FAX

+61 2 9287 0309


BY HAND

MUFG Corporate Markets (AU) Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150; or


ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474


X99999999999

PROXY FORM

I/We being a member(s) of AUCyber Limited and entitled to participate in and vote hereby appoint:

APPOINT A PROXY

☐ **the Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chair of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **11:00am (AEST/Brisbane time) on Thursday, 19 November 2026 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in online at <https://meetings.openbriefing.com/CYB26> (refer to details in the Virtual Meeting Online Guide).

Important for Resolutions 1, 3, 4, 5 & 6: If the Chair of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chair of the Meeting to exercise the proxy in respect of Resolutions 1, 3, 4, 5 & 6, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Remuneration Report	☐	☐	☐	5 Grant of Share Rights to Director – Joseph Demase	☐	☐	☐
2 Re-Election of Director – Hugh Robertson	☐	☐	☐	6 Grant of Performance Rights to Director Under the Company's Long Term Incentive Plan – Joseph Demase	☐	☐	☐
3 Grant of Share Rights to Director – Conrad Morgan	☐	☐	☐	7 Approval of Additional 10% Placement Capacity	☐	☐	☐
4 Grant of Share Rights to Director – Hugh Robertson	☐	☐	☐				



* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

CYB PRX2601N

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chair of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name and email of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as they choose. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to participate in the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be received at support@cm.mpms.mufig.com prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.mpms.mufig.com/en/mufig-corporate-markets.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am (AEST/ Brisbane time) on Tuesday, 17 November 2026**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

<https://au.investorcentre.mpms.mufig.com>

Login to the Investor Centre using the holding details as shown on the Voting/Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link

<https://au.investorcentre.mpms.mufig.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.

QR Code



BY MAIL

AUCyber Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to MUFG Corporate Markets (AU) Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

*During business hours Monday to Friday (9:00am - 5:00pm)

**IF YOU WOULD LIKE TO PARTICIPATE IN AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**