

15 April 2024

Completion of Retail Entitlement Offer

Sovereign Cloud Holdings Limited (**AUCloud** or **Company** or **SOV**) (ASX:SOV) is pleased to announce the completion of the retail shortfall bookbuild (**Retail Bookbuild**) for the retail component of its 2.95 for 1 pro-rata accelerated renounceable entitlement offer (**Retail Entitlement Offer**) of new SOV fully paid ordinary share (**New Shares**).

The Retail Bookbuild represents the final stage of the entitlement offer announced on 18 March 2024 (**Entitlement Offer**).

Subject to settlement, the Entitlement Offer is expected to have raised new funds of approximately \$30 million.

Retail Bookbuild

Following the closure of the Retail Entitlement Offer, the Company had Retail Shortfall Shares of 206,099,125, representing \$6,182,974.

The Retail Shortfall Shares were offered for sale in the Retail Bookbuild conducted by the Lead Manager on Friday, 12 April 2024.

The Retail Bookbuild cleared at the Offer Price of \$0.03 per New Share.

Ineligible Shareholders or Eligible Retail Shareholders who renounced their Retail Entitlements will not receive any Retail Premium.

On the recommendation of the Lead Manager, the Company allocated all the Retail Shortfall Shares as follows:

- 52,355,123 to new and existing investors; and
- 153,744,002 to Directors, their related entities and NEXTDC¹ pursuant to their sub-underwriting commitments made under the Retail Entitlement Offer.

Capitalised terms that are not otherwise defined in this announcement, have the meanings given to those terms in the Retail Offer Booklet announced on the ASX on 25 March 2024.

¹ in order to ensure that NEXTDC's shareholding does not increase in breach of Chapter 6 of the Corporations Act 2001, a portion of NEXTDC's entitlement and Retail Shortfall Shares will settle on the settlement date for the Retail Entitlement Offer and the balance will settle following completion of the Acquisitions.

Key Dates²

Event	Date and Time
Settlement of Retail Entitlement Offer	Wednesday, 17 April 2024
Allotment of New Shares under the Retail Entitlement Offer	Thursday, 18 April 2024
New Shares issued under the Retail Entitlement Offer commence trading on ASX	Friday, 19 April 2024
Holding statements in respect of New Shares issued under the Retail Entitlement Offer dispatched	Monday, 22 April 2024

If you have any further questions, you should contact your stockbroker, solicitor, accountant, financial adviser or other professional adviser.

Placement to CEO & Managing Director

Mr Peter Maloney (CEO and Managing Director) was allocated \$250,000 worth of Retail Shortfall Shares.

Mr Maloney had previously committed to \$736,592 of sub-underwriting commitments as part of the Retail Entitlement Offer. This was sized to be equivalent to Mr Maloney's full entitlement which was renounced upfront.

Subject to shareholder approval, and the payment by Mr Maloney of \$486,592, the Board proposes to issue his related entities with a further 16,219,733 shares at \$0.03 per share to ensure Mr Maloney is made whole and his shareholding is aligned with other shareholders who took up their full entitlements under the Entitlement Offer.

The Board intends to seek shareholder approval at the Company's next Annual Meeting.

Important information

This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States, or in any other jurisdiction in which such an offer would be illegal. The securities referred to in this document have not been and will not be registered under the United States Securities Act of 1933 (the **US Securities Act**), or under the securities laws of any state or other jurisdiction of the United States and may not be offered or sold, directly or indirectly, within the United States, unless the securities have been registered under the US Securities Act or an exemption from the registration requirements of the US Securities Act is available.

This document may not be distributed or released in the United States.

This announcement contains certain 'forward-looking statements' within the meaning of the securities laws of applicable jurisdictions. Forward-looking statements can generally be

² All times and dates refer to times and dates in Sydney, Australia. All dates are indicative only and subject to change. SOV and the Sole Lead Manager reserve the right to withdraw or vary the timetable subject to the ASX Listing Rules.

identified by the use of forward-looking words such as 'may,' 'should,' 'expect,' 'anticipate,' 'estimate,' 'scheduled' or 'continue' or the negative version of them or comparable terminology. Any forecasts or other forward looking statements contained in this announcement are subject to known and unknown risks and uncertainties and may involve significant elements of subjective judgment and assumptions as to future events which may or may not be correct. There are usually differences between forecast and actual results because events and actual circumstances frequently do not occur as forecast and these differences may be material. AUCloud does not give any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in this announcement will actually occur and you are cautioned not to place undue reliance on forward-looking statements.

This ASX announcement was authorised for release by AUCloud's Board of Directors.

Further information, please contact:

Michelle Crouch
Company Secretary
P: +61 417 123 292
E: mcrouch@aucloud.com.au

About AUCloud

AUCloud is an Australian owned and operated Cyber Security Managed Security Service Provider (MSSP) and Sovereign Cloud Service (IaaS) specialist that supports Australian Governments, Critical National Industries (CNIs) with the latest sovereign cloud infrastructure, backup and cyber security threat defence and response services. AUCloud solutions enable customers to benefit from sovereign data protection with the scale, automation, elasticity and lower costs typically associated with global cloud offerings.

AUCloud's Sovereign Cloud Service (IaaS) and Cyber Security Solutions are underpinned by a range of security certifications, including "Certified Strategic" on Digital Transformation Agency's Hosting Certification Framework (HCF), assessed to the PROTECTED controls of the Australian Signals Directorate's (ASD) Information Security Manual (ISM) through to the Australian Cyber Security Centre's Cloud Assessment and Authorisation Framework (CAAF), inclusive of the Information Security Registered Assessors Program (IRAP) certification and ISO 27001. This provides AUCloud's customers with confidence that their data is secure and that services are delivered to the highest standards.