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HYPERSCALE DATA, INC.

FORM 8-K
(Current report filing)

Filed 11/23/26 for the Period Ending 11/23/26

Address	11411 SOUTHERN HIGHLANDS PARKWAY SUITE 190 LAS VEGAS, NV, 89141
Telephone	(949) 444-5464 3679
CIK	0000896493
Symbol	GPUS
SIC Code	3533 - Oil and Gas Field Machinery and Equipment
Industry	Software
Sector	Technology
Fiscal Year	12/31

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 23, 2026

HYPERSCALE DATA, INC.

(Exact name of registrant as specified in its charter)

Delaware	001-12711	94-1721931
(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(I.R.S. Employer Identification No.)

11411 Southern Highlands Parkway, Suite 190, Las Vegas, NV 89141
(Address of principal executive offices) (Zip Code)

(949) 444-5464
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, $0.001 par value	GPUS	NYSE American
13.00% Series D Cumulative Redeemable Perpetual Preferred Stock, par value $0.001 per share	GPUS PD	NYSE American

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 7.01 Regulation FD Disclosure

On November 23, 2026, Hyperscale Data, Inc. (the "**Company**") issued press releases (i) announcing the appointment of the Company's Chief Executive Officer William B. Horne's as a Co-Executive Chairman as well as the Company's current Co-Executive Chairman Milton C. Ault's intention to step down as the Company's Co-Executive Chairman when the Company's Michigan AI data center has been fully energized. Mr. Horne will remain the Company's Chief Executive Officer and become the Chairman of the board of directors (the "**Board**"), and Mr. Ault will remain a member of the Board (the "**Change in Officer Press Release**") and (ii) affirming 2027 financial guidance (the "**Guidance Press Release**") and that reiterated that the Company would be holding an investor conference call on November 23, 2026 to discuss the financial guidance and the underlying assumptions, including the planned business activities of the Company, and In connection with the investor conference call, the Company will use a presentation (the "**Corporate Presentation**"), which may contain nonpublic information. Copies of the of the Corporate Presentation, the Guidance Press Release and the Change in Officer Press Release, which are furnished herewith as **Exhibit 99.1**, **Exhibit 99.2** and **Exhibit 99.3**, respectively, are incorporated by reference herein.

In accordance with General Instruction B.2 of Form 8-K, the information under this item, **Exhibit 99.1**, **Exhibit 99.2** and **Exhibit 99.3** shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing. This report will not be deemed an admission as to the materiality of any information required to be disclosed solely to satisfy the requirements of Regulation FD.

The Securities and Exchange Commission encourages registrants to disclose forward-looking information so that investors can better understand the future prospects of a registrant and make informed investment decisions. This Current Report on Form 8-K and exhibits may contain these types of statements, which are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, and which involve risks, uncertainties and reflect the Registrant's judgment as of the date of this Current Report on Form 8-K. Forward-looking statements may relate to, among other things, operating results and are indicated by words or phrases such as "expects," "should," "will," and similar words or phrases. These statements are subject to inherent uncertainties and risks that could cause actual results to differ materially from those anticipated at the date of this Current Report on Form 8-K. Investors are cautioned not to rely unduly on forward-looking statements when evaluating the information presented within.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits:

Exhibit No.	Description
99.1	Investor Presentation for use on November 23, 2026
99.2	Change in Officer Press Release issued on November 23, 2026.
99.3	Guidance Press Release issued on November 23, 2026.
101	Pursuant to Rule 406 of Regulation S-T, the cover page is formatted in Inline XBRL (Inline eXtensible Business Reporting Language).
104	Cover Page Interactive Data File (embedded within the Inline XBRL document and included in Exhibit 101).

SIGNATURE

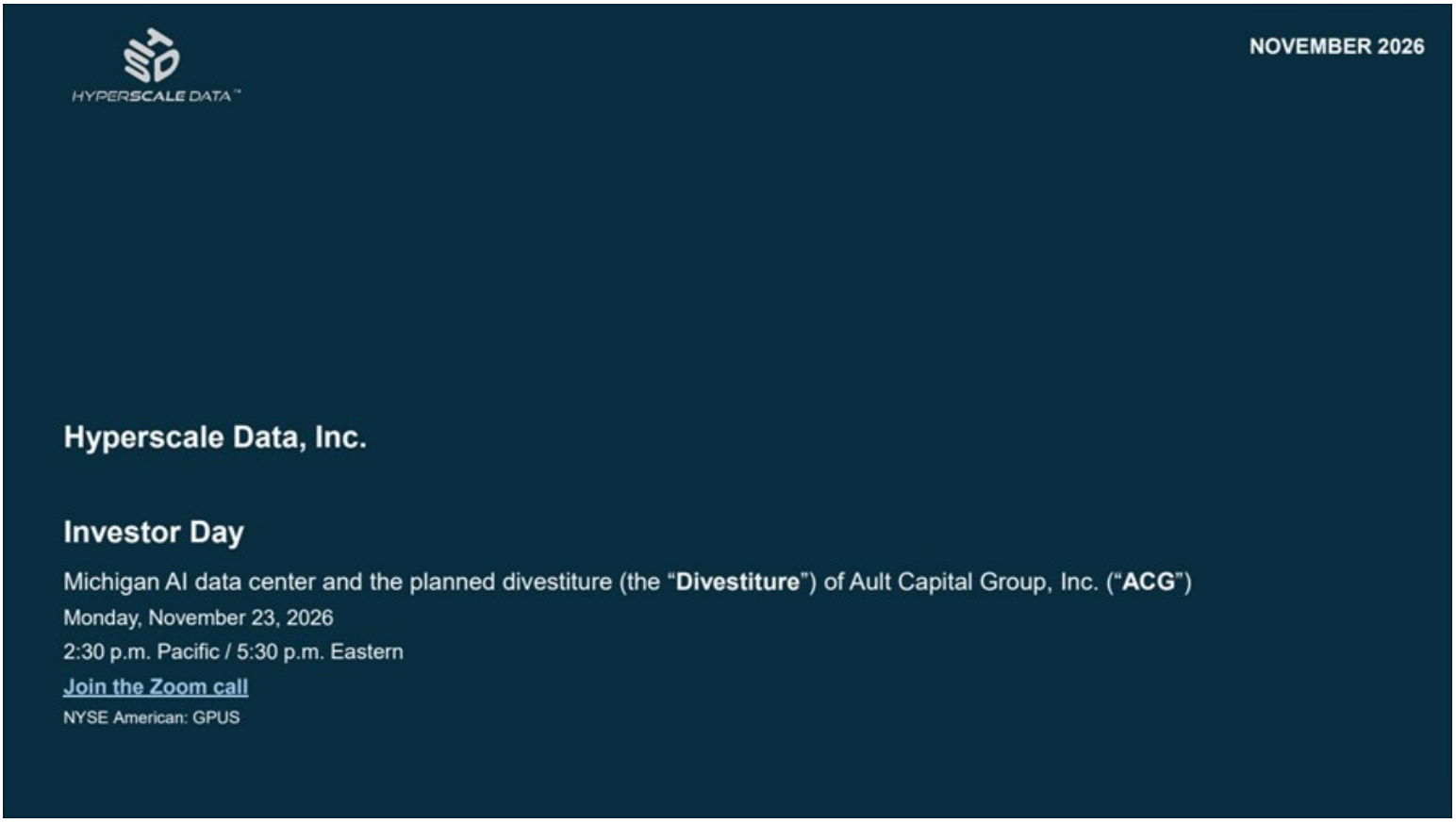
Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HYPERSCALE DATA, INC.

Dated: November 23, 2026

/s/ Henry Nisser
Henry Nisser
President and General Counsel

Exhibit 99.1


HYPERSCALE DATA™
NOVEMBER 2026
Hyperscale Data, Inc.
Investor Day
Michigan AI data center and the planned divestiture (the "Divestiture") of Ault Capital Group, Inc. ("ACG")
Monday, November 23, 2026
2:30 p.m. Pacific / 5:30 p.m. Eastern
Join the Zoom call
NYSE American: GPUS

FORWARD-LOOKING STATEMENTS

This presentation and other written or oral statements made from time to time by representatives of Hyperscale Data, Inc. ("**Hyperscale Data**") contain "**forward-looking statements**" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements reflect the current view about future events. Statements that are not historical in nature, such as forecasts for the industry in which we operate, and which may be identified by the use of words like "expects," "assumes," "projects," "anticipates," "estimates," "we believe," "could be," "future" or the negative of these terms and other words of similar meaning, are forward-looking statements. Such statements include, but are not limited to, statements contained in this presentation relating to our business, business strategy, expansion, growth, products and services we may offer in the future and the timing of their development, sales and marketing strategy and capital outlook. Forward-looking statements are based on management's current expectations and assumptions regarding our business, the economy and other future conditions and are subject to inherent risks, uncertainties and changes of circumstances that are difficult to predict and may cause actual results to differ materially from those contemplated or expressed. We caution you therefore against relying on any of these forward-looking statements. These risks and uncertainties include those risk factors discussed in Part I, "Item 1A. Risk Factors" of our Annual Report on Form 10-K for the fiscal year ended December 31, 2025 (the "**2025 Annual Report**") and other information contained in subsequently filed current and periodic reports, each of which is available on our website and on the Securities and Exchange Commission's website (www.sec.gov). Any forward-looking statements are qualified in their entirety by reference to the risk factors discussed in the 2025 Annual Report. Should one or more of these risks or uncertainties materialize (or in certain cases fail to materialize), or should the underlying assumptions prove incorrect, actual results may differ significantly from those anticipated, believed, estimated, expected, intended or planned.

Important factors that could cause actual results to differ materially from those in the forward-looking statements include: a decline in general economic conditions nationally and internationally; decreased demand for our products and services; market acceptance of our products; the ability to protect our intellectual property rights; impact of any litigation or infringement actions brought against us; competition from other providers and products; risks in product development; inability to raise capital to fund continuing operations; changes in government regulation; the ability to complete customer transactions and capital raising transactions.

Factors or events that could cause our actual results to differ may emerge from time to time, and it is not possible for us to predict all of them. We cannot guarantee future results, levels of activity, performance or achievements. Except as required by applicable law, including the securities laws of the United States, we do not intend to update any of the forward-looking statements to conform these statements to actual results.

All forecasts are provided by management in this presentation and are based on information available to us at this time and management expects that internal projections and expectations may change over time. In addition, the forecasts are based entirely on management's best estimate of our future financial performance given our current contracts, current backlog of opportunities and conversations with new and existing customers about our products.

Hyperscale Data Investor Contact:
IR@hyperscaledata.com or 1-888-753-2235

TODAY'S CALL

Earnings
Three and nine months ended September 30, 2026

ACG
Portfolio growth and the planned 2027 divestiture

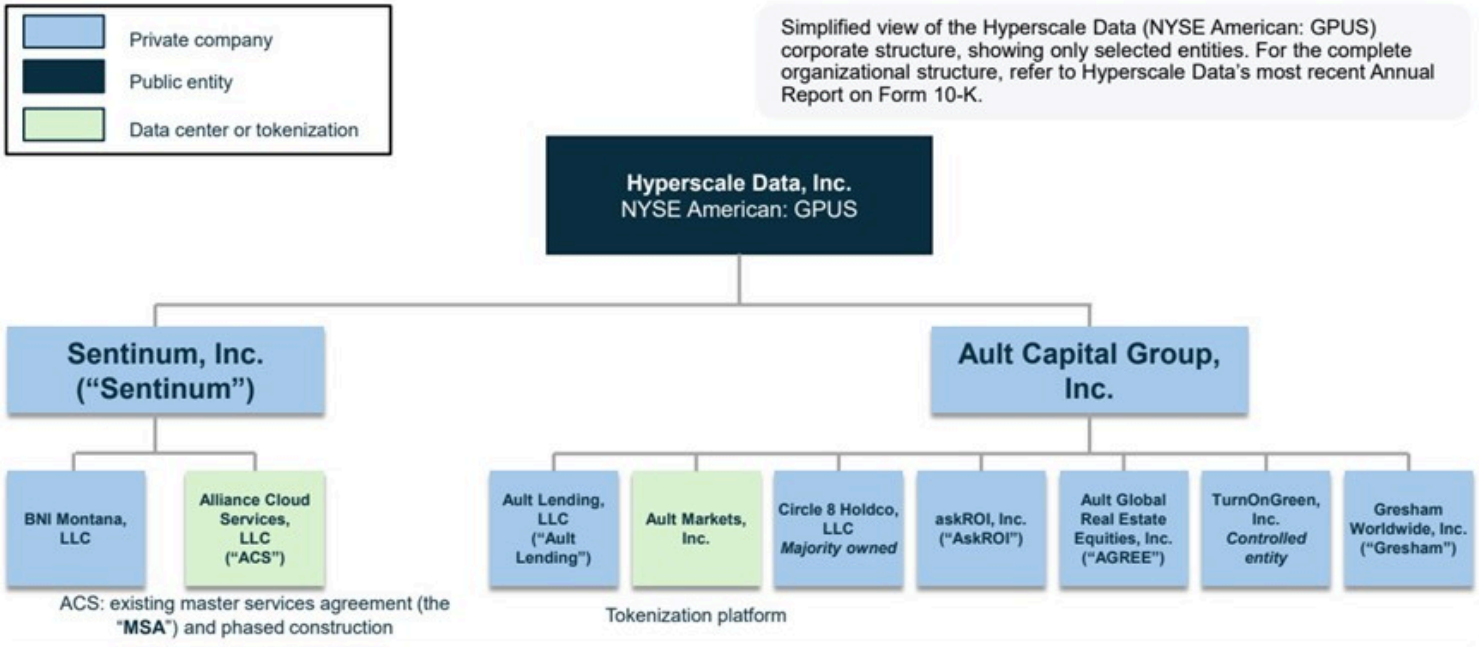
Michigan AI data center
Artificial intelligence ("AI"): December target and funding

Investor Q&A
Stockholder questions on both businesses



*Circle 8 Crane Services, LLC ("**Circle 8**"), an ACG portfolio company.*

SNAPSHOT OF CORPORATE STRUCTURE

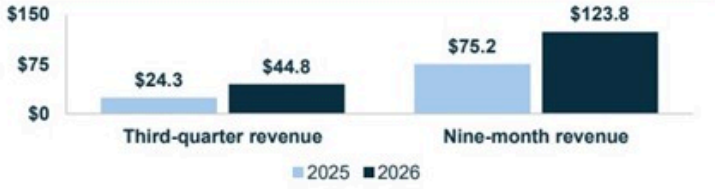


THIRD-QUARTER REVENUE ROSE 84% YEAR OVER YEAR

Consolidated, unaudited figures for the periods ended September 30. Amounts in millions.

Measure	2026	2025
Third-quarter revenue	$44.8	$24.3
Nine-month revenue	$123.8	$75.2
Nine-month consolidated net loss	($62.1)	($35.6)

Revenue, 2025 vs 2026



Gresham's return to the consolidated results and gains in lending and trading helped lift nine-month revenue. Lending and trading had significant impact on the rise of the revenue figures from 2025 to 2026.

ACG

ACG owns interests in Circle 8's crane operations, defense solutions businesses and the AGREE hotel portfolio. Ault Lending provides private credit and structured financing.

Hyperscale Data after the Divestiture

Upon the planned separation of ACG from Hyperscale Data, Hyperscale Data would be an owner and operator of data centers supporting high-performance computing services.

NET LOSS TO EBITDA

A non-GAAP measure reconciled to consolidated net loss, unaudited, for the periods ended September 30.

Amounts in millions	Q3 2026	Q3 2025	Nine months 2026	Nine months 2025
Net loss (GAAP)	**($13.0)**	**($13.6)**	**($62.1)**	**($35.6)**
Income tax provision	0.1	0.3	0.3	0.2
Interest expense, net of interest income	5.5	2.4	14.8	12.6
Depreciation and amortization	7.7	4.8	18.7	14.7
EBITDA	**$0.3**	**($6.1)**	**($28.3)**	**($8.1)**

About this non-GAAP measure
EBITDA is net loss before net interest expense, income taxes, and depreciation and amortization. It does not replace net loss, and other companies may calculate it differently. Figures may not sum due to rounding.

WHERE ACG’S PORTFOLIO GREW

Selected businesses in Hyperscale Data’s accounts. Changes compare the same period in 2025.

Business and period	2026 revenue	Year-over-year change	Business context
Circle 8 cranes **Third quarter**	$12.2M	Up 26%	Revenue rose from $9.7M a year earlier.
Defense solutions **First nine months**	$38.4M	Up ~$33M	Hyperscale Data reconsolidated Gresham in November 2025.
Lending and trading **First nine months**	$18.0M	Up ~$16M	Litigation proceeds and unrealized equity gains drove much of the increase.

About these figures

Figures are for the periods ended September 30, 2026. Each row measures a business line. ACG’s standalone growth rate would require its own consolidated results.

HOW THE PLANNED DIVESTITURE WOULD WORK

The Divestiture is anticipated to occur through the voluntary exchange of the Series F Exchangeable Preferred Stock (the "Series F Preferred Stock") for shares of Class A Common Stock and Class B Common Stock of ACG (collectively, the "ACG Shares").

1. Election to exchange

Participation is voluntary. Only holders who agree to surrender their Series F Preferred Stock, and do not properly withdraw such surrender, will be entitled to receive the ACG Shares.

2. Registration of ACG Shares

The closing of the Divestiture is subject to certain terms and conditions, including but not limited to the contemplated registration statement on Form S-4 being declared effective by the Securities and Exchange Commission (the "SEC").

3. Divestiture in 2027

Hyperscale Data currently expects the Divestiture to occur in 2027. There can be no assurance that a market for the ACG Shares will ever develop or, if it does, be maintained.

What each holder of shares of Series F Preferred Stock would receive

1 **Share of Series F Preferred Stock surrendered** = **10** **Shares of ACG Class A Common Stock** + **5** **Shares of ACG Class B Common Stock**

ACG Shares will only be issued, if at all, after the registration statement has been declared effective by the SEC, ACG has launched the exchange offer providing for the Divestiture, and then solely to holders of shares of Series F Preferred Stock who validly tender such shares for exchange and do not withdraw such tender.

EXISTING DOWAGIAC CAMPUS

The signed MSA calls for two 10-megawatt ("MW") deliveries. The dates below are management targets.

Contracted deliveries, critical AI compute capacity

10 MW

December 2026

Phase 1 of critical AI compute capacity

+10 MW

By March 31, 2027

Phase 2, bringing the contracted total to 20 MW

"Critical" capacity is the power delivered to the Customer's IT equipment; it excludes power used for cooling and other site operations.

Planned retrofit for the initial customer

ACS, an indirect wholly owned subsidiary of Hyperscale Data, operates the Michigan data center (the "**Facility**"). A California-based neocloud provider (the "**Customer**") contracted with ACS for an initial 20 MW of colocation capacity.

Mining to AI hosting

Michigan Bitcoin mining stopped September 1 as the Facility shifted toward AI hosting.

PROGRESS TOWARD THE INITIAL DECEMBER DELIVERY

What ACS has reported to date and the remaining steps to readiness.

Workstream	What the public record shows	What establishes readiness
Power and equipment	ACS reported acquiring substantial equipment for the deployment.	Site installation and confirmation of the IT load the system can support.
Cooling and site systems	The MSA sets requirements for the Customer's operating environment.	Tests under load and resolution of material issues found during testing.
Local approvals	Dowagiac accepted a complete site-plan application on November 6.	The city's decision and any conditions that affect the work.
Customer delivery	The MSA defines delivery by phase.	Delivery of the service area and its allocated power under the MSA.

DOWAGIAC REVIEW, DELIVERY MILESTONES AND DELAY TERMS

City review timeline, November 2026, and the MSA terms that govern delivery and delay.

City review timeline

November 6

The city received the complete application for physical changes to the site.

November 16

City staff confirmed an administrative review of sound, stormwater and fire safety.

By November 23

The city said it would post a status update; its November 16 notice left the decision open.

What counts as customer delivery

1. Power and cooling tests

ACS commissions the systems supporting the Customer's equipment and documents usable capacity.

2. Delivery of the service area

After substantial completion of the fit-out, ACS delivers the space and allocated power for that phase.

3. Customer operations

The Customer's start of business operations can constitute acceptance of the phase, subject to the MSA.

The MSA defines a separate start of service for each phase; backup generators may follow Phase 1 under specified terms.

What a delay could mean for the MSA

1. Target-date adjustments

Qualifying utility, permitting and customer delays extend a target date day for day.

2. Service credits

A delay beyond 90 days past the adjusted target can give the Customer credits against recurring charges, rising with duration.

3. Termination of an affected phase

The Customer gains a termination right after specified delays, subject to notice and ACS's chance to complete the work.

A revised operating forecast alone does not establish whether a credit or termination right applies.

HOW THE MICHIGAN BUILDOUT IS PAID FOR

Customer payments received, published cost estimates and the funding raised to date. Amounts approximate.

Customer payments and cost estimates

$13.7M
Customer NRCs paid
$5.0M June 2026 charge plus $8.7M design changes

$5.6M
Cash security deposit
Secures customer performance

$121.1M
Initial 20 MW build-out
$70.9M incurred with $53.8M paid as of November 20, 2026

$96.3M
ACS and Michigan investment
20 MW buildout of $70.9M
Building and Land of $25.4M

Monthly colocation fees depend on delivered kilowatts, payable in advance; connecting equipment to a power module triggers its charge.

Funding raised to date



Bitcoin sales	$74.4M gross incl. $16.0M final reserve sale; funds debt repayment and Michigan work.
Convertible note	$15.0M gross across the November 6 initial closing and the second closing; adds debt and possible dilution.
Project debt	Newmark engaged to find lenders; no committed funds, terms open.

Gross proceeds across Hyperscale Data do not measure cash available to finish the first 10 MW.

CONTRACT REVENUE POTENTIAL AND WHAT TO WATCH NEXT

Potential cumulative contract revenue over a maximum 20-year term, and the milestones that determine whether it is earned.

Potential cumulative contract revenue

~$1.2B

Initial 20 MW

ACS delivers both phases. The Customer stays for the initial 10 years and exercises both five-year extensions.

~$3.0B

Expanded 52 MW total

The Customer takes an additional 32 MW under its right of first offer within the first two years. ACS delivers it and both extensions run.

The $3.0B scenario includes the initial 20 MW. Both estimates depend on delivery and continued performance.

Expansion and ownership beyond 20 MW

Potential Facility power	Management has discussed about 340 MW of potential gross power. Expansion requires utility agreements, engineering, approvals, capital and customer demand.
Customer expansion	The Customer's right of first offer could take its deployment to 52 MW of critical AI compute capacity. Gross site power also serves cooling and other systems.
Ownership alternatives	Management has evaluated continued development, a possible sale of the Facility and a potential IPO of Sentinum.

Milestones Hyperscale Data expects to report

Construction and approvals

Receipt of remaining permits, arrival of major equipment and completion of installation and commissioning at the Facility.

Customer delivery

MW of critical AI compute capacity accepted by the Customer under the MSA, and the date of each delivery.

Cash and revenue

Funding closed for each phase and the first recurring MSA charges and collections, as reported in quarterly results.

Hyperscale Data expects to report these milestones through press releases and its filings with the SEC.

In September, management set $750M as the threshold for considering a sale. It described this as its own assessment, without an independent appraisal.

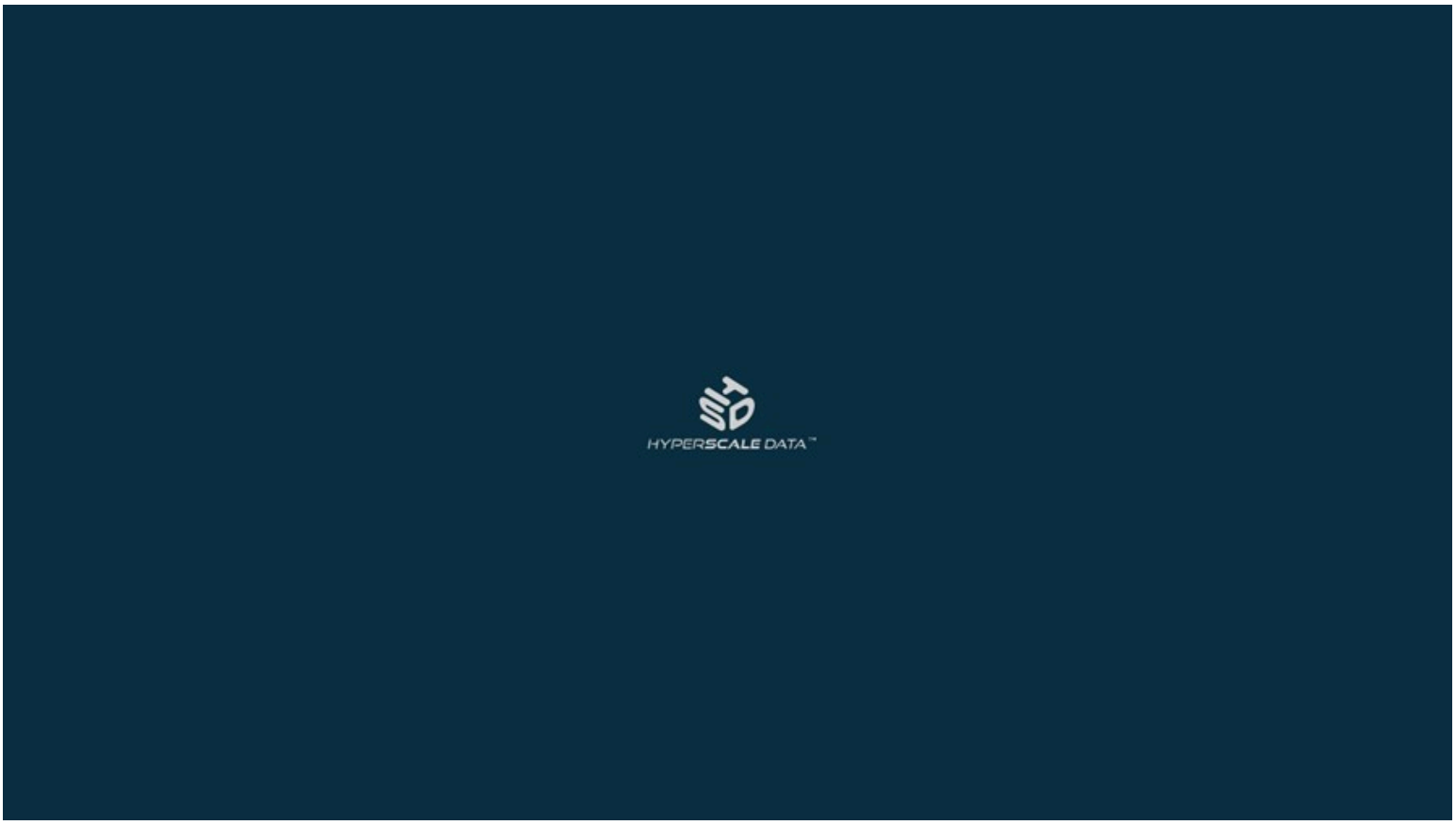

HYPERSCALE DATA™

Exhibit 99.2

Hyperscale Data Names William B. Horne Co-Executive Chairman Alongside Milton "Todd" Ault III

Mr. Ault to Step Down as Executive Chairman After Company Energizes Initial 20 MW at Michigan AI Data Center

LAS VEGAS--(PR NEWSWIRE) – November 23, 2026 – Hyperscale Data, Inc. (NYSE American: GPUS), an artificial intelligence ("**AI**") data center company ("**Hyperscale Data**" or the "**Company**"), today announced that William B. Horne, its current Chief Executive Officer, has been named Co-Executive Chairman of the Board alongside founder and current Executive Chairman Milton "Todd" Ault III. Mr. Horne will continue to serve as the Chief Executive Officer of the Company.

Mr. Ault plans to step down as Co-Executive Chairman after the Company's Michigan AI data center is fully energized. Upon Mr. Ault's resignation as a Co-Executive Chairman, Mr. Horne will become Chairman of the Board and continue as CEO and Mr. Ault will remain a member of the Company's board of directors.

The Company expects to energize the initial 10 megawatts ("**MW**") of critical AI compute capacity at its Michigan AI data center in December 2026 and is targeting the end of March 2027 for the second 10 MW.

"I want to see the Michigan AI data center through to full energization," said Mr. Ault. "Will has led Hyperscale Data as CEO for nearly six years. I trust his judgment, and I want our stockholders and employees to know who will lead the Company when I leave."

Additionally, Hyperscale Data is preparing to separate Ault Capital Group, Inc. ("**ACG**"), and its portfolio businesses in 2027. Management expects that separation to advance its 2027 goal of positioning Hyperscale Data as a pure-play AI data center operator, with the Michigan AI data center as its flagship facility.

The Company invites all stockholders, investors and members of the public to join its virtual earnings call and Investor Day on Monday, November 23, 2026, at 2:30 p.m. Pacific time (5:30 p.m. Eastern time). Management will review financial results for the three and nine months ended September 30, 2026. The Investor Day discussion will follow immediately and will cover the Company's businesses, operations and strategic priorities.

All stockholders, investors and other interested parties are invited to participate. Interested parties are encouraged to register using the following link: Webinar Registration.

For more information on Hyperscale Data and its subsidiaries, Hyperscale Data recommends that stockholders, investors and any other interested parties read Hyperscale Data's public filings and press releases available under the Investor Relations section at hyperscaledata.com or available at www.sec.gov.

About Hyperscale Data, Inc.

Through its wholly owned subsidiary Sentinum, Inc., Hyperscale Data owns and operates a data center at which it offers colocation and hosting services for the emerging AI ecosystems and other industries. Another of Hyperscale Data's wholly owned subsidiaries, ACG, is a hybrid private equity firm and operating company that acquires, finances, builds and actively manages businesses across financial services, digital assets, industrial services, hospitality, defense technologies and other sectors.

Hyperscale Data currently expects the divestiture of ACG (the "**Divestiture**") to occur in 2027. Upon the occurrence of the Divestiture, the Company would be an owner and operator of data centers to support high-performance computing services, as well as a holder of the digital assets and the third wholly owned subsidiary of the Company, Omnipresent Robotics, LLC. Until the Divestiture occurs, the Company will continue to provide, through ACG and its wholly and majority-owned subsidiaries and strategic investments, mission-critical products that support a diverse range of industries, including an AI software platform, equipment rental services, defense/aerospace, industrial, automotive and hotel operations. In addition, ACG is actively engaged in private credit and structured finance through Ault Lending, LLC, a licensed lending subsidiary. Hyperscale Data's headquarters are located at 11411 Southern Highlands Parkway, Suite 190, Las Vegas, NV 89141.

On December 23, 2024, the Company issued one million (1,000,000) shares of a newly designated Series F Exchangeable Preferred Stock (the "**Series F Preferred Stock**") to all common stockholders and holders of the Series C Preferred Stock on an as-converted basis. The Divestiture will occur through the voluntary exchange of the Series F Preferred Stock for shares of Class A Common Stock and Class B Common Stock of ACG (collectively, the "**ACG Shares**"). The Company reminds its stockholders that only those holders of the Series F Preferred Stock who agree to surrender such shares, and do not properly withdraw such surrender, in the exchange offer through which the Divestiture will occur, will be entitled to receive the ACG Shares and consequently be shareholders of ACG upon the occurrence of the Divestiture.

Forward-Looking Statements

This press release contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements generally include statements that are predictive in nature and depend upon or refer to future events or conditions, and include words such as "believes," "plans," "anticipates," "projects," "estimates," "expects," "intends," "strategy," "future," "opportunity," "may," "will," "should," "could," "potential," or similar expressions. Statements that are not historical facts are forward-looking statements. Forward-looking statements are based on current beliefs and assumptions that are subject to risks and uncertainties.

Forward-looking statements speak only as of the date they are made, and the Company undertakes no obligation to update any of them publicly in light of new information or future events. Actual results could differ materially from those contained in any forward-looking statement as a result of various factors. More information, including potential risk factors, that could affect the Company's business and financial results are included in the Company's filings with the U.S. Securities and Exchange Commission, including, but not limited to, the Company's Forms 10-K, 10-Q and 8-K. All filings are available at www.sec.gov and on the Company's website at hyperscaledata.com.

Hyperscale Data Investor Relations Contact:
IR@hyperscaledata.com or 1-888-753-2235

Exhibit 99.3

Hyperscale Data Reaffirms 2027 Guidance of $300 Million to $350 Million in Revenue as Well as $60 Million to $80 Million in Adjusted EBITDA and Invites Stockholders to Today's Conference Call

LAS VEGAS--(PR NEWSWIRE) – November 23, 2026 – Hyperscale Data, Inc. (NYSE American: GPUS), an artificial intelligence ("**AI**") data center company ("**Hyperscale Data**" or the "**Company**"), today reaffirmed its preliminary consolidated financial guidance for the year ending December 31, 2027, of $300 million to $350 million in revenue and $60 million to $80 million in adjusted earnings before interest, taxes, depreciation, and amortization ("**Adjusted EBITDA**"),and invites all stockholders and interested parties to today's conference call. Management will review third-quarter results, discuss its plans for 2027, including the Michigan AI data center, and take questions from investors. The foregoing statements include the financial performance of Ault Capital Group, In, ("**ACG**") and its subsidiaries without regard to when the Divestiture described below occurs.

"We will discuss the bases for and reasoning of our 2027 guidance and where we see growth beyond next year," said William B. Horne, Co-Executive Chairman and Chief Executive Officer of Hyperscale Data. "As far as the Michigan data center is concerned (the "**Campus**"), we will update investors on energizing the first 10 megawatts ("**MW**") for our customer and delivering the next 10 MW. We'll also explain how the customer could expand to 52 MW and what it would take to develop the Campus toward its potential 340 MW of total site power."

All stockholders, investors and other interested parties are invited to participate. Interested parties are encouraged to register using the following link: Webinar Registration.

Guidance, capacity targets and total site power are forward-looking. Actual results depend on power availability, financing, approvals, customer elections and delivery. Adjusted EBITDA is a non-GAAP measure. The Company cannot reconcile projected Adjusted EBITDA to GAAP net income or loss without unreasonable effort because certain items, including interest expense and fair value changes, cannot be reliably estimated and may be material.

For more information on Hyperscale Data and its subsidiaries, Hyperscale Data recommends that stockholders, investors and any other interested parties read Hyperscale Data's public filings and press releases available under the Investor Relations section at hyperscaledata.com or available at www.sec.gov.

About Hyperscale Data, Inc.

Through its wholly owned subsidiary Sentinum, Inc., Hyperscale Data owns and operates a data center at which it offers colocation and hosting services for the emerging AI ecosystems and other industries. Another of Hyperscale Data's wholly owned subsidiaries, ACG, a holding company that, through its wholly and majority-owned subsidiaries (the "**Subsidiaries**"), acquires, finances, builds and actively manages businesses across financial services, digital assets, industrial services, hospitality, defense technologies and other sectors.

Hyperscale Data currently expects the divestiture of ACG (the "**Divestiture**") to occur in 2027. Upon the occurrence of the Divestiture, the Company would be an owner and operator of data centers to support high-performance computing services, as well as a holder of the digital assets and the third wholly owned subsidiary of the Company, Omnipresent Robotics, LLC. Until the Divestiture occurs, the Company will continue to provide, through ACG and its Subsidiaries and strategic investments, mission-critical products that support a diverse range of industries, including an AI software platform, equipment rental services, defense/aerospace, industrial, automotive and hotel operations. In addition, ACG is actively engaged in private credit and structured finance through Ault Lending, LLC, a licensed lending subsidiary. Hyperscale Data's headquarters are located at 11411 Southern Highlands Parkway, Suite 190, Las Vegas, NV 89141.

On December 23, 2024, the Company issued one million (1,000,000) shares of a newly designated Series F Exchangeable Preferred Stock (the "**Series F Preferred Stock**") to all common stockholders and holders of the Series C Preferred Stock on an as-converted basis. The Divestiture will occur through the voluntary exchange of the Series F Preferred Stock for shares of Class A Common Stock and Class B Common Stock of ACG (collectively, the "**ACG Shares**"). The Company reminds its stockholders that only those holders of the Series F Preferred Stock who agree to surrender such shares, and do not properly withdraw such surrender, in the exchange offer through which the Divestiture will occur, will be entitled to receive the ACG Shares and consequently be shareholders of ACG upon the occurrence of the Divestiture.

Forward-Looking Statements

This press release contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements generally include statements that are predictive in nature and depend upon or refer to future events or conditions, and include words such as "believes," "plans," "anticipates," "projects," "estimates," "expects," "intends," "strategy," "future," "opportunity," "may," "will," "should," "could," "potential," or similar expressions. Statements that are not historical facts are forward-looking statements. Forward-looking statements are based on current beliefs and assumptions that are subject to risks and uncertainties.

Forward-looking statements speak only as of the date they are made, and the Company undertakes no obligation to update any of them publicly in light of new information or future events. Actual results could differ materially from those contained in any forward-looking statement as a result of various factors. More information, including potential risk factors, that could affect the Company's business and financial results are included in the Company's filings with the U.S. Securities and Exchange Commission, including, but not limited to, the Company's Forms 10-K, 10-Q and 8-K. All filings are available at www.sec.gov and on the Company's website at hyperscaledata.com.

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