



HERBERT
SMITH
FREEHILLS

Market Announcements Office
Australian Securities Exchange
20 Bridge Street
Sydney NSW 2000

21 November 2023
Matter 82756772

Dear Sir/Madam

Takeover bid by Soprano Design Technology (Australia) Pty Ltd for Whispir Limited – First Supplementary Bidder's Statement

We act for Soprano Design Technology (Australia) Pty Ltd ACN 672 092 241 (**Soprano DTA**), a wholly owned subsidiary of Soprano Design Pty Ltd ACN 066 450 397 in relation to its off market takeover bid under Chapter 6 of the *Corporations Act 2001* (Cth) (the **Corporations Act**) for all of the fully paid ordinary shares in Whispir Limited ACN 097 654 656 (ASX: WSP) (**Whispir**).

We attach for release to the Australian Securities Exchange, in accordance with section 647(3)(a)(ii) of the Corporations Act, a copy of Soprano DTA's first supplementary bidder's statement dated 21 November 2023 (**First Supplementary Bidder's Statement**).

A copy of the First Supplementary Bidder's Statement has been served on Whispir and lodged with the Australian Securities and Investments Commission.

Yours sincerely

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First Supplementary Bidder's Statement

This document is a supplementary bidder's statement under section 643 of the *Corporations Act 2001* (Cth) (**Corporations Act**). It is the first supplementary bidder's statement (**First Supplementary Bidder's Statement**) issued by Soprano Design Technology (Australia) Pty Ltd ACN 672 092 241 (**Soprano DTA**) in relation to its off-market takeover bid for all the ordinary shares in Whispir Limited ACN 097 654 656 (**Shares**). This First Supplementary Bidder's Statement supplements, and should be read together with Soprano DTA's bidder's statement dated and lodged with ASIC on 6 November 2023 (**Original Bidder's Statement**). Unless the context otherwise requires, terms defined in this First Supplementary Bidder's Statement have the same meaning as in the Original Bidder's Statement. This First Supplementary Bidder's Statement is dated 21 November 2023 and was lodged with ASIC and given to ASX on that date. Neither ASIC, nor the ASX, nor any of their respective officers takes any responsibility for the content of this First Supplementary Bidder's Statement.

Offer is open for acceptance

On 6 November 2023, Soprano DTA announced its intention to make an off-market takeover bid for all the ordinary shares in Whispir at an **offer price of \$0.48 per Share**. As announced to the ASX on 20 November 2023, Soprano DTA has now completed dispatch of the Original Bidder's Statement to the holders of securities in Whispir as at 7.00pm (Sydney time) on 8 November 2023 (being the Register Date).

Accordingly, the Offer is now open for acceptance until 7.00pm (Sydney time) on 21 December 2023 (unless extended or withdrawn).

ASIC relief

Soprano DTA advises that ASIC has made a declaration under section 655A(1) of the Corporations Act that section 633(1B) of the Corporations Act, as notionally inserted by *ASIC Corporations (Takeover Bids) Instrument 2023/683*, be modified so that Soprano DTA can disclose the number of Shares it has a relevant interest in, its voting power in Whispir, and the consideration paid for any Shares it has purchased during the 4 months before the date of the Offer, as at a date that is no more than 3 trading days prior to the date of the Offer, rather than as at the date of the Offer (refer to section 4.5 of the Original Bidder's Statement). This declaration was obtained by Soprano DTA to facilitate the continuation of its stated intention that it may exercise the right to acquire Shares on-market at or below the Offer price during the bid period (as defined in the Market Integrity Rules) (refer to section 8.1 of the Original Bidder's Statement).

Soprano DTA advises that as at 20 November 2023:

- Soprano DTA's voting power in Whispir was 15.84%; and
- Soprano DTA had a relevant interest in 21,359,380 of Shares.

Soprano DTA also advises that neither Soprano DTA nor any associate of Soprano DTA (including Soprano Design Pty Ltd) has provided, or agreed to provide, consideration for Shares under any purchase or agreement during the period 4 months before 20 November 2023 (being the date of the Offer), except as described below.

Date	Description	Number of shares	Price per Share
3 November 2023	Off-market purchase	19,642,673	\$0.48
6 November 2023	On-market purchase	1,716,707	\$0.48

Approval of First Supplementary Bidder's Statement

This First Supplementary Bidder's Statement has been approved by a resolution passed by the sole director of Soprano DTA.

date 21 November 2023

Signed for and on behalf of
Soprano DTA
by

Richard Favero

Richard Favero
Sole Director