



HERBERT
SMITH
FREEHILLS

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

12 December 2023
Matter 82756772

Dear Sir/Madam

Takeover bid by Soprano Design Technology (Australia) Pty Ltd for Whispir Limited – Second 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 enclose 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 second supplementary bidder’s statement dated 12 December 2023 (**Second Supplementary Bidder’s Statement**).

We also enclose, by way of service pursuant to section 650F(3)(a) of the Corporations Act 2001 (Cth), a notice declaring that the takeover offer has been freed from all defeating conditions.

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

Yours sincerely

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Second 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 second supplementary bidder's statement (**Second 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 Second 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**) and first supplementary bidder's statement dated and lodged with ASIC on 21 November 2023 (**First Supplementary Bidder's Statement**). Unless the context otherwise requires, terms defined in this Second Supplementary Bidder's Statement have the same meaning as in the Original Bidder's Statement. This Second Supplementary Bidder's Statement is dated 12 December 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 Second Supplementary Bidder's Statement.

1 Key developments

Soprano DTA today announces that:

- **Offer unconditional** – it has declared the Offer unconditional;
- **Accelerated T+5 payment terms for early acceptance Whispir Shareholders** – Whispir Shareholders who accept the Offer by **5.00pm (Sydney time) on Friday, 15 December 2023** (and the Whispir Shareholders who have already accepted the Offer) will be sent their cash consideration within 5 Business Days (that is, before Christmas);¹ and
- **Closing of the Offer Period** – the Offer Period is currently scheduled to close at 7.00pm (Sydney time) on 21 December 2023 (**Closing Date**).

Soprano DTA will not extend the Offer Period beyond the Closing Date, however it reserves the right to do so in the following circumstances:²

- (1) if Soprano DTA receives acceptances under its Offer sufficient to increase its relevant interest in Whispir Shares to 30% or more, prior to 3.00pm (Sydney time) on the Closing Date;³ or
- (2) if a competing proposal or an alternative proposal (or a revised competing proposal or a revised alternative proposal) emerges, or is received or announced by Whispir, at any time on or after the date of this Second Supplementary Bidder's Statement and before the time when the Offer Period is then scheduled to close.⁴

As at the day before the date of this Second Supplementary Bidder's Statement, Soprano DTA had a relevant interest in 16.06% of Whispir Shares.⁵

¹ Whispir Shareholders whose acceptance is received after this time will be sent their consideration under the Offer on or before the earlier of: (i) one month after the Offer is accepted; and (ii) 21 days after the end of the Offer Period. See section 9.6 of the Original Bidder's Statement.

² If Soprano DTA does elect to extend the Offer Period in any of these circumstances, or if there is an automatic 14-day extension, Soprano DTA reserves the right to subsequently further extend the Offer Period in accordance with the Corporations Act.

³ Soprano DTA also notes that, in accordance with section 624 of the Corporations Act, the Offer Period will automatically extend by 14 days if, among other things, in the last 7 days of the Offer Period, Soprano DTA's voting power in Whispir increases to more than 50%.

⁴ For the avoidance of doubt, this second circumstance would include, without limitation, where details of any transaction involving Pendula (including the transaction referred to in Whispir's ASX announcement dated 5 December 2023) emerge, or are received or announced by Whispir at any time on or after the date of this Second Supplementary Bidder's Statement and before the time when the Offer Period is then scheduled to close.

⁵ Comprising a holding of 21,359,380 Shares and 348,998 Shares that are the subject of acceptances under the Offer.

2 Reasons why you should **ACCEPT** the Offer

Soprano DTA encourages Whispir Shareholders to **ACCEPT** the Offer for the following reasons:

1. The Offer is now unconditional.
2. The Offer Price of \$0.48 per share delivers a **substantial premium of 60.0%** to the undisturbed historic trading price of Shares, being \$0.30 per share on 3 November 2023 (the last Trading Day prior to announcement of the Offer) and 92.0% of \$0.25 placement price on 23 October 2023.
3. Whispir Shareholders who accept the Offer by 5.00pm (Sydney time) on Friday, 15 December 2023 will **be sent their cash consideration before Christmas**.
4. In the last two months, **a number of institutional Whispir Shareholders have sold all or most of their shareholding in Whispir**:
 - Spheria Asset Management Pty Ltd divested its entire 7.58% shareholding on 3 November 2023 at a price of \$0.48 per Share;⁶
 - Forager Funds Management Pty Ltd divested a 7.4% parcel of Shares on 3 November 2023 at a price of \$0.48 per Share;⁷ and
 - AustralianSuper Pty Ltd divested parcels of Shares totalling 3,136,895 Shares between 6 October 2023 and 26 October 2023 at prices between \$0.30 and \$0.31 per Share, equivalent to 2.7% of the Shares outstanding at the time.⁸
5. The Offer provides **cash certainty** today.
6. The **Share price may fall** when the Offer closes.
7. Accepting the Offer **removes exposure to further dilutionary equity funding risks** for Whispir Shareholders. Whispir has diluted Whispir Shareholders by 10.6%⁹ over the last 12 months.
8. There are **risks of remaining as a minority shareholder** in Whispir.
9. **The Offer is being made to each Whispir Shareholder on the same terms**. This was not the case under the recent institutional placement undertaken by Whispir and announced to the ASX on 23 October 2023. The issue price of Shares under the placement was \$0.25 per Share and it resulted in the issue of Shares equivalent to approximately 11% of Shares on issue as at that date, further diluting non-participating Whispir Shareholders.
10. There are **no stamp duty or brokerage fees** in accepting the Offer.

Further details on the reasons to **ACCEPT** the Offer are set out in Soprano DTA's Original Bidder's Statement and below.

⁶ Spheria Asset Management Pty Ltd, Form 605, "Notice of ceasing to be a substantial holder", dated 7 November 2023.

⁷ Forager Funds Management Pty Ltd, Form 605, "Notice of ceasing to be a substantial holder", dated 7 November 2023.

⁸ AustralianSuper Pty Ltd, Form 604, "Notice of change of interests of substantial holder", dated 3 November 2023 and based on 118,232,560 Shares outstanding on 26 October 2023 as set out in Whispir's ASX announcement, "Application for quotation of securities - WSP", dated 22 September 2023.

⁹ Based on 118,141,477 Shares outstanding on 28 October 2022 and 135,146,251 Shares outstanding on 28 November 2023.

3 Response to Whispir's target's statement

On 5 December 2023, Whispir published its target's statement in response to Soprano DTA's bid for Whispir (**Target's Statement**). The Whispir directors have provided several reasons why Whispir Shareholders should reject the Offer.

Soprano DTA has carefully considered the reasons given by the Whispir directors and responds as follows.

Reasons given by Whispir directors to reject the Offer

Soprano DTA response and additional reasons you should **ACCEPT** the Offer

Accepting Whispir Shareholders will lose the potential opportunity to participate in the Pendula Proposal, should it proceed to a binding offer, or any superior proposal for Whispir Shares, should one emerge.

On 5 December 2023, Whispir announced receipt of a letter of intent from Zipline Cloud Pty Ltd (**Pendula**) setting out its intention to submit a non-binding indicative proposal to acquire all the shares in Whispir, or alternatively, to acquire Whispir's main undertaking (**LOI**). **The LOI is a statement of current intention ONLY** and there is **no certainty that it will result in a binding offer**.

Even if it does lead to a binding offer, **there is no guarantee that such offer will be on the same or similar terms, or that it will be superior to the Offer**.

There is also no guarantee that another competing proposal will emerge. In the Target's Statement it is stated that since announcement of the Offer, the Whispir Board has "engaged in discussions with several parties to ascertain whether they may be interested in making an alternative or competing proposal to Whispir Shareholders". **As at the time this Second Supplementary Bidder's Statement was published, Whispir has not disclosed that it has received a competing offer from any other party**, despite these efforts and a non-binding indicative offer which Whispir communicated would be received on Friday, 8 December 2023, and which has either not been submitted to Whispir or Whispir has not disclosed.

The directors of Whispir recognise that the **Offer provides certainty of value** in the form of **cash consideration for your Shares**.

Whispir has undertaken a restructure which has significantly reduced the cost base of the business. Together with implemented growth initiatives, the Whispir Board expects Whispir to generate positive cash flows in the second half of FY24 and revenue

Whispir's ability to deliver on its growth plans remains uncertain.

As set out in the Independent Expert's Report in the Target's Statement, **Whispir's monthly management accounts** to 31 October 2023 **indicate a monthly cash burn of \$600,000**.

The directors of Whispir have also indicated in the Target's Statement that there are risks of making the necessary changes to turn around the performance of Whispir and it

growth over the medium term. Accepting Whispir Shareholders will lose the opportunity to participate in the potential benefit of such initiatives, which are not yet realised.

may require additional funding to implement these growth initiatives.

Further equity funding would result in further dilution to Whispir Shareholders. Whispir Shareholders have already been diluted by 10.6% over the last 12 months.

As the Whispir Board notes in the Target's Statement, there is no certainty that Whispir will be able to access additional debt or equity funding at all, meaning that there is an inherent risk that Whispir will not be able to fully implement these growth initiatives. In this regard, it is noted that the resolution to approve an additional 10% placement capacity at Whispir's 2023 Annual General Meeting was not approved by Whispir Shareholders, restraining Whispir's ability to undertake further capital raisings under its existing placement capacity (should it need to do so in order to successfully implement these growth initiatives).

There is no guarantee that these growth initiatives will be successful or result in Whispir achieving a sustainable cashflow positive position and profitability. Further, any potential benefits of such initiatives are not expected to be realised until the second half of FY24.

The Offer provides an ability for Shareholders to divest their shareholding and no longer be exposed to these risks.

The Whispir directors have also indicated that Whispir Shareholders who have a short-term view of their investment and lower risk investment profile may wish to consider ACCEPTING the Offer.

Whispir's existing Board and management team are best placed to maximise the value of your Whispir Shares.

The current Board and CEO of Whispir has overseen decline in Whispir Share price of (81%) between 18 June 2019 (IPO) and 3 November 2023 (the last Trading Day prior to announcement of the Offer) and (86%) vs 3 November 2021 (2 years ago).

As announced on 23 October 2023, Jeromy Wells has resigned as CEO and as set out in the Target's Statement, Whispir has paused the search for his replacement in light of the Offer.

Accordingly, there is also inherent **uncertainty associated with the transition of Whispir's CEO to an Executive Director position, and the ability of Whispir to secure a new CEO** who can maximise the value of your Shares.

By ACCEPTING the Offer, Whispir Shareholders will no longer be exposed to these risks and uncertainties.

The Independent Expert has concluded that the Soprano Offer is not fair for Whispir Shareholders not Associated with Soprano.

The Independent Expert engaged by Whispir has assessed the Offer as reasonable to Whispir Shareholders.

The Independent Expert has concluded that the Offer is not fair but reasonable. The conclusion that the Offer is “not fair” was reached because the Offer Price of \$0.48 is marginally below the Independent Expert’s assessed value range of Shares on a controlling basis. In this regard however, we note that there is **no guarantee that Shares will trade at or above the Independent Expert’s assessed value range of Shares.**

There is a **risk that the trading price of Shares will decline** after the Offer closes to levels below the Offer Price, noting prior to the announcement of the Offer the traded share price was \$0.30 and, until the Offer was announced, **Whispir’s share price had not traded above \$0.50 since January 2023.** The Offer Price is a **significant premium** to historic undisturbed trading prices of Shares (as set out above).

The Soprano Offer does not reflect the underlying value of Whispir Shares.

As noted above, the Whispir directors have indicated that Whispir Shareholders who have a short-term view of their investment and lower investment profile may wish to consider **accepting** the Offer.

The Whispir directors have noted in the Target’s Statement that “*the potential benefits of the restructure are uncertain and may take longer than currently anticipated and thus require further capital to be raised.*” However to date, **Whispir has provided no indication that based on its guidance, it expects to deliver a share price higher than the Offer Price.**

There is **no guarantee that the growth initiatives will be successful or result in a cashflow positive position and profitability.**

There is also **no guarantee that Shares will trade at or above the Independent Expert’s assessed value range of Shares.**

There is also a **risk that the trading price of Shares may decline** after the Offer closes to levels below the Offer Price.

By **ACCEPTING** the Offer Whispir Shareholders can **realise certain cash value** and **avoid inherent risks and uncertainties in holding shares in a listed company**, as well as company specific risks.

The Soprano Offer does not recognise the strategic value of Whispir to Soprano.

The **Offer Price represents a substantial premium to recent trading prices of Shares**, including a premium of:

- **92.0%** to the placement price of A\$0.25 per share (as announced on 23 October 2023);

- **60.0%** to the closing price of Shares on the Last Practicable Date, being A\$0.30 per Share;
- **59.5%** to the 10-day VWAP of Shares as at the Last Practicable Date, being A\$0.30 per Share;¹⁰ and
- **58.3%** to the 30-day VWAP of Shares as at the Last Practicable Date, being A\$0.30 per Share.¹¹

One of the factors that the Independent Expert has considered in assessing the reasonableness of the Offer is that the premium of the Offer Price is higher than the long-term average observed premiums in the Australian market, with the implied control premium of the Offer over the VWAP of Shares ranging from 38.4% to 60.3% in the 180 trading days prior to the announcement of the Offer.

Accepting Whispir Shareholders will not be able to sell their Shares on-market and will lose the opportunity to realise value in any possible Whispir Share price appreciation longer term.

Whispir Shareholders who accept the Offer **will no longer be exposed to the inherent risks of holding shares in a listed company, as well as company specific risks**, including the risk of a further share price decline of retaining an investment in a loss-making company and the risk of further dilution if the company is required to raise additional capital via an equity fund raising.

4 How to **ACCEPT** the Offer

You can **ACCEPT** the Offer online or by completing and returning your personalised Acceptance Form.

To accept the Offer online, login in to <https://investor.automic.com.au/#/home> and follow the instructions below:

1. click "Register" then select "Whispir Limited Takeover Offer" from the dropdown list in the Issuer Name Field
2. enter your Holder Identification Number / Holder Reference. This is shown on the top of your Acceptance Form
3. enter your postcode OR country of residence (only if outside Australia)
4. tick the box "I'm not a robot" and then select "Next"
5. complete the prompts to set up your username and password details
6. once you are logged in, select "Offers" from the left-hand vertical menu and follow the prompts.

You can also **accept** the Offer by returning your completed and signed Acceptance Form to the address indicated on the form before the Closing Date. Alternatively, if your Shares are registered in a CHESS holding (such holdings will be evidenced by your Holder Identification Number commencing with an 'X'), you can accept the Offer by instructing

¹⁰ VWAP calculated from 23 October 2023 to 3 November 2023 (inclusive).

¹¹ VWAP calculated from 25 September 2023 to 3 November 2023 (inclusive).

your Controlling Participant (normally your broker) to accept the Offer on your behalf, before the Closing Date.

For further details on how to **ACCEPT** the Offer, see section 9 of the Original Bidder's Statement which can be accessed via Whispir's ASX announcements page.

If you have any questions about the Offer (including how to accept the Offer), please call the Soprano Offer Information Line, Monday to Friday between 8.30am and 5.00pm (Sydney time) on 1300 441 608 (for calls made within Australia) or +61 2 8072 1406 (for calls made outside Australia).

5 Consents and approval

This Second Supplementary Bidder's Statement includes statements which are made in, or based on statements made in, documents lodged with ASIC or given to ASX. Under the terms of *ASIC Corporations (Takeover Bids) Instrument 2023/683*, the parties making those statements are not required to consent to, and have not consented to, inclusion of those statements in this Second Supplementary Bidder's Statement. If you would like to receive a copy of any of those documents, or the relevant parts of the documents containing the statements (free of charge), during the bid period, please call the Soprano Offer Information Line on the number above. Soprano DTA will provide these within 2 Business Days of the request.

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

date 12 December 2023

Signed for and on behalf of **Soprano DTA**
by

Richard Favero

Richard Favero
Sole Director

Soprano DTA declares takeover bid for Whispir unconditional

To: Whispir Limited (ASX: WSP)

ASX Limited

For the purposes of section 650F of the *Corporations Act 2001* (Cth) (as modified by *ASIC Corporations (Takeover Bids) Instrument 2023/683*) Soprano Design Technology (Australia) Pty Ltd ACN 672 092 241 (**Soprano DTA**) gives notice declaring that:

- 1 the offers under its off-market takeover bid for all the ordinary shares in Whispir Limited ACN 097 654 656 (**Whispir**) contained in its bidder's statement dated 6 November 2023 (**Bidder's Statement**), as supplemented by the first supplementary bidder's statement dated 21 November 2023 and the second supplementary bidder's statement dated 12 December 2023, are free from the defeating conditions in section 9.7 (Conditions of this offer – prescribed occurrences) of the Bidder's Statement; and
- 2 its voting power in Whispir is 16.06%.

Accordingly, the takeover offers have now become wholly unconditional.

date 12 December 2023 _____

Signed for and on behalf of
Soprano DTA by

Richard Favero

sign here ►

Richard Favero
Sole Director