



ASX Announcement
8 January 2024

Whispir Limited
(ASX : WSP)

Sixth Supplementary Target's Statement:

- **No superior proposal has emerged, or is likely to emerge, from recent discussions**
- **Whispir Board now UNANIMOUSLY recommends promptly ACCEPTING Soprano Offer, in the absence of a superior proposal**

Whispir Limited (ASX:WSP) (**Whispir**) refers to the off-market takeover bid by Soprano Design Technology (Australia) Pty Ltd (**Soprano**) for all the shares in Whispir in which Soprano does not have a relevant interest (**Soprano Offer**).

No superior proposal has emerged

As announced on 4 January 2024, Whispir had been engaged in discussions with another party regarding a potential alternative proposal. However, as at the date of this announcement, no superior proposal has emerged, or is likely to emerge, from these discussions. Further, the Whispir Board confirms that there are no ongoing substantive discussions with Zipline Cloud Pty Ltd (Pendula).

Accordingly, having made significant efforts to explore and progress all potential alternative proposals for your Whispir Shares, the Whispir Board now considers it unlikely that a superior proposal will be made for your Whispir Shares before the end of the Offer Period.

Whispir Board's Unanimous Recommendation

For the reasons set out in the Fourth Supplementary Target's Statement, the Whispir Board now **UNANIMOUSLY** recommends that Whispir Shareholders promptly **ACCEPT** the Soprano Offer, in the absence of a superior proposal.

The Fourth Supplementary Target's Statement noted that Whispir shareholders may wish to consider waiting until closer to the end of the Offer Period before deciding to accept the Soprano Offer, to ensure they could consider any superior proposal for their Whispir Shares should such a proposal emerge during that time. As the Offer Period is scheduled to close on Wednesday, 10 January 2024 (at 7.00pm, Sydney time) and no superior proposal has emerged or is likely to emerge, the Whispir Board now unanimously recommends that Whispir Shareholders **ACCEPT** the Soprano Offer **PROMPTLY** to ensure their acceptance is received before the Soprano Offer closes.

Sixth Supplementary Target's Statement

Enclosed is a copy of Whispir's sixth supplementary target's statement addressing the above developments (**Sixth Supplementary Target's Statement**), in accordance with section 647(3)(b) of the Corporations Act 2001 (Cth).

This Sixth Supplementary Target's Statement has been sent to Soprano and lodged with the Australian Securities and Investments Commission today.

-ENDS-

This announcement has been authorised for release by the Whispir Board.

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About Whispir

Whispir is a global communications intelligence company that supplies a no code, Communications-as-a-Service (“CaaS”) platform that enables seamless omnichannel interactions between organisations, their systems and people to solve common challenges in terms of compliance, deliverability and engagement across more than 60 countries.

Whispir operates across three key regions of ANZ, Asia and North America. More information www.whispir.com

Sixth Supplementary Target's Statement

This document is a supplementary target's statement under section 644 of the Corporations Act 2001 (Cth). It is the sixth supplementary target's statement (**Sixth Supplementary Target's Statement**) issued by Whispir Limited ABN 89 097 654 656 (**Whispir**) in relation to the off-market takeover offer made by Soprano Design Technology (Australia) Pty Ltd ACN 672 092 241 (**Soprano**) to acquire all of the shares in Whispir (**Whispir Shares**) in which it does not have a Relevant Interest for \$0.55 per Whispir Share (**Soprano Offer**).

This Sixth Supplementary Target's Statement supplements, and is to be read together with, Whispir's target's statement dated and lodged with the Australian Securities and Investments Commission (**ASIC**) on 5 December 2023 (**Original Target's Statement**), Whispir's first supplementary target's statement dated and lodged with ASIC on 14 December 2023 (**First Supplementary Target's Statement**), Whispir's second supplementary target's statement dated and lodged with ASIC on 18 December 2023 (**Second Supplementary Target's Statement**), Whispir's third supplementary target's statement dated and lodged with ASIC on 20 December 2023 (**Third Supplementary Target's Statement**), Whispir's fourth supplementary target's statement dated and lodged with ASIC on 22 December 2023 (**Fourth Supplementary Target's Statement**) and Whispir's fifth supplementary target's statement dated and lodged with ASIC on 4 January 2024 (**Fifth Supplementary Target's Statement**).

Unless the context requires otherwise, capitalised terms in this Sixth Supplementary Target's Statement have the same meaning given to them in the Original Target's Statement.

A copy of this Sixth Supplementary Target's Statement was lodged with ASIC and released to the ASX on 8 January 2024. Neither ASIC, ASX nor any of its officers takes any responsibility for the contents of this Sixth Supplementary Target's Statement.

1. No superior proposal has emerged

As announced on 4 January 2024, Whispir had been engaged in discussions with another party regarding a potential alternative proposal. However, as at the date of this Sixth Supplementary Target's Statement, no superior proposal has emerged, or is likely to emerge, from these discussions.

The Whispir Board also confirms that, as noted in the Fifth Supplementary Target's Statement, there are no ongoing substantive discussions with Zipline Cloud Pty Ltd (Pendula).

Accordingly, having made significant efforts to explore and progress all potential alternative proposals for your Whispir Shares, the Whispir Board now considers it unlikely that a superior proposal will be made for your Whispir Shares before the end of the Offer Period.

The Soprano Offer is currently scheduled to close at 7.00pm (Sydney time) on Wednesday 10 January 2024. Soprano may extend the Offer Period at its discretion, but there is no requirement for Soprano to do so.

2. Director recommendations and intentions

2.1 Director recommendations

For the reasons set out in the Fourth Supplementary Target's Statement, the Whispir Board now **UNANIMOUSLY** recommends that Whispir Shareholders promptly **ACCEPT** the Soprano Offer, in the absence of a superior proposal.

The Fourth Supplementary Target's Statement noted that Whispir Shareholders may wish to consider waiting until closer to the end of the Offer Period to decide to accept the

Soprano Offer, to ensure they are able to consider any superior proposal for their Whispir Shares should one emerge prior to the end of the Offer Period.

The Offer Period is currently scheduled to close on Wednesday, 10 January 2024 (at 7.00pm, Sydney time) and, as noted above, the Whispir Board now considers it unlikely that a superior proposal will emerge during this time. As such, the Whispir Board unanimously recommends that Whispir Shareholders **ACCEPT** the Soprano Offer **PROMPTLY** to ensure your acceptance is received before the Soprano Offer closes.

Whispir Shareholders should not assume that Soprano will extend the closing date of the Offer Period and Whispir Shareholders who wish to accept the Soprano Offer should act without delay.

2.2 Director intentions

Each Director who has a Relevant Interest in Whispir Shares currently intends to **ACCEPT** the Soprano Offer in relation to those Whispir Shares, in the absence of a superior proposal.

The Fifth Supplementary Target's Statement noted that Mr. Jeromy Wells, in his capacity as a substantial shareholder of Whispir, had made no decision (at that time) as to whether to accept or reject the Soprano Offer and that he intended to wait until towards the end of the Offer Period to make his decision. Mr Wells has confirmed that he now intends to **ACCEPT** the Soprano Offer in relation to his Whispir Shares, in the absence of a superior proposal.

3. Independent Expert

Following receipt of the Further Revised Soprano Offer,¹ RSM Corporate Australia Pty Ltd (**Independent Expert**) had concluded that the Further Revised Soprano Offer is **fair and reasonable** to Whispir Shareholders not associated with Soprano.²

Whispir has notified the Independent Expert of the current status of discussions with other parties.

To the extent that the Independent Expert's conclusions are revised as a result of these updates, Whispir will issue a further supplementary Target's Statement once the Independent Expert has concluded its review.

The Whispir Board encourages Whispir Shareholders to read the Independent Expert's Report and each Supplementary Independent Expert's Report issued in respect of the Soprano Offer in their entirety.

4. How to accept the Soprano Offer

You can accept the Soprano Offer:

- (a) online at <https://investor.automic.com.au/#/home>;
- (b) by completing and returning your personalised Acceptance Form which accompanied Soprano's Bidder's Statement to the address indicated on the form; or

¹ As defined in Whispir's Fourth Supplementary Target's Statement dated 22 December 2023.

² Refer to the second supplementary Independent Expert's Report attached to the Fourth Supplementary Target's Statement dated 22 December 2023 as Attachment 1.

- (c) if your shares are registered in a CHESS holding, by instructing your Controlling Participant to accept the Soprano Offer on your behalf.

For detailed instructions on how to accept the Soprano Offer, refer to Section 3.3 of the Original Target's Statement, section 9.3 of the Bidder's Statement and the Acceptance Form. If you wish to accept the Soprano Offer, you should follow these instructions carefully to ensure that your acceptance is valid.

As the Soprano Offer is unconditional, if you accept the Soprano Offer, you will be unable to withdraw your acceptance, sell your Whispir Shares on ASX or otherwise deal with your Whispir Shares. You will be obliged to sell your Whispir Shares to Soprano and you will receive the Offer Price under the Soprano Offer for those Whispir Shares. The effect of acceptance is set out in Section 3.3 and 6.5 of the Original Target's Statement and section 9.5 of the Bidders Statement.

5. Timetable

The Soprano Offer is currently scheduled to close at 7.00pm (Sydney time) on Wednesday, 10 January 2024.

If you have any questions about the Soprano Offer or any other matter in the Original Target's Statement or any of the Supplementary Target's Statements, please call 1300 043 194 (for calls made within Australia) or +61 2 8355 1006 (for calls made from outside Australia) between 9.00am and 5.00pm (AEDT) on Business Days or email whispir@shareholdersfirst.com.au.

6. Consents

As permitted by *ASIC Corporations (Takeover Bids) Instrument 2023/683*, this Sixth Supplementary Target's Statement contains statements which are made by Soprano, or based on statements made by Soprano, in documents lodged with ASIC or given to the operator of a prescribed financial market in compliance with the listing rules of the prescribed financial market (including the ASX). Pursuant to this Instrument, the consent of Soprano to which such statements are attributed is not required for the inclusion of these statements in this Sixth Supplementary Target's Statement.

Whispir Shareholders are entitled to obtain from Whispir within 2 Business Days of request and free of charge any document which contains such a statement. If you would like to receive a copy of any of those documents, or the relevant part of the documents containing the statements (free of charge) during the Offer Period, please contact Whispir.

7. Authorisation

This Sixth Supplementary Target's Statement is dated 8 January 2024 (being the date on which this Sixth Supplementary Target's Statement was lodged with ASIC) and has been approved by a unanimous resolution of the Whispir Board.

Signed for and on behalf of Whispir Limited:



Brendan Fleiter
Chairman
Whispir Limited