

whispir

17 January 2024

Letter from the Chairman

Dear Shareholder,

As you may be aware, Soprano Design Technology (Australia) Pty Ltd (**Soprano DTA**), a wholly owned subsidiary of Soprano Design Pty Ltd, launched an off-market takeover bid for 100% of the ordinary shares (**Shares**) in Whispir Ltd (**Whispir**). The offer price is \$0.55 per Share (the **Offer**). Soprano DTA has notified the market that as of market close on 12 January 2024, Soprano DTA's voting power is 78.47%. The Offer will remain open for acceptance until 7.00pm (Sydney time) on 24 January 2024 unless further extended or withdrawn.

Unanimous Board Recommendation to Promptly ACCEPT the Offer

The Board of Whispir unanimously recommends that shareholders promptly ACCEPT the Offer. Each of the Whispir directors and many institutional shareholders have now accepted the Offer for the Shares that they own or have an interest in.

Risks of Remaining a Shareholder

The Whispir Board, in our fourth Supplementary Target's Statement dated 22 December 2023, identified the following risks for its shareholders who do NOT accept:

- reduced or non-existent liquidity if Whispir shareholders wish to sell their shares (meaning Whispir shareholders may find difficult to deal in their shares);
- becoming a minority Whispir Shareholder in a company controlled by a single large Whispir Shareholder (being Soprano DTA).

Whispir Board Recommendation

Each of the Whispir Directors has now accepted the offer in relation to their Whispir shares and the Board recommends that all remaining shareholders accept the offer before the offer closes (unless extended) on 24 January 2024. Refer overleaf on instructions on how to accept the offer.

Yours sincerely,



Brendan Fleiter
Chairman, Whispir

How to ACCEPT the Offer

- You can ACCEPT the Offer online or by completing and returning your personalised Acceptance Form
- Persons who own Whispir Shares through custodians or trustees will NEED TO IMMEDIATELY INSTRUCT THEIR CUSTODIAN OR TRUSTEE (as applicable) so as to give them sufficient time to accept the Offer before it closes
- 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 Ltd 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 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 in relation to the Offer, please call the Soprano Offer Information Line on 1300 441 608 (for calls made within Australia) or +61 2 8072 1406 (for calls made outside Australia) between 8.30am and 5.00pm (Sydney time), Monday to Friday (excluding public holidays).