



HERBERT
SMITH
FREEHILLS

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

16 February 2024
Matter 82756772

Dear Sir/Madam

**Takeover bid by Soprano Design Technology (Australia) Pty Ltd for
Whispir Limited – Eighth 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 ninth supplementary bidder's statement.

Yours sincerely

Andrew Rich
Partner
Herbert Smith Freehills

+61 2 9225 5707
+61 407 538 761
andrew.rich@hsf.com

Mia Beagley
Senior Associate
Herbert Smith Freehills

+61 2 9322 4365
+61 435 783 784
mia.beagley@hsf.com

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Ninth 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 ninth supplementary bidder's statement (**Ninth 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 (**Shares**) in Whispir Limited ACN 097 654 656 (**Whispir**). This Ninth 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**), first supplementary bidder's statement dated and lodged with ASIC on 21 November 2023, second supplementary bidder's statement dated and lodged with ASIC on 12 December 2023, third supplementary bidder's statement dated and lodged with ASIC on 19 December 2023, fourth supplementary bidder's statement dated and lodged with ASIC on 20 December 2023 the fifth supplementary bidder's statement dated and lodged with ASIC on 27 December 2023, the sixth supplementary bidder's statement dated and lodged with ASIC on 8 January 2024, the seventh supplementary bidder's statement dated lodged with ASIC on 9 January 2024 and the eighth supplementary bidder's statement lodged with ASIC on 10 January 2024. Unless the context otherwise requires, terms defined in this Ninth Supplementary Bidder's Statement have the same meaning as in the Original Bidder's Statement. This Ninth Supplementary Bidder's Statement is dated 10 January 2024 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 Ninth Supplementary Bidder's Statement.

1 Soprano DTA has reached the 90% compulsory acquisition threshold

Soprano DTA now has a relevant interest in more than 90% of the Whispir Shares (currently 90.79%) and intends to exercise its right to compulsorily acquire all outstanding Shares. Shareholders whose Shares are compulsorily acquired will be entitled to receive \$0.55 per Share.

Soprano DTA notes that 5 business days after Soprano DTA commences the compulsory acquisition, Whispir Shares will be suspended from trading on the ASX. Once this happens, Whispir Shareholders will not be able to sell their Whispir Shares on market.

Soprano DTA will provide a further update on the compulsory acquisition process (including the timetable) in due course.

2 The Offer is closing on 28 February 2024 and will not be extended

The Offer Period for Soprano DTA's takeover bid for Whispir will close at 7.00pm (Sydney time) on Wednesday, 28 February 2024 (**Closing Time**). Soprano DTA will not be extending the Offer Period beyond the Closing Time.

The Offer Price of \$0.55 per Share is Soprano DTA's best and final price and will not be increased.

3 Accept the Offer now to receive payment sooner

Shareholders who accept the Offer before the Closing Time will be sent payment for their Whispir Shares sooner than they will under the compulsory acquisition process.

Before they resigned from the Board on 24 January 2024, each former Whispir director (being Brendan Fleiter, Sarah Morgan and Jeromy Wells) recommended that Whispir shareholders accept the Offer. Each of these former Whispir directors and all institutional shareholders, have accepted the Offer.

4 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 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 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).

5 Consents and approval

As permitted by *ASIC Corporations (Takeover Bids) Instrument 2023/683*, this Ninth Supplementary Bidder's Statement contains statements which are made by Whispir, or based on statements made by Whispir, 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 that Instrument, the consent of Whispir to which such statements are attributed is not required for the inclusion of these statements in this Ninth Supplementary Bidder's Statement. Whispir Shareholders are entitled to obtain from Soprano 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 the Soprano Offer Information Line.

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

date

16 February 2024

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

Richard Favero

Richard Favero, Sole Director