



HERBERT
SMITH
FREEHILLS

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

22 February 2024
Matter 82756772

Dear Sir/Madam

**Takeover bid by Soprano Design Technology (Australia) Pty Ltd for
Whispir Limited – Commencement of compulsory acquisition**

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**) (**Offer**).

Compulsory acquisition notices and related correspondence will be dispatched to all Whispir shareholders who have not accepted the Offer. A copy of that correspondence is attached to this announcement. A copy of the compulsory acquisition notice is included by way of service pursuant to s661B(1)(d) of the Corporations Act.

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

Herbert Smith Freehills LLP and its subsidiaries and Herbert Smith Freehills, an Australian Partnership ABN 98 773 882 646, are separate member firms of the international legal practice known as Herbert Smith Freehills.



Soprano Design Technology
(Australia) Pty Ltd

Level 15, 132 Arthur St
North Sydney, NSW 2060
AUSTRALIA

ACN 672 092 241

www.sopranodesign.com
T. +61 2 9900 2200



22 February 2024

Dear Whispir Shareholder

Compulsory acquisition of shares in Whispir Limited

As you may be aware, Soprano Design Technology (Australia) Pty Ltd (**Soprano DTA**) has a relevant interest in more than 90% of the shares in Whispir Limited (**Whispir**) (**Shares**) as a result of its takeover bid.

Accordingly, Soprano DTA is now exercising its right to acquire the remaining Shares under the compulsory acquisition provisions of the *Corporations Act 2001* (Cth) (the **Corporations Act**). The compulsory acquisition will be on the same terms as the offer (that is, consideration of \$0.55 per Whispir Share).

If you have accepted Soprano DTA's takeover bid, you can disregard this letter.

Shareholders that have not yet accepted may still do so by providing Soprano DTA with their completed acceptance form by no later than 7.00pm (Sydney time) on 28 February 2024 (**Offer Close**). To ensure your acceptance is received by Soprano DTA before the Offer Close, shareholders should submit their acceptance forms online – forms received by Soprano DTA via post after the Offer Close will not be effective. If Soprano DTA receives your acceptance before the Offer Close, you will receive the consideration to which you are entitled to sooner than if you waited for those Shares to be compulsorily acquired.

On completion of the compulsory acquisition process, Soprano DTA will pay to Whispir the consideration for all the Shares that it compulsorily acquires. Shareholders whose Shares are compulsorily acquired will be sent a claim form from Whispir advising them how to claim the consideration to which they are entitled.

Whispir will give notice to shareholders once it has received the consideration and advise as to how you may claim the consideration in respect of your Shares. Subject to the Corporations Act, this will occur in approximately 5 to 6 weeks at the earliest.

See also the enclosed copy of ASIC Form 6021 – Notice of compulsory acquisition following takeover bid, which Soprano DTA is required to send to you and which sets out further information on the compulsory acquisition process.

If Whispir shareholders have any queries in relation to this announcement or any other matter relating to the takeover bid, they can contact the Soprano Offer Information Line on 1300 441 608 (within Australia) and +61 2 8072 1406 (outside Australia).

Yours sincerely,

Richard Favero

Richard Favero

Sole Director
Soprano Design Technology (Australia) Pty Ltd

Notice of compulsory acquisition following takeover bid

Notice	To each holder of:
Description of class of securities to which the bid relates.	<div>Fully paid ordinary shares</div> <div>('Bid class Securities')</div>
Name of target company	<div>In</div> <div>Name ('the Company')</div> <div>WHISPIR LIMITED</div> <div>ACN/ARBN/ARSN</div> <div>097654656</div>
Tick applicable box(es)	<div><input type="checkbox"/> and each holder of securities that will or may be converted into, or confer rights to be issued, in the next 6 weeks, securities to which the bid related</div> <div><input type="checkbox"/> and each holder of non-transferable securities issued under an employee incentive scheme referred to in paragraph 2.</div>
Name of bidder	<div>1. Under a takeover bid offers were made by</div> <div>Soprano Design Technology (Australia) Pty Ltd</div> <div>in respect of the acquisition of Bid Class Securities in the company.</div>
Tick one box	<div>The offers</div> <div><input type="checkbox"/> closed</div> <div><input checked="" type="checkbox"/> Are scheduled to close</div>
Date offers closed or are scheduled to close on	<div>Date</div> <div>28/02/2024</div> <div>[DD/MM/YY]</div>
Tick applicable box(es). (See subsection 661A(4) and 4A))	<div>2. You are, as at the date of this notice, the holder of one or more of the following</div> <div><input checked="" type="checkbox"/> securities in respect of which the takeover offer was made but have not accepted the offer, (If you have accepted the offer but have received this notice you do not need to do anything in response to this notice— the bidder will acquire your securities under the offer,)</div> <div><input type="checkbox"/> securities to which the bid related issued after the end of the offer period and before the date of this notice</div> <div><input type="checkbox"/> securities that will or may be converted into, or confer rights to be issued, in the next 6 weeks, securities to which the bid related</div> <div><input type="checkbox"/> securities issued under an employee incentive scheme to which restrictions on transfer apply under the company's constitution or the terms of issue, being</div> <div>Description of securities</div> <div><input type="checkbox"/> The following securities in the bid class in which the bidder has a relevant interest</div> <div>Description of securities</div>
Tick one box	<div>3. The bidder gives you notice under subsection 661B(1) of the Corporations Act 2001 ('the Act') that the bidder has become entitled pursuant to subsection 661 A(1)</div> <div><input checked="" type="checkbox"/></div> <div>661 A(3) of the Act to compulsorily acquire your securities and desires to acquire those securities.</div> <div><input type="checkbox"/></div>

4.

Under section 661D of the Act, you have the right, by notice in writing given to the bidder within one month after this notice is lodged with ASIC, to ask the bidder for a written statement of the names and addresses of everyone else the bidder has given this notice to.

Date of lodgement

This notice was lodged with ASIC on
Date

22/02/2024

[DD/MM/YY]

Insert paragraph 4A only where alternative forms of consideration were offered under the bid.

4A.

You are entitled, within one month after being given this notice (see paragraph 8), or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is the later, by notice in writing to the bidder, to elect which of the following forms of consideration will apply to the acquisition of your securities:

Details of alternative terms.

If you do not elect which of the alternative forms of consideration will apply to the acquisition of your securities, the form of consideration that will apply will be:

Set out the terms that will apply

5.

Under section 661E of the Act, you have the right, within one month after being given this notice (see paragraph 8) or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is later, to apply to the Court for an order that the securities not be compulsorily acquired.

6.

The bidder is entitled and bound to acquire the securities on the terms that applied under the takeover bid immediately before

Tick one box

☒

 this notice was given.

☐

 the end of the offer period.

7.

Unless the Court otherwise orders, on application made by you under section 661E of the Act within one month after being given this notice (see paragraph 8) or within 14 days after being given a statement under section 661D (as referred to in paragraph 4 of this notice), whichever is the later, the bidder must comply with paragraph 6 of this notice.

8.

A notice sent by post to you is taken to be given to you 3 days after it is posted.

Signature

Name of person signing

Richard Favero

Capacity

On behalf of the Regulated Entity named in this document as a director of that entity

Signature

Richard Favero

Date signed

22-Feb-2024 00:19

Privacy

The information provided to ASIC in this form may include personal information. Please refer to our privacy policy (www.asic.gov.au/privacy) for information about how we handle your personal information, your rights to seek access to and correct personal information and to complain about breaches of your privacy,

ASIC Form 6021

22 February 2024

Page 2 of 3

Lodgement

For more information
Web www.asic.gov.au
Need help? www.asic.gov.au/question

Telephone 1300 300 630