

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**To Company Name/ Scheme Swoop Holdings Limited

ACN/ARSN ACN 009 256 535

1. Details of substantial holder(1)Name Spenceley Management Pty Ltd as trustee of the Spenceley Family Trust (**Spenceley Management**)

ACN/ARSN (if applicable) ACN 127 151 437

There was a change in the interests of the substantial holder on 20 May 2021The previous notice was given to the company on 26 February 2021The previous notice was dated 26 February 2021**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power(5)
Ordinary	28,128,108 (pre-consolidation)	17.92%	9,575,169	5.65%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
20 May 2021	Spenceley Management	Spenceley Management is no longer considered to be an associate of the other vendors named in the previous notice following completion of the acquisitions under the share purchase agreements referred to in that notice.	Not applicable	1,222,961 fully paid ordinary shares (28,128,108 pre-consolidation)	1,222,961

20 May 2021	Spenceley Management	Spenceley Management acquired 5,605,169 fully paid ordinary shares in the company as consideration for shares sold to the company in Cirrus Communications Pty Ltd.	Shares in Cirrus Communications Pty Ltd	5,605,169 fully paid ordinary shares	5,605,169	
21 May 2021	Spenceley Management	Spenceley Management acquired 3,970,000 fully paid ordinary shares under the company's capital raising, which are registered in the name of HSBC Custody Nominees (Australia) Limited (HSBC) which holds the shares as custodian for Spenceley Management.	\$1,985,000	3,970,000 fully paid ordinary shares	3,970,000	

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Spenceley Management	Spenceley Management	Not applicable	Registered holder	5,605,169 fully paid ordinary shares	5,605,169
Spenceley Management	HSBC	Spenceley Management	Shares are held by HSBC as custodian for Spenceley Management	3,970,000 fully paid ordinary shares	3,970,000

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name of ACN/ARSN (if applicable)	Nature of association
Spenceley Management	Spenceley Management is no longer an associate of the other vendors specified in the previous notice dated 26 February 2021 for the purposes of section 12(2) of the Corporations Act by virtue of completion of the acquisitions occurring under the share purchase agreements referred to in that notice.

6. Addresses

The addresses of persons named in this form are as follow:

Name	Address
Spenceley Management	c/- BDJ Partners, Level 8, 124 Walker Street, North Sydney, NSW 5060

Signature

print name James Spenceley capacity Director

sign here  date 25/ May /2021

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names, could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement

by the person giving full and accurate details of any contact, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and

- (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".

- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

