



ASX Announcement  
5 December 2023

Whispir Limited  
(ASX : WSP)

## Letter of Intent from Pendula to make a non-binding indicative offer to acquire Whispir

Whispir Limited (ASX:WSP, **Whispir** or **Company**) has received from Zipline Cloud Pty Ltd (**Pendula**) a letter of intent (**Pendula LOI**) setting out its intention to submit a non-binding indicative proposal to acquire all of the share capital in Whispir (**Whispir Shares**) or, alternatively, to acquire Whispir's main undertaking (**Pendula Proposal**).

As previously announced, Soprano Design Technology (Australia) Pty Ltd (**Soprano**) announced on 6 November 2023 an off-market takeover for all Whispir Shares in which Soprano does not have a relevant interest (**Soprano Offer**).

Pendula has stated in the Pendula LOI that its proposed non-binding, indicative offer will be at a premium to the bid price under the Soprano Offer of \$0.48 per Whispir share.

The Pendula LOI states that its intention is to execute the acquisition of Whispir shares through a scheme of arrangement or an acquisition of Whispir's main undertaking, or a combination of these two acquisition structures. The consideration proposed to be offered by Pendula is expected to be either all-cash or, alternatively, a combination of cash and scrip.

Pendula is a strategic party and has undertaken preliminary due diligence on the Whispir business. Pendula expects to submit the Pendula Proposal as an alternative to the Soprano Offer by close of business on **Friday 8 December 2023**.

The Whispir Board is considering the terms of the Pendula LOI and will continue to keep shareholders updated of any material developments in relation to the Pendula Proposal, in accordance with its continuous disclosure obligations.

However, the Whispir Board notes that Pendula has only provided a statement of its current intention to make a non-binding, indicative offer. There is no certainty that this will lead to a binding offer from Pendula on the same or similar terms (or at all), or result in a transaction under which Whispir shareholders may be able to sell, or otherwise receive value for, their Whispir Shares on terms that are superior to the Soprano Offer.

The Whispir Board urges shareholders to **take no action in relation to the Soprano Offer** until you have received Whispir's Target's Statement, which will be issued to shareholders later today.

-ENDS-

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

**For further information, please contact:**

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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](http://www.whispir.com)

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