



ASX Release
24th January 2024

Whispir Limited
(ASX : WSP)

Director and Key Management Personnel Changes

Whispir Limited (ASX:WSP, **Whispir** or **the Company**) today advises the following changes to its Board and Key Management Personnel.

Directors and Company Secretary

Mr. Brendan Fleiter and Ms. Sarah Morgan are resigning from their positions as Non-Executive Directors of the Company, effective 5:00pm today, Wednesday 24 January 2024.

Mr. Jeromy Wells, Chief Executive Officer (CEO) and Executive Director, is resigning from his position as a Director of the Company effective 5:00pm today.

Ms. Jennifer Pilcher has resigned from her position as Company Secretary effective 5:00pm today. The Company has appointed Hasaka Martin as replacement Company Secretary, effective 5:00pm today. Mr. Martin will be responsible for communication with ASX in relation to listing rule matters.

The Company has received Consents to Act as Directors of the Company from Mr. Andrew Gray, Dr. Richard Favero, and Mr. Amitesh (Amit) Chand. Their appointments will be effective from 5:00pm today.

Mr. Andrew Gray is currently managing director of Potentia Capital and a Board member of Soprano Design. Mr. Gray founded Potentia in 2014 with a vision to build a firm focused solely on the software and technology sector in the ANZ region. Before founding Potentia, he was a Managing Director of Archer Capital, where he led their technology investments, including the highly successful buyout of MYOB along with Tim Reed. Mr. Gray was also formerly a Partner at US technology-focused buyout firm Francisco Partners and co-founder software firm Abilizer Solutions (later sold to BEA/Oracle). Earlier in his career, Mr. Gray was a principal at Genstar Capital based in San Francisco, an investment banker with James D. Wolfenson, and a consultant with McKinsey & Company. Mr. Gray holds a Master of Business Administration from Harvard and a Bachelor of Aeronautical Engineering from the University of Sydney.

Dr. Richard Favero founded Soprano Design in Sydney, Australia in 1994. Soprano Design has grown into a global independent software vendor of Communication Platform as a Service (CPaaS) and has regional operations in five continents. Dr. Favero is a Board member of Soprano Design. Prior to founding Soprano, Dr. Favero worked as a software engineer at Gestetner Lasers and then as a project leader at Telstra Corporation. He has provided consulting services to BHP Billiton, National Australia Bank, SingTel Optus, Alcatel, Visa Europe, Hewlett Packard and Invensys. Dr. Favero also acts as strategic consultant to blue-chip Australian companies and advises early-stage technology companies on commercialisation. He is a director and early investor of several technology companies. Dr. Favero earned his Ph. D. at the University in Sydney in speech technology and Bachelor of Engineering (Hons1) at the University of NSW.

Mr. Amit Chand is currently Investment Director at Potentia Capital and a Board member of Soprano Design. Prior to joining Potentia, Mr. Chand was part of the private equity investment team at Crescent

Capital (Investment Manager), Pemba Capital (Associate Director) and at Aware Super (Portfolio Manager). He held operational roles at Unilever and Telecom New Zealand. Mr Chand was also a management consultant at McKinsey & Company. Mr. Chand holds a Master of Public Administration from Columbia University, a Bachelor of Science and a Bachelor of Commerce degree from the University of Auckland.

Chief Executive Officer (CEO) and Chief Financial Officer (CFO)

As previously announced on 23 November 2023, Mr. Jeromy Wells resigned from his role as CEO effective 23 February 2024. The effective date has now been brought forward to 5:00pm today to align with Mr. Well's resignation as Director as noted above.

Ms. Jennifer Pilcher is also leaving her position as CFO effective 5:00pm today.

Brendan Fleiter, Chairman, commented "I would like to acknowledge Jeromy's and Jenni's significant contributions to Whispir and thank them for their leadership. After founding the Whispir business 23 years ago Jeromy has been instrumental in the Company's development over the past two decades, including listing the Company on the ASX in 2019. He spearheaded our long-term partnership with Telstra, a relationship that provides a significant source of new business, and more recently replicated this arrangement in Asia by securing a large Telco in that region as a partner. These partnerships have been instrumental to Whispir's growth. Jenni has provided valuable financial oversight and leadership. She has enhanced our governance practices over the past two years, during what has been a challenging time at Whispir. I thank them both and wish them well in the next stage of their careers."

It is the Company's intention to appoint Mr. Amit Chand to the role of Interim CEO. There is no current intention to replace the CFO role, rather it is expected that the CFO functions will be absorbed within the Company.

Soprano takeover offer

The Board of Whispir unanimously recommends that shareholders promptly ACCEPT the offer of \$0.55 per share under the takeover bid made by Soprano Design Technology (Australia) Pty Limited (**Soprano DTA**) for Whispir (the **Offer**). The Offer is scheduled to close at 7.00pm (Sydney time) on 14 February 2024, unless extended or withdrawn.

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.

Details of how to accept the Offer were referred to in Whispir's letter to shareholders dated 17 January 2024. A copy of the letter was released to the ASX on that date and can be accessed by clicking [here](#).

-ENDS-

This announcement has been authorised for release by the Board.

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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