



HERBERT  
SMITH  
FREEHILLS

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

14 February 2024  
Matter 82756772

Dear Sir/Madam

### **Notice of change of interests of substantial holder**

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.

On behalf of Soprano DTA, we attach a Form 604 (Notice of change of interests of substantial holder).

Yours sincerely

**Andrew Rich**  
Partner  
Herbert Smith Freehills

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**Form 604**  
Corporations Act 2001  
Section 671B

**Notice of change of interests of substantial holder**

To Company Name/Scheme Whispir Limited (ASX:WSP)

ACN/ARSN 097 654 656

**1. Details of substantial holder (1)**

Name (i) Soprano Design Technology (Australia) Pty Ltd ACN 672 092 241 (**Soprano DTA**), (ii) Soprano Design Pty Ltd ACN 066 450 397 (**Soprano Design**), (iii) Richard Favero (c.32.5% shareholder in Soprano Design), (iv) Angela Favero (c.32.2% shareholder in Soprano Design), (v) Potentia Capital VCLP II LP (**Potentia VCLP**) (c.21.5% shareholder in Soprano Design), (vi) Potentia Capital Management Pty Ltd ACN 630 264 210 (**Potentia Capital**) (manager of Potentia VCLP), (vii) Potentia MIT I Pty Ltd ACN 630 153 294 as trustee for the Potentia Capital Soprano Co-Investment Trust (**Potentia Co-Investment Trust**) (this entity holds approximately c.13.2% of the shares in Soprano Design) and (viii) each of the entities listed in Part A of Annexure A (**Potentia Entities**) and in Part B of Annexure A (**Soprano Entities**)

ACN/ARSN (if applicable) As above.

There was a change in the interests of the substantial holder on 13/02/2024

The previous notice was given to the company on 09/02/2024

The previous notice was dated 09/02/2024

**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)
Fully paid ordinary shares in WSP ( <b>Shares</b> )	123,104,153	88.61%*	124,871,396	89.89%*

\*Based on there being 138,920,522 Shares on issue as at market close on both 8 February 2024 and 13 February 2024 (this being the number reported on in WSP's 'Application for quotation of securities' dated 25 January 2024).

**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
Takeover acceptances - various dates See Annexure B	Soprano DTA, Soprano Design, Richard Favero, Angela Favero, Potentia VCLP, Potentia Capital, Potentia Entities and Soprano Entities	Acquisition of relevant interests as a result of acceptances of offers made under Soprano DTA's off-market takeover bid (as set out in the bidder's statement dated 6 November 2023) (the <b>Offer</b> )	\$0.55 per Share and see Annexure B	1,767,243 Shares	1,767,243

#### 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
Each of the persons named in paragraph 3.	Soprano DTA	Soprano DTA	Soprano DTA has a relevant interest under section 608(1) which arises from it being the registered holder (or being entitled to become the registered holder) of the Shares.  The relevant interest of the other parties named in paragraph 3 arises under section 608(3) by reason of having control of and / or voting power above 20% in Soprano DTA.	21,389,116 Shares	21,389,116
As above	Soprano DTA and/or Various Whisper shareholders who have accepted the Offer (noting that the Offer is unconditional) – see Annexure B	Soprano DTA	As above.  The relevant interest in these Shares was acquired as a result of Whisper shareholders accepting the Offer.	103,482,280 Shares	103,482,280

#### 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 and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

#### 6. Addresses

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

Name	Address
Soprano DTA, Soprano Design and each of the Soprano Entities	Level 15 132 Arthur Street North Sydney NSW 2060
Angela Favero and Richard Favero	Level 15 132 Arthur Street North Sydney NSW 2060
Potentia VCLP, Potentia Capital Potentia Co-Investment Trust and each of the Potentia Entities	Suite 3801 1 Macquarie Place Sydney NSW 2000

**Signature**

print name Amitesh Chand

capacity Director (Soprano Design)

sign here *Amitesh Chand*

date 14/02/2024

## 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 contract, 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 on 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.

# Annexure A to Form 604 – Potentia Entities and Soprano Entities

This is Annexure A of 1 page referred to in Form 604 signed by me and dated 14 February 2024.

Print name Amitesh Chand

capacity Director (Soprano Design)

sign here *Amitesh Chand*

date 14/02/2024

## Part A – Potentia Entities

Potentia Entities
Potentia Capital Holdings Pty Ltd ACN 630 152 493
Potentia Capital II-VF Pty Ltd ACN 659 455 348
Potentia Capital VCMP II LP
Potentia GP-VCMP II Pty Ltd ACN 659 292 252
Potentia Capital Pty Ltd ACN 169 877 445
Potentia Capital II-VF Pty Ltd ACN 659 455 348 as trustee for the Potentia Capital II-VF Trust

## Part B – Soprano Entities

Soprano Entities
Orange Gum Pte Ltd 200007651N
Soprano Design Limited 4879314
SC Soprano Design SRL 21571220
Redcoal Pty Limited ACN 090 244 590
Soprano Design Holdings Pty Limited ACN 673 366 722
Soprano Design International Pty Limited ACN 673 366 713
Soprano Design Limited NZBN:9429041152157
Ubisend Limited #10037837
Soprano Design (UK) Limited #11577396
Soprano Design Sdn Bhd 670331-X
SIT World Wide S.L.U. B-65,186,165 (NIF)
Silverstreet International Pte Ltd
Hello Technology Pte Ltd #199702849G
Momentum Inc Pte Ltd #201535653C
Soprano Design España S.L.U. B-59,585,935 (NIF)
SIT Brasil Comunicações Ltda 11.164.528/ 0001-12
SITmobile Colombia, SA 900 430 915-3
Soprano Design SpA, 76.034.185-1
Silverstreet B.V.
Silverstreet Malaysia Sdn
Zooma Republic Sdn Bhd

## Annexure B to Form 604 – Takeover acceptances

This is Annexure B of 1 page referred to in Form 604 signed by me and dated 14 February 2024.

Print name Amitesh Chand

capacity Director (Soprano Design)

sign here *Amitesh Chand*

date 14/02/2024

Date of change	Number of Shares	Consideration (per Share)	Consideration (total)
9 February 2024	584,079	\$0.55	\$321,243.45
12 February 2024	643,148	\$0.55	\$353,731.40
13 February 2024	540,016	\$0.55	\$297,008.80
<b>Total</b>	<b>1,767,243</b>	<b>N/A</b>	<b>\$971,983.65</b>