



Operational Update & Capital Raising

Investor Presentation

14 October 2021

STRICTLY PRIVATE AND CONFIDENTIAL



Important Notice & Disclaimer



This presentation is issued on a confidential basis by Swoop Holdings Limited ACN 009 256 535 (**Swoop** or the **Company**) for information purposes only. It is intended only for those persons to whom it is delivered personally by or on behalf of the Company. Specifically, this document is provided to you as a person who is either a holder of an Australian financial services licence or an authorised representative of such a licensee, or either a “professional investor” or “sophisticated investor” who is also a “wholesale investor” (as those terms are defined in section 709(11), 708(8) and 761A respectively of the Corporations Act 2001 (Cth) (Corporations Act)), to whom a prospectus is not required to be given under Chapter 6D of the Corporations Act. If you are not such a person, you are not entitled to receive this document, and you must promptly return all materials received from the Company (including this document) without retaining any copies. By receiving this document you warrant that you are an investor within the scope of this paragraph and that you accept this document on the basis set out in this document.

Confidentiality

This document, its contents and any information provided or discussed in connection with it are strictly private and confidential and may not be reproduced, redistributed or passed on, directly or indirectly, to any other person or published, in whole or in part, for any purpose, without the consent of the Company (provided that you may disclose this document on a confidential basis to your legal, tax or investment advisers (if any) for the purposes of obtaining advice).

Acceptance of delivery (whether electronically or otherwise) of any part of this document by you constitutes unconditional acceptance of the terms and conditions of this document.

Not an offer document

This document does not constitute and should not be considered as an offer to sell, or a solicitation of any offer, or an invitation or recommendation to subscribe for or purchase, or to make any commitments for or in respect of, any securities in the Company in any jurisdiction. Neither this document nor anything contained in it forms the basis of any contract or commitment and no agreement to subscribe for securities will be entered into on the basis of this document.

No reliance

The information contained in this document is not investment or financial product advice and is not intended to be relied upon as the basis for an investment decision, and is not, and should not be assumed to be, complete. It is provided for information purposes only. You are not entitled to rely on this document and no responsibility is accepted by the Company, the Lead Manager or any of their directors, officers, employees, partners, representatives, shareholders, members, related bodies corporate, agents or advisers (Parties, each a Party) or any other person for any action taken on the basis of the content of this document.

To the maximum extent permitted by law, no Party guarantees or makes any representations or warranties, express or implied, as to, or takes responsibility for, the accuracy or reliability of the information contained in this document or as to any other matter, or takes any responsibility for any loss or damage suffered as a result of any inadequacy, incompleteness or inaccuracy in any statement or information in this document including, without limitation, any financial information, any estimate or projections or any other financial information.

Disclaimer

To the maximum extent permitted by law, the Parties expressly disclaim any and all liability, including, without limitation, any liability arising out of fault or negligence, for any loss arising from the use of or reliance on information contained in this document including representations or warranties or in relation to the accuracy, validity or completeness of the information, statements, opinions, forecasts, reports or other matters, express or implied, contained in, arising out of or derived from, or for omissions from, this document including, without limitation, any financial information, any estimates or projections and any other financial information derived therefrom.

Forward looking statements

This document contains certain forward looking statements and comments about future events. Forward-looking statements involve known and unknown

risks, significant uncertainties, assumptions, contingencies, and other factors, many of which are outside the control of the Company, are subject to change without notice, and may involve significant elements of subjective judgement and assumptions as to future events which may or may not be correct, and which may cause the actual results or performance of the Company to be materially different from any results or performance expressed or implied by such forward-looking statements. Such forward-looking statements speak only as of the date of this document. Forward looking statements should not be relied on as an indication or guarantee of future performance. No representation, warranty or undertaking is made that any projection, forecast, assumption or estimate contained in this document should or will be achieved. The Company disclaims any obligation or undertaking to disseminate any updates or revisions to any forward looking statements in this document to reflect any change in expectations in relation to any forward looking statements or any change in events, conditions or circumstances on which any such statement is based.

Certain economic and market information contained in this document has been obtained from published sources prepared by third parties and has not been verified by the Company and in certain cases has not been updated through to the date of this document.

Financial information

This document contains only limited financial information in relation to the Company. More detailed information in relation to the Company including financial information can be obtained from the Company's ASX announcement platform. Financial information contained in this document must be read together with that information.

Non-IFRS financial measures

The Company uses certain measures to manage and report on its business that are not recognised under Australian Accounting Standards or IFRS. These measures are collectively referred to in this presentation as ‘non-IFRS financial measures’ under Regulatory Guide 230 ‘Disclosing non-IFRS financial information’ published by ASIC. Management uses these non-IFRS financial measures to evaluate the performance and profitability of the overall business. The principal non-IFRS financial measure that is referred to in this presentation is EBITDA. EBITDA is earnings before interest, tax, depreciation and amortisation and significant items. Management uses EBITDA to evaluate the operating performance of the business and each operating segment prior to the impact of significant items, the non-cash impact of depreciation and amortisation and interest and tax charges, which are significantly impacted by the historical capital structure and historical tax position of the Company.

Although the Company believes that these measures provide useful information about the financial performance of the Company, they should be considered as supplements to the income statement measures that have been presented in accordance with the Australia Accounting Standards and not as a replacement for them.

All dollar figures within this document represent Australian Dollars unless otherwise specifically stated.

Distribution

The distribution of this document in jurisdictions outside Australia may be restricted by law. In particular, this document may not be distributed to any person, and securities may not be offered or sold in any country, outside Australia. Persons who come into possession of this document who are not in Australia, should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

Investors in jurisdictions outside Australia should refer to any applicable offer restrictions set out in the Appendix slide titled ‘International Offer Restrictions’.

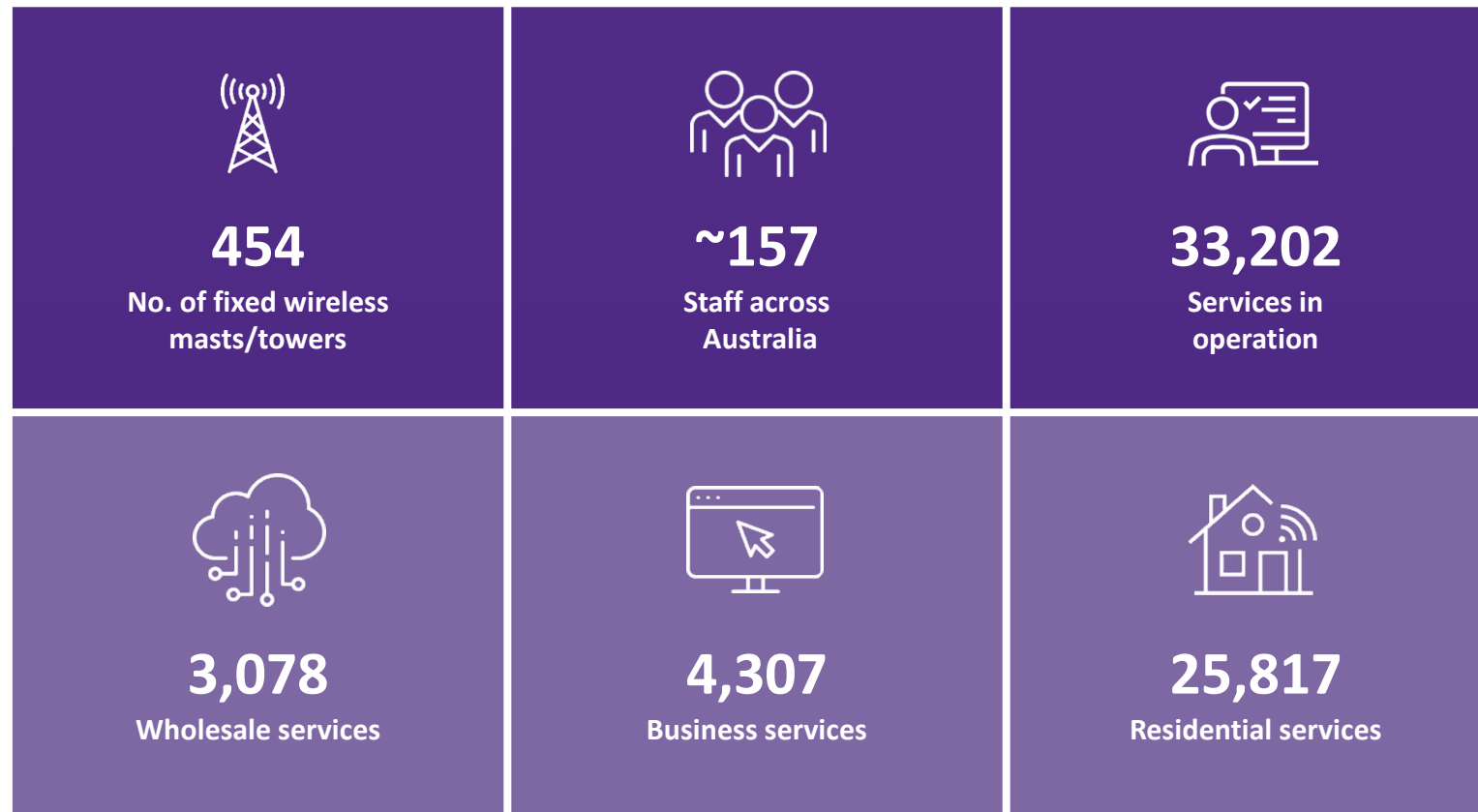


Introduction

Swoop is a national provider of fixed wireless internet services for wholesale and retail residential customers



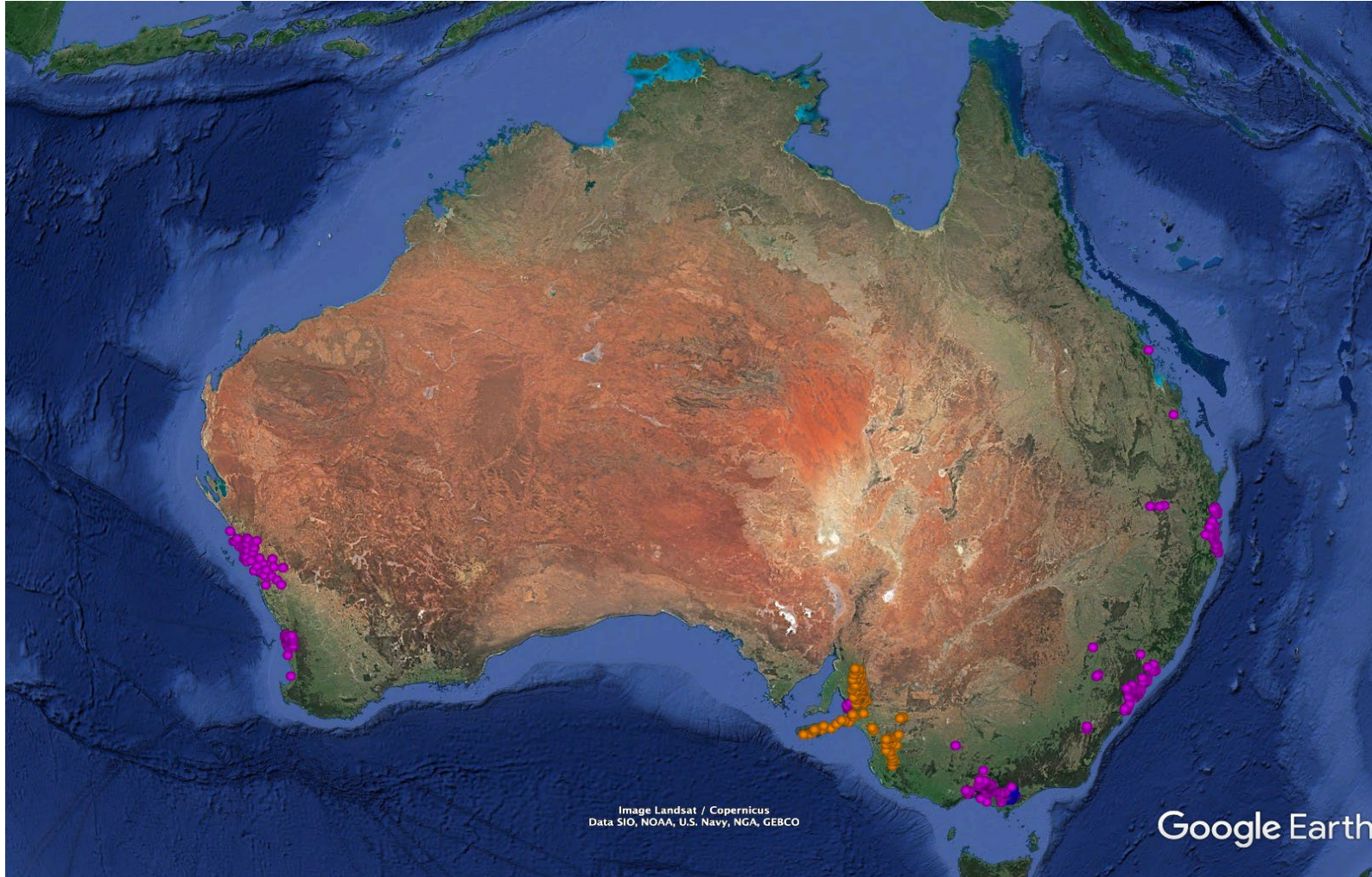
Key operating metrics as at 30 September 2021¹



Notes

1. Excludes Countrytell, expected to complete on 31 October 2021

National network of masts and towers



Masts/towers coloured in orange (SA) and blue (VIC) represent network infrastructure acquired via Beam and Speedweb.

National network of 454 masts and towers (excluding recently announced Countrytell)



FY21 Highlights

FY21 highlights



✔ 27th May successfully listed on ASX via reverse takeover with accounting treatment as Swoop acquired Stemify & Node1 from 20th May



✔ Raised \$20m by public offer of shares in conjunction with listing for organic and acquisition growth



✔ Strong Balance Sheet and no bank debt (debt facility currently in negotiation)



✔ Assembled strong Management team with Telco, ASX, M&A and Integration skills



✔ Increased regional Fixed Wireless network with accretive acquisitions announced in June 2021

- Beam Internet effective June 2021
- Community Communications effective June 2021
- Speedweb effective July 2021



✔ Multiple new regions including Geelong and Pakenham (VIC) and Kalbarri and Northampton (WA) launched since listing

FY21¹ Pro Forma Revenue²
+104% yoy

FY21¹ Underlying EBITDA³
+165% yoy

Services in Operation (SIOs)
+24% yoy

Fixed Wireless Towers
+51% yoy

Notes:

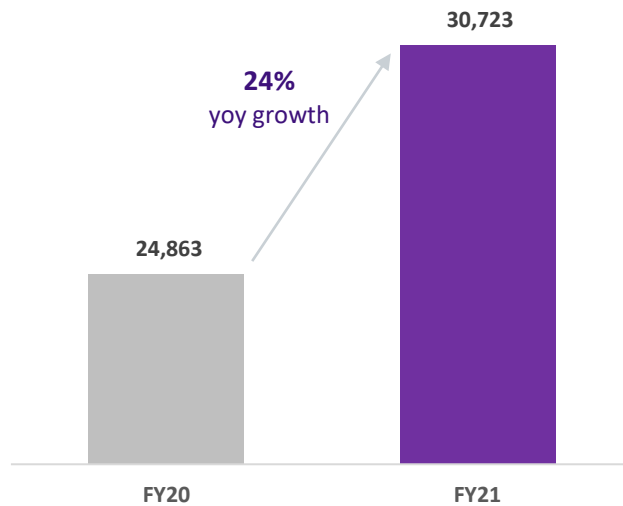
1. All FY21 data includes Cirrus, Node1 and Beam (for 1 month only) . Speedweb is excluded as the acquisition was effective on 1 July 2021
2. Pro Forma revenue includes the company's statutory results and adds in results of Node1 as if included for FY20 and for the full period of FY21 providing a like for like comparison of Cirrus and Node1 for FY20 and FY21; excludes one off other income
3. Underlying EBITDA includes the company's statutory results and adds in results of Node1 as if included for FY20 and for the full period of FY21 providing a like for like comparison of Cirrus and Node1 for FY20 and FY21; excludes one off other income, share based payments, restructure and listing costs

FY21 SIO growth

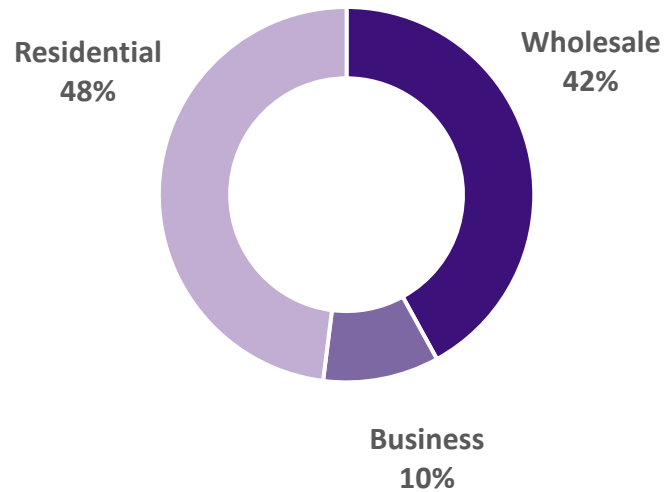


- ✔ 24% yoy growth in SIOs from FY20 to FY21
- ✔ Strong organic growth into FY22 from new regions
- ✔ Strong momentum with June record residential sales month

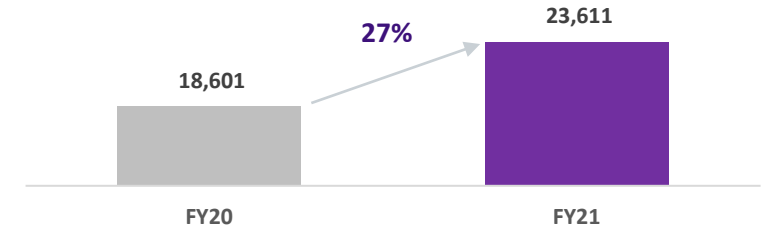
Services In Operation



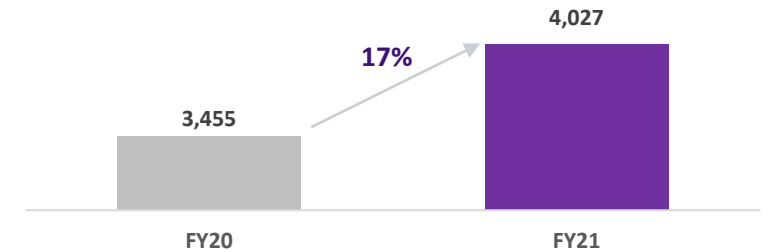
Revenue Mix



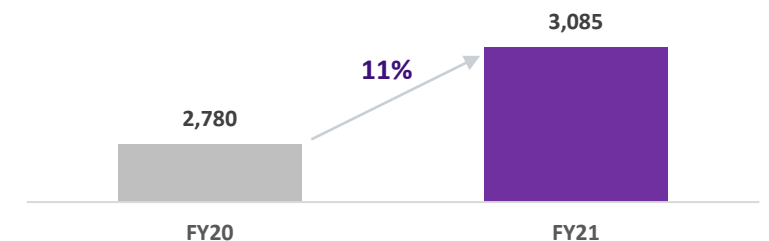
Residential SIOs



Business



Wholesale

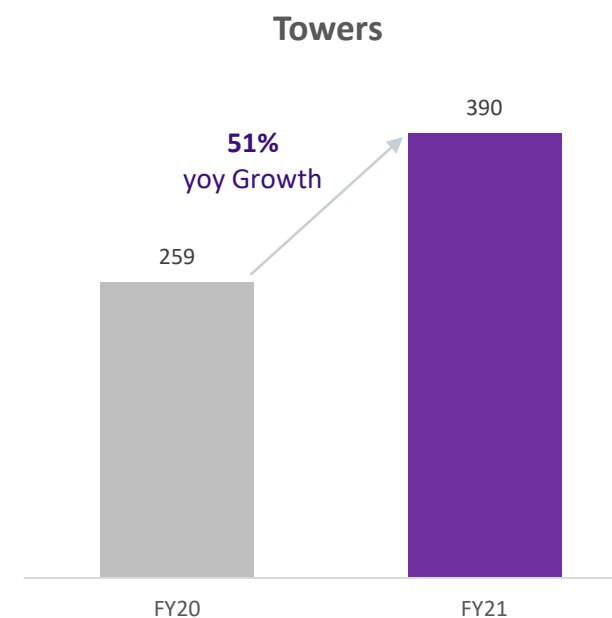
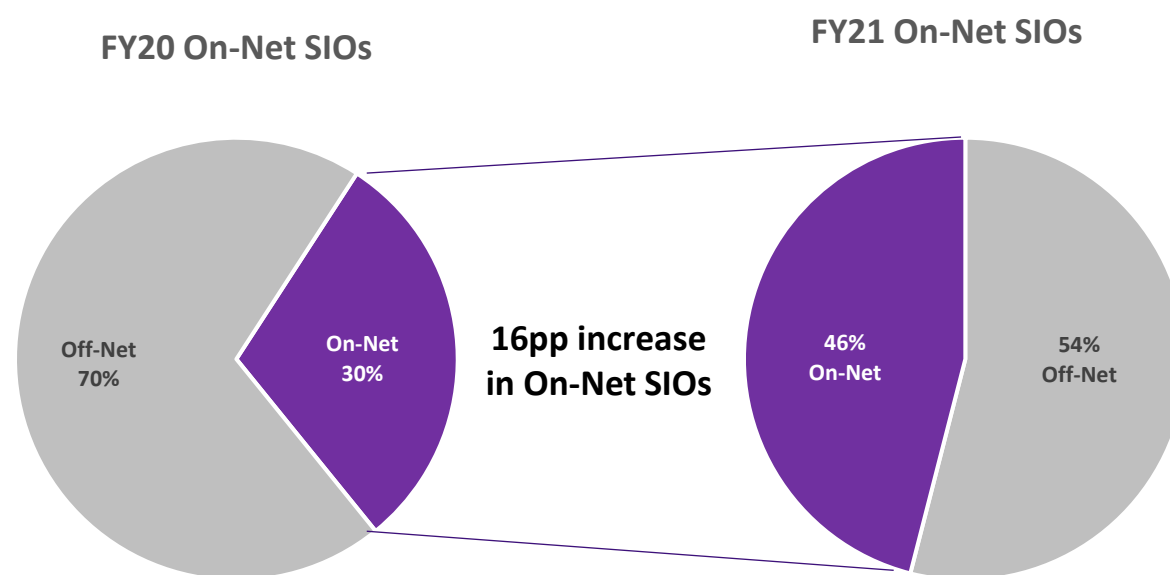


- Notes
1. FY21 Data as at 30 June 2021 and includes Cirrus, Node1 and Beam but excludes Speedweb
 2. FY20 data as at 30 June 2020 and includes Cirrus and Node1 (assuming that Node1 had been part of the group for the full year)
 3. Revenue mix includes the company's statutory results and adds in results of Node1 as if included for the full period of FY21 and Beam for 1 month

FY21 infrastructure expansion



- ✔ Increased the coverage and number of towers organically and by acquisition in FY21
- ✔ Significant increase in On-Net services driving improved margins
- ✔ One of Australia's largest fixed wireless networks



Notes

1. Data for FY21 is as at 30 June 2021 and includes Cirrus, Node1, Beam but excludes Speedweb
2. Data for FY20 is as at 30 June 2020 and includes Cirrus and Node1



Acquisitions

Expanding our capabilities to create an Australia-wide full service telco including fixed wireless, fibre, voice and reseller



Geography

Focused on infrastructure companies that operate in targeted regional locations to accelerate go to market and provide early entry



Product

Expanding our products with complementary offerings to our customers e.g. Voice and Security

Expand our products and skills into technologies that allows for fast customer acquisition e.g. NBN Resell



Infrastructure

Expand our infrastructure reach as well as technology mix

Focus on fibre to pair with our existing fixed wireless footprint to reduce backhaul costs whilst increasing speed



Customer

Acquiring customers in our target markets

Focus on small to medium business customers to improve our capability and scale

Focus on retail users to leverage our national network and capability

Acquisition as a pathway to rapid expansion



✔ Provide rapid access to existing SIOs without incurring up front customer acquisition and connection costs



✔ Immediate access to turnkey infrastructure in regions that are on our expansion road map



✔ Adds depth to our team



✔ Can create opportunities for synergies, particularly on network and transit costs



✔ Opportunities to rapidly expand our service offers with a variety of telco services including fixed wireless, fibre, voice and reselling



✔ Creates cross selling opportunities to a broader client base

Acquiring at attractive private company multiples

Vendors are generally known and have often worked with us before

Mixture of cash and scrip

Accelerates our ability to deliver on the strategic growth “pillars”

Acquisitions to date and planned

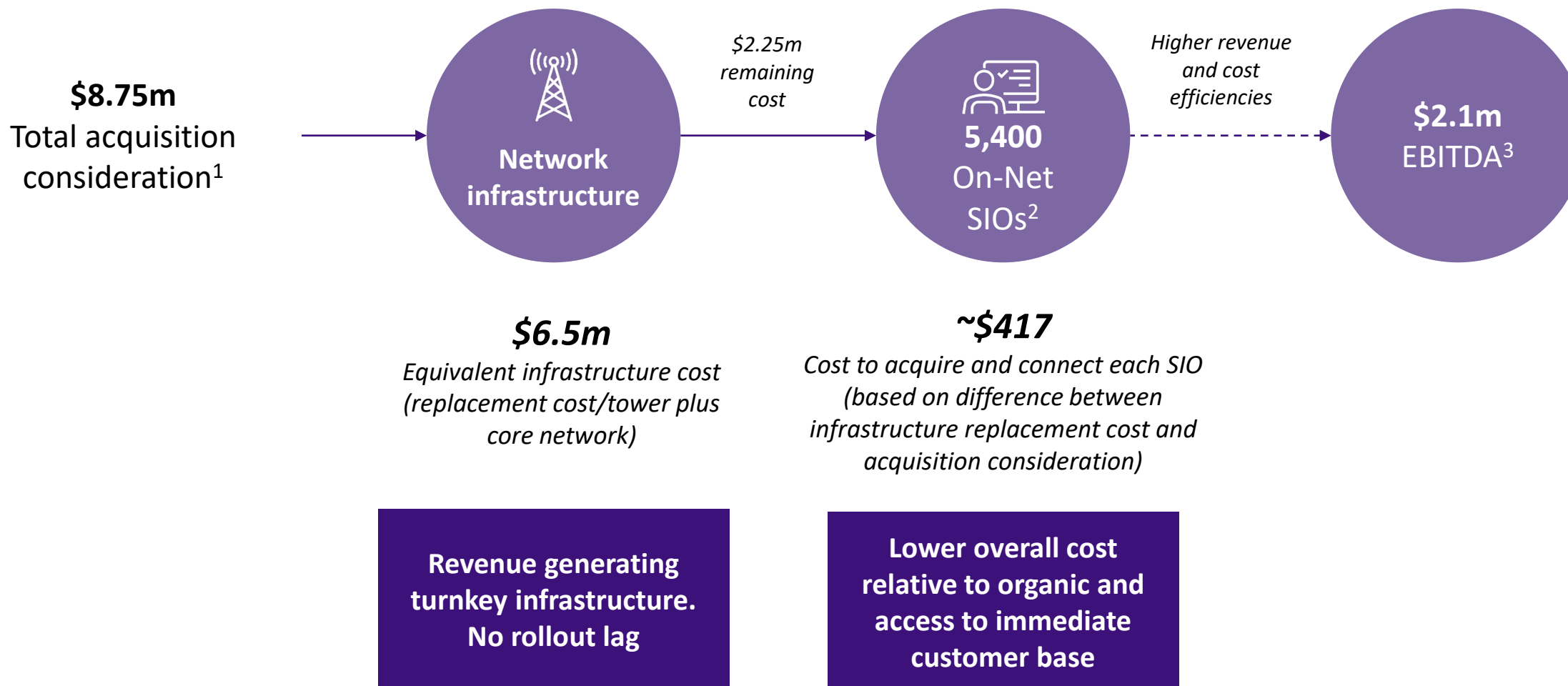


Name	Product	Geography	Segment	Infrastructure	Purchase Price	FY21 EBITDA
Completed						
Speedweb	Fixed Wireless (FW)	Regional VIC	Residential	51 Towers	\$1.75m	\$0.5m ¹
Beam	FW	Regional SA	Residential/SME	65 Towers	\$6.7m	\$1.6m ¹
Community Communications	FW	Perth	Residential	14 Towers	\$0.3m	\$0.1m ¹
Announced						
Countrytell	FW/Fibre/ Data Centres	Regional NSW	SME/Government	33 Towers/Data Centres/CBD Fibre	\$4.2m	\$1.0m ¹
NBIO/exclusive mandate²						
Confidential targets	Voice/Fibre/Resell	Aust wide	Residential/SME/ Wholesale	Fibre	TBA	\$4m - \$6m ¹
Planned (under investigation/in discussions)³						
Confidential targets	FW/Voice/Fibre/ Resell	Aust wide	Residential/SME/ Corporate	Towers/Fibre	TBA	Combined up to \$10 - \$13m ⁴

Notes

1. Based on vendor provided unaudited management accounts of the relevant targets for FY21; note contribution to Swoop EBITDA will vary due to integration costs, accounting policy harmonisation and potential synergies.
2. Swoop has signed a non-binding offer letter or entered into a confidentiality and exclusivity deed with the target companies which includes setting out indicative terms for the acquisitions. However, this remains subject to the completion of due diligence and agreement of binding documentation. Accordingly, there is no certainty that these acquisitions will proceed.
3. Swoop is in discussions with these targets and the terms of any potential acquisition have not yet been agreed. Accordingly, there is no guarantee these opportunities will be pursued or proceed.
4. Based on combination of vendor provided unaudited management accounts and audited accounts of the relevant targets for FY21; note contribution to Swoop EBITDA will vary due to integration costs, accounting policy harmonisation and potential synergies.

Acquisition as pathway to rapid expansion









Notes

1. Based on Beam, Speedweb and Community Communications acquisitions
2. Total SIO's as recorded in vendor operating systems at date of acquisition
3. Based on FY21 vendor provided unaudited management accounts; note contribution to Swoop EBITDA will vary due to integration costs, accounting policy harmonisation and potential synergies

Acquisition highlight - Countrytell



	<p>✔ Countrytell is a Regional Wireless ISP (WISP) operating in the markets of the Hunter Valley, the Snowy Mountains, Albury, and the Mid North Coast</p>
	<p>✔ Strong, highly experienced team</p>
	<p>✔ Quality infrastructure and high value assets - has a newly constructed fibre optic network in the Newcastle CBD. It also has Data Centre facilities in Newcastle.</p>
	<p>✔ FY21 Revenue of \$4.5m and EBITDA of \$1m¹</p>
	<p>✔ Predominantly operates in the SME market (>80% of revenue from Commercial/Government)</p>
	<p>✔ Substantial residential growth opportunity, particularly in Newcastle</p>

Expected to complete
31 October 2021

Purchase price of \$4.2m (net cash/net debt basis), based on
FY21 EBITDA of \$1m

50/50 cash/scrip

Fits into the fixed wireless
infrastructure provider strategic
growth “pillar”

Notes

1. Based on vendor provided unaudited management accounts; note contribution to Swoop EBITDA will vary due to integration costs, accounting policy harmonisation and synergies.

Experienced M&A Team – Done it before



James Spenceley
Non-Executive Chairman

Previously founder & CEO of Vocus Communications (ASX:VOC), one of Australia's largest telcos growing it into an ASX 100 Company.

25 Years Telco Experience

Joined Swoop October 2019

Comindico, Vocus, Uniti



Anthony (Tony) Grist
Non-Executive Deputy Chairman

Previously co-founder and Chairman of ASX listed Amcom Telecommunications Ltd leading its merger with Vocus Communications.

22 Years Telco Experience

Joined Swoop October 2019

Amcom, Vocus, Uniti



Matthew Hollis
Executive Director

Previously at PIPE Networks prior to its acquisition by TPG, and at ASX-listed Vocus (ASX:VOC) helping grow the sales team from 3 to 110 salespeople driving sales to support its \$5B market cap.

16 Years Telco Experience

Joined Swoop October 2019

PIPE Networks, Vocus, Superloop



Alex West
Group Chief Executive Officer

Most recently Group COO at Superloop (ASX:SLC). Previously at Vocus leading and building their Infrastructure team organically and through acquisition, into one of the largest infrastructure teams in Australia.

21 Years Telco Experience

Joined Swoop February 2020

**Telstra, PIPE Networks,
Vocus, Superloop**



John Phillips
Chief Financial Officer

Most recently CFO and Company Secretary at OptiComm (ASX: OPC), a telecommunications fibre infrastructure provider, where he played a pivotal role in taking the company through an IPO and on to the ASX.

30 Years Telco and ASX Experience

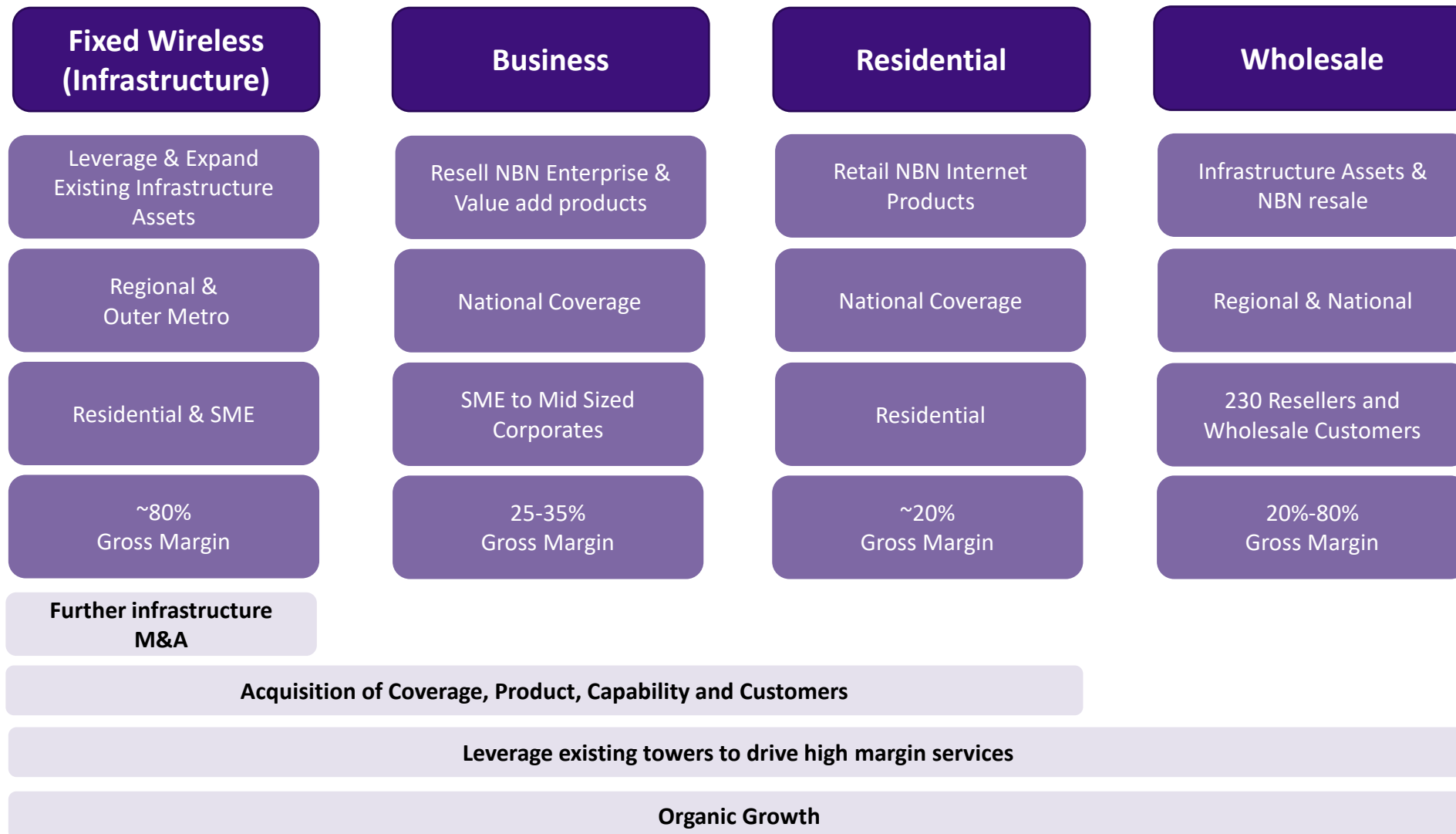
Joined Swoop March 2021

Opticomm



FY22 Summary

Four pillars of growth

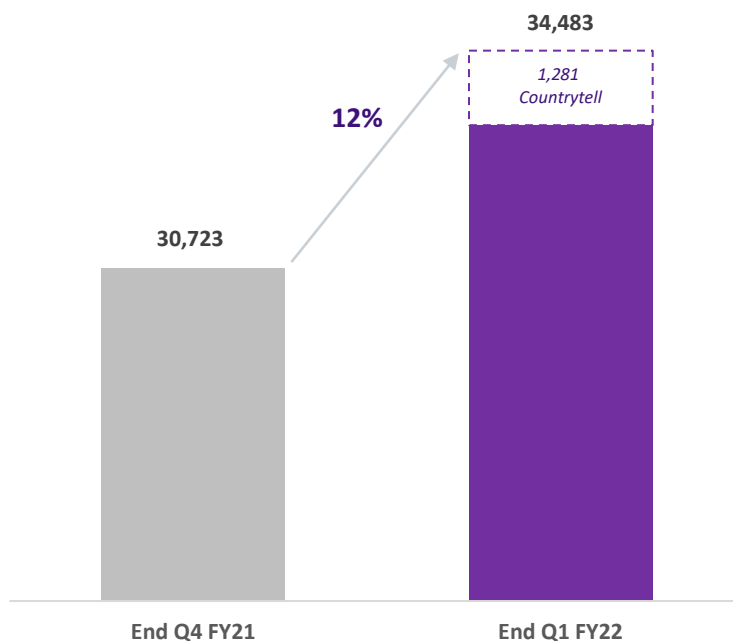


Q1 FY22 SIO growth

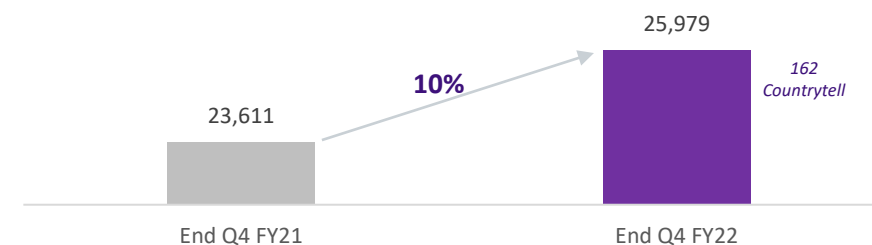


- ✔ Annualised organic Q1 FY22 growth ~10%; ~32% including acquisitions (excludes Countrytell)
- ✔ Strong organic increase in business and residential SIO's consistent with growth strategy

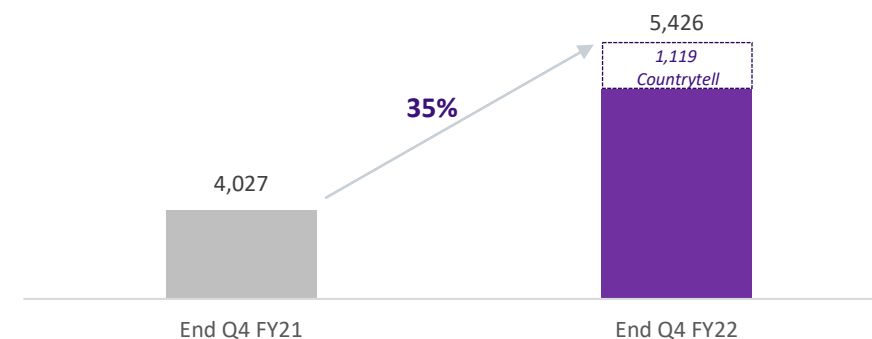
Services in Operation



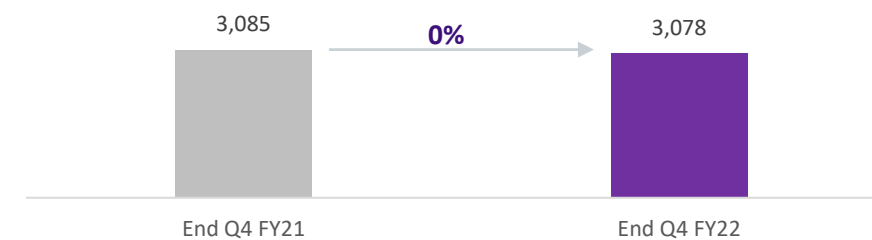
Residential SIOs



Business



Wholesale



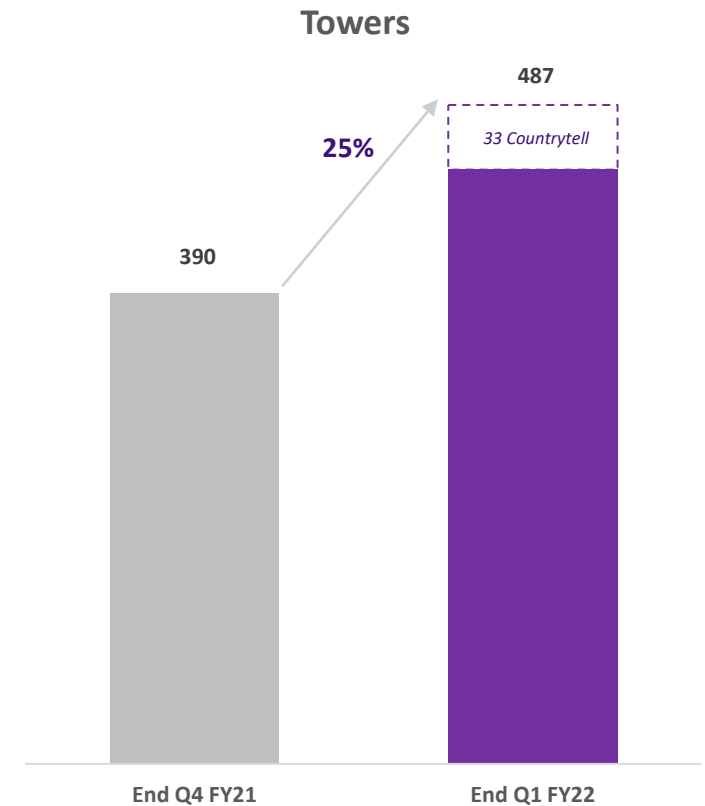
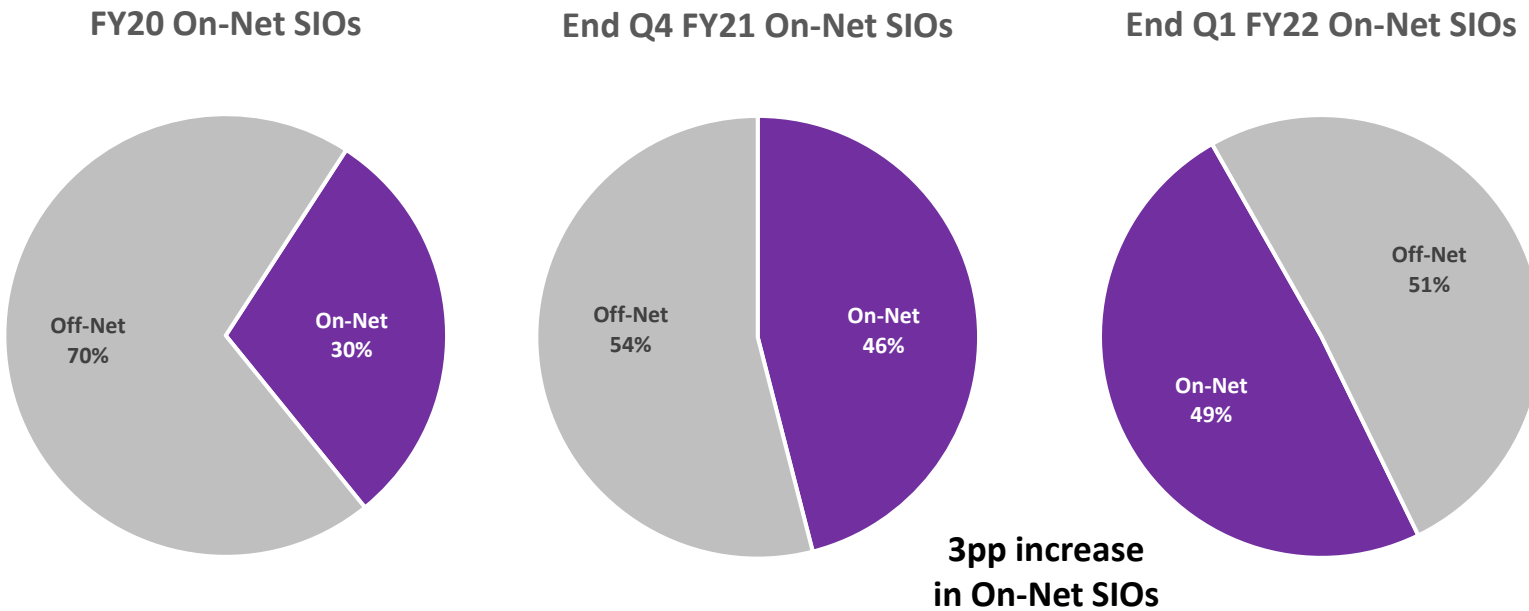
Notes

1. Q1 FY22 data as at 30 September 2021 (Countrytell displayed separately)
2. FY21 data as at 30 June 2021 and includes Cirrus, Node1 and Beam but excludes Speedweb

Q1 FY22 infrastructure expansion



- ✔ Significant margin increase for on net services vs off net services
- ✔ Organic increase in towers reflects regional roll out in Victoria



Notes

1. Q1FY22 data as at 30 September 2021 (Countrytell displayed separately)
2. Data for FY21 is as at 30 June 2021 and includes Cirrus, Node1, Beam but excludes Speedweb



Organic revenue growth in FY22



Acquire complementary businesses across our key 4 growth areas



Expand infrastructure in regional areas with low speed alternatives



Invest in our people and systems to improve services for our customers



Scale & Acquisition Synergies beginning in FY22 and full benefits into FY23

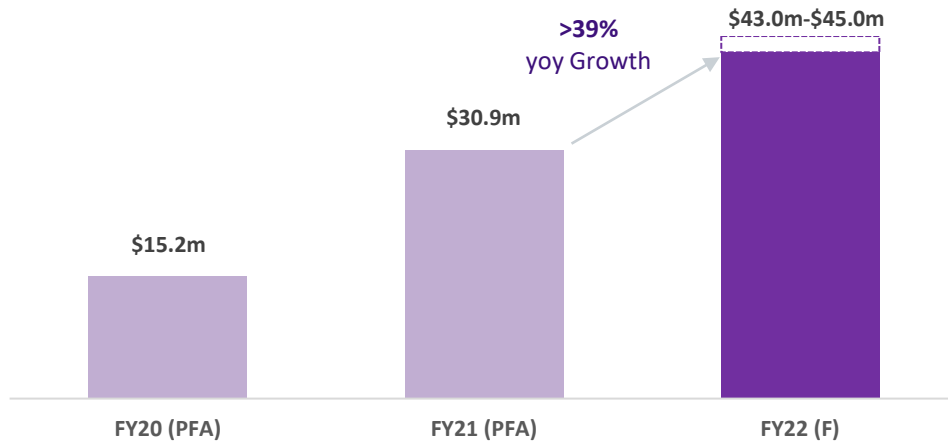


Build the next large scale National Telecommunications Company

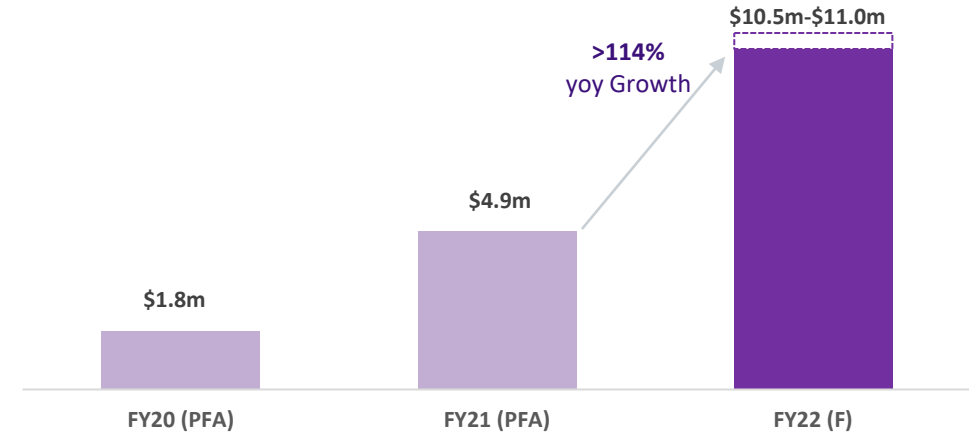
FY22 Revenue and Underlying EBITDA Guidance



Revenue Guidance



Underlying EBITDA Guidance



- ✓ FY22 Guidance confirmed (pre Countrytell acquisition): Revenue \$40.0m | FY22 Underlying EBITDA \$10m
- ✓ Countrytell acquisition will increase previously advised FY22 Guidance: Revenue \$43.0m - \$45.0m | Underlying EBITDA \$10.5m - \$11.0m⁵
- ✓ Any new acquisitions expected to result in increased Revenue and Underlying EBITDA

Notes:

1. PFA is Pro Form Actual; PFA excludes one off other income, share based payments, restructure and listing costs
2. FY20 includes Cirrus statutory results and adds in results of Node1 as if included for the full period of FY20
3. FY21 includes the company's statutory results and adds in results of Node1 as if included for the full period of FY21, plus Beam for 1 month
4. FY22 includes Cirrus, Node1, Beam, Speedweb and Countrytell
5. Based on vendor provided unaudited management accounts; note contribution to Swoop Revenue and EBITDA may vary due to integration costs, accounting policy harmonisation and synergies



Offer details

Key offer information



Offer structure	<ul style="list-style-type: none">• ~A\$41.0 million fully underwritten institutional placement (“Placement”)• ~22.2 million new ordinary shares to be issued, representing 12.9% of Swoop’s existing ordinary shares on issue (“Placement Shares”)• Placement Shares will rank equally with existing Swoop ordinary shares on issue• A non-underwritten share purchase plan (“SPP”) will also be offered to eligible shareholders to raise up to A\$5 million (together with the Placement, the “Offer”)• The Placement is within the Company’s existing placement capacity under ASX Listing Rule 7.1
Placement pricing	<ul style="list-style-type: none">• Placement Shares will be issued at a price of A\$1.85 per Placement Share (“Placement Price”)• The Placement Price represents a:<ul style="list-style-type: none">– 11.5% discount to Swoop’s last closing price on ASX on Wednesday, 13 October of A\$2.09 per share;– 12.4% discount to Swoop’s 5-day VWAP of A\$2.11 per share; and– 13.3% discount to Swoop’s 15-day VWAP of A\$2.13 per share; and
SPP	<ul style="list-style-type: none">• The issue price per new fully paid ordinary share under the SPP (“SPP Shares”) will be the Placement Price• Maximum application size of A\$10,000 per Eligible Shareholder across all holdings
Use of funds	<ul style="list-style-type: none">• Acquisition funding of Countrytell and other future acquisitions (and associated costs)• Costs of the Offer• Working capital

Indicative timetable



Trading halt	Thursday, 14 October 2021
Placement bookbuild	Thursday, 14 October 2021 – Friday, 15 October 2021
Record date for SPP	7:00pm (AEDT) Wednesday, 13 October 2021
Announcement of the Placement	Thursday, 14 October 2021
Trading halt lifted	Monday, 18 October 2021
SPP offer opening date	Tuesday, 19 October 2021
Settlement of Placement	Thursday, 21 October 2021
Allotment and normal trading of Placement Shares	Friday, 22 October 2021
SPP offer closing date	Monday, 8 November 2021
Allotment date for SPP Shares	Thursday, 11 November 2021
Expected quotation of SPP Shares on ASX	Thursday, 11 November 2021



Financials

Pro Forma Financial Position – 30 June 2021



	Swoop Group	Effects of Offer	Acquisitions	Speedweb	Countrytell	Pro Forma Group
Notes:	*1	*2	*3	*4	*5	
Cash and cash equivalents	17,497,867	44,324,725	-6,894,241	13,090	1,620,899	56,562,340
Trade receivables	3,348,547	0	0	117,339	245,308	3,711,194
Inventories	1,697,835	0	0	5,000	0	1,702,835
Other current assets	2,039,012	0	0	3,128	95,873	2,138,013
Total current assets	24,583,261	44,324,725	-6,894,241	138,556	1,962,080	64,114,381
Property, plant & equipment	17,103,152	0	0	445,073	1,730,347	19,278,572
Financial assets at FVTOCI	1,025,269	0	0	0	0	1,025,269
Deferred tax	1,440,413	502,583	0	0	0	1,942,996
Intangibles	12,860,402	0	0	0	13,328	12,873,730
Goodwill	15,868,905	0	5,806,525	-483,115	-2,822,702	18,369,614
Right-of-use assets	6,712,788	0	0	0	147,314	6,860,102
Other assets	0	0	0	1,005	42,934	43,939
Total non-current assets	55,010,929	502,583	5,806,525	-37,037	-888,779	60,394,221
Total assets	79,594,190	44,827,307	-1,087,716	101,520	1,073,302	124,508,603
Trade payables	-6,267,201	0	0	-36,405	-198,045	-6,501,651
Other payables	-716,881	0	0	-46,296	-542,955	-1,306,132
Consideration payable	-5,525,216	0	5,410,216	0	0	-115,000
Contract liabilities	-2,825,429	0	0	0	0	-2,825,429
Current tax	-191,413	0	0	13,630	2,199	-175,584
Lease liabilities	-2,567,919	0	0	0	0	-2,567,919
Employee benefits	-1,787,460	0	0	-22,002	-60,141	-1,869,603
Other current liabilities	0	0	0	0	0	0
Total current liabilities	-19,881,519	0	5,410,216	-91,073	-798,942	-15,361,318
Lease liabilities	-5,376,160	0	0	-10,447	-250,503	-5,637,110
Deferred tax	-3,358,022	0	0	0	0	-3,358,022
Employee benefits	-142,719	0	0	0	-23,856	-166,575
Consideration payable	-1,300,000	0	-997,500	0	0	-2,297,500
Total non-current liabilities	-10,176,901	0	-997,500	-10,447	-274,359	-11,459,207
Total liabilities	-30,058,420	0	4,412,716	-101,520	-1,073,302	-26,820,525
Net Assets	49,535,770	44,827,307	3,325,000	0	0	97,688,078
Issued capital	70,020,923	44,827,307	3,325,000	0	0	118,173,230
Reserves	5,026,497	0	0	0	0	5,026,497
Accumulated losses	-25,511,649	0	0	0	0	-25,511,649
Total Equity	49,535,770	44,827,307	3,325,000	0	0	97,688,078

The facing table shows the pro forma consolidated preliminary statement of financial position as at 30 June 2021 reflecting:

- The audited consolidated statement of financial position of the Group as at 30 June 2021.
- Proposed capital raise of \$46m (assuming 100% take up under the SPP), less associated costs.
- The acquisitions of Beam, Speedweb and Countrytell
 - Beam was acquired for \$6.70m (\$6.00m cash; \$0.70 satisfied by the issue of 718,686 shares) with \$1.30m of the cash consideration deferred for 12 months. The deferred consideration has been shown in full on the assumption there are no warranty claims. The Beam acquisition was effective from 1 June 2021, however it completed in July 2021.
 - Speedweb was acquired for \$1.75m (\$1.20m cash; \$0.55m satisfied by the issue of 557,917 shares) with \$0.37m of the cash consideration deferred for 12 months. The deferred consideration has been shown in full on the assumption there are no warranty claims.
 - Countrytell is acquired for \$4.2m (\$2.1m cash; \$2.1m to be satisfied by the issue of Swoop shares at the 30 day VWAP prior to completion. \$0.63m of the cash is deferred for 12 months; The deferred consideration has been shown in full on the assumption there are no warranty claims.
- The completion of Speedweb occurred on 1 July 2021, with an effective date of 1 July 2021. Balance sheet provided by vendors from management accounts, are unaudited and subject to change.
- The completion of Countrytell is expected to occur on 31 October 2021, with an effective date of 1 July 2021. Balance sheet provided by vendors from management accounts, are unaudited and subject to change.



Key risks

Key risks



These risks are in addition to the risks set out in the Swoop Holdings Ltd prospectus issued in April 2021 in connection with its listing in May 2021.

Growth risks	The Group is exposed to risks associated with pursuing growth through the continued rollout of its fixed wireless network, the combination and integration of the disparate businesses within the Group and the pursuit of new geographies and customers, including through the acquisition of other entities and businesses (or interests in those entities and businesses). There is a risk that the implementation of the Group's growth will be subject to delays or cost overruns, and there is no guarantee that these strategies will be successful or generate growth.
Completion risks of planned acquisitions	As part of its growth strategy, the Group may make further acquisitions of complementary businesses or enter into strategic alliances with third parties. The Company may from time to time, in accordance with its disclosure requirements, announce that it has entered into non-binding or other initial negotiations or arrangements in relation to such acquisitions including certain planned acquisitions disclosed by the Company in this presentation. Any such future potential transactions are accompanied by the risk that the transaction does not complete, the parties never enter into a legally binding acquisition agreement, negotiations stall or cease all together and other such completion risks associated with preliminary and non-binding acquisition arrangements. This may impact the Company's growth strategy.
Analysis of acquisition opportunity	The Company undertakes financial, tax, legal and commercial analysis on potential acquisition targets in order to determine whether to acquire each target. It is possible that despite such analysis and the best estimate assumptions made by the Company, the conclusions drawn are inaccurate or are not realised. To the extent that the actual results achieved by the acquisition of the targets are different to those indicated by the Company's analysis, there is a risk that the profitability and future earnings of the operations of the Company may be materially different from the profitability and earnings expected.
Integration risk	The acquisition of businesses and other acquisition targets involves the integration of each target business, which has previously operated independently of the Company. As a result there is a risk that the integration may be more complex than currently anticipated, encounter unexpected challenges or issues (including maintaining the current culture of the target business and the successful integration and reliance on target key personnel), take longer than expected, divert management attention or not deliver the expected benefits or any benefits at all.
Uncovered warranty and indemnity breaches	The Company may suffer a loss as a result of conduct of the vendors of acquisition targets for which the representations, warranties and indemnities negotiated by the Company in its agreements to acquire the targets turn out to be inadequate in the circumstances. The Company will receive warranties and indemnities from the vendors of the targets in the acquisition agreements, however, such warranties and indemnities will be subject to maximum liability caps and certain exceptions, and therefore may provide no coverage on a particular liability for the Company. Such uncovered liability may adversely affect the financial performance or position of the Company post acquisition.
Trade mark litigation	The Company is party to proceedings with Carray Group with respect to Swoop's alleged infringement of Carray Group's "Swoop Digital" trade mark. The Company is defending the claims and the matter in dispute may result in the payment of monetary damages, cause delays and increase costs and management time in defending such claims, which in turn could have an adverse impact on the Company's operations, reputation and financial performance.
Additional requirements for capital and dilution	The funds to be raised under the Offer (together with the existing cash reserves of the Company) are considered sufficient to meet the immediate objectives of the Company. Additional funding may be required in the event costs exceed the Company's estimates and to effectively implement its business and operational plans in the future to take advantage of opportunities for acquisitions or other business opportunities, and to meet any unanticipated liabilities or expenses which the Company may incur. If such events occur, additional funding will be required. Following completion of the Offer, the Company may seek to raise further funds through equity or debt financing, licensing arrangements, or other means. Failure to obtain sufficient financing for the Group's activities may result in delay and indefinite postponement of its activities and the Company's proposed expansion strategy. There can be no assurance that additional finance will be available when needed or, if available, the terms of the financing may not be favourable to the Company and might involve substantial dilution to Shareholders. In addition, the Company may offer shares in the Company as consideration or part consideration to vendors of target acquisitions which may also result in dilution for Shareholders.



Appendix

International Offer Restrictions



This document does not constitute an offer of new ordinary shares of the Company (New Shares) in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the New Shares may not be offered or sold, in any country outside Australia except to the extent permitted below.

Hong Kong

WARNING: This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the "SFO"). Accordingly, this document may not be distributed, and the New Shares may not be offered or sold, in Hong Kong other than to "professional investors" (as defined in the SFO and any rules made under that ordinance).

No advertisement, invitation or document relating to the New Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to New Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors. No person allotted New Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

New Zealand

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the FMC Act).

The New Shares are not being offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) other than to a person who:

- is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

Singapore

This document and any other materials relating to the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of New Shares, may not be issued, circulated or distributed, nor may the New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part XIII of the Securities

and Futures Act, Chapter 289 of Singapore (the "SFA"), or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA.

This document has been given to you on the basis that you are (i) an "institutional investor" (as defined in the SFA) or (ii) an "accredited investor" (as defined in the SFA). If you are not an investor falling within one of these categories, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the New Shares being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

Underwriting Agreement – Summary of key terms



The Company has entered into an underwriting agreement (Underwriting Agreement) with Morgans Corporate Limited (Lead Manager, Underwriter) who has agreed to manage and underwrite the Placement.

Fees

The Company has agreed to pay the Underwriter a management and underwriting fee equal to 3.7% of the proceeds raised under the Placement. For the avoidance of doubt, the Underwriter is not lead managing or underwriting the SPP offer and will not be receiving any fees in relation to the SPP offer.

The Company must also pay to the Underwriter its reasonable expenses including legal costs and out-of-pocket expenses incurred by the Underwriter in relation to the Placement.

General Terms

The Underwriting Agreement contains customary conditions, representations and warranties, undertakings and indemnities in favour of the Underwriter.

Termination Events

The Underwriter may at any time before 4.00pm on the Placement settlement date, terminate the Underwriting Agreement and be released from its obligations on the occurrence of certain events, including but not limited to:

- in the reasonable opinion of the Underwriter, a statement in this investor presentation is misleading or deceptive or there is an omission from this investor presentation of a material matter required to be included in it;
- the S&P/ASX 300 Index is at any time after the date of the Underwriting Agreement more than 10% below its level as at 5:00pm on the business day immediately preceding the date of the Underwriting Agreement and remains at or below that level for 2 consecutive business days, is at that or below that level on the trading day before settlement of the Placement;
- the Countrytell acquisition agreement is terminated;
- the Company indicates that it does not intend to proceed with the Placement or the Share Purchase Plan;
- the Company or any of its directors or officers have been alleged by a Governmental Agency to have engaged since the date of the Underwriting Agreement in any fraudulent conduct or activity whether or not in connection with the Offer;
- ASIC, amongst other actions, gives notice of its intention to hold a hearing or investigation in relation to the Offer or any Offer document or commences proceedings against the Company, its officers, employees or agents in relation to the Offer or any Offer document;
- the Company does not provide a certificate as and when required by the Underwriting Agreement;
- there are certain delays in the timetable for the Offer without the Underwriters' consent;
- the Company is unable to issue and deliver the Shares under the Offer by applicable laws, an order of a court or a Governmental Agency, within the time required by the Offer timetable, the Offer documents, Listing Rules and the Corporations Act;
- in the reasonable opinion of the Underwriter, the cleansing statement released by the Company in relation to the Offer is defective;
- a force majeure event occurs including an official directive or request of any Government Agency which makes it illegal for the Underwriter to satisfy a material obligation under the Underwriting Agreement or to market, promote or settle the Offer;
- the Company alters the issued capital of the Company or a Group Member, or disposes or attempts to dispose of a substantial part of the business or property of the Group without the prior written approval of the Underwriter or as otherwise permitted under the Underwriting Agreement;
- the Company or another member of the Group becomes insolvent;
- a Governmental Agency withdraws, revokes or amends a regulatory approval required for the Company to perform its obligations under the Underwriting Agreement;
- any of Alex West, John Phillips or Louise Bolger vacate from their senior management positions with the Company or are charged

with a criminal offence; or

- any of James Spenceley, Matthew Hollis, Anthony Grist, William Reid and Jonathan Pearce vacate their office or are charged with a criminal offence;

The Underwriter may also terminate the Underwriting Agreement at any time before 4.00pm on the Placement settlement date, and be released from its obligations under it, on the occurrence of certain events where their occurrence has, or is likely to have, a material adverse effect on the success of the Offer or will give rise, or is likely to give rise, to a material liability of the Underwriter or the Underwriter contravening any applicable law. Some (but not all) of those events are described below in summary form only:

- in the reasonable opinion of the Underwriter, a statement in an Offer document (other than this investor presentation) is misleading or deceptive or omits a material matter that is required to be included in it;
- the Countrytell acquisition agreement is varied or amended;
- the Company varies the Constitution without the prior written consent of the Underwriter;
- any of the Offer documents or any aspect of the Offer do not comply with the Corporations Act, the Listing Rules or any other applicable law or regulation;
- a new circumstance arises which would have been required to be included in the Offer documents if it had arisen before announcement;
- other than as previously disclosed on the ASX, legal proceedings commence against any Group Member or director, or any Governmental Agency commences any inquiry or investigation against any Group Member;
- any contract, deed or other agreement material to the making of an informed investment decision in relation to the Offer shares is no longer in effect or is breached or amended;
- an adverse change occurs in the assets, liabilities, financial position or performance, profits, losses or prospects of the Group from that disclosed by the Company on the ASX;
- in the Underwriter's reasonable opinion, there are no reasonable grounds for any statement or estimate made in the Offer documents relating to a future matter or such statement or opinion relating to a future matter is unlikely to be met in the projected timeframe;
- an entity in the Group contravenes the Corporations Act, the Competition and Consumer Act 2010 (Cth), the ASIC Act, the Constitution, the Listing Rules or any other applicable law;
- a representation or warranty in the Underwriting Agreement on the part of the Company is breached or is no longer true;
- a default by the Company occurs in the performance of any of its obligations under the Underwriting Agreement;
- there is a change in relevant law or policy in Australia;
- political or economic disruptions occur including, hostilities, any adverse change or disruption to existing financial markets or exchange rates, political or economic conditions, or, there is a general moratorium on commercial banking activities in Australia, New Zealand, the United States, Japan, the People's Republic of China, Hong Kong, North Korea, South Korea, Singapore or the United Kingdom;
- a pandemic, epidemic or large scale outbreak of a disease not presently existing occurs or any currently existing epidemic has a major escalation in severity in Australia, New Zealand, the United States, Japan, the People's Republic of China, Hong Kong, North Korea, South Korea, Singapore or the United Kingdom; and
- trading in all securities quoted or listed on the ASX, London Stock Exchange, the New York Stock Exchange, the Shanghai Stock Exchange or the Tokyo Stock Exchange is suspended for at least 1 day on which that exchange is ordinarily open for trading.

The Underwriter may at any time appoint co-managers and brokers to the Placement to act on behalf of the Company, after consulting with the Company, as well as appoint sub-underwriters to sub-underwrite the Placement at its own costs.

SWOOP