



ASX ANNOUNCEMENT

19 October 2021

**SWOOP SHARE PURCHASE PLAN**

Please refer to the attached correspondence which has been sent to shareholders today in relation to the Share Purchase Plan (SPP).

This SPP is capped at \$5 million. Shareholders are limited to a maximum application under the SPP of \$10,000, and Swoop reserves the right to scale back applications received under the SPP, at its discretion.

Please see below shareholder instructions for replacement SPP application forms:

<b>I already have an online account with Automic</b>	<b>I do not have an online account with Automic and need to register</b>
<ol style="list-style-type: none"><li>1. Visit <a href="https://investor.automic.com.au">https://investor.automic.com.au</a></li><li>2. Under "Existing users sign in" enter your established username and password</li><li>3. Once you have successfully logged in, click on:<ul style="list-style-type: none"><li>- <b>Documents and Statements -&gt; SPP Application form</b></li></ul></li></ol>	<ol style="list-style-type: none"><li>1. Visit <a href="https://investor.automic.com.au/#/signup">https://investor.automic.com.au/#/signup</a></li><li>2. Select " Swoop Holdings Limited" from the dropdown list in the Issuer Name Field</li><li>3. Enter your Holder Reference Number (SRN/HIN) as located on the top of your Holding Statement</li><li>4. Enter your postcode OR country of residence (only if outside Australia)</li><li>5. Tick the box "I'm not a robot" and then select "Next"</li><li>6. Once you have successfully logged in, click on:<ul style="list-style-type: none"><li>- <b>Documents and Statements -&gt; SPP Application form</b></li></ul></li></ol>

The SPP will close at 5:00pm (AEDT) on Monday, 8 November 2021 and payment must be received by that time. The Board of the Company may, at its discretion, close the SPP earlier or extend the closing date.

Further information in relation to the SPP can be obtained by contacting Automic Group on +61 2 8072 1400.

This announcement was approved for release by the Board of Swoop Holdings Limited.

For further information, please contact:

Louise Bolger, Company Secretary  
Email: [investorrelations@swoop.com.au](mailto:investorrelations@swoop.com.au)  
Phone: 0438 441 594



**Swoop Holdings Limited**  
ACN 009 256 535

# **SHARE PURCHASE PLAN OFFER BOOKLET**

**This is an important document and requires your immediate attention.**

Each Eligible Shareholder has the opportunity to participate in the Swoop Holdings Limited Share Purchase Plan by applying for up to \$10,000 of new ordinary shares in Swoop without incurring brokerage or other transaction costs.

Shares issued under the Swoop Share Purchase Plan will rank equally with existing SWOOP ordinary shares.

This Offer Booklet provides details of the Swoop Holdings Limited Share Purchase Plan and explains how shareholders can participate.

## Key Dates

Date	Event
Wednesday, 13 October 2021	Record date for determining entitlements under the SPP
Tuesday, 19 October 2021	Share Purchase Plan Booklet dispatched to Eligible Shareholders
Tuesday, 19 October 2021	SPP offer opens
Monday, 8 November 2021	SPP offer closes
Thursday, 11 November 2021	Results of SPP announced
Thursday, 11 November 2021	Allotment, quotation and trading of SPP shares
Friday, 12 November 2021	Dispatch of holding statements to shareholders participating in the SPP

This timetable is indicative only and Swoop may, at its discretion, vary any of the above dates by sending a revised timetable to the ASX. All times are AEDT time.

## You should read this Offer Booklet in full.

This Offer Booklet contains important information. You should read this Offer Booklet in full and seek advice from a broker, accountant or other professional adviser if you have any questions about your investment in Swoop or the impact of the transactions described in this Offer Booklet. If you have any questions on how to participate in the SPP after reading this Offer Booklet, please contact the Company's Share Registry, Automic Pty Limited on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) between the hours of 8:30am and 5:00pm (AEDT), Monday to Friday.

This Offer Booklet does not provide financial advice and has been prepared without taking into account your particular objectives, financial situation or needs.

**NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES OR TO U.S. PERSONS**

19 October 2021

Dear Shareholder,

## **SWOOP HOLDINGS LIMITED SHARE PURCHASE PLAN**

### **AN OPPORTUNITY TO INCREASE YOUR SHAREHOLDING IN SWOOP HOLDINGS LIMITED**

Swoop Holdings Limited (**Swoop** or **Company**) is pleased to invite you to participate in its Share Purchase Plan (**SPP**) offer on the terms and conditions set out in the attached document and in the enclosed "Share Purchase Plan Application Form". The SPP provides eligible shareholders with an opportunity to apply for up to A\$10,000 worth of fully paid new ordinary shares in the capital of Swoop (**Shares**) without paying brokerage or other transaction costs, on the terms and conditions of the SPP.

Shares issued under the SPP will rank equally with the existing Shares of the Company, carrying the same voting rights and other entitlements.

The SPP offer price will be **A\$1.85** per Share, which is the same price as investors paid under the institutional placement announced to the ASX on 14 October 2021 (**Placement**). The Placement is expected to settle on 21 October 2021 to raise A\$41 million under a fully underwritten placement that is lead managed and underwritten by Morgans Corporate Limited (**Morgans**).

The offer price of **A\$1.85** represents:

- 11.5% discount to the last closing price of the Company's shares on the ASX on 13 October 2021 of \$2.09;
- 12.4% discount to the 5-day volume weighted average price of the Company's shares traded on the ASX up to and including 13 October 2021 of \$2.11; and
- 13.3% discount to the 15-day volume weighted average price of the Company's shares traded on the ASX up to and including 13 October 2021 of \$2.13.

The current price of Shares can be obtained from the ASX.

Swoop intends to raise up to A\$5 million (being approximately 2,702,702 Shares at an issue price of **A\$1.85** per Share) under the SPP. If subscriptions under the SPP exceed A\$5 million the Company may scale back applications received under the SPP pro rata, at its discretion. The Company, with the consent of Morgans, may elect to vary the maximum amount that can be raised under the SPP and accept applications for a higher amount. If applications are scaled back, any excess application monies will be refunded without interest.

The issue of Shares under the SPP will not be underwritten.

### **Purpose of the SPP offer**

The funds raised under the SPP will be used to fund the acquisition of Countrytell (which was announced on 6 October 2021) plus other identified potential acquisitions across fixed wireless, voice, fibre infrastructure and resale providers, in addition to the cost of the Placement and SPP and working capital.

### **How many Shares can I apply for?**

To be eligible to participate in the SPP, you must have been a registered shareholder with an address in Australia or New Zealand at 7.00pm on 13 October 2021.

If you wish to participate in the SPP, you may apply for a minimum of \$1,500 worth of Shares (810 Shares) up to a limit of A\$10,000 worth of Shares (5,405 Shares). The actual number of Shares received under the SPP will depend on any scale back.

Participation in the SPP is entirely at your option.

By accepting the SPP offer, you will be agreeing to be bound by those terms and conditions.

### **When to apply**

To participate in the SPP offer you must follow the procedures in the Share Purchase Plan Application Form and make payment in Australian dollars by 5.00pm AEDT on 8 November 2021. Payment is by BPAY® (for Australian shareholders only) or EFT only.

### **Important information**

You should consider all the information about the SPP accompanying this letter before deciding whether to participate in the SPP. Swoop is not providing investment advice or making any recommendation in relation to the SPP. Any decision to participate in the SPP should be made after fully considering your own financial circumstances and needs. We recommend that you seek advice from a professional financial adviser if you are in any doubt about what action you should take.

If you have any questions about the SPP, please call Automic Pty Limited (**Share Registry**), on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) between the hours of 8:30am and 5:00pm (AEDT), Monday to Friday.

Yours faithfully



**James Spenceley**  
Chairman



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**SWOOP HOLDINGS LIMITED**

ACN 009 256 535

**SHARE PURCHASE PLAN TERMS AND CONDITIONS**

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# Swoop Holdings Limited – Share Purchase Plan

The Swoop Holdings Limited Share Purchase Plan (**SPP**) being offered by Swoop Holdings Limited (ASX: SWP) (**Swoop** or the **Company**) provides Eligible Shareholders (refer to section 8 below) with the opportunity to purchase additional fully paid ordinary shares in the Company (**Shares**) without incurring brokerage and other transaction costs.

Swoop is offering the SPP to allow Eligible Shareholders the opportunity to increase their holding in Swoop in a cost effective manner, at a discount to the market price as set out in section 2.

Details of the SPP offer and how to participate are set out below.

**This Offer Booklet does not provide financial advice and has been prepared without taking account of any person’s investment objectives, financial situation or particular needs. You should consider the appropriateness of participating in the SPP having regard to your investment objectives, financial situation and particular needs. Shareholders should seek independent financial and taxation advice before making any investment decision in relation to these matters.**

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## 1. What is the timetable for the SPP?

The key dates for the SPP are set out below:

Date	Event
7.00pm, 13 October 2021	Record date for determining entitlements under the SPP
19 October 2021	Share Purchase Plan Offer Booklet dispatched to Eligible Shareholders
9.00am, 19 October 2021	SPP offer opens
5.00pm, 8 November 2021	SPP offer closes
11 November 2021	Results of SPP announced
11 November 2021	Allotment, quotation and trading of SPP shares
12 November 2021	Dispatch of holding statements to shareholders participating in the SPP

\* Note: All times referred to are AEDT

The Company reserves the right to change the SPP Closing Date or the proposed Allotment Date or any other date included in the table above, at any time by making an announcement to the ASX. The Company also reserves the right to terminate the SPP at any time prior to the issue of Shares pursuant to the SPP. If the Company terminates the SPP, it will refund application monies without interest.

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## 2. What is the issue price?

The issue price for each Share under the SPP will be **A\$1.85**, which is the same price as investors paid under the institutional placement announced to the ASX on 14 October 2021 (**Placement**).

The Company is seeking to raise up to **A\$5 million** under the SPP (which would involve the issue of up to 2,702,702 Shares). However, if applications are received for amounts in excess of A\$5 million, the Company may scale back applications on a pro rata basis, in its absolute discretion.

You should note that the Share price may rise or fall between the date of this offer and the date when Shares are allotted and issued to you under the SPP. This means that the price you pay per Share pursuant to this offer may be either higher or lower than the Share price at the time of the offer or at the time the Shares are issued and allotted to you under the SPP.

The current price of Shares can be obtained from the ASX.

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## 3. How much can you invest under the SPP?

Eligible Shareholders may apply for a minimum of \$1,500 worth of new Shares (ie. 810 Shares). The actual number of Shares received under the SPP will depend on any scale back.

The maximum amount of Shares that each Eligible Shareholder may acquire under this SPP is A\$10,000 worth of Shares (5,405 Shares).

It should be noted that the offer under the SPP needs to comply with the limit in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (**ASIC Instrument 2019/547**). Under the ASIC Instrument 2019/547, Eligible Shareholders may only acquire a maximum of A\$30,000 worth of Shares under a share purchase plan in any 12-month period. These limitations apply even if you receive more than one Application Form or if you hold Shares in more than one capacity, e.g. if you are both a sole and joint holder of Shares as described below.

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## 4. Applications may be scaled back

Swoop reserves the right to scale back, in its absolute discretion, the number of Shares to be issued under the SPP.

If subscriptions under the SPP exceed **A\$5 million** the Company may scale back applications received under the SPP. If the Company determines to scale back applications, this will be applied on a pro rata basis to all participants and excess application monies will be refunded without interest.

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## 5. Costs associated with SPP

There are no brokerage or transaction costs payable by Eligible Shareholders in relation to the application for and issue of Shares under the SPP.



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## 6. Applications may be refused in full or part

Swoop reserves the right to reject all or any part of an application received under the SPP in its absolute discretion including in the following circumstances:

- (a) your Application Form is incorrectly completed, incomplete or otherwise determined by Swoop to be invalid;
- (b) you have applied for less than \$1,500 worth of Shares;
- (c) your BPAY® or EFT payment is incomplete or invalid;
- (d) you are a custodian and have not provided a custodian certificate with your application;
- (e) your BPAY® or EFT payment or Application is received after the Closing Date; or
- (f) Swoop believes you are not an Eligible Shareholder.

If an application is rejected, any application monies will be refunded without interest.

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## 7. How do I apply for Shares under the SPP?

You may apply for Shares by:

- making a BPAY® payment (for Australian shareholders only) using the customer reference number shown on your Application Form, in which case you do not need to return your Application Form; or
- making an electronic transfer of funds (EFT) to the bank account details included in the Application Form using the unique reference noted on your personalised Application Form as your payment / reference when processing your electronic funds payment.

You do not need to return the Application Form to the Share Registry if you have made payment via BPAY® or EFT as your payment will be electronically processed.

If you make a payment by BPAY® or EFT and the Company receives an amount that is less than the whole amount for which Shares may be applied (see section 3 above) the value of Shares for which you apply will be rounded down to the next lowest whole amount (see section 3 above). Any amount not applied to your application will be refunded without interest.

Please do not forward cash, cheque or money order as payment for Shares. Receipts for payment will not be issued. Applications must be received by 5.00pm AEDT on 8 November 2021.

Applications and payments under the SPP may not be withdrawn once they have been received by Swoop. Application money will not bear interest as against SWOOP under any circumstances.

Please read the enclosed SPP Application Form for further details of how to apply for Shares under the SPP.

If you apply to participate in the SPP by submitting a BPAY® or EFT payment or completing and returning the Application Form, you represent, and represent on behalf of each person on whose account you are acting, that:

- (a) you are an Eligible Shareholder;

- (b) the total of the application price for the following does not exceed A\$10,000:
  - (i) the Shares the subject of your application;
  - (ii) any Shares applied for under the SPP;
  - (iii) any other Shares which you have instructed a custodian to acquire on your behalf under the SPP;
- (c) you are over the age of 18 (if an individual) and have full legal capacity and power to exercise or perform all of your rights and obligations under the SPP;
- (d) you acknowledge that the Shares have not, and will not be, registered under the Securities Act 1933 of the United States of America (**Securities Act**) or the securities laws of any state or other jurisdictions in the United States, or in any other jurisdiction outside Australia or New Zealand, and accordingly, the Shares may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and any other applicable securities laws; and
- (e) you have not and will not send any materials relating to the SPP to any person in the United States or that is, or is acting for the account or benefit of, a US person.

As used herein, the terms "United States" and "US persons" are as defined in Regulation S under the Securities Act.

By accepting an offer to acquire Shares under the SPP, you:

- (a) agree to be bound by these SPP Terms and Conditions and by Swoop's constitution;
- (b) acknowledge that your Application is irrevocable and cannot be varied by you;
- (c) authorise the Company to correct any minor errors in your Application Form;
- (d) agree that the Company may determine that your Application Form is valid even if it is incomplete, contains errors or is otherwise not completed in accordance with these SPP Terms and Conditions;
- (e) acknowledge that the information contained in this SPP Offer Booklet does not constitute financial product advice not a recommendation that SPP Shares are a suitable investment for you and have been prepared without taking into account your investment objectives, financial situation or particular needs;
- (f) acknowledge that this SPP Offer Booklet is not a prospectus and does not contain all of the information you require to make a decision as to whether to apply for Shares under the SPP;
- (g) agree that the Company is not responsible for any loss suffered by you if you do not receive any refund of application money due to you under these SPP Terms and Conditions provided the Company has sent the refund to your address or nominated bank account shown on the Company's register of shareholders; and
- (h) agree to pay to the Company any dishonour fees or other costs the Company incurs if your cheque is dishonoured when presented for payment.

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## 8. Who is an Eligible Shareholder?

Registered holders of Shares in the Company at 7.00pm AEDT time on 13 October 2021 (**Record Date**) having a registered address in either Australia or New Zealand are eligible to participate in the SPP (**Eligible Shareholders**).

The Company has determined that the SPP may only be accepted by residents of Australia and New Zealand. In the opinion of the Company, these places are the only places in which it is lawful and practical for the Company to offer the SPP. To the extent that you hold Shares on behalf of another person resident outside Australia or New Zealand, it is your responsibility to ensure that acceptance of the offer complies with all applicable laws.

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## 9. Participation by single holders

If you are an Eligible Shareholder and you have received more than one offer under the SPP (for example, because you hold more than one shareholding under separate share accounts), you may not apply for Shares with an application value exceeding A\$10,000 under the SPP.

It should also be noted that under ASIC instrument 2019/547, the maximum amount that may be raised by law under a share purchase plan from each eligible shareholder in any 12 month period is A\$30,000.

By applying for Shares under the SPP, you certify that you have not exceeded these limits. The Company reserves the right to reject any application for Shares where it believes there has not been compliance with these requirements.

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## 10. Participation by joint holders

If two or more persons are recorded in the register of members as jointly holding Shares, they will be taken to be a single registered holder for the purposes of the SPP. Joint holders are only entitled to participate in the SPP in respect of that single holding.

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## 11. Participation on behalf of beneficial owners by custodians, trustees or nominees

If you are a custodian, trustee or nominee within the definition of "custodian" in ASIC Instrument 2019/547 (**Custodian**) and you hold Shares on behalf of one or more persons that are not custodians (each a **Participating Beneficiary**), you may not apply for Shares totalling more than A\$30,000 in any 12 month period unless, on application, you give to the Company a certificate (**Custodian Certificate**) in which you verify the following:

- (a) that you hold Shares on behalf of one or more Participating Beneficiaries who have instructed you to apply for Shares on their behalf under the SPP;
- (b) that another custodian (**Downstream Custodian**) holds beneficial interests in Swoop's Shares and that you hold the Shares to which those beneficial interests relate on behalf of a

Downstream Custodian or another custodian and they have instructed you to apply for Shares on their behalf under the SPP;

- (c) the number of Participating Beneficiaries;
- (d) the name and address of each Participating Beneficiary for whom you are applying for Shares under the SPP;
- (e) the number of Swoop Shares that you hold on behalf of each Participating Beneficiary or the number of Shares to which the beneficial interest held by the Downstream Custodian relates (as applicable);
- (f) the number or dollar amount of Shares which each Participating Beneficiary has instructed you or the Downstream Custodian (as applicable) to apply for on their behalf under the SPP;
- (g) that the application price for the Shares that you or the Downstream Custodian have applied for on behalf of a Participating Beneficiary under the SPP, and any other shares in the class applied for on their behalf under a similar arrangement in the previous 12 months (excluding Shares applied for but not issued), does not exceed A\$30,000;
- (h) where you hold shares on behalf of a Participating Beneficiary indirectly, through one or more interposed custodians, the name and address of each interposed custodian;
- (i) that a copy of the SPP offer document has been given to each Participating Beneficiary; and
- (j) any such additional or varied information as might be required under any more specific ASIC relief that might be granted to Swoop in relation to the SPP.

If you hold Shares as a trustee, custodian or nominee for another person, but are not a Custodian as defined above, you cannot participate for beneficiaries in the manner described above. In this case, the rules for multiple single holdings (above) apply.

Custodians who wish to apply on behalf of one or more Participating Beneficiaries should contact Automic Pty Limited on [custodialcertificates@automicgroup.com.au](mailto:custodialcertificates@automicgroup.com.au), 1300 288 664 (within Australia) or +612 9698 5414 (outside Australia) to obtain a Custodian Certificate. Applications by Custodians must be accompanied by a completed Custodian Certificate.

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## **12. Are Eligible Shareholders required to participate in the SPP?**

No. Participation in the SPP is entirely optional. The offer to acquire Shares under the SPP is not a recommendation to acquire Shares or financial product advice.

Before deciding on whether to participate in the SPP, you should consider the Company's latest financial statements and recent announcements to the ASX (ASX: SWP) and, if you are in any doubt, consult your independent financial and taxation advisers.

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## **13. What are the Shares being offered under the SPP?**

Shares issued under the SPP are fully paid ordinary shares in the Company.

Shares issued under the SPP will rank equally with the existing fully paid ordinary shares of the Company, carrying the same voting rights and other entitlements.

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**14. Can the offer under the SPP be transferred to a third party?**

No. The offer is non-renounceable and cannot be transferred to any other person.

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**15. Is the SPP underwritten or lead managed?**

No. The SPP will not be underwritten.

While the SPP is not formally lead managed by an external adviser, Swoop will be paying a 1% stamping fee to brokers who lodge verified claims with the Share Registry. Applicable brokers should contact the Company's Share Registry at [corporate.actions@automic.com.au](mailto:corporate.actions@automic.com.au) to obtain a stamping fee application spreadsheet.

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**16. Quotation and notification of my allotment?**

The Company will apply for the Shares to be quoted on the ASX which is expected to commence on or around 11 November 2021. You will be sent a holding statement or confirmation of allotment on or around 12 November 2021.

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**17. Foreign securities restrictions**

As noted above, the SPP is only being extended to shareholders with a registered address in Australia or New Zealand. This document (and the accompanying Application Form) does not constitute an offer of securities in Swoop in any jurisdiction in which such an offer would be illegal.

To the extent that a shareholder holds Shares on behalf of another person resident outside Australia or New Zealand, it is that shareholder's responsibility to ensure that any acceptance complies with all applicable foreign laws.

***New Zealand***

The SPP Shares are not being offered or sold to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of the SPP Shares is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016.

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

***United States***

Neither this document nor the Application Form constitutes an offer of securities in the United States or to, or for the account or benefit of any US person.

The Shares to be issued under this SPP have not been and will not be registered under the Securities Act, or the securities laws of any state or other jurisdiction of the United States.

In order to comply with relevant securities laws, the Shares to be issued under this SPP may not be offered to shareholders located in the United States or to shareholders who are, or who are acting for the account or benefit of, US persons.

Because of these legal restrictions, you must not send copies of the SPP Terms and Conditions or any other material relating to the SPP to any person resident in the United States or any person who is, or is acting for the account or benefit of, US persons.

Consistent with the warranties contained in these SPP Terms and Conditions and the accompanying Application Form, you may not submit any completed Application Forms for any person resident in the United States or who is, or is acting for the account or benefit of, "U.S. persons". Failure to comply with these restrictions may result in violations of applicable securities laws.

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## **18. Compliance with ASIC Instrument 2019/547 and ASIC Instrument 21-0872**

This offer of securities under the SPP is made in accordance with:

- ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 which grants relief from the requirement to prepare a prospectus for the offer of the Shares under the SPP; and
- ASIC relief instrument 21-0872 granted by ASIC to the Company which also grants relief to the Company from the requirement to prepare a prospectus for the offer of the Shares under the SPP, provided that the Company complies with all the requirements of ASIC Instrument 2019/547 other than subparagraph 7(a)(ii) which is modified by ASIC Instrument 21-0872.

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## **19. Withdrawal, suspension, termination, anomalies and disputes**

Swoop reserves the right to waive strict compliance with any provision of these terms and conditions, to amend or vary these terms and conditions and to suspend or terminate the SPP at any time. Any such amendment, variation, suspension or termination will be binding on all Eligible Shareholders even where Swoop does not notify you of that event. Swoop may make determinations in any manner it thinks fit, including in relation to any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the SPP, whether generally or in relation to any participant or application. Any determinations by Swoop will be conclusive and binding on all Eligible Shareholders and other persons to whom the determination relates.

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## **20. Privacy policy**

Chapter 2C of the Act requires information about you as securityholder (including your name, address and details of the securities you hold) to be included in the public register of the entity in which you hold securities. This information must continue to be included in the public register if you cease to be a securityholder.

The Company and its Share Registry may collect personal information to process your Application Form, implement the SPP and administer your shareholding. The personal information contained in the share register is also used to facilitate payments and corporate communications (including financial results, annual reports and other information to be communicated to shareholders) and to ensure compliance with legal and regulatory requirements, including Australian taxation laws and the Act.

Your personal information may be disclosed to joint investors, the Share Registry, to securities brokers, to third party service providers, including print and mail service providers, technology providers and professional advisers, to related entities of Swoop and its agents and contractors, and to the ASX and other regulatory authorities, and in any case, where disclosure is required or allowed by law (which may include disclosures to the ATO and other government or regulatory bodies or where you have consented to the disclosure). In some cases, the types of organisations referred to above to whom your personal information may be disclosed may be located overseas.

Swoop's privacy policy is available at [www.swoop.com.au/legal/business-privacy-policy/](http://www.swoop.com.au/legal/business-privacy-policy/)

The Share Registry's privacy policy is available on its website  
<https://www.automicgroup.com.au/privacy-policy/>

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## **21. Taxation**

None of Swoop, its officers, employees, advisers or agents makes any representations or warranties about, and accepts no responsibility for, the liability of Eligible Shareholders to pay income tax in respect of any issue of Shares, payment or other transaction under the SPP.

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## **22. Governing law**

This offer is governed by the law in force in New South Wales. By accepting this offer, you submit to the non-exclusive jurisdiction of the courts of New South Wales.

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## **23. Contact us**

If you have any further queries in relation to the SPP, please contact the Company's Share Registry, Automic Pty Limited, on 1300 288 664 (within Australia) or +612 9698 5414 (outside Australia) between the hours of 8:30am and 5:00pm (AEDT), Monday to Friday.



Swoop Holdings Limited | ACN 009 256 535

All Registry Communication to:



- GPO Box 5193, Sydney NSW 2001
- 1300 288 664 (within Australia)
- +61 2 9698 5414 (international)
- corporate.actions@automicgroup.com.au
- www.automicgroup.com.au

[EntityRegistrationDetailsLine1Envelope]  
 [EntityRegistrationDetailsLine2Envelope]  
 [EntityRegistrationDetailsLine3Envelope]  
 [EntityRegistrationDetailsLine4Envelope]  
 [EntityRegistrationDetailsLine5Envelope]  
 [EntityRegistrationDetailsLine6Envelope]

SRN/HIN: [HolderNumberMasked]

ASX Code: SWP

Record Date: 7.00PM (AEDT)  
Wednesday, 13 October 2021

# SHARE PURCHASE PLAN APPLICATION FORM

**IMPORTANT: CLOSING DATE 5.00PM (AEDT) ON MONDAY, 8 NOVEMBER 2021 (UNLESS VARIED)**

## 1: APPLICATION

Swoop Holdings Limited (ACN 009 256 535) (**Swoop** or **Company**) is pleased to invite you to participate in its Share Purchase Plan (**SPP**). The SPP provides eligible shareholders with an opportunity to apply for up to A\$10,000 worth of fully paid new ordinary shares in the capital of Swoop (**Shares**) without paying brokerage or other transaction costs, on the terms and conditions of the SPP. The SPP issue price will be **A\$1.85** per Share, which is the same price as investors paid under the institutional placement announced to ASX on 14 October 2021 (**Placement**). Other than as defined in this Application Form, capitalised terms have the same meaning as defined in the SPP Offer Booklet. Eligible Shareholders may apply for any one of the following parcels described below:

	Subscription Amount	SPP Securities to be allotted calculated at the SPP Price
Minimum application	A\$1,500	810
Other (\$1.85 / 1 share increments i.e. \$1,501.85, \$1,503.70, \$1,505.55, \$1,507.40)	A\$ _____	_____
Maximum application	A\$10,000	5,405

## 2: PAYMENT: You can pay either by BPAY or Electronic Funds Transfer "EFT"

### Option A – BPAY



**Biller Code:** 337147

**Ref No:** [BPayCRN]

Contact your financial institution to make your payment from your cheque or savings account.

**Note:** You do not need to return this form if you have made payment via BPAY®. Your BPAY® reference number will process your payment to your shareholding electronically.

### Option B – Electronic Funds Transfer (EFT)

The unique reference which has been assigned to your Application is: [HolderId]-3566-SWP

Funds are to be deposited directly to following bank account:

**Account name:** Automic Pty Ltd

**Account BSB:** 036011

**Account number:** 607953

**Swift Code:** WPACAU2S

**Important:** You must quote your unique reference as your payment reference/description when processing your EFT payment. Failure to do so may result in your funds not being allocated to your application and shares subsequently not issued.

**Note:** You do not need to return this form if you have made payment via EFT. Your unique reference will process your payment to your application electronically.

Payment under the Share Purchase Plan can only be made by BPAY® or EFT.

## 3: PROVIDE YOUR CONTACT DETAILS & ELECT TO BE AN E-SHAREHOLDER

Return to our Share Registry by email to [hello@automicgroup.com.au](mailto:hello@automicgroup.com.au)

Telephone Number

Contact Name (PLEASE PRINT) SWP[HolderId]

Email Address



# INSTRUCTIONS FOR COMPLETION OF THIS FORM

The SPP is offered exclusively to all eligible shareholders (including Custodians), being registered holders of Shares as at the Record Date with a registered address in Australia or New Zealand (**Eligible Shareholders**).

If the Company rejects or scales-back an application or purported application, the Company will return to the Shareholder the relevant application monies, without interest.

## HOW TO APPLY FOR NEW SHARES UNDER THE SPP

### 1 Application

As an Eligible Shareholder, you can apply for up to a maximum of \$10,000 worth of Shares. Eligible Shareholders can select one of the following parcels prescribed overleaf.

It should be noted that the offer under the SPP needs to comply with the limit in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (ASIC Instrument 2019/547). Under the ASIC Instrument 2019/547, Eligible Shareholders may only acquire a maximum of A\$30,000 worth of Shares under a share purchase plan in any 12-month period. These limitations apply even if you receive more than one Application Form or if you hold Shares in more than one capacity, e.g. if you are both a sole and joint holder of Shares as described in the Offer Booklet.

If the Company receives an amount that does not equal one of the amounts specified overleaf the Company may accept the payment at their discretion and refund any excess Application money (without interest) to the Eligible Shareholder. If the Company receives a subscription of over \$10,000 worth of Shares by an Eligible Shareholder through multiple applications or joint holdings, the Company may refund any excess Application money (without interest) to the Eligible Shareholder.

No fractions of Shares will be issued. Any fraction of a Share will be rounded down to the nearest whole number of Shares (where applicable).

### 2 Payment

**Payment by BPAY:** You can only make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions. To BPAY® this payment via internet or telephone banking use your reference number quoted on the front of this form. Multiple acceptances must be paid separately.

**Payment by EFT:** You can make a payment via Electronic Funds Transfer "EFT". Multiple acceptances must be paid separately. Applicants should be aware of their financial institution's cut-off time and any associated fees with processing a funds transfer. **Please ensure you use your unique reference located on the reverse page. This will ensure your payment is processed correctly to your application electronically.**

If you make a payment by BPAY or EFT and the Company receives an amount which is not equal to either A\$10,000, or 1 share increments, the Company may accept the payment at their discretion. Your payment must be for a minimum of A\$1,500.

**Payment must be received by the Share Registry by 5:00pm (AEDT) on 8 November 2021.**

**You do not need to return this form if you have made payment via BPAY® or EFT. Your BPAY® or unique payment reference number will process your payment to your shareholding electronically and you will be deemed to have applied for such shares for which you have paid.**

**Applicants should be aware of their financial institution's cut-off time (the payment must be made to be processed overnight) and it is the Applicant's responsibility to ensure funds are submitted correctly by the closing date and time. The Company and the Share Registry accept no responsibility for delayed or misdelivered Application Forms or payments.**

### 3 Contact Details

As a valued shareholder in Swoop Holdings Limited, you can help minimise the costs of printing and mailing by electing to receive all shareholder communications electronically. This will ensure you receive all future important shareholder communications in a faster and more secure way. Please enter your details and return to our Share Registry by email to [hello@automicgroup.com.au](mailto:hello@automicgroup.com.au).

## IMPORTANT INFORMATION

1. This is an important document which requires your immediate attention. If you are in any doubt as to how to deal with this Application Form, please consult a professional adviser.
2. If you do not wish to purchase Shares under the SPP, there is no need to take action.
3. Please ensure you have read and understood the terms and conditions of the SPP in the Offer Letter and Offer Booklet and this section entitled "Important Information" before making payment by BPAY® or EFT.
4. The offer for Shares under the SPP is non-renounceable. Applications can only be accepted in the name printed on the Application Form.
5. If you are a custodian, trustee or nominee within the meaning of "Custodian" as defined in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547, you must complete and submit an additional schedule that contains further certifications and details (Certificate) that must be provided before your application will be received. The Certificate can be obtained by contacting the Share Registry on the telephone number set out below. Applications received by Custodians that are not accompanied by the Certificate will be rejected.
6. A completed Custodian Certificate must be emailed to: [custodialcertificates@automicgroup.com.au](mailto:custodialcertificates@automicgroup.com.au), failure to do so will result in the Application being rejected. The Company and the Share Registry accept no responsibility for delayed or misdelivered Custodian Certificates.
7. For applicants that are not required to complete the Certificate, by making payment by BPAY® or EFT, you certify that the aggregate of the payment paid by you for:
  - the parcel of Shares indicated on this Application Form or BPAY® payment; and
  - any other Shares applied for by you, or which you have instructed a custodian to acquire on your behalf under the SPP or any other similar arrangement in the 12 months prior to making payment by BPAY® does not exceed A\$30,000.
8. The maximum subscription limitation of \$10,000 will apply even if an Eligible Shareholder has received more than one Application Form (whether in respect of a joint holding or because the applicant has more than one holding under separate security accounts).
9. The Company reserves the right to make amendments to this Application Form where appropriate.
10. Applicants are not assured of receiving the shares for which they have applied as the Company may scale back applications in its discretion.
11. By making payment of application monies, you certify that:
  - you wish to apply for Shares under the SPP as indicated on this Application Form;
  - you received a copy of the Offer Letter and Offer Booklet and you have read and understood the terms and conditions of the SPP;
  - you agree to be bound by the Constitution of the Company and the terms and conditions of the SPP;
  - you agree to accept any lesser number of Shares than the number of Shares applied for; and
  - you are not in the United States and are not acting for the account or benefit of a person in the United States and have not sent any offering materials relating to the SPP offer to any person in the United States.

**If you require further information about the SPP, please contact Automic on 1300 288 664 or +61 2 9698 5414 between 9:00am and 5:00pm (AEDT).**