



Maddocks

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DX 10284 Sydney Stock Exchange

23 January 2025

Market Announcements Office
ASX Limited
Exchange Centre
20 Bridge Street
Sydney NSW 2000

Dear Sir/Madam

Off-market takeover offer by Swoop Telecommunications Pty Ltd to acquire up to 100% of the issued share capital that it does not own in Vonex Limited: Notice that takeover offer is free of all defeating conditions and status of conditions notice

We act for Swoop Telecommunications Pty Ltd ACN 109 931 731 (**Swoop Telecommunications**), a wholly-owned subsidiary of Swoop Holdings Limited ACN 009 256 535 (ASX:SWP) (**Swoop**), in relation to its off-market takeover offer (**Offer**) under Chapter 6 of the *Corporations Act 2001*(Cth) (**Corporations Act**) for all if the shares it does not already own in Vonex Limited ACN 063 074 635 (**Vonex**).

We attach, by way of service under sections 630(5)(b) and 650F(3)(a) of the Corporations Act, a notice declaring that the Offer has been freed from all defeating conditions and noting the status of conditions of the Offer.

Accordingly, the Offer has now become unconditional.

This release has been authorised by the board of directors of Swoop.

Yours faithfully

Catherine Merity
Partner

Interstate offices
Canberra Melbourne



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23 January 2025

Vonex Limited ACN 063 074 635
The Board of Directors
Level 6, 303 Coronation Drive
Milton QLD 4064

By E-Mail: stephe.wilks@vonex.com.au

By Hand

Dear Directors

Off-market takeover offer by Swoop Telecommunications Pty Ltd to acquire up to 100% of the issued share capital that it does not own in Vonex Limited: Notice that takeover offer is free of all defeating conditions and status of conditions notice

We act for Swoop Telecommunications Pty Ltd ACN 109 931 731 (**Swoop Telecommunications**), a wholly-owned subsidiary of Swoop Holdings Limited ACN 009 256 535 (ASX:SWP) (**Swoop**), in relation to its off-market takeover offer (**Offer**) under Chapter 6 of the *Corporations Act 2001*(Cth) (**Corporations Act**) for all if the shares it does not already own in Vonex Limited ACN 063 074 635 (**Vonex**).

Swoop Telecommunications gives notice declaring that:

1. for the purposes of section 650F of the Corporations Act, the Offer as contained in Swoop Telecommunications bidders' statement dated 22 November 2024 and as amended by its supplementary bidder's statement dated 9 December 2024 (**Bidder's Statement**), is free from the following defeating conditions in Section 9 (Offer Conditions) of the Bidder's Statement:
 - a. Section 9.1 (Minimum Acceptance Condition);
 - b. Section 9.2 (No Prescribed Occurrences);
 - c. Section 9.3 (No action by Regulatory Agency materially adversely affecting the Offer);
 - and
 - d. Section 9.4 (Lender consent for refinancing).

Accordingly, the Offer has now become unconditional;

2. for the purposes of section 630(3) of the **Corporations Act**, the Offer is free from all conditions set out in Section 9 (Offer Conditions) of the Bidder's Statement; and

Swoop Telecommunications' voting power Vonex is 21.42%

The release of this notice has been authorised by the board of directors of Swoop.

Yours faithfully

Catherine Merity
Partner