



Update Summary

Entity name

SWOOP HOLDINGS LIMITED

Announcement Type

Update to previous announcement

Date of this announcement

27/2/2025

Reason for update to a previous announcement

Due to the extension by Swoop Telecommunications Pty Ltd of the Offer Period in respect of its off-market takeover offer for shares in Vonex Limited (as detailed in its Bidders Statement dated 22 November 2024, its first supplementary statement dated 9 December 2024 and second supplementary statement dated 20 February 2025), the issue date for the second tranche of consideration shares has also changed.

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

SWOOP HOLDINGS LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

1.2 Registered Number Type

ACN

Registration Number

009256535

1.3 ASX issuer code

SWP

1.4 The announcement is

Update/amendment to previous announcement

1.4a Reason for update to a previous announcement

Due to the extension by Swoop Telecommunications Pty Ltd of the Offer Period in respect of its off-market takeover offer for shares in Vonex Limited (as detailed in its Bidders Statement dated 22 November 2024, its first supplementary statement dated 9 December 2024 and second supplementary statement dated 20 February 2025), the issue date for the second tranche of consideration shares has also changed.

1.4b Date of previous announcement to this update

19/2/2025

1.5 Date of this announcement

27/2/2025

1.6 The Proposed issue is:

A placement or other type of issue



Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

7A.1 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis?

Yes

7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
Other (please specify in comment section)	23/1/2025	Actual	Yes

Comments

Swoop announced to the ASX on 23 January 2025 that the off-market takeover offer by Swoop subsidiary, Swoop Telecommunications Pty Ltd, to acquire shares in Vonex Limited (as detailed in its Bidders Statement dated 22 November 2024, first supplementary statement dated 9 December 2024 and second supplementary statement dated 20 February 2025) has been freed of all conditions.

Part 7B - Issue details

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

No

Details of +securities proposed to be issued

ASX +security code and description

SWP : ORDINARY FULLY PAID

Number of +securities proposed to be issued

82,210,990

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?

No



Please describe the consideration being provided for the +securities

Under the Offer, eligible Vonex shareholders will receive 1 fully paid Swoop ordinary share for every 3.8 Vonex shares. Please refer to the Supplementary Bidder's Statement dated 9 December 2024.

Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities

0.190000

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

Yes

Part 7C - Timetable

7C.1 Proposed +issue date

28/2/2025

Part 7D - Listing Rule requirements

7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?

No

7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

No

7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?

No

7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?

No

7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?

No

7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?

No

Part 7E - Fees and expenses

7E.1 Will there be a lead manager or broker to the proposed issue?

No

7E.2 Is the proposed issue to be underwritten?

No

7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue

Refer to section 10.7 of the Bidder's Statement released to the ASX on 22 November 2024.



Part 7F - Further Information

7F.01 The purpose(s) for which the entity is issuing the securities

Shares are being issued to eligible Vonex shareholders in consideration for Vonex shares acquired under the Offer. Refer to the Bidder's Statement dated 22 Nov 2024, the two Supplementary Bidder's Statement dated 9 Dec 2024 and 20 Feb 2025 respectively.

7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?

No

7F.2 Any other information the entity wishes to provide about the proposed issue

The proposed issue date reflects the date which the consideration shares are to be issued by Swoop following the period between 18 February 2025 and 21 February 2025 (being the last date of the offer period).

7F.3 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:

The publication of a +disclosure document or +PDS for the +securities proposed to be issued