



Swoop Holdings Limited | ABN 20 009 256 535
Level 5, 126-130 Phillip Street, Sydney NSW 2000

ASX ANNOUNCEMENT

9 December 2025

Swoop Holdings Limited – Notice under section 708AA(12) of the *Corporations Act 2001* (Cth)

This notice is given by Swoop Holdings Limited ACN 009 256 535 (**Swoop** or the **Company**) under section 708AA(12) of the *Corporations Act 2001* (Cth) (**Act**) (as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 and ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73).

On 3 December 2025, Swoop announced the launch of an accelerated, non-renounceable, pro rata entitlement offer (**Entitlement Offer**) of 1 fully paid Swoop ordinary shares (**Shares**) for every 2.14 Shares held by eligible Swoop shareholders with a registered address in Australia or New Zealand (or as otherwise determined by the Company) as at 7.00pm (Sydney time) on 5 December 2025.

The Entitlement Offer is being conducted at an issue price of \$0.10 per Share (**Offer Price**) to raise up to approximately \$10 million (before costs). A total of up to approximately 100,223,654 Shares will be issued under the Entitlement Offer (subject to rounding).

The Entitlement Offer is being lead managed and partially underwritten by MA Moelis Australia Advisory Pty Ltd ACN 142 008 446 (**Lead Manager**).

Further details regarding the Entitlement Offer are set out in the ASX Company Announcement and investor presentation released to ASX on 3 December 2025.

The purpose of this notice is to inform eligible shareholders of changes to the Company's circumstances since its previous notice dated 3 December 2025 and issued under section 708AA(2)(f) of the Act.

As shareholders are aware, N&J Enterprises (WA) Pty Ltd as trustee for the van Namen Family Trust has convened the meeting pursuant to section 249F of the Corporations Act 2001(Cth) and proposed resolutions at the EGM to appoint and remove directors of the Company.

As announced today, Swoop wishes to advise that non-executive directors James Spenceley and Matt Hollis have tendered their resignations, effective immediately. As a result, the resolutions for their removal will no longer be relevant.

Swoop confirms the following with respect to the Entitlement Offer:

1. The Shares to be issued pursuant to the Entitlement Offer will be offered for issue without disclosure under Part 6D.2 of the Act.
2. This notice is being given under section 708AA(12) of the Act, updating its previous section 708AA(2)(f) of the Act notice dated 3 December 2025.
3. As at the date of this notice Swoop has complied with:
 - a. the provisions of Chapter 2M of the Act as they apply to Swoop; and
 - b. sections 674 and 674A of the Act.
4. As at the date of this notice, there is no excluded information of the type referred to in sections 708AA(8) and 708AA(9) of the Act that is required to be set out in this notice under section 708AA(7)(d) of the Act.
5. The potential effect that the issue of Shares under the Entitlement Offer will have on the control of Swoop, and the consequences of that effect, will depend on a number of factors including investor demand, the take up of new Shares under the Entitlement Offer by eligible shareholders and the

underwriting arrangements entered into by the Lead Manager. At the date of this notice, the issue of Shares under the Entitlement Offer is not expected to have a material effect or consequence on the control of Swoop given:

- a. the Entitlement Offer is structured as a partially underwritten, '1-for-2.14' pro-rata issue where shareholders are permitted to subscribe for Shares based on their entitlement;
- b. the number of Shares to be issued under the Entitlement Offer is expected to be approximately 100,223,654 Shares (subject to rounding), which is approximately 46.7% of the Shares on issue as at the date of this notice; and
- c. the current level of holdings of substantial holders (based on substantial holding notices that have been lodged with ASX on or before the date of this notice).

<ENDS>

This announcement has been authorised for release by the Board of Swoop Holdings Limited.

For further information, please contact:

Louise Bolger, Company Secretary
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About Swoop

Swoop is a national provider of data, mobile and voice services to channel, business and residential customers with a focus on its own fibre and fixed wireless infrastructure. The Swoop network is designed and scaled to deliver ultra-reliable, high throughput, flexible telecom network services. Swoop is established and has the goal to build its business to become Australia's best challenger internet and telecommunications provider.

Forward looking statements

This announcement contains forward-looking statements, which address a variety of subjects including, for example product development, marketing position and technical advances.

Statements that are not historical facts, including statements about our beliefs, plans and expectations, are forward-looking statements. Such statements are based on our current expectations and information currently available to management and are subject to a number of factors and uncertainties, which could cause actual results to differ materially from those described in the forward-looking statements. The Company's management believes that these forward- looking statements are reasonable as and when made. However, you should not place undue reliance on any such forward-looking statements because such statements speak only as of the date when made. We do not undertake any obligation to publicly update or revise any forward- looking statements, whether as a result of new information, future events or otherwise, except as required by law or the ASX Listing Rules. In addition, forward-looking statements are subject to certain risks and uncertainties that could cause actual results, events, and developments to differ materially from our historical experience and our present expectations.