



ASX ANNOUNCEMENT

5th September 2024

SWOOP SUBMITS COMPETING PROPOSAL TO ACQUIRE 100% OF VONEX LIMITED

Swoop Holdings Limited (**Swoop**) (ASX:SWP) is pleased to inform shareholders that it has submitted a non-binding indicative proposal to acquire 100% of Vonex Limited (ASX:VN8) (**Vonex**) as a competing proposal to the scheme of arrangement with Maxo Telecommunications Pty Limited (**MaxoTel**) announced by Vonex on 25 June 2024. Swoop's non-binding combined cash and scrip offer submitted to the Chair of the Vonex board, is to acquire 100% of the issued ordinary shares in Vonex Limited for \$0.040 per Vonex share, which represents a premium to the MaxoTel scheme at \$0.0375 per Vonex share.

Swoop's indicative proposal is for a scheme of arrangement offering a combination of cash and fully paid ordinary shares in Swoop, with Vonex shareholders able to elect to receive various combinations of cash and scrip (subject to certain caps).

Given the material scrip component of Swoop's proposed offer, it would allow Vonex shareholders to share in exposure to and potential upside of a stronger and larger combined entity including significant synergies.

- Represents a premium to the MaxoTel Scheme at \$0.0375 per Vonex share
- Opportunity for Vonex shareholders to get exposure to the combined organisation and synergies
- Swoop currently anticipates synergies could represent over \$5.0m EBITDA on an annualised basis
- Potential for rollover relief for Vonex shareholders receiving scrip consideration as part of their election
- Swoop has received an indicative term sheet and support from its existing financier Westpac to fund the acquisition
- Swoop believes the expected synergies which would be achieved if the acquisition was successful would result in a huge boost to cashflows for the Swoop business
- The acquisition would create a larger scale business and more attractive investment opportunity for capital markets
- Pro forma revenue for the combined business for FY24 would take Swoop revenue to ~\$137m¹.

Commenting on the indicative proposal, Swoop Chairperson James Spenceley said "This would be an excellent transaction for Swoop and Vonex shareholders. Swoop is in a strong position to be able to both acquire the business, integrate and extract material synergies given the Swoop team has a more than decade long demonstrated ability to acquire and integrate business well. This acquisition combined with our recent large infrastructure contract wins, successful non-core asset disposals and demonstrated above market organic growth means this is an exciting opportunity for our existing shareholders as well as incoming Vonex shareholders. We look forward to having a successful discussion with the Vonex Board and major shareholders to create the next large scale national telecommunications company."

Swoop believes the indicative proposal stands to create significant value for both Vonex and Swoop shareholders and represents superior value to the MaxoTel scheme.

<ENDS>

¹ Based on aggregated revenue disclosed in audited accounts for Swoop and Vonex for the year ended 30 June 2024

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

For further information, please contact:

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About Swoop

Swoop is a national provider of data and voice services to wholesale, 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.