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FOR IMMEDIATE RELEASE

7 July 2025

## RECOMMENDED ACQUISITION

of

Alphawave IP Group plc (“Alphawave”)

by

Aqua Acquisition Sub LLC (“Bidco”), an indirect wholly-owned subsidiary of Qualcomm Incorporated (“Qualcomm”)

### Publication of Scheme Document in relation to the recommended acquisition of Alphawave by an indirect wholly-owned subsidiary of Qualcomm

On 9 June 2025, in accordance with the UK City Code on Takeovers and Mergers (the “**Code**”), the boards of Qualcomm, Bidco and Alphawave announced that they had reached agreement on the terms of a recommended offer by Bidco for the entire issued, and to be issued, ordinary share capital of Alphawave (the “**Acquisition**”). It is intended that the Acquisition will be effected by means of a Court-sanctioned scheme of arrangement under Part 26 of the Companies Act 2006 (the “**Scheme**”).

### Publication of the Scheme Document

Alphawave is pleased to announce that a circular in relation to the Scheme (the “**Scheme Document**”) has been published today, setting out, amongst other things, a letter from the Chair of Alphawave, the full terms and conditions of the Scheme including the Alternative Offers and Currency Election, an explanatory statement pursuant to section 897 of the Companies Act 2006, an expected timetable of principal events, notices of the Court Meeting and the General Meeting and details of actions to be taken by Scheme Shareholders and Alphawave Shareholders (as applicable).

The Scheme Document will be made available, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, on Alphawave’s website at <https://awavesemi.com/investors/offer-documentation> and Qualcomm’s website at <https://investor.qualcomm.com/update-details/update-details-offer/>.

Hard copies of the Scheme Document, the Forms of Proxy for the Court Meeting and the General Meeting and, for Alphawave Shareholders who hold their Alphawave Shares in certificated form, a Form of Election for use in respect of making an Alternative Offer Election or Currency Election are being sent to Alphawave Shareholders, subject to any applicable restrictions relating to persons resident in Restricted Jurisdictions. For information purposes only, Alphawave is also making these documents available to persons with information rights (including Alphawave Convertible Bondholders and the Alphawave Warrantholder) and participants in the Alphawave Share Plans (subject to any applicable restrictions relating to persons resident in Restricted Jurisdictions) and

details of the proposals being made to such individuals will be sent to them separately as detailed below.

Capitalised terms used in this announcement (the “**Announcement**”) shall, unless otherwise defined, have the same meanings as set out in the Scheme Document. All references to time in this Announcement are to the time in London, United Kingdom unless otherwise stated.

### **Action required and notices of the Court Meeting and General Meeting**

As detailed in the Scheme Document, in order to become Effective, the Scheme will require, amongst other things: (i) approval by a majority in number of Scheme Shareholders present and voting (and entitled to vote) at the Court Meeting (or any adjournment thereof), either in person or by proxy, representing 75 per cent. or more in value of the Scheme Shares held and voted by such Scheme Shareholders; and (ii) the passing of the Special Resolution by a majority of Alphawave Shareholders representing at least 75 per cent. of the votes cast, either in person or by proxy, at the General Meeting.

The Court Meeting to approve the Scheme and the General Meeting to approve the steps contemplated by the Scheme are scheduled to be held at 10:00 a.m. and 10:15 a.m. (or as soon thereafter as the Court Meeting concluded or is adjourned) respectively, each on 5 August 2025 at the offices of Linklaters LLP, One Silk Street, London, EC2Y 8HQ, United Kingdom.

Any changes to the arrangements for the Court Meeting and the General Meeting will be communicated to the Scheme Shareholders and Alphawave Shareholders before the relevant Meetings, through Alphawave’s website at <https://awavesemi.com/investors/offer-documentation> and by announcement through a Regulatory Information Service.

Scheme Shareholders and Alphawave Shareholders (as applicable) are asked to submit proxy appointments and instructions for the Court Meeting and General Meeting (as applicable) as soon as possible, using any of the methods described in the Scheme Document (by post, online or electronically, online or electronically through CREST or Proxymity). Scheme Shareholders and Alphawave Shareholders are also strongly encouraged to appoint “the Chair of the meeting” as their proxy.

It is important that, for the Court Meeting in particular, as many votes as possible are cast so that the Court may be satisfied that there is a fair and reasonable representation of Scheme Shareholder opinion. Whether or not they intend to attend and/or vote at the Meetings, Scheme Shareholders and Alphawave Shareholders are therefore strongly urged to complete, sign and return their Forms of Proxy (by post, online or electronically through CREST or Proxymity) as soon as possible and, in any event, so as to be received by Alphawave’s Registrar, Equiniti Limited, by not later than 10:00 a.m. on 1 August 2025 in the case of the Court Meeting and 10:15 a.m. on 1 August 2025 in the case of the General Meeting (or, in the case of any adjournment, not later than 48 hours (excluding any part of such 48-hour period falling on a non-working day) before the time appointed for the adjourned meeting). The completion and return of a Form of Proxy (by post, online or electronically through CREST or Proxymity) will not prevent Scheme Shareholders or Alphawave Shareholders (as applicable) from attending, speaking and voting in person at the relevant Meeting, or any adjournment thereof, if they are entitled to and wish to do so.

### **Recommendation**

#### ***Cash Offer***

The Alphawave Directors, who have been so advised by Goldman Sachs and BMO as to the financial terms of the Cash Offer, consider the terms of the Cash Offer to be fair and reasonable. In

providing their advice to the Alphawave Directors, Goldman Sachs and BMO have taken into account the commercial assessments of the Alphawave Directors. BMO is providing independent financial advice to the Alphawave Directors for the purposes of Rule 3 and Rule 15 of the Code.

Accordingly, the Alphawave Directors unanimously recommend that Scheme Shareholders and Alphawave Shareholders (as applicable) vote (or procure voting) in favour of the Scheme at the Court Meeting and the Special Resolution proposed at the General Meeting (or, in the event that the Acquisition is implemented by way of an Offer, to accept or procure acceptance of such Offer), as those Alphawave Directors who hold or are beneficially entitled to Alphawave Shares have each irrevocably undertaken to do (or procure to be done) in respect of all of their (and their connected persons') beneficial holdings of and other direct and indirect interests in Alphawave Shares being, in aggregate, a total of 186,369,523 Alphawave Shares (representing approximately 24.1 per cent. of the issued ordinary share capital as at the Latest Practicable Date).

### ***The Alternative Offers***

As an alternative to the Cash Offer, eligible Scheme Shareholders may elect, in respect of all (but not part) of their holding of Scheme Shares, to receive one of the Alternative Offers. For the reasons set out in the Scheme Document, the Alphawave Directors are not making any recommendation to Scheme Shareholders as to whether or not they should elect for either Alternative Offer.

The Alphawave Directors, who have been so advised by Goldman Sachs and BMO as to the financial terms of Alternative Offer 1, consider the terms of Alternative Offer 1 to be fair and reasonable. In providing their advice to the Alphawave Directors, Goldman Sachs and BMO have taken into account the commercial assessments of the Alphawave Directors. BMO is providing independent financial advice to the Alphawave Directors for the purposes of Rule 3 and Rule 15 of the Code.

The Alphawave Directors have reviewed the terms of Alternative Offer 2 but, for the reasons described in the Scheme Document, the Alphawave Directors are unable to form a view as to whether or not the terms of Alternative Offer 2 are fair and reasonable. Goldman Sachs and BMO are unable to opine as to whether the financial terms of Alternative Offer 2 are fair and reasonable, given the significant and variable impact of the advantages and disadvantages of Alternative Offer 2, as set out in the Scheme Document, for individual Scheme Shareholders.

In addition to the advantages and disadvantages set out in the Scheme Document, the Alphawave Directors note that whilst Alternative Offer 2 enables all Scheme Shareholders to participate in the Qualcomm Exchangeable Share Structure, the Qualcomm Exchangeable Share Structure has been developed for the purposes of the Exchangeable Securities Offer. Please see section 11 of Part I (*Letter from the Chair of Alphawave*) of the Scheme Document for further information in relation to the Exchangeable Securities Offer. In providing their advice to the Alphawave Directors, Goldman Sachs and BMO have taken into account the commercial assessments of the Alphawave Directors. BMO is providing independent financial advice to the Alphawave Directors for the purposes of Rule 3 and Rule 15 of the Code.

The Alphawave Directors, noting that the advantages and disadvantages of Alternative Offer 1 and Alternative Offer 2 will vary significantly based on the individual circumstances of each individual Scheme Shareholder, make no recommendation to Scheme Shareholders in relation to either Alternative Offer 1 or Alternative Offer 2. Scheme Shareholders are strongly encouraged to take into account such advantages and disadvantages (as set out in the Scheme Document), as well as their particular circumstances, when deciding whether to elect for Alternative Offer 1 or Alternative Offer 2.

Eligible Scheme Shareholders are strongly encouraged to take into account the terms of the Alternative Offers, the key advantages and disadvantages of Alternative Offer 1 and Alternative Offer 2, the terms of the New Qualcomm Shares and New Qualcomm Exchangeable Securities as summarised in the Scheme Document, and also the risk factors and other investment considerations relating to the Alternative Offers set out in section 2 of Part II (*Explanatory Statement*). Eligible Scheme Shareholders should consider their own tax and financial situation and whether Alternative Offer 1 or Alternative Offer 2 is suitable for them in light of their own personal circumstances and investment objectives. Eligible Scheme Shareholders are, therefore, strongly recommended to seek their own independent financial, tax and legal advice and to read the Scheme Document in full before deciding whether to elect to receive either Alternative Offer 1 or Alternative Offer 2.

### **Expected timetable of principal events**

The Scheme Document contains an expected timetable of principal events relating to the Scheme, and other matters which is also set out in the Appendix to this Announcement. The Scheme remains conditional on the approval by the requisite majority of eligible Scheme Shareholders at the Court Meeting, the requisite majority of Alphawave Shareholders at the General Meeting and the satisfaction or waiver of the other Conditions set out in the Scheme Document, including the sanction of the Court, as well as further terms, as described more fully in the Scheme Document.

Subject to approval at the relevant meetings, Court approval and the satisfaction or waiver of the other Conditions set out in the Scheme Document, the Scheme is expected to become effective during the first calendar quarter of 2026.

Subject to the satisfaction (or waiver, where applicable) of the Conditions, the Scheme is expected to become Effective during the first calendar quarter of 2026. An update to the expected timetable is expected to be announced following receipt of the relevant regulatory approvals upon which the Acquisition is conditional. Alphawave will make further announcements through a Regulatory Information Service, with such announcements also being made available on Alphawave's website at <https://awavesemi.com/investors/offer-documentation>.

### **Information for Alphawave Shareholders**

If the Scheme is sanctioned by the Court as outlined above, the last day of dealings in, and registration of transfers of Alphawave Shares on the London Stock Exchange is expected to be the Business Day prior to the Effective Date and no transfers shall be registered after 6.00 p.m. on that date, following which Alphawave Shares will be suspended from the Official List and from the London Stock Exchange's main market for listed securities on the Effective Date.

Prior to the Scheme becoming Effective, application shall be made to the FCA and London Stock Exchange for the cancellation of trading of the Alphawave Shares on the London Stock Exchange's main market for listed securities and for the cancellation of the listing of the Alphawave Shares on the Official List, in each case, to take effect on or shortly after the Business Day following the Effective Date.

From the Scheme Effective Time: (i) Alphawave will procure that entitlements to Scheme Shares with CREST will be cancelled; and (ii) share certificates in respect of Scheme Shares held in certificated form will cease to be valid documents of title and should be destroyed or, at the request of Alphawave, delivered up to Alphawave, or any person appointed by Alphawave to receive the same. Entitlements to Scheme Shares shall cease to be valid and entitlements to Scheme Shares held within the CREST system shall be cancelled.

It is also intended that, following the Scheme becoming Effective, Alphawave will be re-registered as a private limited company under the relevant provisions of the Companies Act 2006.

**Shareholder helpline**

Alphawave Shareholders who have any queries about this Announcement, the Scheme Document, the Court Meeting or the General Meeting, how to complete the Forms of Proxy or Form of Election or how to submit their proxies online or electronically should contact the Shareholder Helpline operated by Equiniti, Alphawave's Registrar, between 8:30 a.m. and 5:30 p.m. Monday to Friday (excluding English and Welsh public holidays) on +44 (0) 371 384 2946. Calls from outside the UK will be charged at the applicable international rate. Different charges may apply to calls from mobile telephones. Please note that calls may be monitored or recorded and Equiniti cannot provide advice on the merits of the Acquisition or the Scheme or give any legal, business, financial or tax advice.

**Alphawave Share Plans**

Participants in the Alphawave Share Plans will be contacted separately to inform them of the effect of the Scheme on their rights under the Alphawave Share Plans, including details of any appropriate proposals being made and dates and times relevant to them.

**Alphawave Exchangeable Share Structure**

Alphawave Exchangeable Shareholders will be contacted separately by Qualcomm and Bidco to inform them of the Exchangeable Securities Offer being made to them, the terms and conditions of such offer and the dates and times relevant to them, through the Exchangeable Securities Offer Communication and the related Form of Acceptance.

**Alphawave Warrants**

The Alphawave Warrantholder will be contacted separately regarding the effect of the Acquisition on its rights under the Alphawave Warrant Instrument and an appropriate proposal will be made to the Alphawave Warrantholder consistent with its rights under the Alphawave Warrant Instrument.

**Alphawave Convertible Bonds**

The Alphawave Convertible Bondholders will be contacted separately regarding the effect of the Acquisition on their rights under the Alphawave Convertible Bonds and an appropriate proposal will be made to the Alphawave Convertible Bondholders consistent with their rights under the Alphawave Convertible Bonds.

**Alphawave Current Trading**

In the Alphawave Trading Statement Q1 2025, Alphawave stated that whilst it is executing on its strategy and remains excited about the growth potential of the business, due to economic and tariff regime uncertainty it was not in a position to provide guidance for full year 2025 or beyond. Alphawave remains exposed to these headwinds, which include customer uncertainty since early April 2025 arising from the announcement of a possible offer for the Company that has resulted in certain customers deferring some purchase decisions. Alphawave's recent financial performance has been in line with management expectations in light of these headwinds.

On 30 June 2025, Alphawave entered into an amended Credit Agreement which suspends the testing of the minimum interest coverage ratio and secured net leverage ratio covenants until 31 March 2026, whilst maintaining the existing US\$50 million minimum liquidity requirement through the same period. This amendment was entered into as a precautionary measure in recognition of the headwinds described above, to support Alphawave's ongoing ordinary course operations through to the expected completion of the Acquisition in the first calendar quarter of 2026.

**Enquiries:****Alphawave**

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Goldman Sachs International is acting as lead financial adviser to Alphawave, Barclays Bank PLC is acting as financial adviser and corporate broker to Alphawave and BMO Capital Markets Limited is acting as Rule 3 and Rule 15 adviser to Alphawave.

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Paul, Weiss, Rifkind, Wharton & Garrison LLP is acting as legal adviser to Qualcomm and Bidco. Linklaters LLP is acting as legal adviser to Alphawave.

## APPENDIX

### EXPECTED TIMETABLE OF PRINCIPAL EVENTS

The following indicative timetable is based on Alphawave's and Qualcomm's current expected dates for the implementation of the Scheme and is subject to change. If any of the dates and/or times in this expected timetable change, the revised dates and/or times will be notified to Alphawave Shareholders by announcement through the Regulatory Information Service of the London Stock Exchange, with such announcement being made available on Alphawave's website at <https://awavesemi.com/investors/offer-documentation/>.

Event	Time and/or date <sup>(1)</sup>
Publication of the Scheme Document	7 July 2025
Latest time for lodging Forms of Proxy for the:	
Court Meeting (blue Form of Proxy)	10:00 a.m. on 1 August 2025 <sup>(2)</sup>
General Meeting (yellow Form of Proxy)	10:15 a.m. on 1 August 2025 <sup>(3)</sup>
Voting Record Time	6:30 p.m. on 1 August 2025 <sup>(4)</sup>
<b>Court Meeting</b>	<b>10:00 a.m. on 5 August 2025 <sup>(5)</sup></b>
<b>General Meeting</b>	<b>10:15 a.m. on 5 August 2025 <sup>(6)</sup></b>
<i>The following dates and times associated with the Scheme are subject to change and will depend on, amongst other things, the date on which the Conditions to the Scheme are satisfied or, if capable of waiver, waived, and the date on which the Court sanctions the Scheme. Alphawave will give adequate notice of all of these dates and times, when known, by issuing an announcement through a Regulatory Information Service, with such announcement being made available on Alphawave's website at <a href="https://awavesemi.com/investors/offer-documentation/">https://awavesemi.com/investors/offer-documentation/</a>. Further updates and changes to these times will be notified in the same way. See also note (1).</i>	
<b>Election Return Time in respect of an Alternative Offer or a Currency Election, being the latest time to lodge the green Form of Election (for certificated holders) or settlement of TTE Instructions (for CREST holders)<sup>(7)</sup></b>	1:00 p.m. on D-1 Business Day
Sanction Hearing	a date expected to be during the first calendar quarter of 2026 and as soon as reasonably practicable after Bidco confirms the satisfaction (or, if applicable, waiver) of the Conditions (other than Conditions 1 and 2(c)) ("D")
Last day for dealings in, and for the registration of transfers of, Alphawave Shares	D+1 Business Day
Scheme Record Time	6:00 p.m. on D+1 Business Day
Disablement of CREST in respect of Alphawave Shares	6:00 p.m. on D+1 Business Day

Suspension of dealings in Alphawave Shares	by 7:30 a.m. on D+2 Business Days
<b>Effective Date of the Scheme</b>	<b>D+2 Business Days <sup>(8)</sup></b>
Cancellation of listing of Alphawave Shares	by 8:00 a.m. on D+3 Business Days
Issue of New Qualcomm Shares and New Qualcomm Exchangeable Securities	within 14 days of the Effective Date
Admission of, and commencement of dealings in, New Qualcomm Shares on NASDAQ	within 14 days of the Effective Date
New Qualcomm CDIs issued and credited to the relevant CREST account(s) (in respect of uncertificated Scheme Shareholders that have validly elected for Alternative Offer 1)	within 14 days of the Effective Date
Latest date for despatch of statements of entitlement relating to New Qualcomm Shares held through DRS (in respect of certificated Scheme Shareholders that have validly elected for Alternative Offer 1)	within 14 days of the Effective Date
Latest date for despatch of share certificates in respect of New Qualcomm Exchangeable Securities (in respect of Scheme Shareholders that have validly elected for Alternative Offer 2)	within 14 days of the Effective Date
Latest date for despatch of cheques, crediting of CREST accounts and processing electronic transfers for cash consideration pursuant to the Cash Offer	within 14 days of the Effective Date
Long-Stop Date	11:59 p.m. on 9 June 2026 <sup>(9)</sup>
<p>The dates and times given are indicative only and are based on current expectations and are subject to change (including, amongst other things, the date on which the regulatory (and other) Conditions to the Scheme are satisfied or, if capable of waiver, waived and the date on which the Court sanctions the Scheme, as well as the date on which the Court Order sanctioning the Scheme is delivered to the Registrar of Companies).</p> <p>(1) References to times are to London, United Kingdom time unless otherwise stated. If any of the times and/or dates above change, the revised times and/or dates will be notified to Alphawave Shareholders by announcement through a Regulatory Information Service.</p> <p>Participants in the Alphawave Share Plans, the Alphawave Exchangeable Shareholders, the Alphawave Warrantholder and the Alphawave Convertible Bondholders will be contacted separately to inform them of the effect of the Scheme on their rights under the Alphawave Share Plans and relevant instruments, respectively, including details of any appropriate proposals being made and dates and times relevant to them.</p> <p>(2) It is requested that the blue Form of Proxy for the Court Meeting be lodged by 10:00 a.m. on 1 August 2025 (not later than 48 hours prior to the time appointed for the Court Meeting or, if the Court Meeting is adjourned, any adjourned Court Meeting (excluding, in each case, any part of such 48-hour period falling on a non-working day)). If the blue Form of Proxy is not lodged by this time, it may be: (i)</p>	



scanned and emailed to Equiniti at the following email address: proxyvotes@equiniti.com; or (ii) handed to the Chair, or Equiniti on behalf of the Chair, in each case prior to the commencement of the Court Meeting.

(3) In order to be valid, the yellow Forms of Proxy for the General Meeting must be received by 10:15 a.m. on 1 August 2025 or, if the General Meeting is adjourned, 48 hours prior to the time appointed for the adjourned General Meeting (excluding any part of such 48-hour period falling on a non-working day). If the yellow Form of Proxy is not lodged by the relevant time, it will be invalid.

(4) If either the Court Meeting or the General Meeting is adjourned, the Voting Record Time for the relevant adjourned meeting will be 6:30 p.m. on the day which is two Business Days prior to the date of the adjourned meeting.

(5) To commence at 10:00 a.m. The Court Meeting and the General Meeting will each be held at the offices of Linklaters LLP, One Silk Street, London EC2Y 8HQ.

(6) To commence at 10:15 a.m. or as soon thereafter as the Court Meeting concludes or is adjourned.

(7) The Election Return Time in respect of an Alternative Offer or a Currency Election will be 1:00 p.m. (London time) on the Business Day prior to the date of the Sanction Hearing (which remains to be set but is currently expected to be a date during the first calendar quarter of 2026). Once the date of the Sanction Hearing is set and the expected Effective Date is known, Alphawave will announce the Election Return Time via a Regulatory Information Service not later than 10 Business Days before the Election Return Time (with such announcement being made available on Alphawave's website at <https://awavesemi.com/investors/offer-documentation/>).

(8) The Scheme will become Effective as soon as a copy of the Court Order has been delivered to the Registrar of Companies. This is expected to occur following suspension of trading in Alphawave Shares and the Scheme Record Time. The events which are stated as occurring on subsequent dates are conditional on the Scheme Effective Date and operate by reference to this date.

(9) This is the latest date by which the Scheme may become Effective. However, the Long-Stop Date may be extended to such later date as: (i) may be agreed by Qualcomm, Bidco and Alphawave (with the Panel's consent, if required); (ii) in a competitive situation, as Bidco may specify with the Panel's consent; or (iii) as the Panel may direct under the Note on Section 3 of Appendix 7 to the Code (or, where the Acquisition is implemented by way of an Offer, under Rule 12.1(a)(ii)), and in each case as the Court may approve (if such approval(s) are required). It is expected that the Scheme will become Effective during the first calendar quarter of 2026.

## **Notes relating to Financial Advisers**

*Goldman Sachs International (“**Goldman Sachs**”), which is authorised by the PRA and regulated by the FCA and the PRA in the United Kingdom, is acting exclusively for Alphawave as lead financial adviser and no one else in connection with the Acquisition and other matters set out in this Announcement and will not be responsible to anyone other than Alphawave for providing the protections afforded to clients of Goldman Sachs, nor for providing advice in connection with the Acquisition, the content of this Announcement or any matter referred to herein. Neither Goldman Sachs nor any of Goldman Sachs’ subsidiaries, affiliates or branches owes or accepts any duty, liability or responsibility whatsoever (whether direct, indirect, consequential, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Goldman Sachs in connection with this Announcement, any statement contained herein or otherwise. Goldman Sachs may have unrelated historic, current and future roles with Qualcomm, from which they could receive payment(s), earn profit(s) and/or may derive fee(s).*

*Barclays Bank PLC, acting through its Investment Bank (“**Barclays**”), which is authorised by the PRA and regulated in the United Kingdom by the FCA and the PRA, is acting exclusively as financial adviser and corporate broker to Alphawave and no one else in connection with the matters set out in this Announcement and will not be responsible to anyone other than Alphawave for providing the protections afforded to clients of Barclays nor for providing advice in relation to the matters set out in or referred to in this Announcement. In accordance with the Code, normal United Kingdom market practice and Rule 14e-5(b) of the U.S. Exchange Act, Barclays and its affiliates will continue to act as exempt principal trader in Alphawave securities on the London Stock Exchange. These purchases and activities by exempt principal traders which are required to be made public in the United Kingdom pursuant to the Code will be reported to a Regulatory Information Service and will be available on the London Stock Exchange website at [www.londonstockexchange.com](http://www.londonstockexchange.com). This information will also be publicly disclosed in the United States to the extent that such information is made public in the United Kingdom.*

*BMO Capital Markets Limited (“**BMO**”), which is authorised and regulated in the United Kingdom by the FCA, is acting exclusively as Rule 3 and Rule 15 adviser for Alphawave and for no one else in connection with the matters set out or referred to in this Announcement and will not be responsible to anyone other than Alphawave for providing the protections offered to clients of BMO nor for providing advice in relation to the matters set out or referred to in this Announcement. Neither BMO nor any of its affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of BMO in connection with this Announcement, its contents and/or any matter or statement set out or referred to herein or otherwise.*

*Evercore Partners International LLP (“**Evercore**”), which is authorised and regulated by the FCA in the UK, is acting exclusively as financial adviser to Qualcomm and Bidco and no one else in connection with the Acquisition and other matters described in this Announcement and will not be responsible to anyone other than Qualcomm and Bidco for providing the protections afforded to clients of Evercore nor for providing advice in connection with the Acquisition, the content of this Announcement or any matter referred to herein. Neither Evercore nor any of its subsidiaries, branches or affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Evercore in connection with this Announcement, any statement contained herein, any offer or otherwise. Apart from the responsibilities and liabilities, if any, which may be imposed on Evercore by the Financial Services and Markets Act 2000, or the regulatory regime established thereunder, or under the regulatory regime of any jurisdiction where exclusion of liability under the relevant*

*regulatory regime would be illegal, void or unenforceable, neither Evercore nor any of its affiliates accepts any responsibility or liability whatsoever for the contents of this Announcement, and no representation, express or implied, is made by it, or purported to be made on its behalf, in relation to the contents of this Announcement, including its accuracy, completeness or verification of any other statement made or purported to be made by it, or on its behalf, in connection with Qualcomm and Bidco or the matters described in this Announcement. To the fullest extent permitted by applicable law, Evercore and its affiliates accordingly disclaim all and any responsibility or liability whether arising in tort, contract or otherwise (save as referred to above) which they might otherwise have in respect of this Announcement, or any statement contained herein.*

### **Important Notices**

*This Announcement is for information purposes only. It does not constitute, and is not intended to constitute, or form part of, any offer, invitation or solicitation of an offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of any securities, or the solicitation of any vote or approval in any jurisdiction, pursuant to the Acquisition or otherwise, nor will there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law. The Acquisition will be made solely by means of the Scheme Document (or, if the Acquisition is implemented by way of an Offer, the Offer Document), which will contain the full terms and conditions of the Acquisition, including details of how to vote in respect of the Acquisition. Any vote or decision in respect of, or other response to, the Acquisition should be made only on the basis of the information in the Scheme Document (or, if the Acquisition is implemented by way of an Offer, the Offer Document).*

*This Announcement has been prepared for the purpose of complying with the laws of England and Wales, the UK Listing Rules and the Code and the information disclosed may not be the same as that which would have been disclosed if this Announcement had been prepared in accordance with the laws of jurisdictions outside England and Wales.*

### **Overseas Shareholders**

*The release, publication or distribution of this Announcement and/or any accompanying documents (in whole or in part) in or into or from certain jurisdictions other than the United Kingdom, United States or Canada may be restricted by law. Persons who are not resident in the United Kingdom or who are subject to other jurisdictions should inform themselves of, and observe, any applicable requirements.*

*Unless otherwise determined by Bidco, Qualcomm and/or Qualcomm CanCo or required by the Code, and permitted by applicable law and regulation, the Acquisition will not be made available, directly or indirectly, in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction and no person may vote in favour of the Acquisition by any such use, means, instrumentality or from within a Restricted Jurisdiction or any other jurisdiction if to do so would constitute a violation of the laws of that jurisdiction. Accordingly, copies of this Announcement and all documents relating to the Acquisition are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction, and persons receiving this Announcement and all documents relating to the Acquisition (including custodians, nominees and trustees) must not mail or otherwise distribute or send them in, into or from such jurisdictions where to do so would violate the laws in that jurisdiction.*

*The availability of the Cash Offer and the Alternative Offers to Alphawave Shareholders and the availability of the Exchangeable Securities Offer to Alphawave Exchangeable Shareholders who are not resident in the United Kingdom, United States or Canada may be affected by the laws of the*

*relevant jurisdictions in which they are resident. In particular, the ability of persons who are not resident in the United Kingdom, United States or Canada to vote their Alphawave Shares at the Court Meeting or the General Meeting, or to appoint another person as proxy to vote at the Court Meeting or General Meeting on their behalf, may be affected by the laws of the relevant jurisdictions in which they are resident. Persons who are not resident in the United Kingdom, United States or Canada should inform themselves of, and observe, any applicable legal and regulatory requirements.*

*The New Qualcomm Shares and the New Qualcomm Exchangeable Securities are not being offered, sold, resold, taken up, transferred or delivered, directly or indirectly, in, into or from any Restricted Jurisdiction or to, or for the account or benefit of, any Overseas Shareholders who are resident in, or are nationals or citizens of, any Restricted Jurisdiction (or who are nominees, custodians, trustees or guardians for, citizens, residents or nationals of such Restricted Jurisdictions), except pursuant to an applicable exemption from, or in a transaction not subject to, applicable securities laws of those jurisdictions and/or where all regulatory approvals (where applicable) have been validly obtained. Any individual acceptances of Alternative Offer 1, Alternative Offer 2 or the Exchangeable Securities Alternative Offer (as applicable) will only be valid if all regulatory approvals by an Alphawave Shareholder or Alphawave Exchangeable Shareholder (as applicable) to acquire the New Qualcomm Shares or the New Qualcomm Exchangeable Securities (as applicable) have been obtained.*

*Alphawave Shareholders and Alphawave Exchangeable Shareholders should be aware that the transaction contemplated herein may have tax consequences and that, save as described in Part VI (Taxation) of the Scheme Document, such consequences, if any, are not described herein. Alphawave Shareholders and Alphawave Exchangeable Shareholders should, in addition to the information contained in this Announcement, read the Exchangeable Securities Offer Communication (and the related Form of Acceptance) and are urged to consult with appropriate legal, business, financial or tax advisers in connection with the consequences of the Acquisition (including any election for Alternative Offer 1, Alternative Offer 2 or the Exchangeable Securities Alternative Offer, as applicable) on them.*

*The Acquisition will be subject to the laws of England and Wales, the jurisdiction of the Court and the applicable requirements of the Code, the Panel, the UK Listing Rules, the London Stock Exchange and the FCA.*

#### **Additional information for U.S. investors in Alphawave**

*The Acquisition relates to the shares of a company incorporated in England and Wales and is proposed to be implemented by means of a scheme of arrangement under the laws of England and Wales. A transaction implemented by means of a scheme of arrangement is not subject to the tender offer rules or the proxy solicitation rules under the U.S. Exchange Act and other requirements of U.S. law.*

*Accordingly, the Acquisition is subject to the disclosure and procedural requirements applicable in the United Kingdom to schemes of arrangement which differ from the disclosure requirements of the United States' tender offer and proxy solicitation rules.*

*Financial information relating to Alphawave included in the Scheme Document has been or shall have been prepared in accordance with accounting standards applicable in the United Kingdom and may not be comparable to financial information of U.S. companies or companies whose financial statements are prepared in accordance with U.S. GAAP. U.S. GAAP differs in certain significant respects from accounting standards applicable in the United Kingdom.*

*The Acquisition may, in the circumstances provided for in the Scheme Document, instead be carried out by way of an Offer under the laws of England and Wales. If Bidco exercises its right to elect (subject to the consent of the Panel, where necessary, and the terms of the Co-operation Agreement) to implement the Acquisition by way of an Offer, such Offer will be made in compliance with all applicable United States laws and regulations, including any applicable exemptions under the U.S. Exchange Act and the U.S. Securities Act.*

*The receipt of consideration by a U.S. Holder for the transfer of its Alphawave Shares pursuant to the Scheme or its Alphawave Exchangeable Shares pursuant to the Exchangeable Securities Offer (as applicable) may have tax consequences in the United States. Each Alphawave Shareholder and Alphawave Exchangeable Shareholder is urged to consult their independent professional adviser immediately regarding the tax consequences of the Acquisition applicable to them, including under applicable U.S. state, federal and local, as well as overseas and other tax laws.*

*Alphawave is organised under the laws of England and Wales. Some or all of the officers and directors of Alphawave are residents of countries other than the United States. In addition, most of the assets of Alphawave are located outside the United States. As a result, it may be difficult for U.S. shareholders of Alphawave or Alphawave ExchangeCo to effect service of process within the United States upon Alphawave or their respective officers or directors or to enforce against them a judgment of a U.S. court predicated upon the federal or state securities laws of the United States. Further, it may be difficult to compel a non-U.S. company and its affiliates to subject themselves to a U.S. court's judgment.*

*The New Qualcomm Shares and the New Qualcomm Exchangeable Securities (including any Qualcomm Shares issuable in exchange for New Qualcomm Exchangeable Securities) have not been, and will not be, registered under the U.S. Securities Act, or applicable state securities laws and will not be issued pursuant to a prospectus in any jurisdiction in Canada. The New Qualcomm Shares and the New Qualcomm Exchangeable Securities (including any Qualcomm Shares issuable in exchange for New Qualcomm Exchangeable Securities) will not be issued to Alphawave Shareholders or Alphawave Exchangeable Shareholders (as applicable) unless Qualcomm determines that they may be issued: (i) pursuant to an exemption from, or in a transaction that is not subject to, the registration requirements of the U.S. Securities Act as provided by Section 3(a)(10) of the U.S. Securities Act or another available exemption; and (ii) on a private placement basis and without causing Qualcomm or any of its affiliates to become a "reporting issuer" for purposes of applicable Canadian provincial or territorial securities laws.*

*The New Qualcomm Shares and the New Qualcomm Exchangeable Securities (including any Qualcomm Shares issuable in exchange for New Qualcomm Exchangeable Securities) are expected to be issued in reliance on the exemption from the registration requirements of the U.S. Securities Act set forth in Section 3(a)(10) thereof on the basis of the approval of the Court, and similar exemptions from registration under applicable state securities laws. Section 3(a)(10) of the U.S. Securities Act exempts the issuance of any securities issued in exchange for one or more bona fide outstanding securities from the general requirement of registration under the U.S. Securities Act, where the terms and conditions of the issuance and exchange of such securities have been approved by a court of competent jurisdiction that is expressly authorised by law to grant such approval, after a hearing upon the substantive and procedural fairness of the terms and conditions of such issuance and exchange at which all persons to whom it is proposed to issue the securities have the right to appear and receive timely and adequate notice thereof. The Court is authorised to conduct a hearing at which the substantive and procedural fairness of the terms and conditions of the Scheme will be considered. For the purposes of qualifying for the exemption provided by Section 3(a)(10) of the U.S. Securities Act, Alphawave will advise the Court before the hearing that the*

Court's approval of the Scheme will constitute the basis for an exemption from the registration requirements of the U.S. Securities Act, pursuant to Section 3(a)(10).

If, in the future, Bidco exercises its right to implement the Acquisition by way of an Offer or otherwise in a manner that is not exempt from the registration requirements of the U.S. Securities Act, it or Qualcomm will file a registration statement with the SEC that will contain a prospectus with respect to the issuance of New Qualcomm Shares and the New Qualcomm Exchangeable Securities under the U.S. Securities Act. In this event, Alphawave Shareholders and Alphawave Exchangeable Shareholders are urged to read the Scheme Document and any other relevant documents (as well as any amendments or supplements to those documents) because they would contain important information, and such documents would be available free of charge at the SEC's website at [www.sec.gov](http://www.sec.gov) or by directing a response to Bidco's and Qualcomm's contact for enquiries identified above. In addition, if Bidco exercises its right to implement the Acquisition by way of an Offer, which is to be made into the United States, such Offer will be made in compliance with the applicable laws of the United States and regulations, including Section 14(e) and Regulation 14E of the U.S. Exchange Act.

The New Qualcomm Shares and any Qualcomm Shares issuable in exchange for the New Series A Qualcomm Exchangeable Securities issued to persons other than "affiliates" (defined as certain control persons, within the meaning of Rule 144 under the U.S. Securities Act) of Qualcomm will be freely transferable under the laws of the United States after the Acquisition. Persons (whether or not U.S. Persons) who are or will be "affiliates" of Qualcomm within 90 days prior to the Effective Date, or of the Enlarged Group at any time after the Effective Date, will be subject to certain transfer restrictions relating to the New Qualcomm Shares and any Qualcomm Shares issuable in exchange for the New Series A Qualcomm Exchangeable Securities under applicable U.S. laws and regulations.

In the event that the Acquisition is implemented by way of an Offer, in accordance with normal UK practice and pursuant to Rule 14e-5(b) of the U.S. Exchange Act, Qualcomm or Bidco and certain of its or their affiliated companies or nominees, or its or their brokers (acting as agents), may from time to time make certain purchases of, or arrangements to purchase, Alphawave Shares outside the United States, other than pursuant to the Acquisition, until the date on which the Acquisition becomes Effective, lapses or is otherwise withdrawn. If such purchases or arrangements to purchases were to be made, they would occur either in the open market at prevailing prices or in private transactions at negotiated prices and would comply with applicable law, including United Kingdom laws and the U.S. Exchange Act. Any information about such purchases will be disclosed as required in the United Kingdom, will be reported to a Regulatory Information Service and will be available on the London Stock Exchange website, [www.londonstockexchange.com](http://www.londonstockexchange.com). To the extent that such information is required to be publicly disclosed in the United Kingdom in accordance with applicable regulatory requirements, this information will, as applicable, also be publicly disclosed in the United States.

**THE SCHEME, THE NEW QUALCOMM SHARES AND THE NEW QUALCOMM EXCHANGEABLE SECURITIES TO BE ISSUED IN CONNECTION THEREWITH HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SEC OR ANY OTHER SECURITIES REGULATORY AUTHORITY OF ANY STATE OF THE UNITED STATES, NOR HAS THE SEC OR ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OF THE UNITED STATES PASSED UPON THE FAIRNESS OR THE MERITS OF THIS TRANSACTION OR UPON THE ACCURACY OR ADEQUACY OF THE INFORMATION CONTAINED IN THIS ANNOUNCEMENT OR THE SCHEME DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE.**

### **Cautionary note regarding forward-looking statements**

*This Announcement (including information incorporated by reference in this Announcement), oral statements made regarding the Acquisition, and other information published by Alphawave, Qualcomm or Bidco, any other member of the Wider Alphawave Group or any other member of the Wider Qualcomm Group, contain statements which are, or may be deemed to be, “forward-looking statements” within the meaning of Section 27A of the U.S. Securities Act and Section 21E of the U.S. Exchange Act. Such forward-looking statements are prospective in nature and are not based on historical facts, but rather on current expectations and on numerous assumptions regarding the business strategies and the environment in which Qualcomm, Bidco and Alphawave shall operate in the future and are subject to risks and uncertainties that could cause actual results to differ materially from those expressed or implied by those statements.*

*The forward-looking statements contained in this Announcement relate to Qualcomm’s and Bidco’s and Alphawave’s respective future prospects, developments and business strategies, the expected timing and scope of the Acquisition and other statements other than historical facts. In some cases, these forward-looking statements can be identified by the use of forward-looking terminology, including the terms “believes”, “estimates”, “will look to”, “would look to”, “plans”, “prepares”, “anticipates”, “expects”, “is expected to”, “is subject to”, “budget”, “scheduled”, “forecasts”, “synergy”, “strategy”, “goal”, “cost-saving”, “projects”, “intends”, “may”, “will”, “shall” or “should” or their negatives or other variations or comparable terminology. Forward-looking statements may include statements relating to the following: (i) future capital expenditures, expenses, revenues, earnings, synergies, economic performance, indebtedness, financial condition, dividend policy, losses and future prospects; (ii) business and management strategies and the expansion and growth of Qualcomm’s and Bidco’s, Alphawave’s, any member of the Qualcomm Group’s or any member of the Alphawave Group’s operations and potential synergies resulting from the Acquisition; and (iii) the effects of global economic conditions and governmental regulation on Qualcomm’s and Bidco’s, Alphawave’s, any other member of the Qualcomm Group’s or any other member of the Alphawave Group’s business.*

*Although Qualcomm, Bidco and Alphawave believe that the expectations reflected in such forward-looking statements are reasonable, none of Qualcomm, Bidco or Alphawave (nor any of their respective associates, directors, officers or advisers) can give any assurance that such expectations will prove to be correct. By their nature, forward-looking statements involve risk and uncertainties because they relate to events and depend on circumstances that will occur in the future. There are a number of factors that could cause actual results and developments to differ materially from those expressed or implied by such forward-looking statements.*

*These factors include, but are not limited to: (i) uncertainties as to the timing to complete the Acquisition; (ii) the ability to complete the Acquisition; (iii) the effect of the Document and the Acquisition on Alphawave’s business relationships and employees; (iv) the ability to satisfy or waive the Conditions on the proposed terms and schedule, including the risk that regulatory approvals are not obtained or are obtained subject to conditions that are not anticipated by the parties; (v) the effects of disruption to Alphawave’s business; (vi) the ability to achieve the potential benefits of the Acquisition within the expected timeline or at all; (vii) unknown liabilities; (viii) a deterioration in Qualcomm’s or Bidco’s future results of operations, financial condition, cash flows or business prospects; (ix) changes in the global, political, economic, business and competitive environments and in market and regulatory forces; (x) changes in future exchange and interest rates; (xi) changes in tax rates; (xii) changes in laws or in supervisory expectations or requirements; and (xiii) other risks set forth in Qualcomm’s Quarterly Report on Form 10-Q for the quarterly period ended 30 March 2025 and subsequent Quarterly Reports on Form 10-Q, Annual Reports on Form 10-K and Current*

*Reports on Form 8-K (available free of charge at the SEC's website at [www.sec.gov](http://www.sec.gov)) and in Alphawave's interim results for the six months ended 30 June 2024 and subsequent annual report for the fiscal year ended 31 December 2024 and interim results. Other unknown or unpredictable factors could cause actual results to differ materially from those expected, estimated or projected in the forward-looking statements. If any one or more of these risks or uncertainties materialises or if any one or more of the assumptions proves incorrect, actual results may differ materially from those expected, estimated or projected. Such forward-looking statements should therefore be construed in light of such factors.*

*None of Alphawave, Qualcomm or Bidco, nor any of their respective associates or directors, officers or advisers, provides any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in this Announcement will actually occur. Given these risks and uncertainties, potential investors should not place any reliance on forward-looking statements.*

*Specifically, statements of estimated cost savings and synergies relate to future actions and circumstances which, by their nature, involve risks, uncertainties and contingencies. As a result, the cost savings and synergies referred to may not be achieved, may be achieved later or sooner than estimated, or those achieved could be materially different from those estimated. Due to the scale of the Alphawave Group, there may be additional changes to the Alphawave Group's operations. As a result, and given the fact that the changes relate to the future, the resulting cost synergies may be materially greater or less than those estimated.*

*The forward-looking statements speak only at the date of this Announcement. All subsequent oral or written forward-looking statements attributable to Qualcomm, Bidco, Alphawave, any other member of the Qualcomm Group or the Alphawave Group, or any of their respective associates, directors, officers, employees or advisers, are expressly qualified in their entirety by the cautionary statement above.*

*Alphawave, Qualcomm and Bidco (and their respective associates, directors, officers or advisers) expressly disclaim any intention or obligation to update or revise any forward-looking statements, other than as required by law or by the rules of any competent regulatory authority, whether as a result of new information, future events or otherwise.*

#### **Disclosure requirements of the Code**

*Under Rule 8.3(a) of the Code, any person who is interested in 1 per cent. or more of any class of relevant securities of a target company or of any securities exchange bidder (being any bidder other than a bidder in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange bidder is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of: (i) the target company; and (ii) any securities exchange bidder(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3:30 p.m. on the 10th Business Day following the commencement of the offer period and, if appropriate, by no later than 3:30 p.m. on the 10th Business Day following the announcement in which any securities exchange bidder is first identified. Relevant persons who deal in the relevant securities of the target company or of a securities exchange bidder prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.*

*Under Rule 8.3(b) of the Code, any person who is, or becomes, interested in 1 per cent. or more of any class of relevant securities of the target company or of any securities exchange bidder must*



*make a Dealing Disclosure if the person deals in any relevant securities of the target company or of any securities exchange bidder. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of: (i) the target company; and (ii) any securities exchange bidder(s), save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3:30 p.m. on the Business Day following the date of the relevant dealing.*

*If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of a target company or a securities exchange bidder, they shall be deemed to be a single person for the purpose of Rule 8.3.*

*Opening Position Disclosures must also be made by the target company and by any bidder and Dealing Disclosures must also be made by the target company, by any bidder and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).*

*Details of the target and bidder companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Panel's website at <http://www.thetakeoverpanel.org.uk/>, including details of the number of relevant securities in issue, when the offer period commenced and when any bidder was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.*

#### **No profit forecasts, estimates or quantified financial benefits statement**

*No statement in this Announcement, the Scheme Document, or incorporated by reference in the Scheme Document, is intended as a profit forecast, profit estimate or quantified financial benefits statement for any period and no statement in this Announcement or the Scheme Document should be interpreted to mean that earnings or earnings per share for Qualcomm, Bidco or Alphawave, as appropriate, for the current or future financial years would necessarily match or exceed the historical published earnings or earnings per share for Qualcomm, Bidco or Alphawave, as appropriate.*

#### **Publication on Website**

*A copy of this Announcement will be made available on Alphawave's website and Qualcomm's and Bidco's website at <https://awavesemi.com/investors/offer-documentation> and <https://investor.qualcomm.com/update-details/update-details-offer/> respectively by no later than 12 noon (London time) on 8 July 2025. For the avoidance of doubt, the contents of these websites are not incorporated into and do not form part of this Announcement.*

#### **Availability of hard copies**

*In accordance with Rule 30.3 of the Code, Alphawave Shareholders, holders of convertible instruments, persons with information rights and participants in the Alphawave Share Plans may request a hard copy of this Announcement, free of charge, by contacting Equiniti at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA, United Kingdom or by telephone on +44 (0) 371 384 2946 between 8:30 a.m. and 5:30 p.m. Monday to Friday (excluding English and Welsh public holidays). Calls from outside the UK will be charged at the applicable international rate. You may also request that all future documents, announcements and information to be sent to you in relation to the Acquisition should be in hard copy form. For persons who receive a copy of this Announcement in electronic form or via a website notification, a hard copy of this Announcement will not be sent unless so requested. In accordance with Rule 30.3 of the Code, such persons may also request that all future documents, announcements and information to be sent to them in relation to the Acquisition should be in hard copy form.*

**Electronic communications**

*Please be aware that addresses, electronic addresses and certain other information provided by Alphawave Shareholders, holders of convertible instruments, persons with information rights, participants in the Alphawave Share Plans and other relevant persons for the receipt of communications from Alphawave may be provided to Bidco during the Offer Period as required under Section 4 of Appendix 4 to the Code to comply with Rule 2.11(c) of the Code.*

**Rounding**

*Certain figures included in the Scheme Document have been subjected to rounding adjustments. Accordingly, figures shown for the same category presented in different tables may vary slightly and figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them.*

**General**

*Investors should be aware that Qualcomm or Bidco may purchase Alphawave Shares otherwise than under any Offer or the Scheme, including pursuant to privately negotiated purchases.*

*If you are in any doubt about the contents of this Announcement, the Scheme Document or the action to be taken, you are recommended to consult immediately your stockbroker, bank manager, solicitor, accountant, or other independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended) if you are resident in the United Kingdom or, if you are in a territory outside the United Kingdom, another appropriately authorised financial adviser.*