



7 December 2015

## SHARE PURCHASE PLAN

Dear Shareholder

On behalf of the board of Superloop Limited ACN 169 263 094 (ASX: SLC) (**Company**), it gives me great pleasure to offer you the opportunity to apply for up to \$15,000 of shares in the Company (**Shares**) under this share purchase plan (**SPP**).

As announced on 4 December 2015, the Company is seeking to raise additional shareholder capital to fund its investment program aimed at achieving its vision of becoming a leading provider of connectivity services in the high growth data and telecommunications markets across the Asia Pacific Region. The Company expansion plans are as follows:

<b>PROJECT</b>	<b>DESCRIPTION</b>
<b>Hong Kong – Strategic Network Expansion</b>	<p>Superloop has entered into a legally binding agreement with a leading Corporation to establish a fibre optic telecommunications network in Hong Kong, a major international and regional financial centre, consistent with its strategic intent of establishing a portfolio of fibre assets across the Asia Pacific Region. Hong Kong is one of China's richest and most developed regions and serves as a gateway between China and the World. The leading corporation has not been named due to confidentiality obligations.</p> <p>The fibre optic telecommunications network will have a 14-month construction timeline and will comprise an initial network of approximately 110 kilometres across Hong Kong's key data centre campuses and enterprise buildings, when completed. Superloop will hold a 25 year indefeasible right of use over the infrastructure, with two (2) further five (5) year options to extend the length of the agreement.</p> <p>In addition, during the time of construction Superloop will also have access to limited fibre capacity between 6 key data centres in Hong Kong, enabling the company to provide prospective cornerstone customers with access to services while the main network is under construction.</p>
<b>Hong Kong – Working Capital</b>	<p>The Company is seeking additional working capital to undertake further network expansion across enterprise buildings in Hong Kong, establish a Hong Kong sales team, and appoint network provisioning engineers.</p>
<b>Singapore – Project Red Lion Expansion</b>	<p>The Company has plans to expand Project Red Lion with additional phases, aimed at increasing the Company's coverage to over 100 of Singapore's most strategic commercial buildings.</p>



The above investment program will be funded by the recently completed placement of 22,045,000 shares to sophisticated and professional investors at an issue price of \$1.90 per Share, raising approximately \$41.9 million (**Placement**). The SPP gives eligible shareholders the ability to acquire Shares at the same price at which they were issued under the Placement, which is a 10.4% discount to the closing price on 2 December 2015 (the last trading day before the Company announced the Placement).

The proceeds raised from the placement and from this SPP will be used principally to fund the programs as set out above. Any proceeds received above the network establishment cost will be used for working capital and further expansion of Project Red Lion. Full details of the use of funds are set out in the Company's investor presentation released to the market on 4 December 2015. This letter and the accompanying material sets out the terms and conditions of the SPP. Additional information about the Company, including all ASX announcements, is available at <http://www.superloop.com/>.

**The SPP closes** at 5.00pm (AEDT) on **22 December 2015**, however the Company reserves the right to close the SPP early.

If you intend to participate, your application and funds must be received by then.

On behalf of the board, I look forward to your continued support.

Sincerely

A handwritten signature in black ink, appearing to be "Bevan Slattery", written in a cursive style.

Bevan Slattery  
**Executive Chairman**  
**Superloop Limited**

*If you have any questions in relation to the SPP, please call the Company's share register on 1800 237 687 (within Australia) or +61 1800 237 687 (outside Australia) between 9:00am to 5:00pm AEDT Monday to Friday.*

## TERMS AND CONDITIONS

### OFFER DETAILS

Issue Price	\$1.90 per Share
Application Amounts	Any amount divisible by the Issue Price, up to \$15,000 (7,894 Shares)
Record Date	7:00pm AEDT 3 December 2015
Closing Date	5:00pm AEDT 22 December 2015
Allotment Date	30 December 2015
Holding Statement Despatch Date	31 December 2015
Quotation Date	30 December 2015

### HOW DO I ACCEPT?

To participate, you should either:

- return your Application Slip, together with a cheque; or
- pay the Application Amount via BPAY, so that payment is received by 5:00pm **AEDT 22 December 2015**;
- complete the online application available at [www.superloop.com/](http://www.superloop.com/) from Wednesday 9 December 2015.

BPAY instructions are set out on the Application Form. If you use BPAY, you do not need to return your Application Slip. Please make sure you use the specific Biller Code and unique Reference Number on your personalised Application Form. Your financial institution may implement earlier cut-off times with regard to electronic payment. You should take this into consideration when making payment.

If paying by cheque, use the reply paid envelope or deliver it to the address set out on the Application Slip. Applications received after the Closing Date will not be accepted.

Funds received for applications by cheque or BPAY will be regarded as applications for the maximum number of Shares that those funds will pay for in full.

### Applications cannot be withdrawn.

The Company's market price may vary at any time during the offer period and the Company's Shares may trade at a price that is lower than the Issue Price. Accordingly, you accept the risk that the market price of the Company's Shares may fall below the Issue Price between the date of this offer and the Allotment Date, in which case you may have been able to buy the Shares at a lower price than the Issue Price.

By making an application, you represent to the Company the matters set out under the heading 'Your Representations' in these terms and conditions and in the Application Form.

### HOW MANY SHARES?

Eligible Shareholders will receive the number of Shares equal to the Application Amount (subject to any scale-back) divided by the Issue Price. Fractions will be rounded down, and the difference (being any amount less than the Issue Price) may be retained by the Company. For example:

Application Amount	Shares issued (subject to scale-back)
\$2,000	1,052 Shares
\$5,000	2,631 Shares
\$7,500	3,947 Shares
\$10,000	5,263 Shares
\$12,500	6,578 Shares
\$15,000	7,894 Shares

### ELIGIBILITY TO PARTICIPATE

Participation in the SPP is optional and open to the Company's shareholders who, at 7:00pm AEDT on 3 December 2015 (**Record Date**), were shareholders with a registered address in Australia or New Zealand (**Eligible Shareholders**).

### Multiple holdings

If you are the only registered holder of the Company's Shares, but you receive more than one offer under the SPP (for example, due to multiple registered holdings), you may only apply in aggregate for a maximum of \$15,000 worth of Shares.

### Joint holders

If you are a joint holder of the Company's Shares, that joint holding is considered to be a single registered holding for the purpose of the SPP, and you are entitled to participate in the SPP in respect of that single holding only. If you are a joint holder and you receive more than one offer under the SPP, you may only apply in aggregate for a maximum of \$15,000 worth of Shares.

### Trustee or nominee

If you are expressly noted on the Company's share register as a trustee or nominee for a named beneficiary, you may only apply for one maximum parcel of Shares for each named beneficiary. If the Company's share registry does not record a named beneficiary in respect of your trustee or nominee holding, the rules for multiple single holdings apply.

### **Custodians**

If you are a custodian within the definition of “custodian” in ASIC Class Order [CO 09/425] (as varied) and hold the Company’s Shares on behalf of one or more persons (each a **Participating Beneficiary**), or on behalf of another custodian of the Company’s Shares, you may apply for up to a maximum of \$15,000 worth of Shares for each Participating Beneficiary, subject to providing the Company a ‘custodian certificate’ in addition to the Application Slip, which certifies matters required by ASIC Class Order 09/425. Please contact the Share Registry to obtain the form of the custodian certificate.

### **Directors**

Directors of the Company who are Eligible Shareholders may participate in the SPP.

### **OTHER INFORMATION**

The Offer is non renounceable, which means that you cannot transfer your right to purchase Shares under the SPP to anyone else. Shares issued under the SPP will rank equally in all respects with existing fully paid Shares.

### **SCALE-BACK**

The Company may scale-back applications under the SPP to the extent and in the manner that it sees fit. Factors that the Company may take into account in determining any scale-back include, compliance with regulatory requirements, the amount applied for by each shareholder under the SPP, the number of Shares held at the Record Date and at the close of the SPP offer period.

In any scale-back, the difference between the value of the Shares allotted and the Application Amount paid to the Company (only where the amount is greater than the Issue Price) will be refunded to you as soon as practicable following the Allotment Date. Any scale-back will be announced on the Allotment Date. No interest will be paid on any Application Amount received or refunded.

### **ASX QUOTATION**

Following the issue and allotment of Shares under the SPP, the Company will apply to ASX for quotation of the Shares on the Official List and send an allotment notice to the Eligible Shareholder’s registered address.

### **NO COSTS**

Eligible Shareholders may subscribe without incurring brokerage costs, commission or other transaction costs.

### **THE COMPANY’S RIGHTS**

The Company retains the absolute discretion to increase the total amount raised under the SPP offer.

The Company may reject any application for Shares under the SPP, which it believes does not comply with these terms and conditions, including where it appears that you are not an Eligible Shareholder, if a cheque is returned unpaid, the Application Form has not been properly completed, or where there are grounds for believing that the applicant is not acting in good faith. The Company may modify, suspend or cancel the SPP at any time. If the Company does this it will notify the ASX. If the SPP is cancelled all application money will be refunded to shareholders without interest.

The Company may settle, in any manner it deems fit, any anomalies or disputes in connection with the SPP and such decision shall be conclusive and binding on all applicants. The Company reserves the right to waive strict compliance with these terms and conditions.

### **YOUR REPRESENTATIONS**

By completing and returning the Application Form or by making a BPAY payment:

- you certify to the Company that you are an Eligible Shareholder;
- you authorise the Company (and its officers and agents) to correct any error in, or omission from, your Application Slip and to complete an incomplete Application Slip;
- you accept the risks associated with any refund that may be sent to your address or to your nominated bank account as shown on the Company’s share register;
- you acknowledge that the Company may at any time determine that your Application Slip is valid, even if the Application Slip is invalid;
- you irrevocably and unconditionally agree to these terms and conditions; and
- you acknowledge that the Company is not liable for any exercise of its discretions referred to in these terms and conditions.

### **OTHER IMPORTANT INFORMATION**

This document is not an offer of securities in any place outside Australia or New Zealand and does not take into account your individual investment objectives, financial situation or particular needs. You may want to obtain independent financial and taxation advice before making an investment decision.

**SRN/HIN:**

**Entitlement Number:**

**Record Date:** 3 December 2015

**Offer Opens:** 7 December 2015

**Issue Price:** A\$1.90

<b>Offer Closes</b> 5:00pm (AEDT):	<b>22 December 2015</b>
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## SHARE PURCHASE PLAN ("SPP") APPLICATION FORM

### How do I apply for Shares under this offer?

- Carefully read the SPP Terms and Conditions accompanying this form.
- Decide on the amount you wish to apply for.
- Pay for the Shares in accordance with the instructions outlined in the Terms and Conditions Booklet and further important instructions on the reverse of this form.
  - Option 1: Paying by BPAY®.
  - Option 2: Paying by Cheque, Bank Draft or Money Order.
- Payments must be in Australian dollars.

### PAYMENT OPTIONS

#### Option 1: Paying by BPAY®

If paying by BPAY®, you do **NOT** need to complete or return the Acceptance Slip attached to this Application Form below. Payment must be received by the Registry by BPAY® by 5:00pm (AEDT) on 22 December 2015. By paying by BPAY®, you will be deemed to have completed an Application Form for the value of Shares the subject of your Application Payment.

If you make a payment by BPAY® and Superloop Limited receives an amount which is not divisible by A\$1.90, Superloop Limited will round down the number of Shares applied for to the next whole Share.



Billers Code: 898833  
Ref:

#### Telephone & Internet Banking – BPAY®

Contact your bank or financial institution to make this payment from your cheque, savings, debit or transaction account.  
More info: www.bpay.com.au

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#### Option 2: Paying by Cheque, Bank Draft or Money Order

If paying by cheque, bank draft or money order, complete and return the Acceptance Slip attached to this Application Form with your Application Payment.

- Complete the number of Shares you wish to apply for.
- Enter your cheque, bank draft or money order details. The amount of your Application Payment should be equal to the amount applied for in section B of the Acceptance Slip. Cheques, bank drafts or money orders must be drawn on an Australian branch of a financial institution in Australian currency, made payable to "Superloop Limited" and crossed "Not Negotiable". Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. If you provide a cheque, bank draft or money order for an amount that is not equal to your application amount Superloop Limited will round down the value of Shares that you are applying for equal to your payment.
- Enter your contact telephone number at which we may contact you regarding your application, if necessary.

**THIS IS A PERSONALISED FORM FOR THE SOLE USE OF THE SHAREHOLDER AND HOLDING RECORDED ABOVE.**

Please detach and enclose with payment



**A** Number of SLC shares subject of the application

**B** Payment amount  
(Multiply the number in section A by A\$1.90)

A\$

**C** Make your cheque, bank draft or money order payable to "Superloop Limited" and crossed "Not Negotiable"

Drawer	Cheque Number	BSB Number	Account Number	Amount of Cheque
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	A\$ <input type="text"/> .00

**D** Telephone Number – Business Hours      Telephone Number – After Hours      Contact Name




SRN/HIN:  
Entitlement Number:



## IMPORTANT INFORMATION

1. This is an important document which requires your immediate attention. If you are in any doubt as to how to deal with this Application Form, please consult a professional adviser.
2. If you do not wish to purchase additional Shares under this SPP, there is no need to take action.
3. Please ensure you have read and understood the SPP Terms and Conditions and this Important Information, before you make the Application Payment by BPAY® or you submit your Acceptance Slip with your Application Payment.
4. This SPP is non-renounceable. Applications can only be accepted in the name printed on the Application Form.
5. If you are a custodian, trustee or nominee within the definition of "custodian" in ASIC Class Order [CO 09/425] you must complete and submit an additional Schedule that contains additional certifications and details that must be provided ("the Schedule") before your Application will be received. The Schedule can be obtained by contacting the Superloop Limited SPP Offer Information Line. Applications received by custodians that are not accompanied by the Schedule will be rejected.
6. For applicants that are not required to complete the Schedule, by submitting the Acceptance Slip (with a cheque, bank draft or money order) or making payment by BPAY®, you certify that the aggregate of the Application Payment paid by you for:
  - the parcel of New Shares indicated on this Application Form or BPAY® payment; and
  - any other Shares applied for by you, or which you have instructed a Custodian to acquire on your behalf under the SPP or any other similar arrangement in the 12 months prior to the date of submission of the Acceptance Slip or payment by BPAY® does not exceed A\$15,000.
7. Superloop Limited reserves the right to make amendments to this Application Form where appropriate.
8. Applicants are not assured of receiving the Shares for which they have applied as Superloop Limited may scaleback applications in its discretion.

SAMPLE

### How to Lodge your Acceptance Slip and Application Payment

A reply paid envelope is enclosed for you to return your Acceptance Slip and Application Payment. No postage stamp is required if it is posted in Australia.

Acceptance Slip and the payment for New Shares must be received by the Registry no later than the closing date shown overleaf. If paying by BPAY® you do not need to complete or return the Application Form. You should check the processing cut off-time for BPAY® transactions with your bank, credit union or building society to ensure your payment will be received by the Registry by the close of the offer.

#### Mailing Address

Superloop Limited  
C/- Link Market Services Limited  
GPO Box 3560  
Sydney NSW 2001

or

#### Hand Delivery

Superloop Limited  
C/- Link Market Services Limited  
1A Homebush Bay Drive  
Rhodes NSW 2138 **(Please do not use this address for mailing purposes)**

Make sure you send your Acceptance Slip and Application Payment allowing enough time for mail delivery, so Link Market Services Limited receives them no later than 5:00pm (AEDT) on 22 December 2015. Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. Superloop Limited reserves the right not to process any Acceptance Slips and Application Payments received after the Closing Date.

**If you require information on how to complete this Acceptance Slip please contact the Superloop Limited SPP Offer Information Line on 1800 237 687 if calling within Australia or +61 1800 237 687 if calling from outside of Australia.**