



**SUPERLOOP LIMITED**

**ACN 169 263 094**

# **Retail Entitlement Offer Information Booklet**

**One for seven accelerated pro rata non-renounceable  
entitlement offer at \$2.10 per New Share**

**Fully Underwritten by  
Morgans Corporate Limited ACN 010 539 607**

**Last date for acceptance and payment: 5.00pm (Brisbane time) on 12 July 2016**

**If you are an Eligible Shareholder, this is an important document that requires your immediate attention. It should be read in its entirety. If, after reading this document you have any questions about the securities being offered for issue under it or any other matter, you should contact your stockbroker, solicitor, accountant or other professional adviser.**

**NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES**

**Underwriter**



**Legal adviser**



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## IMPORTANT NOTICES

This Information Booklet is dated 21 June 2016. Capitalised terms in this section have the meaning given to them in this Information Booklet.

The Entitlement Offer is being made without a prospectus under section 708AA of the Corporations Act (as notionally modified by ASIC Class Order 08/35). This Information Booklet does not contain all of the information which a prospective investor may require to make an informed investment decision. The information in this Information Booklet does not constitute financial product advice and does not take into account your investment objectives, financial situation or particular needs.

This Information Booklet is important and should be read in its entirety before deciding to participate in the Entitlement Offer. This Information Booklet is not a prospectus under the Corporations Act and has not been lodged with ASIC.

Superloop may make additional announcements after the date of this Information Booklet and throughout the period that the Entitlement Offer is open that may be relevant to your consideration about whether you should participate in the Entitlement Offer.

No party other than Superloop has authorised or caused the issue of this Information Booklet, or takes any responsibility for, or makes, any statements, representations or undertakings in this Information Booklet.

By returning an Entitlement and Acceptance Form or otherwise paying for your New Shares or Top-Up Shares through BPAY in accordance with the instructions on the Entitlement and Acceptance Form, you acknowledge that you have read this Information Booklet and you have acted in accordance with and agree to the terms of the Entitlement Offer detailed in this Information Booklet.

### No overseas offering

This Information Booklet and the accompanying Entitlement and Acceptance Form do not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make that offer or invitation. In particular, this Information Booklet does not constitute an offer to Ineligible Shareholders and may not be distributed in the United States and the New Shares may not be offered or sold, directly or indirectly, to persons in the United States.

This Information Booklet is not to be distributed in, and no offer of New Shares or Top-Up Shares is to be made in countries other than Australia and New Zealand. The distribution of this Information Booklet (including an electronic copy) in other jurisdictions may be restricted by law and therefore persons who come into possession of this Information Booklet should seek advice on and observe these restrictions. Any failure to comply with these restrictions may constitute a violation of applicable securities laws.

No action has been taken to register or qualify the Entitlement Offer, the Entitlements or the New Shares, or otherwise permit the public offering of the New Shares, in any jurisdiction outside Australia or New Zealand.

Foreign exchange control restrictions or restrictions on remitting funds from your country to Australia may apply. Your Application for New Shares is subject to all requisite authorities and clearances being obtained for Superloop to lawfully receive your Application Monies.

### New Zealand

The New Shares are not being offered or sold to the public within New Zealand other than to existing Superloop shareholders with registered addresses in New Zealand to whom the offer of New Shares is being made in reliance on the Securities Act (Overseas Companies) Exemption Notice 2013 (New Zealand).

This document has not been registered, filed with or approved by a New Zealand regulatory authority under the Securities Act 1978 (New Zealand). This document is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

### Definitions, currency and time

Defined terms used in this Information Booklet are contained in section 4. All references to currency are to Australian dollars and all references to time are to Brisbane time, unless otherwise indicated.

### Taxation

There will be tax implications associated with participating in the Entitlement Offer and receiving New Shares. Superloop considers that it is not appropriate to give advice regarding the tax consequences of subscribing for New Shares under this Information Booklet or the subsequent disposal of any New Shares. Superloop recommends that you

consult your professional tax adviser in connection with the Entitlement Offer.

### Privacy

Superloop collects information about each Applicant provided on an Entitlement and Acceptance Form for the purposes of processing the Application and, if the Application is successful, to administer the Applicant's shareholding in Superloop.

By submitting an Entitlement and Acceptance Form, you will be providing personal information to Superloop (directly or through the Share Registry). Superloop collects, holds and will use that information to assess your Application. Superloop collects your personal information to process and administer your shareholding in Superloop and to provide related services to you. Superloop may disclose your personal information for purposes related to your shareholding in Superloop, including to the Share Registry, Superloop's related bodies corporate, agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory bodies. You can obtain access to personal information that Superloop holds about you. To make a request for access to your personal information held by (or on behalf of) Superloop, please contact Superloop through the Share Registry.

### Governing law

This Information Booklet, the Entitlement Offer and the contracts formed on acceptance of the Applications are governed by the law applicable in Queensland, Australia. Each Applicant submits to the exclusive jurisdiction of the Queensland courts and courts competent to hear appeals from those courts.

### No representations

No person is authorised to give any information or to make any representation in connection with the Retail Entitlement Offer which is not contained in this Information Booklet. Any information or representation in connection with the Retail Entitlement Offer not contained in the Information Booklet may not be relied upon as having been authorised by Superloop or any of its officers.

### Past performance

Investors should note that Superloop's past performance, including past share price performance, cannot be relied upon as an indicator of (and provides no guidance as to) Superloop's future performance including Superloop's future financial position or share price performance.

### Future performance

This Information Booklet contains certain forward-looking statements with respect to the financial condition, results of operations, projects and business of Superloop and certain plans and objectives of the management of Superloop. These forward-looking statements involve known and unknown risks, uncertainties and other factors which are subject to change without notice, and may involve significant elements of subjective judgement and assumptions as to future events which may or may not be correct.

Forward-looking statements are provided as a general guide only and there can be no assurance that actual outcomes will not differ materially from these statements. Neither Superloop, nor any other person, gives any representation, warranty, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statement will actually occur. In particular, those forward-looking statements are subject to significant uncertainties and contingencies, many of which are outside the control of Superloop. A number of important factors could cause actual results or performance to differ materially from the forward looking statements. Investors should consider the forward looking statements contained in this Information Booklet in light of those disclosures.

### Risks

Refer to the 'Risk factors' section of the Investor Presentation included in section 2 of this Information Booklet for a summary of general and specific risk factors that may affect Superloop.

## Chairman's letter

21 June 2016

Dear Shareholder

I am pleased to write to you, as a valued shareholder of Superloop Limited (**Superloop**), and offer you the opportunity to participate in Superloop's recently announced one for seven fully underwritten accelerated non-renounceable entitlement issue of new ordinary Shares in Superloop (**New Shares**) at an Issue Price of \$2.10 per New Share (**Entitlement Offer**).

On 17 June 2016, Superloop announced its intention to raise approximately \$35.3 million through the Entitlement Offer. The institutional component of the Entitlement Offer (**Institutional Entitlement Offer**) was successfully completed on 20 June 2016. This information booklet (**Information Booklet**) relates to the retail component of the Entitlement Offer (**Retail Entitlement Offer**).

The proceeds of the Entitlement Offer will be applied principally to fund infrastructure investment and network expansion, general working capital, and the costs of the Entitlement Offer. The benefits that are expected to flow from this initiative, for Superloop and its shareholders, are described in Superloop's Investor Presentation lodged with the Australian Securities Exchange (**ASX**) on 21 June 2016 (and included in this Information Booklet in section 2).

Under the Retail Entitlement Offer, Eligible Retail Shareholders have the opportunity to invest at the price of \$2.10 per New Share, which is the same price as the institutional investors who participated in the Institutional Entitlement Offer. The Issue Price of \$2.10 per New Share represents a 12.9% discount to the closing price of Superloop Shares on 16 June 2016 (being the last trading day before announcement of the Entitlement Offer), and an 11.4% discount to the TERP.<sup>1</sup>

The number of New Shares you are entitled to subscribe for under the Retail Entitlement Offer (**Entitlement**) is set out in your personalised Entitlement and Acceptance Form that is enclosed in this Information Booklet. If you take up your Entitlement, you can also apply for additional Shares under a 'top-up' facility (refer to section 3 of this Information Booklet for more information).

The Entitlement Offer is fully underwritten by Morgans Corporate Limited (**Underwriter**).

The Entitlement Offer is non-renounceable and therefore your Entitlements will not be tradeable on ASX or otherwise transferable.

### Other information

This Information Booklet contains important information, including:

- the Investor Presentation referred to above, which was released to ASX on 21 June 2016, and provides information on Superloop, the Entitlement Offer and key risks for you to consider;
- instructions on how to apply, detailing how to participate in the Retail Entitlement Offer if you choose to do so, and a timetable of key dates;

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<sup>1</sup> The Theoretical Ex-Rights Price (**TERP**) is the theoretical price at which Superloop Shares should trade immediately following the ex-date for the Entitlement Offer assuming 100% take up of the Entitlement Offer. TERP is a theoretical calculation only and the actual price at which Superloop's Shares trade immediately following the ex-date for the Entitlement Offer will depend on many factors and may not approximate TERP.

- a personalised Entitlement and Acceptance Form which details your Entitlement, to be completed in accordance with the instructions on that form; and
- instructions on how to take up all or part of your Entitlement via BPAY.

The Retail Entitlement Offer closes at 5.00pm (Brisbane time) on 12 July 2016.

Please read in full the details on how to submit your application, which are set out in this Information Booklet. For further information regarding the Retail Entitlement Offer, please visit our website at [www.superloop.com](http://www.superloop.com).

You should also consult your stockbroker, solicitor, accountant or other professional adviser to evaluate whether or not to participate in the Retail Entitlement Offer.

On behalf of the Board of Superloop, I encourage you to consider this investment opportunity and thank you for your ongoing support.

Yours sincerely

A handwritten signature in black ink, appearing to read "Bevan Slattery".

**Bevan Slattery**  
Executive Chairman  
Superloop Limited

## Summary of the Entitlement Offer

Entitlement Offer	
<b>Ratio</b>	One New Share for every seven existing Superloop ordinary Shares
<b>Issue Price</b>	\$2.10 per New Share
<b>Size</b>	16,793,942 New Shares
<b>Gross proceeds</b>	\$35.3 million

## Key dates

Activity	Date
Trading halt (before market open)	17 June 2016
Announcement of the Entitlement Offer and Appendix 3B and cleansing notice lodged	17 June 2016
Institutional Entitlement Offer opens	17 June 2016
Institutional Entitlement Offer closes	20 June 2016
Announcement of results of Institutional Entitlement Offer and release of the Retail Entitlement Offer documentation to ASX (before commencement of trading following the trading halt)	21 June 2016
Trading halt is lifted, and Existing Shares resume trading on an ex-entitlement basis	21 June 2016
Record Date for Entitlement Offer (7.00pm (Brisbane time))	21 June 2016
Information Booklet and Entitlement and Acceptance Form despatched, and announcement of despatch	24 June 2016
Retail Entitlement Offer opens	24 June 2016
Settlement of the Institutional Entitlement Offer	28 June 2016
Updated Appendix 3B for New Shares issued under the Institutional Entitlement Offer lodged (if required)	28 June 2016 (before noon)
Expected issue and quotation of New Shares issued under the Institutional Entitlement Offer	29 June 2016
Closing date for acceptances under the Retail Entitlement Offer (5.00pm (Brisbane time))	12 July 2016
Announcement of results of the Retail Entitlement Offer and under-subscriptions	15 July 2016
Settlement of the Retail Entitlement Offer	18 July 2016
Expected issue of New Shares under the Retail Entitlement Offer	19 July 2016

Updated Appendix 3B for New Shares issued under the Retail Entitlement Offer lodged (if required), along with other required information (e.g. distribution schedule)	19 July 2016 (before noon)
Expected quotation of New Shares under the Retail Entitlement Offer	20 July 2016
Despatch of holding statements for New Shares issued under the Retail Entitlement Offer	21 July 2016

**Notes:**

All times are in Brisbane time.

This timetable is indicative only and subject to change. The Directors may vary these dates, in consultation with the Underwriter, subject to the Listing Rules. An extension of the Closing Date will delay the anticipated date for issue of the New Shares. The Directors also reserve the right not to proceed with the whole or part of the Entitlement Offer any time before the allotment and issue of the New Shares. In that event, the relevant Application Monies (without interest) will be returned in full to Applicants.

## Enquiries

For further information, or if you have lost your Entitlement and Acceptance Form and would like a replacement form, you should contact the Share Registry on 1300 857 499 (within Australia) or +61 7 1300 857 499 (outside Australia). Alternatively, contact your stockbroker, solicitor, accountant or other professional adviser.

## 1 Description and effect of the Offer

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### 1.1 Overview

The Entitlement Offer is an accelerated non-renounceable offer of one New Share for every seven existing Superloop ordinary shares at \$2.10 per New Share to raise approximately \$35.3 million (before direct offer costs including fees paid to the Underwriter and advisers and to providers of specific services to cover share registry, printing and postage costs).

The proceeds of the Entitlement Offer will fund:

- (a) investment in the Hong Kong TKO Express domestic submarine cable project;
- (b) expansion of the Hong Kong fibre network beyond the initial network;
- (c) expansion of the Singapore network (including but not limited to Project Red Lion);
- (d) general working capital; and
- (e) the costs of the Entitlement Offer.

The Entitlement offer has two components:

- (a) the Institutional Entitlement Offer – an initial offer to Eligible Institutional Shareholders; and
- (b) the Retail Entitlement Offer – an offer to Eligible Retail Shareholders.

### 1.2 Institutional Entitlement Offer

Superloop has already raised approximately \$22.45 million from Eligible Institutional Shareholders under the Institutional Entitlement Offer.

New Shares issued under the Institutional Entitlement Offer were issued at the same price and at the same ratio as those being offered under the Retail Entitlement Offer. Superloop's ASX announcement of 17 June 2016 in relation to completion of the Institutional Entitlement Offer is set out in section 2.

### 1.3 Retail Entitlement Offer

The Retail Entitlement Offer constitutes an offer to Eligible Retail Shareholders only. The Retail Entitlement Offer will raise approximately \$12.85 million.

Eligible Retail Shareholders who are on Superloop's share register on the Record Date are entitled to acquire one New Share for every seven Shares held on the Record Date (**Entitlement**).

Fractional Entitlements will be rounded up to the nearest whole number of New Shares.

The Issue Price of \$2.10 per New Share represents a discount of 12.9% to the closing price of Superloop Shares on 16 June 2016 (being the last trading day before announcement of the Entitlement Offer), and a discount of 11.4% to the TERP.

The Entitlement Offer is non-renounceable. Accordingly, Entitlements do not trade on ASX, nor can they be transferred or otherwise disposed of.



An Entitlement and Acceptance Form setting out your Entitlement accompanies this Information Booklet. Eligible Retail Shareholders may subscribe for all or part of their Entitlement.

Eligible Retail Shareholders who do not take up all of their Entitlements will have their percentage shareholding in Superloop diluted.

Eligible Retail Shareholders should be aware that an investment in Superloop involves risks. The key risks identified by Superloop are summarised in the Investor Presentation set out in section 2 of this Information Booklet.

#### **1.4 Issue of additional Shares under the Top-Up Facility**

Any New Shares not taken up by the Closing Date may be made available to those Eligible Retail Shareholders who took up their full Entitlement and applied for additional New Shares under the Top-Up Facility (**Eligible Top-Up Facility Participants**).

There is no guarantee that those Shareholders will receive the number of New Shares applied for under the Top-Up Facility, or any. The number of New Shares available under the Top-Up Facility will not exceed the shortfall from the Retail Entitlement Offer. The Directors propose that New Shares available under the Top-Up Facility be allocated to Eligible Top-Up Facility Participants on a pro-rata basis, and, if additional New Shares are available, in a manner determined by the Directors at their discretion.

#### **1.5 Underwriting and management**

The Underwriter has underwritten the full amount of the Entitlement Offer on the terms set out in the Underwriting Agreement. Customary with these types of arrangements:

- (a) the Underwriting Agreement includes a number of termination events, including but not limited to:
  - (i) if a statement contained in an Entitlement Offer document is or becomes misleading or deceptive or likely to mislead or deceive;
  - (ii) market related termination events, including in the event that there is, for two consecutive trading days before the relevant issue date, a fall of 10% or more in the S&P/ASX 200 Index;
  - (iii) a material adverse change in the assets, liabilities, financial position or performance, profits, losses or prospects of Superloop and its controlled entities; and
  - (iv) a breach of law or warranty by Superloop which has or is likely to have a material adverse effect on Superloop or the marketability of the Entitlement Offer;
- (b) the Underwriter will receive:
  - (i) an underwriting fee of 2.0% of the gross proceeds of the Entitlement Offer (excluding GST); and
  - (ii) a management fee of 0.5% of the gross proceeds of the Entitlement Offer (excluding GST);
- (c) the Underwriter is entitled to reimbursement of certain expenses; and

- (d) Superloop has agreed to indemnify the Underwriter and others against their losses in connection with the Entitlement Offer, subject to limited exceptions.

## **1.6 Shortfall facility**

A shortfall may arise if applications received for New Shares under the Retail Entitlement Offer (including after the completion of the Top-Up Facility (if any) and the Entitlements of Ineligible Shareholders) are less than the number of New Shares offered and the Underwriter or sub-underwriter does not acquire that shortfall under the Underwriting Agreement.

The Directors reserve the right, subject to the requirements of the Listing Rules and the Corporations Act, to place Shortfall Shares within three months after the Closing Date to either existing or new Shareholders at their discretion. If issued, Shortfall Shares will be issued at a price not less than the Issue Price of New Shares under the Retail Entitlement Offer. Shareholders will not receive any payment or value for the Entitlements not taken up under the Retail Entitlement Offer that are subsequently taken up as Shortfall Shares.

## **1.7 Eligibility of Retail Shareholders**

The Retail Entitlement Offer is being offered to all Eligible Retail Shareholders.

An Eligible Retail Shareholder is a Shareholder on the Record Date who:

- (a) has a registered address on the Superloop share register in Australia or New Zealand or is a Shareholder that Superloop has otherwise determined is eligible to participate;
- (b) is not in the United States and is not a person (including nominee or custodian) acting for the account or benefit of a person in the United States;
- (c) was not invited to participate in the Institutional Entitlement Offer and was not treated as an Ineligible Institutional Shareholder under the Institutional Entitlement Offer; and
- (d) is eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer without any requirement for a prospectus to be lodged or registered.

The Retail Entitlement Offer is not being extended to the Ineligible Retail Shareholders because of the small number of those Shareholders, the number and value of the Shares they hold and the cost of complying with applicable regulations in jurisdictions outside Australia and New Zealand.

## **1.8 Ranking of New Shares**

The New Shares issued under the Retail Entitlement Offer will be fully paid and rank equally with Existing Shares.

## **1.9 Allotment**

Superloop has applied for quotation of the New Shares on ASX. It is expected that allotment of the New Shares under the Retail Entitlement Offer will take place on or about 19 July 2016.

Application Monies will be held by Superloop on trust for Applicants until the New Shares are allotted. No interest will be paid on Application Monies.

It is the responsibility of Applicants to determine the number of New Shares allotted and issued to them before trading the New Shares. The sale by an Applicant of New Shares before receiving their holding statement is at the Applicant's own risk.

### 1.10 Capital structure

Subject to the rounding up of fractional Entitlements, the capital structure of Superloop following the issue of New Shares is expected to be as follows:

<b>Existing Shares on issue as at 17 June 2016 (announcement of the Entitlement Offer)</b>	<b>87,066,346 quoted 30,491,250 unquoted restricted</b>
<b>New Shares issued under the Entitlement Offer</b>	<b>16,793,942</b>
<b>Total number of Shares after the Entitlement Offer</b>	<b>103,860,288 quoted 30,491,250 unquoted restricted</b>

### 1.11 Effect on Superloop's financial position

A pro forma balance sheet for Superloop showing the effects of the Entitlement Offer (assuming the total funds raised under the Entitlement Offer is \$35.3 million) is set out in the Investor Presentation.

### 1.12 Information availability

Eligible Retail Shareholders can obtain a copy of this Information Booklet from the Superloop website at [www.superloop.com](http://www.superloop.com) or by calling the Share Registry on 1300 857 499 (within Australia) or +61 7 1300 857 499 (outside Australia) at any time from 8.30am to 5.00pm (Brisbane time) during the Entitlement Offer period. Persons who access the electronic version of this Information Booklet should ensure that they download and read the entire Information Booklet. The electronic version of this Information Booklet will not include an Entitlement and Acceptance Form. A replacement Entitlement and Acceptance Form can be requested by calling the Share Registry.

## **2 ASX announcements and Investor Presentation**

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superloop

Funding Strategic Expansion in Asia

17 June 2016

## IMPORTANT INFORMATION

### No reliance

To the maximum extent permitted by law, the information contained in this presentation is given without any liability whatsoever being accepted by Superloop Limited (**Superloop**) or any of its related bodies corporate or their respective directors, officers, partners, employees, advisors and agents (**Relevant Parties**). The information contained in this presentation is not intended to constitute legal, tax or accounting advice or opinion. No representation or warranty, expressed or implied, is made as to the accuracy, completeness or thoroughness of the information, whether as to the past or future. Recipients of the document must make their own independent investigations, consideration and evaluation.

### Limited disclosure

This presentation contains summary information about Superloop and its activities which is current at the date of this presentation. The information in this presentation is of a general nature. The presentation does not purport to contain all the information that a prospective investor may require in evaluating a possible investment in Superloop nor does it contain all the information which would be required in a disclosure document prepared in accordance with the requirements of the *Corporations Act 2001* (Cth) and should not be used in isolation as a basis to invest in Superloop. It should be read in conjunction with Superloop's other periodic and continuous disclosure announcements lodged with the Australian Securities Exchange, which are available at [www.asx.com.au](http://www.asx.com.au).

### Seek your own advice

In providing this presentation, Superloop has not considered the objectives, financial position or needs of the recipient. The recipient should consult with its own legal, tax or accounting advisers as to the accuracy and application of the information contained herein, and conduct its own due diligence and other enquiries in relation to such information and any investment in Superloop and the recipient's objectives, financial position or needs.

### No offer to acquire Superloop shares

The information in this presentation is not an offer or recommendation to purchase or subscribe for securities in Superloop or to retain or sell any securities that are currently held. In particular, this document does not constitute any part of any offer to sell, or the solicitation of an offer to buy, any securities in the United States or to, or for the account or benefit of any 'US person' as defined in Regulation S under the U.S. Securities Act of 1933 (**Securities Act**). Superloop shares have not been, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States, and may not be offered or sold in the United States or to any US person without being so registered or pursuant to an exemption from registration.

### Forward-looking statements

To the maximum extent permitted by law, Superloop and the Relevant Parties disclaim any responsibility for any errors or omissions in such information, including the financial calculations, projections and forecasts and indications of, and guidance on, future earnings and performance and financial position set forth herein. This presentation contains certain 'forward-looking statements'. The words "forecast", "estimate", "like", "anticipate", "project", "opinion", "should", "could", "may", "target" and other similar expressions are intended to identify forward-looking statements. Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties and other factors and are subject to significant business, economic and competitive uncertainties and contingencies associated with exploration and/or production, many of which are beyond the control of Superloop, that may cause actual results to differ materially from those predicted or implied by any forward-looking statements. No representation or warranty is made by or on behalf of Superloop or the Relevant Parties that any projection, forecast, calculation, forward-looking statement, assumption or estimate contained in this presentation should or will be achieved or that actual outcomes will not differ materially from any forward-looking statements.

### Currency

All reference to "\$" are to Australian currency (AUD) unless otherwise noted.

Superloop is a **leading independent owner and provider** of connectivity services in the Asia Pacific region



Building a telecommunications infrastructure business to help interconnect the fastest-growing industry in the world and doing it in Asia, the fastest-growing region in the world, is exactly where I wanted to be.

- Executive Chairman, Bevan Slattery, Courier Mail, Sept 2015

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## AGENDA

01  
Market Trends

02  
Network Update

03  
Business  
Performance

04  
Strategic Network  
Expansion

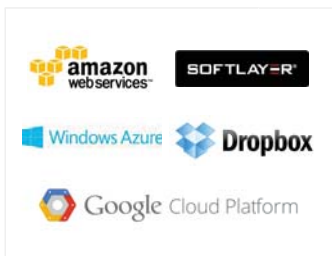
05  
Outlook & Priorities

06  
Capital Raising - Strategic  
Investments

# 01 MARKET TRENDS

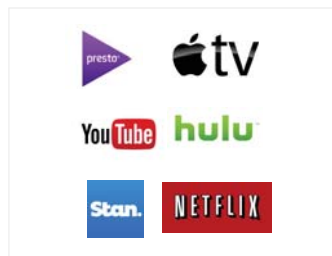
## MEGATREND RECAP / DATA ON THE RISE

### THE RISE OF CLOUD COMPUTING



**~32% CAGR**  
Cloud data centre traffic  
4-fold increase from 2013 to 2018 <sup>1</sup>

### THE RISE OF VIDEO ON DEMAND



**79%**  
Of total global traffic  
by 2018 <sup>1</sup>

### THE RISE OF CONNECTED DEVICES



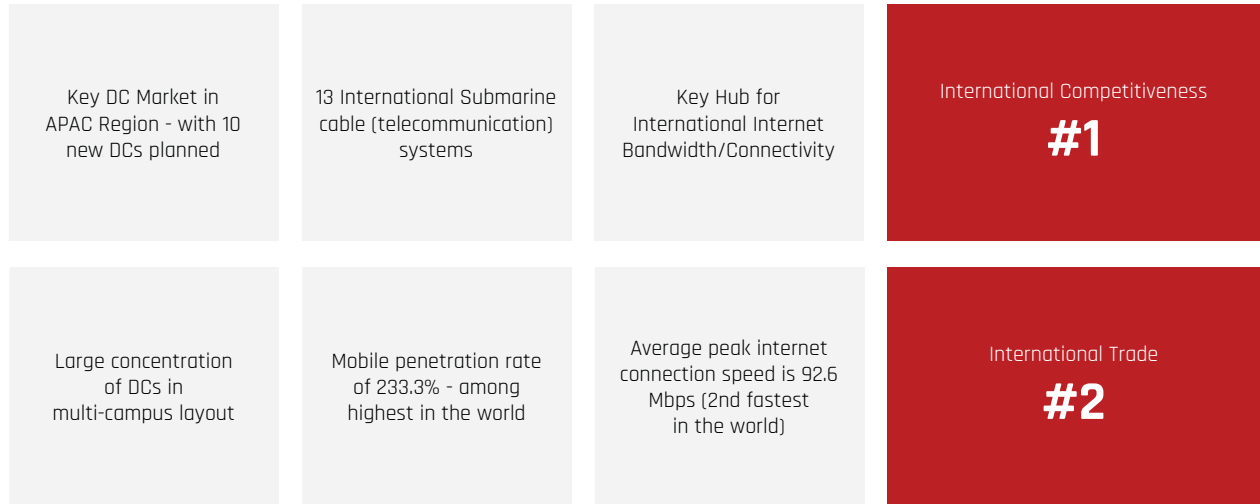
**7.4 billion**  
connected mobile devices  
greater than the world's population <sup>2</sup>

1. Cisco Public, Cisco Global Cloud Index: Forecast and Methodology White Paper, 2013 to 2018  
2. Cisco Public, Cisco Visual Networking Index: Global Mobile Data Traffic Forecast Update 2014-2019

WHY HONG KONG

**GATEWAY TO ASIA AND MAINLAND CHINA**

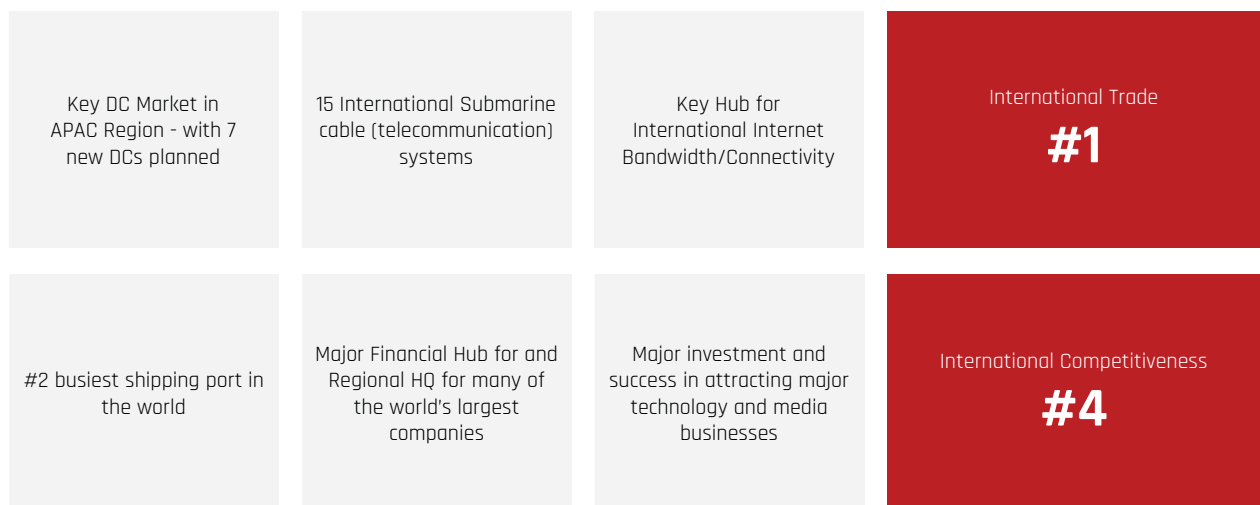
International springboard to Mainland China and also gateway for Mainland China to the rest of the World



WHY SINGAPORE

**SPRINGBOARD TO SOUTH-EAST ASIA**

International springboard to and gateway between Asia and Europe





## 02 NETWORK UPDATE

### SINGAPORE INVESTMENT

Singapore is home to more than 80 of the top 100 software and services companies. Many of them, including the top 15 software companies, have regional or Asia Pacific headquarters in the region.

As a major global data management hub it features 15 international submarine cable systems and >50% of commercial carrier & carrier neutral data centre space in South East Asia

132 km of Superloop fibre is installed and 8 data centres, 2 cable landing stations and 14 strategic commercial enterprise buildings are now connected (of initial target of 25 buildings)





**HONG KONG INVESTMENT**  
(completion in Dec 2016)

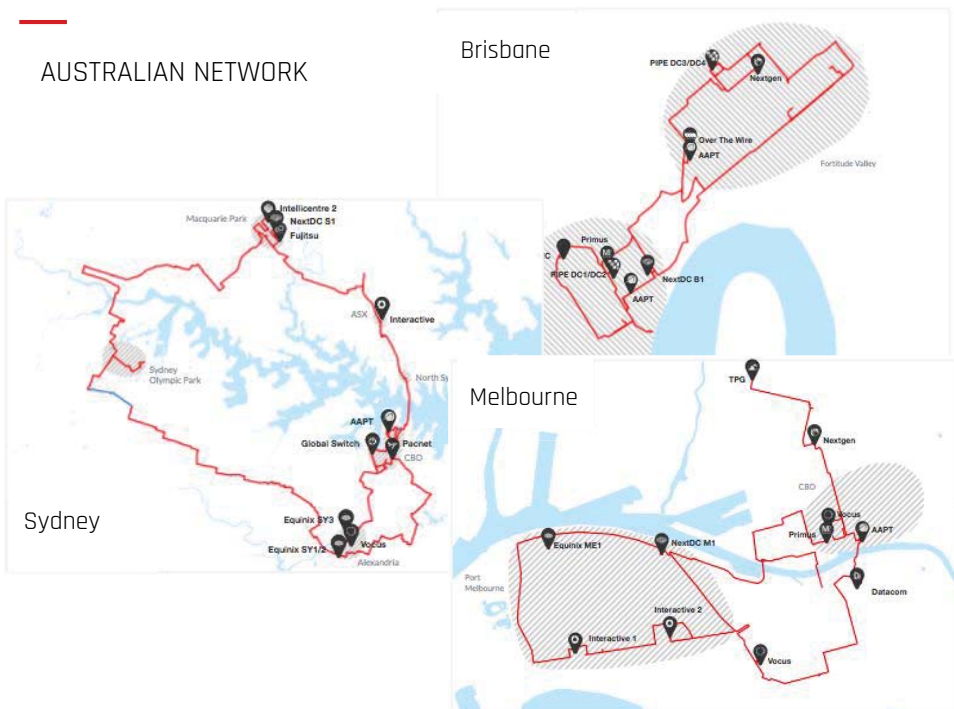
Gateway to Asia & Mainland China & Global Leader in Digital Economy

Agreement to establish fibre optic telecommunications network with credible infrastructure partner - 25 year IRU with 5+5 year options

-110km network with 2 x 1,000 core cables providing network scale and reach

Initial 30 key strategic sites/DCs with provision to add sites for future expansion

**AUSTRALIAN NETWORK**

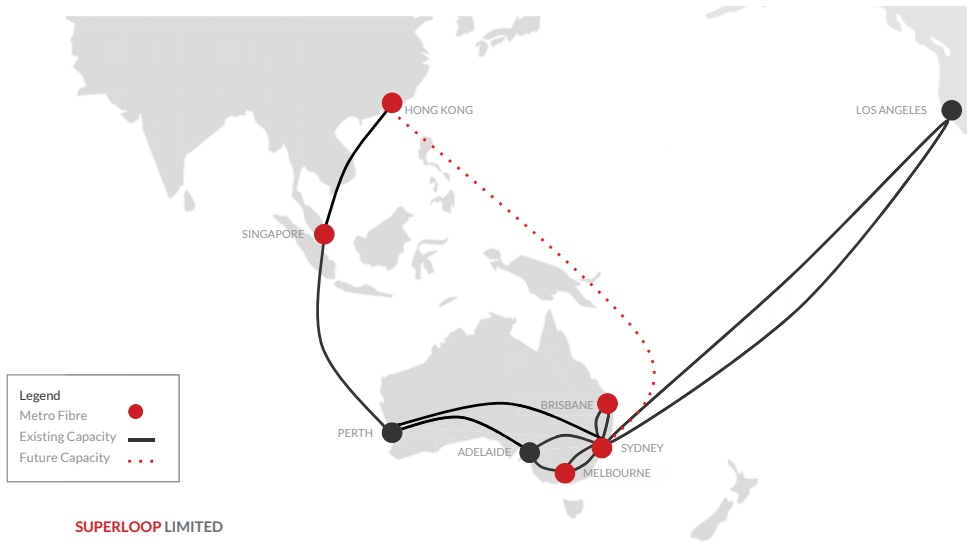


**AUSTRALIAN NETWORK**  
(completed in Sep 2015)

15+10yr IRU on 288 cores of fibre connecting 40 Data Centres across Sydney, Melbourne and Brisbane

Ability to breakout and extend network to new enterprise buildings and data centres

## INTERNATIONAL NETWORK

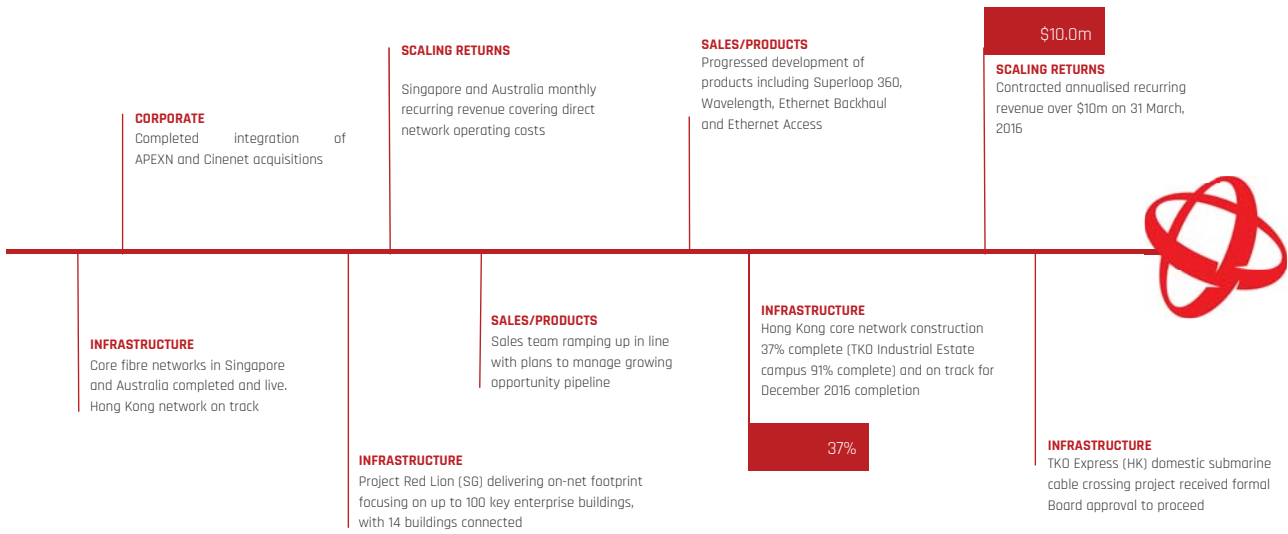


INTERNATIONAL NETWORK  
(AS OF JUNE 2016)

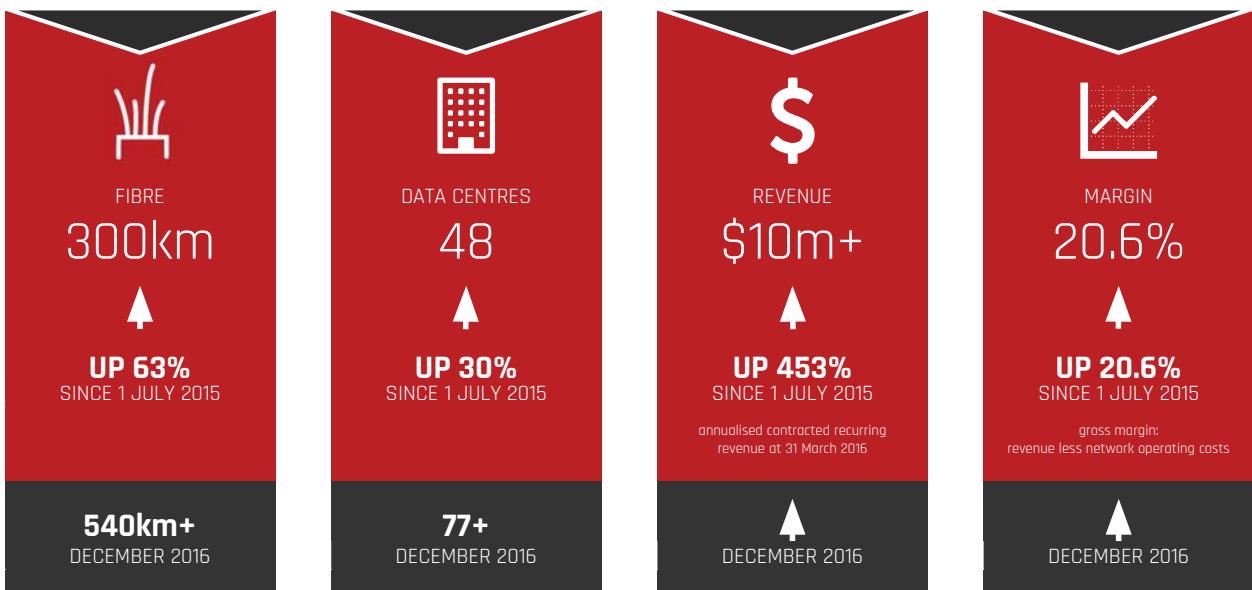
INTERNATIONAL NETWORK ABLE TO DELIVER END TO END CONNECTIVITY SOLUTIONS FOR CARRIER/WHOLESALE AND ENTERPRISE CUSTOMERS IN AUSTRALIA, SINGAPORE, HONG KONG AND THE UNITED STATES

## 03 BUSINESS PERFORMANCE

KEY ACHIEVEMENTS TO JUNE 2016



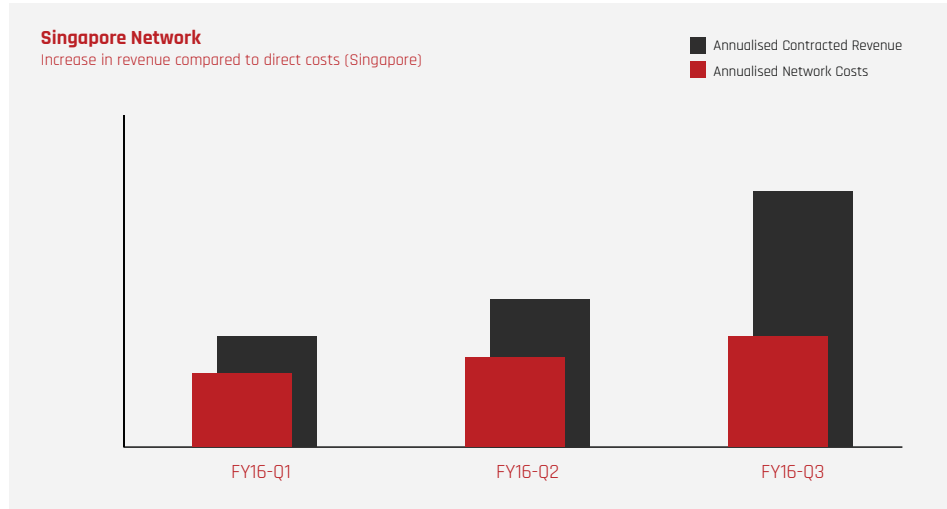
PERFORMANCE YEAR TO DATE (9 months to 31 March 2016)



THE POWER OF INFRASTRUCTURE

How additional revenue is translating to significantly increased margin due to low incremental operating costs associated with selling available capacity

**5.9x**  
increase in "gross profit" for incremental "on net" dark fibre

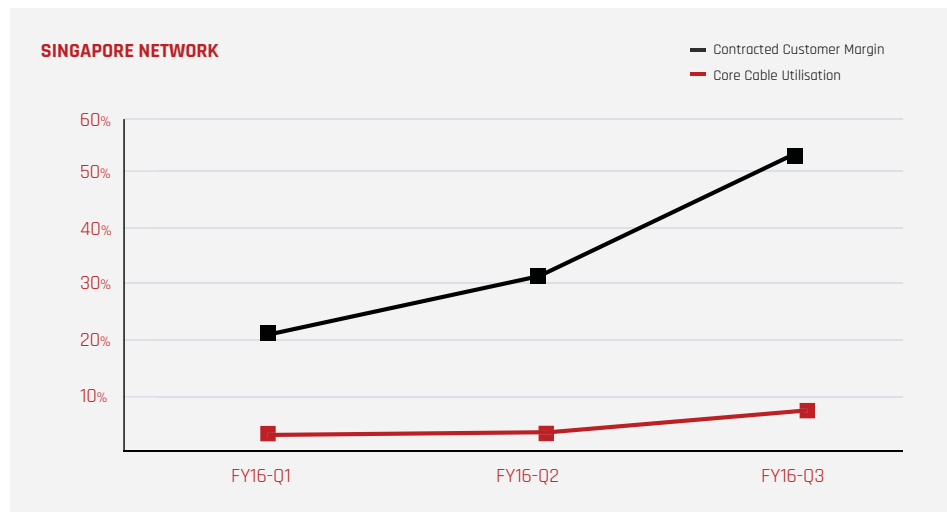


THE POWER OF INFRASTRUCTURE

Singapore Example

**53%**  
**CURRENT GROSS MARGIN**  
Incremental new on-net sales have a high gross margin (>85%)

**~8%**  
**CABLE UTILISATION**  
Core cable utilisation is low, with significant spare capacity to sell more




POWER OF INFRASTRUCTURE - DUCT OWNERSHIP


Singapore duct ownership provides an ability for Superloop to double capacity for an additional \$6m investment

	Initial Core Network (624 core cable)	To Double Capacity (additional 624 CORES) (incremental cost)#
Duct	\$29m	\$0m
Cable & Network Equipment	\$2m	\$2m
Labour	\$4m	\$4m
<b>Total</b>	<b>\$35m</b>	<b>\$6m</b>
Direct Network O&M (annualised)	\$0.5m	negligible
Elapsed Time to install cable	6 months	6 months

**Duct Capacity  
Core Cable**  
Utilisation 8%  
of current  
installed cable



**Additional  
Cable  
Capacity**



# Estimated costs as at date of this presentation based on current exchange rates



There are two key elements of infrastructure:

**Duct Network & Fibre Cable(s)**

Superloop owns its Singapore duct network, and the cable(s) installed in it.

The existing duct asset has capacity for multiple cables.

When capacity on the initial cable approaches saturation, the incremental cost to increase capacity with an additional cable through the whole network is significantly lower than the initial investment including the duct

SALES UPDATE

**\$10m+**

Contracted annualised recurring revenue at 31 March 2016 (up)

Contracted annualised recurring revenue now over \$10m, achieved by March 2016, three months ahead of previous target of June 2016

Demand pipeline strong with over 100 opportunities and an unweighted qualified sales pipeline in excess of \$37m Total Contract Value

Key strategic sales opportunities in Singapore and Hong Kong progressing with key account management

Doubling of sales force underway to help close existing opportunities and further build sales pipeline

Launching indirect sales channels and partner programs to assist partners leverage our infrastructure for their customers

**+23%**

Increase in qualified (unweighted) pipeline since December 2015


Innovative products being deployed to meet customer demand

Increased focus on marketing campaigns with particular focus on driving "on-net" sales

Appointed GM Sales and Marketing, Mr Steve Bond, former IBM executive, to accelerate business development, strategic sales and marketing programs


Sales performance from APEXN and Cinenet strong and continuing to grow above plan

EXPANDED PRODUCT SET  
(GREATER SHARE OF WALLET)



**DARK FIBRE**  
LIVE

Dark Fibre is a dedicated fibre-optic connection between two end-points. The fibre is provided without any transmission equipment. The customer has the freedom to deploy and maintain any hardware of their choice to fit their business needs, even if they change during the contract term.




**ETHERNET BACKHAUL**  
LIVE ,SG

Ethernet Backhaul is a layer 2 point-to-point service connecting data centre sites and cable landing stations. It is a carrier centric service delivered over a high capacity and low latency Ethernet core which is protected over Superloop's diverse fibre paths. Bandwidth capacity can be easily scale between 1Gbit/s to 10Gbit/s.



**WAVELENGTH**  
LIVE ,SG

Wavelength provides a dedicated circuit provisioned between two locations using dense wavelength division multiplexing (DWDM) technology and Superloop's fibre network. Interface support includes both Ethernet and SDH in increments between 10Gbits/s and 100Gbit/s.



**ETHERNET ACCESS**  
Q3 2016

Ethernet is the preferred solution for many carriers and enterprise businesses to deliver their services to end customers and access the cloud. It is a trusted platform for providing reliable wide-area network (WAN) connectivity due to their cost-efficiency and scalability to support a broad range of applications.



SINGAPORE EXCHANGE EXPANSION



Investment  
**\$5.9m**

Pre-committed/initial Annual Revenue  
**\$770k**  
Initial pre-committed contracted revenue (total contract value \$3.5m over 5 years)

Initial Yield  
**13.0%**  
Initial annual gross yield (at very low utilisation)

Utilisation  
**~2.0%**  
Initial utilisation of expanded loop

OPPORTUNITY

The SGX (Singapore Exchange) low latency, diverse loop (17km, diverse paths) is a **customer led expansion of Superloop's core Singapore network**, connecting 4 strategic locations including the Singapore Exchange, ID and NTT data centres.

**Over 70 members of the Singapore Exchange** (key financial services segment) will have access to Superloop's network, enabling connectivity to any other point on the network

Spare Capacity  
**~98%**  
available for sale  
 Network expansion profitable at gross profit level at 1% utilisation

TKO INDUSTRIAL ESTATE & ADJACENT PRECINCT

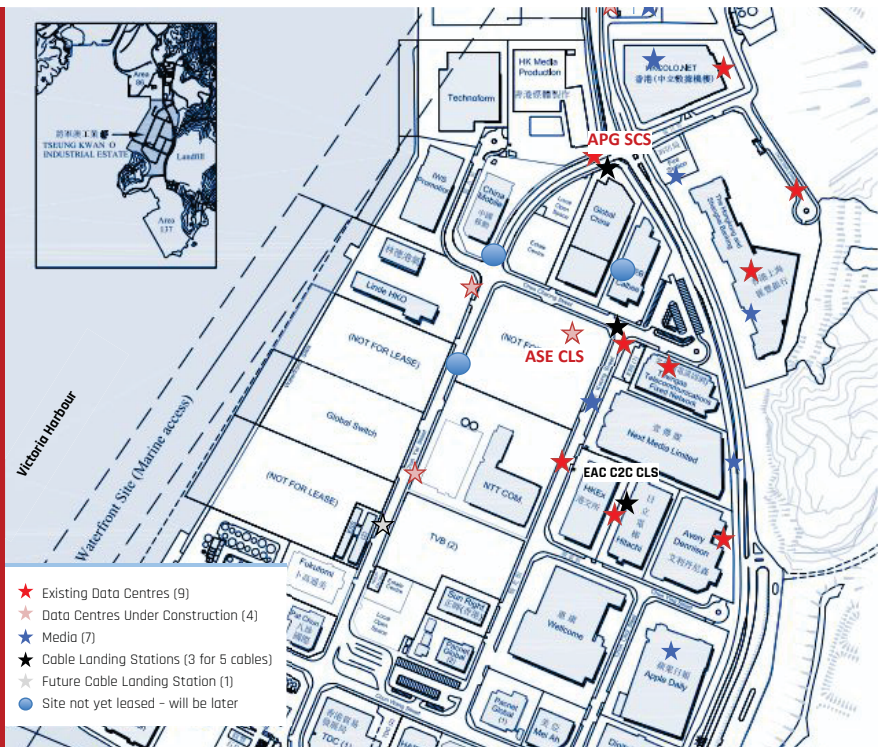
Site north of Global Switch has had interest. Land Sale north of TKO IE (Sunevision site) was undertaken for high tier DCs

DATA CENTRES

- Global Switch
- Digital Realty/Sawis
- NTT
- Pacnet
- Pacnet Landing Station
- HK Colo
- I-Advantage/Sunny Vision
- China Mobile
- Town Gas Telecom
- China Unicom
- China Telecom
- International

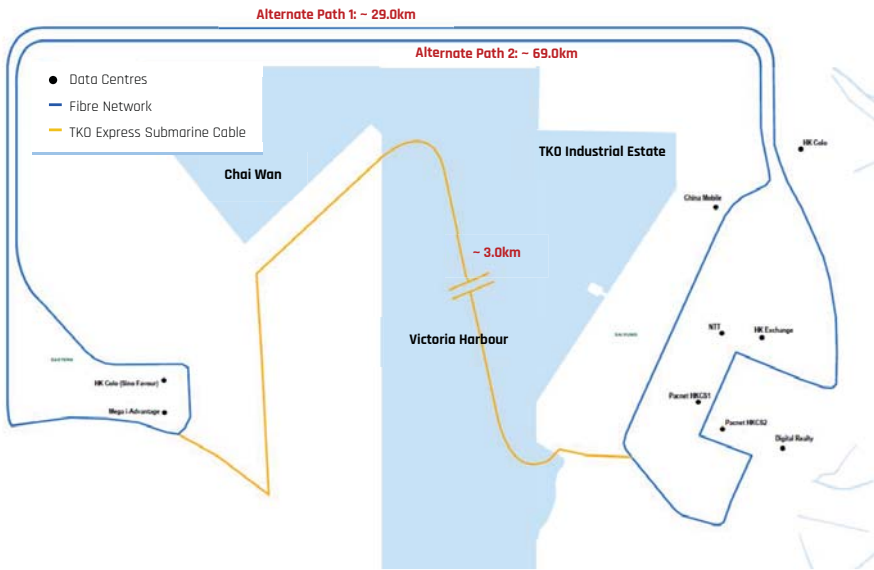
FINANCE AND MEDIA

- HK Stock Exchange DC
- HSBC Data Centre
- Next Media
- TVB Media
- Sha Movie City Media





PROPOSED TKO EXPRESS



CONNECTING CHAI WAN TO TKO, TECH HUB

TKO Express is a new domestic submarine cable designed to provide the most direct path between Superloop's core network in the data centre campuses of Chai Wan and Tseung Kwan O (TKO) Industrial Estate tech hub

TKO Industrial Estate is the new major hub for financial, media, technology and data centre companies in Hong Kong with 13 data centres existing or under construction. It is also becoming a major hub for submarine cable landing stations, already terminating EAC, ASE, and APG submarine cables with more planned in the near future

Formal Superloop Board approval for project now received with one remaining external approval required

TKO Express cable creates much needed physical diversity and a new low latency path to HK's major finance and technology hubs (important for high frequency traders based on Hong Kong Island)

05  
OUTLOOK AND PRIORITIES

OUTLOOK / PRIORITIES

**CORPORATE**

Deliver further transaction synergies from APEXN and Cinenet acquisitions

Review alternate funding sources for future network expansion and possible M&A activity

Executive Director, Mr Daniel Abrahams, has indicated his intention not to stand for re-election as a Director at the 2016 Annual General Meeting. He will continue to serve as Chief Infrastructure Officer

Seeking Board member with significant Asian industry experience

**INFRASTRUCTURE**

Complete installation of remaining Hong Kong core network and TKO Express submarine cable

Expand access networks to major commercial buildings in Singapore and Hong Kong

**SALES/PRODUCTS**

Execute key strategic sales opportunities in each market to leverage strategic network assets

Increase product development that leverages existing infrastructure and relationships for a greater share of wallet

**SCALING RETURNS**

Absolute focus on achieving EBITDA breakeven as quickly as possible

Continue to evaluate new markets and potential acquisitions that the company believes are of strategic value

## CAPITAL RAISING - STRATEGIC INVESTMENT

### KEY TERMS OF ENTITLEMENT OFFER

#### OFFER SIZE AND STRUCTURE

Fully underwritten 1 for 7 accelerated pro-rata non-renounceable entitlement offer to raise gross proceeds of approximately A\$35.3 million. Approximately 16.8 million new Superloop ordinary shares to be issued (or 12.5% of the ordinary shares on issue after completion of the offer)

Mr Bevan Slattery, Founder and Executive Chairman, and the entities he controls, hold 60,007,894<sup>2</sup> Superloop shares (or 51.05%). Mr Slattery has indicated that he will not be participating in the Entitlement Offer.

#### INSTITUTIONAL AND RETAIL COMPONENTS

The Institutional Entitlement Offer will be conducted over Friday 17 June 2016 and Monday 18 June 2016. Entitlements not taken up under the Institutional Entitlement Offer will be offered to new and existing eligible institutions at the offer price via a shortfall bookbuild concluding on Monday 18 June.

The Retail Entitlement Offer opens Thursday 23 June 2016 and closes Tuesday 12 July 2016. Eligible retail shareholders in Australia and New Zealand will be able to apply for additional shares over their entitlement under a "Top-Up Facility" as part of the Retail Entitlement Offer, subject to the Company's scale back policy.

<sup>1</sup> After the offer, approximately 134.4 million shares will be on issue

<sup>2</sup> Excludes options subject to shareholder approval at general meeting of shareholders to be held on 21 June 2016. After the offer, Mr Slattery, and the entities he controls, will control approximately 44.7% of the shares on issue

<sup>3</sup> The Theoretical Ex-rights Price ("TERP") is calculated by reference to Superloop's closing price on Thursday, 16 June 2016 of A\$2.41 per share, being the last trading day prior to the announcement of the Entitlement Offer. TERP is a theoretical calculation only and the actual price at which Superloop's shares trade immediately after the ex-date of the Entitlement Offer and the ex dividend date will depend on many factors and may not approximate TERP

<sup>4</sup> Ignores performance rights to be used under the company's Employee Rights Plan approved by shareholders on 24 November 2015

<sup>5</sup> Mr Greg Boynton, a non-executive director of Superloop, has committed to take up his entitlements in full and entered into an agreement with the underwriter to sub-underwrite \$700,000 of the shortfall of the retail component of the entitlement offer, the terms of which are customary and consistent with those of other sub-underwriters (including as to sub-underwriting fees of 1.0% of sub-underwriting commitment)

#### OFFER PRICE

\$2.10 per new share representing:

**12.9%** discount to the last closing price of \$2.41 on 16 June 2016

**11.4%** discount to the TERP<sup>3</sup> of \$2.37

#### RANKING

New Shares issued will rank equally with existing Superloop shares.

#### UNDERWRITING

Transaction fully underwritten by Morgans Corporate Limited.<sup>5</sup>

Funding strategic investments to leverage core infrastructure

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## USE OF PROCEEDS - STRATEGIC INVESTMENTS

#### Hong Kong TKO Express submarine cable project

#### Hong Kong core network expansion including:

Additional sites beyond initial 30 strategic sites

Other customer led opportunities

#### Singapore core network expansion including:

Project Red Lion future phases (buildings beyond initial 25)

IO / SGX loop customer led expansion

Other customer led expansion investment

<b>Sub-total</b>	\$31.3m
<b>Working capital</b>	\$3.0m
<b>Costs of the Offer</b>	\$1.0m
<b>Total</b>	<b>\$35.3m</b>

Supercharging our network to drive further growth in customer acquisition, now and in the future.

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PRO FORMA BALANCE SHEET

(\$'000s)	31 December 2015	Proceeds of offer (after costs)	Pro forma balance sheet 31 December 2015
<b>ASSETS</b>			
<b>CURRENT ASSETS</b>			
Cash and cash equivalents	35,055	34,268	69,323
Receivables and other current assets	1,502	-	1,502
<b>Total current assets</b>	<b>36,557</b>	<b>34,268</b>	<b>70,825</b>
<b>NON-CURRENT ASSETS</b>			
Property, plant and equipment	54,572	-	54,572
Intangible assets	12,429	-	12,429
<b>Total non-current assets</b>	<b>67,001</b>	<b>-</b>	<b>67,001</b>
<b>Total assets</b>	<b>103,558</b>	<b>34,268</b>	<b>137,826</b>

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PRO FORMA BALANCE SHEET (Cont)

(\$'000s)	31 December 2015	Proceeds of offer (after costs)	Pro forma balance sheet 31 December 2015
<b>LIABILITIES</b>			
<b>CURRENT LIABILITIES</b>			
Trade and other payables	2,649	-	2,649
<b>Total liabilities</b>	<b>2,649</b>	<b>-</b>	<b>2,649</b>
<b>NET ASSETS</b>	<b>100,909</b>	<b>34,268</b>	<b>135,177</b>
<b>EQUITY</b>			
Issued capital	109,628	34,268	143,896
Other Equity	(8,719)	-	(8,719)
<b>Total equity</b>	<b>100,909</b>	<b>34,268</b>	<b>135,177</b>

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## INDICATIVE TIMETABLE

EVENT	INDICATIVE DATE
Institutional Entitlement Offer opens	Friday, 17 June 2016
Institutional Entitlement Offer closes	Monday, 20 June 2016
Existing shares recommence trading on ex-entitlement basis	Tuesday, 21 June 2016
Record Date for the Entitlement Offer	Tuesday, 21 June 2016
Retail Entitlement Offer opens and despatch of Retail Entitlement Offer Booklet	Friday, 24 June 2016
Settlement of Institutional Entitlement Offer	Tuesday, 28 June 2016
Expected quotation of New Shares under the Institutional Entitlement Offer	Wednesday, 29 June 2016
Retail Entitlement Offer closes	Tuesday, 12 July 2016
Settlement of Retail Entitlement Offer	Monday, 18 July 2016
Issue of New Shares under the Retail Entitlement Offer	Tuesday, 19 July 2016
Expected quotation of New Shares under the Retail Entitlement Offer	Wednesday, 20 July 2016

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## SPECIFIC RISKS

### RETENTION OF KEY PERSONNEL

Superloop is highly dependent upon qualified, technical and managerial personnel. With only a small number of employees, it is essential that appropriately skilled staff be available in sufficient numbers to continue to support Superloop's business. Superloop may not be able to attract and retain the qualified personnel necessary for the continued development of its business. The loss of the services of existing personnel, as well as the failure to recruit additional key technical, managerial and other personnel in a timely manner could harm Superloop's business. There is significant competition for qualified personnel in Superloop's business, and as such, loss of key staff to a competitor may amplify this adverse impact.

### ACCESS

Superloop uses intellectual property and technology developed in the course of its business that is owned by Superloop. Superloop also relies on relationships with key intellectual property licensors and technology partners, from whom it licenses the right to use particular intellectual property and technology. Superloop's ability to construct, maintain and manage its fibre optic telecommunications infrastructure is dependent on its ability to use particular intellectual property and technology, and any change in the ability to use intellectual property Superloop relies on may have an effect on Superloop's future financial performance and position.

### RELATIONSHIPS WITH KEY INTELLECTUAL PROPERTY LICENSORS & TECHNOLOGY

Superloop uses intellectual property and technology developed in the course of its business that is owned by Superloop. Superloop also relies on relationships with key intellectual property licensors and technology partners, from whom it licenses the right to use particular intellectual property and technology. Superloop's ability to construct, maintain and manage its fibre optic telecommunications infrastructure is dependent on its ability to use particular intellectual property and technology, and any change in the ability to use intellectual property Superloop relies on may have an effect on Superloop's future financial performance and position.

### PLANNING, DEVELOPMENT AND CONSTRUCTION RISKS

Superloop may undertake development of new fibre optic telecommunications infrastructure, and expansion, maintenance, and refurbishment of existing infrastructure. Any delays or unexpected costs associated with planning, construction, and development activities which Superloop pursues in the future may harm growth prospects, operating results, and financial performance. Delays could result from a variety of causes, including but not limited to blockages in pulling fibre through the duct network, objections from community groups, or issues in securing fibre optic cable and related materials.

### ACTION OF COMPETITORS

Superloop operates in a competitive landscape alongside various other network owners and operators of telecommunications infrastructure with competing offerings and a geographically diverse presence. Superloop, as a now established industry incumbent, also faces the risk of being disrupted by new market entrants, employing new technologies.

### LIMITED TRACK RECORD

Superloop is a relatively newly established company and has limited operational track record. As Superloop is at a reasonably early stage of development, there are still considerable uncertainties associated with future revenues and expenses of Superloop.

### NETWORK DAMAGE AND INTERRUPTIONS

Any accidental damage from civil works (cable cuts), intentional damage from vandalism or terrorism and acts of God such as earthquakes or other natural disasters may result in outages and damage to Superloop's network. Superloop is also exposed to short, medium or long-term interruptions to its operations as it relies on its infrastructure and technology to provide its customers with a highly reliable service. There may be a failure to deliver this level of service as a result of numerous factors, including but not limited to human error, power loss, physical or electronic breaches, or vandalism.

These risk factors are intended to be a concise summary of the key risks to Superloop's business, not an exhaustive list of all possible risks faced by Superloop or its shareholders.

Shareholders should consult their stockbroker, solicitor, accountant or other professional adviser to evaluate whether or not to participate in the entitlement offer.

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## SPECIFIC RISKS

### RAISING OF ADDITIONAL FUNDS

Superloop's business is capital intensive in nature, and the continued growth of Superloop relies on the acquisition and development of new fibre optic telecommunications infrastructure and ongoing maintenance of existing fibre optic telecommunications infrastructure. Superloop requires sufficient access to debt and equity capital to fund this expenditure. Failure to obtain capital on favourable terms may hinder Superloop's ability to expand and pursue growth opportunities, which may reduce competitiveness and have an adverse effect on the financial performance, position and growth prospects of Superloop. Superloop believes the proceeds raised by this entitlement offer will be sufficient to fund the actions described in this investor presentation. However, Superloop may require additional funds for its other activities and future projects. Further funds raised may result in dilution for shareholders. There is also a risk that Superloop may not be able to raise further funds as and when required.

### CHANGES IN TECHNOLOGY

Demand for technology infrastructure can change rapidly because of technological innovation, new product introductions, declining prices and evolving industry standards, among other factors. New solutions and new technology often render existing solutions and services obsolete, excessively costly or otherwise unmarketable. As a result, the success of Superloop depends on Superloop being able to keep up with the latest technological progress and to develop or acquire and integrate new technologies into its fibre optic telecommunications infrastructure. Advances in technology may also require Superloop to commit resources to developing or acquiring and then deploying new technologies for use in operations.

### DECLINE IN DEMAND AND OVERSUPPLY

A decline in customer demand or an oversupply of fibre optic telecommunications infrastructure in the market may impact the growth prospects and/or the financial performance of Superloop.

### MULTI-JURISDICTION RISK

As Superloop currently conducts business in Australia, Singapore and Hong Kong, Superloop is also exposed to a range of multi-jurisdictional risks such as risks relating to labour practices, environmental matters, difficulty in enforcing contracts, changes to or uncertainty in the relevant legal and regulatory regime (including in relation to taxation and foreign investment and practices of government and regulatory authorities) and other issues in foreign jurisdictions in which Superloop operates.

### COUNTERPARTY OBLIGATIONS

Superloop relies on third parties, such as customers, suppliers, landlords, contractors, intellectual property licensors, technology alliance partners, joint venture partners and other counterparties to operate its business. Where arrangements are already in place, some third parties may not be willing or able to perform their obligations to Superloop. If one or more key counterparties default on their obligations to Superloop or encounter financial difficulties, this would have an adverse effect on Superloop's future financial performance and position.

### REGULATORY

There is a risk that government policy could directly and indirectly affect the product offerings and competitive landscape, particularly in markets where the government has significant investment in telecommunications assets (e.g. Australia's National Broadband Network, Singapore's Next Generation National Broadband Network, and the Singapore Government's shareholding in Singtel and Starhub through related investment companies). Superloop also requires certain licences to operate in the various jurisdictions in which it carries on business, and any modification or cancellation of any of these licences may impact its ability to operate in that particular jurisdiction.

## GENERAL RISKS

### INVESTMENT RISKS

Factors affecting the price at which Superloop shares are traded on ASX could include domestic and international economic conditions. General movements in local and international stock markets, exchange rates, prevailing economic conditions, investor sentiment and interest rates could all affect the market price of Superloop's securities. These risks apply generally to any investment on the stock market. In addition, the prices of a listed entity's securities are affected by factors that might be unrelated to its operating performance, such as general market sentiment.

### MACRO ECONOMIC RISKS

Superloop's operational and financial performance is affected by the Australian and other international economies. General and business conditions, inflation, interest rates, monetary and fiscal policy and political circumstances are all matters which may affect Superloop's operating and financial performance. Superloop operates in foreign jurisdictions and as a result, fluctuations in applicable exchange rates could also have an impact on the financial position and performance of Superloop.

### TAXATION AND ACCOUNTING RISKS

Tax and accounting laws and other regulations are complex and subject to regular change. A change to the Australian Accounting Standards or the current taxation regime in Australia or in overseas jurisdictions in which Superloop operates may affect Superloop and its shareholders.

### BRIBERY, CORRUPTION AND OTHER IMPROPER ACTS

Superloop may incur fines or penalties, damage to its reputation or suffer other adverse consequences if its Directors, officers, employees, consultants, agents, service providers or business partners violate, or are alleged to have violated, anti-bribery and corruption laws in any of the jurisdictions in which it operates. Superloop cannot guarantee that its internal policies and controls will be effective in each case to ensure that this does not occur.





## ASX Announcement

17 June 2016

### SUPERLOOP LIMITED – ACCELERATED NON-RENOUNCEABLE ENTITLEMENT OFFER TO RAISE APPROXIMATELY \$35.3 MILLION

#### Highlights

- Fully underwritten one for seven accelerated pro-rata non-renounceable entitlement offer to raise gross proceeds of \$35.3 million
- Funds raised from the Entitlement Offer will be used to fund infrastructure investment and network expansion, general working capital, and the costs of the Entitlement Offer
- Offer price of \$2.10 per new share, being a 12.9% discount to the closing price on 16 June 2016

#### Entitlement Offer

Leading independent provider of connectivity services Superloop Limited ACN 169 263 094 (**Superloop** or **Company**) announces that it intends to undertake an accelerated one for seven pro rata non-renounceable entitlement offer of fully paid ordinary shares in Superloop (**New Shares**) to raise approximately \$35.3 million (**Entitlement Offer**).

The offer price for the Entitlement Offer will be \$2.10 per New Share (**Offer Price**). The Entitlement Offer Price represents:

- a 12.9% discount to the closing price of Superloop shares on 16 June 2016 (the last trading day before this announcement);<sup>1</sup> and
- an 11.4% discount to the theoretical ex-rights price (**TERP**).

Under the Entitlement Offer, eligible shareholders will be able to subscribe for one New Share for every seven existing shares held at 7.00pm (Brisbane time) on 21 June 2016 (**Record Date**) at the Offer Price (**Entitlements**).

The Entitlement Offer is fully underwritten by Morgans Corporate Limited ACN 010 539 607.

<sup>1</sup> The Theoretical Ex-Rights Price (**TERP**) is the theoretical price at which Superloop shares should trade immediately following the ex-date for the Entitlement Offer assuming 100% take up of the Entitlement Offer. TERP is a theoretical calculation only and the actual price at which Superloop's shares trade immediately following the ex-date for the Entitlement Offer will depend on many factors and may not approximate TERP.

The funds raised from this Entitlement Offer will be used to fund:

- investment in the Hong Kong TKO Express domestic submarine cable project;
- expansion of the Hong Kong fibre network beyond the initial network;
- expansion of the Singapore network (including but not limited to Project Red Lion);
- general working capital; and
- the costs of the Entitlement Offer.

The Entitlements are non-renounceable and will not be tradeable on ASX or otherwise transferable. Shareholders who do not take up their Entitlements will not receive any value for those Entitlements that they do not take up. Shareholders who are not eligible to receive Entitlements will not receive any value for the Entitlements they would have received had they been eligible.

It is expected that approximately 16,793,942 New Shares will be issued as part of the Entitlement Offer. New Shares issued under the Entitlement Offer will rank equally with existing shares.

The Entitlement Offer includes an institutional component (**Institutional Entitlement Offer**) and a retail component (**Retail Entitlement Offer**).

Under the Institutional Entitlement Offer, eligible institutional shareholders will be invited to participate in the Institutional Entitlement Offer which will take place from today, Friday, 17 June 2016 to Monday, 20 June 2016. Eligible institutional shareholders can choose to take up all, part or none of their Entitlement. Entitlements that eligible institutional shareholders do not take up by the close of the Institutional Entitlement Offer, and Entitlements that would otherwise have been offered to ineligible institutional shareholders, will be sold through an institutional shortfall bookbuild at the Offer Price on Monday, 20 June 2016.

Eligible retail shareholders in Australia and New Zealand will be invited to participate in the Retail Entitlement Offer at the same Offer Price and offer ratio as the Institutional Entitlement Offer. The Retail Entitlement Offer will open on Friday, 24 June 2016 and close at 5.00pm (Brisbane time) on Tuesday, 12 July 2016. The Retail Entitlement Offer will include a top-up facility under which eligible retail shareholders who take up their full Entitlement will be invited to apply for additional shares in the Retail Entitlement Offer from a pool of those not taken up by other eligible retail shareholders. There is no guarantee that applicants under this top-up facility will receive all or any of the shares they apply for under the facility.

Superloop will notify shareholders as to whether they are eligible to participate in the Entitlement Offer. Eligible shareholders will be sent, on or around Friday, 24 June 2016, an information booklet including a personalised entitlement and acceptance form which will provide further details of how to participate in the Entitlement Offer. A copy of the Information Booklet will also be lodged with the ASX on or about Tuesday, 21 June 2016.

Those shareholders who Superloop determines to be ineligible shareholders will also be notified.

A presentation on the Entitlement Offer has been lodged with ASX today and is able to be downloaded from the ASX website ([www.asx.com.au](http://www.asx.com.au)).



## Proposed timetable \*

Superloop expects that the Entitlement Offer will be conducted according to the following timetable:

Activity	Date
Trading halt (before market open)	17 June 2016
Announcement of the Entitlement Offer and Appendix 3B and cleansing notice lodged	17 June 2016
Institutional Entitlement Offer opens	17 June 2016
Institutional Entitlement Offer closes	20 June 2016
Announcement of results of Institutional Entitlement Offer and release of the Retail Entitlement Offer documentation to ASX (before commencement of trading following the trading halt)	21 June 2016
Trading halt is lifted, and existing shares resume trading on an ex-entitlement basis	21 June 2016
Record Date for Entitlement Offer (7.00pm (Brisbane time))	21 June 2016
Information Booklet and Entitlement and Acceptance Form despatched, and announcement of despatch	24 June 2016
Retail Entitlement Offer opens	24 June 2016
Settlement of the Institutional Entitlement Offer	28 June 2016
Updated Appendix 3B for New Shares issued under the Institutional Entitlement Offer lodged (if required)	28 June 2016 (before noon)
Expected issue and quotation of New Shares issued under the Institutional Entitlement Offer	29 June 2016
Closing date for acceptances under the Retail Entitlement Offer (5.00pm (Brisbane time))	12 July 2016
Announcement of results of the Retail Entitlement Offer and under-subscriptions	15 July 2016
Settlement of the Retail Entitlement Offer	18 July 2016
Expected issue of New Shares under the Retail Entitlement Offer	19 July 2016
Updated Appendix 3B for New Shares issued under the Retail Entitlement Offer lodged (if required), along with other required information (e.g. distribution schedule)	19 July 2016 (before noon)
Expected quotation of New Shares under the Retail Entitlement Offer	20 July 2016
Despatch of holding statements for New Shares issued under the Retail Entitlement Offer	21 July 2016

\* *This timetable is indicative only. The directors may vary these dates subject to the ASX Listing Rules. An extension of the closing date will delay the anticipated date for issue of the New Shares. The directors of Superloop also reserve the right not to proceed with the whole or part of the Entitlement Offer any time prior to the issue of the New Shares under the Entitlement Offer. In that event, the relevant application monies (without interest) will be returned in full to applicants.*

For further comment or other information, please contact:

**Investor enquiries**

Telephone: +61 7 3088 7300

Email: [investor@superloop.com](mailto:investor@superloop.com)

**Media enquiries**

Telephone: +61 7 3088 7388

Email: [media@superloop.com](mailto:media@superloop.com)

Signed for and on behalf of Superloop



**Paul Jobbins**

Joint Company Secretary  
Superloop Limited

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**Important information**

This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States, or in any other jurisdiction in which such an offer would be illegal. The securities referred to in this document have not been and will not be registered under the United States Securities Act of 1933 (the 'US Securities Act'), or under the securities laws of any state or other jurisdiction of the United States and may not be offered or sold, directly or indirectly, within the United States, unless the securities have been registered under the US Securities Act or an exemption from the registration requirements of the US Securities Act is available.

This document may not be distributed or released in the United States.

**About Superloop**

Established in 2014, Superloop is a telecommunications infrastructure group focused on becoming a leading independent provider of connectivity services in the Asia Pacific Region.

Bringing innovation to infrastructure, Superloop is building new, independent dark fibre networks to large network providers and enterprises by connecting key points of presence in key Asian markets, such as Australia and Singapore.

Superloop's initial key assets include a 15-year exclusive right to a 130 kilometre fibre network within Brisbane, Sydney and Melbourne connecting many of the key data centres within those metropolitan areas.

The Company owns and operates a strategic underground duct network spanning approximately 120 kilometres in the Asian telecommunications hub of Singapore. The Singapore fibre optic network interconnects major data centre and submarine cable landing station locations including Equinix SG1, SG2, Global Switch, Digital Realty (Jurong), Katong and Tuas Cable Landing Stations, and will soon directly connect to Equinix SG3.

Recently the group acquired APEXN and CINENET.

APEXN, which trades as APEXnetworks, is a Brisbane based leading provider of complete network services and solutions. APEXnetworks offers the Company's Channel Partners and Customers the ability to manage their network services with access to a wide product set, a service qualification tool, with everything managed via an in-house designed Network Management System and hosted Web Portal product.

CINENET is Australia's only high-speed broadband data network created specifically for screen media industries. It's a shared, connected infrastructure for studios, producers, editing facilities, visual effects providers, sound facilities and DVD producers to create and exchange large digital assets and connect to infrastructure providers.

For more information, visit: [www.superloop.com](http://www.superloop.com), [www.apexnetworks.com.au](http://www.apexnetworks.com.au) and [www.cine.net.au](http://www.cine.net.au).



## ASX Announcement

21 June 2016

### SUPERLOOP LIMITED – SUCCESSFUL COMPLETION OF INSTITUTIONAL ENTITLEMENT OFFER

#### Highlights

- Institutional component of accelerated non-renounceable Entitlement Offer successfully completed, raising approximately \$22.45 million
- Institutional Entitlement Offer received strong support and the shortfall was significantly oversubscribed
- Retail component of Entitlement Offer to open on 24 June 2016

#### Entitlement Offer

On 17 June 2016, Superloop Limited ACN 169 263 094 (**Superloop** or **Company**) announced an accelerated one for seven pro rata non-renounceable entitlement offer of fully paid ordinary shares in Superloop (**New Shares**) to raise approximately \$35.3 million (**Entitlement Offer**). The Entitlement Offer comprises an accelerated institutional component (**Institutional Entitlement Offer**) and a retail component (**Retail Entitlement Offer**).

Superloop is today pleased to announce the successful completion of the Institutional Entitlement Offer.

Approximately 10.7 million New Shares will be issued to successful applicants under the Institutional Entitlement Offer on 29 June 2016 at an issue price of \$2.10 per New Share (**Offer Price**), raising approximately \$22.45 million.

The Institutional Entitlement Offer received strong support and the shortfall, comprised of the entitlements not taken up by eligible institutional shareholders along with the entitlements of ineligible institutional shareholders, was significantly oversubscribed by both existing institutional shareholders and new institutional investors.

As a result of the successful completion of the Institutional Entitlement Offer, Superloop shares will recommence normal trading on an ex entitlement basis from the opening of the market on 21 June 2016.

Under the Retail Entitlement Offer, eligible retail shareholders will be able to subscribe for one New Share for every seven existing Superloop shares held at 7.00pm (Brisbane time) on 21 June 2016 at the Offer Price.

Eligible retail shareholders will receive an Information Booklet including a personalised Entitlement and Acceptance Form which will provide further details of how to participate in the Retail Entitlement Offer. A copy of the Information Booklet will be lodged today with ASX and is due to be despatched (along with the Entitlement & Acceptance Form) on 24 June 2016, when the Retail Entitlement Offer will open. The Retail Entitlement Offer closes at 5.00pm (Brisbane time) on 12 July 2016.

The Entitlement Offer is fully underwritten by Morgans Corporate Limited ACN 010 539 607.

For further comment or other information, please contact:

**Investor enquiries**

Telephone: +61 7 3088 7300

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Email: [media@superloop.com](mailto:media@superloop.com)

Signed for and on behalf of Superloop



**Paul Jobbins**

Joint Company Secretary  
Superloop Limited

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**Important information**

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This document may not be distributed or released in the United States.

**About Superloop**

Established in 2014, Superloop is quickly becoming one of the leading independent providers of interconnection services in the Asia Pacific Region.

The Company owns and operates fibre networks in Australia and Singapore spanning over 300km and connecting over 48 of the regions' key data centres. The network is continually expanding with further extensions currently underway to connect the Singapore Exchange, iO and NTT data centres in Singapore.

In Hong Kong, Superloop is establishing a 110 km fibre optic network connecting 25 data centres as well as the Hong Kong Stock Exchange, and is on track to commence operations in December 2016. Additionally, the Company is also constructing TKO Express, the first submarine cable to connect the traditional carrier hotels located in Chai Wan on Hong Kong Island and the data centre campus located at Hong Kong Science and Technology Parks Tseung Kwan O Industrial Estate, providing much needed physical diversity and a lowest latency path between Hong Kong's major finance and technology hubs.

The group also operates acquired businesses, APEXN and CINENET in Australia.

For more information, visit: [www.superloop.com](http://www.superloop.com)

### 3 How to apply

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#### 3.1 Shareholder's choices

The number of New Shares to which Eligible Retail Shareholders are entitled under the Entitlement Offer (i.e. their Entitlement) is shown on the accompanying Entitlement and Acceptance Form. Eligible Retail Shareholders may:

- (a) take up their Entitlement in full and, if they do so, they may apply for additional New Shares under the Top-Up Facility (refer to section 3.2);
- (b) take up part of their Entitlement, in which case the balance of the Entitlement lapses (refer to section 3.3); or
- (c) allow their Entitlement to lapse (refer to section 3.4).

Ineligible Retail Shareholders may not take up any of their Entitlements.

Superloop reserves the right to reject any Entitlement and Acceptance Form that is not correctly completed or that is received after the Closing Date.

The Closing Date for acceptance of the Retail Entitlement Offer is **5.00pm (Brisbane time) on 12 July 2016** (however, that date may be varied by Superloop in accordance with the Listing Rules and the Underwriting Agreement).

#### 3.2 Taking up all of your Entitlement and participating in the Top-Up Facility

If you wish to take up your Entitlement in full, follow the instructions set out in the Entitlement and Acceptance Form.

If you have applied to take up all of your Entitlement, you may also apply for additional New Shares under the Top-Up Facility.

Please return your completed Entitlement and Acceptance Form together with your Application Monies in accordance with section 3.6 for the amount shown on the Entitlement and Acceptance Form to the Share Registry so that it is received no later than **5.00pm (Brisbane time) on 12 July 2016** at the address set out below:

##### Hand delivery

Superloop Limited  
C/- Link Market Services Limited  
1A Homebush Bay Drive  
RHODES NSW 2138

##### Post

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

You may also take up all of your Entitlement by payment of the Application Monies through BPAY in accordance with the instructions on the Entitlement and Acceptance Form. If payment is being made through BPAY, you do not need to return the Entitlement and Acceptance Form. Your payment must be received by no later than **5.00pm (Brisbane time) on 12 July 2016**.

If you do not return the Entitlement and Acceptance Form, amounts received by Superloop in excess of the Issue Price multiplied by your Entitlement (**Excess Amount**) may be treated as an

application to apply for as many additional New Shares under the Top-Up Facility as your Excess Amount will pay for in full.

If you apply for additional New Shares under the Top-Up Facility and your application is successful (in whole or in part) your New Shares will be issued at the same time that other New Shares are issued under the Retail Entitlement Offer. There is no guarantee you will receive any New Shares under the Top-Up Facility. The Directors reserve their right to allot and issue New Shares under the Top-Up Facility at their discretion.

Refund amounts, if any, will be paid in Australian dollars. You will be paid either by cheque sent by ordinary post to your address as recorded on the share register (the registered address of the first-named in the case of joint holders), or by direct credit to the nominated bank account as noted on the share register as at the closing date of the offer. If you wish to advise or change your banking instructions with the Share Registry you may do so by going to [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) and following the instructions.

### **3.3 Taking up part of your Entitlement and allowing the balance to lapse**

If you wish to take up part of your Entitlement, complete the Entitlement and Acceptance Form for the number of New Shares you wish to take up and follow the other steps required under section 3.2.

You may arrange for payment through BPAY in accordance with the instructions on the Entitlement and Acceptance Form. If payment is made through BPAY and Superloop receives an amount that is less than the Issue Price multiplied by your Entitlement (**Reduced Amount**), your payment may be treated as an application for as many New Shares as your Reduced Amount will pay for in full.

### **3.4 Allow your Entitlement to lapse**

If you do not wish to accept all or any part of your Entitlement, do not take any further action and that part of your Entitlement will lapse.

### **3.5 Consequences of not accepting your Entitlement**

If you do not accept all of your Entitlement in accordance with the instructions set out above, any New Shares that you would have otherwise been entitled to under the Retail Entitlement Offer (or New Shares that relate to the portion of your Entitlement that has not been accepted) may be acquired by the Underwriter or sub-underwriter or under the Top-Up Facility.

### **3.6 Payment**

The consideration for the New Shares (including under the Top-Up Facility) is payable in full on application by a payment of \$2.10 per New Share. The Entitlement and Acceptance Form must be accompanied by a cheque for the Application Monies. Cheques must be drawn in Australian currency on an Australian bank and made payable to '**Superloop Limited – Entitlement Offer**' and crossed 'Not Negotiable'.

Alternatively, you may arrange for payment of the Application Monies through BPAY in accordance with the instructions on the Entitlement and Acceptance Form.

Eligible Retail Shareholders must not forward cash by mail. Receipts for payment will not be issued.



### **3.7 Entitlement and Acceptance Form is binding**

A completed and lodged Entitlement and Acceptance Form, or a payment made through BPAY, constitutes a binding offer to acquire New Shares on the terms of this Information Booklet and, once lodged or paid, cannot be withdrawn. If the Entitlement and Acceptance Form is not completed correctly it may still be treated as a valid Application for New Shares. The Directors' (or their delegates') decision whether to treat an acceptance as valid and how to construe, amend or complete the Entitlement and Acceptance Form is final.

By completing and returning your personalised Entitlement and Acceptance Form with the requisite Application Monies or making a payment by BPAY, you will also be deemed to have acknowledged, represented and warranted on behalf of each person on whose account you are acting that:

- (a) you are an Eligible Retail Shareholder and are not in the United States and are not a person (including nominees or custodians) acting for the account or benefit of a person in the United States and are not otherwise a person to whom it would be illegal to make an offer or issue New Shares under the Retail Entitlement Offer;
- (b) you acknowledge that the New Shares have not been, and will not be, registered under the US Securities Act of 1933, as amended, or under the laws of any other jurisdiction outside Australia or New Zealand; and
- (c) you have not and will not send any materials relating to the Retail Entitlement Offer to any person in the United States or to any person (including nominees or custodians) acting for the account or benefit of a person in the United States.

### **3.8 Brokerage and stamp duty**

No brokerage fee is payable by Eligible Retail Shareholders who accept their Entitlement. No stamp duty is payable for subscribing for New Shares under the Retail Entitlement Offer.

### **3.9 Notice to nominees and custodians**

Nominees and custodians may not distribute any part of this Information Booklet or any Entitlement and Acceptance Form in any country outside Australia, except to beneficial holders of Shares in New Zealand, as well as any other country to the extent Superloop may determine it is lawful and practical to make the Retail Entitlement Offer.

## 4 Definitions

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These definitions are provided to assist the understanding some of the expressions used in this Information Booklet.

<b>Term</b>	<b>Definition</b>
<b>\$</b>	means Australian dollars.
<b>Applicant</b>	means an Eligible Retail Shareholder who has applied to subscribe for New Shares by submitting an Entitlement and Acceptance Form or has arranged for payment through BPAY in accordance with the instructions on the Entitlement and Acceptance Form.
<b>Application</b>	means the submission of an Entitlement and Acceptance Form accompanied by the relevant Application Monies or arranging for payment of the relevant Application Monies through BPAY in accordance with the instructions on the Entitlement and Acceptance Form.
<b>Application Monies</b>	means the aggregate amount of money payable for the New Shares applied for in a duly completed Entitlement and Acceptance Form or through BPAY.
<b>ASIC</b>	means the Australian Securities and Investments Commission.
<b>ASX</b>	means ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires).
<b>Closing Date</b>	means 12 July 2016, the day the Retail Entitlement Offer closes, or any other date that the Directors in their absolute discretion determine, subject to the Listing Rules.
<b>Corporations Act</b>	means <i>Corporations Act 2001</i> (Cth).
<b>Directors</b>	means the directors of Superloop.
<b>Eligible Institutional Shareholder</b>	means an institutional or sophisticated Shareholder on the Record Date who: <ul style="list-style-type: none"> <li>(a) is not an Ineligible Institutional Shareholder; and</li> <li>(b) has successfully received an offer under the Institutional Entitlement Offer (either directly or through a nominee).</li> </ul>
<b>Eligible Retail Shareholder</b>	has the meaning set out in section 1.7.
<b>Eligible Shareholder</b>	means a Shareholder as at the Record Date who is not an Ineligible Shareholder.
<b>Eligible Top-Up Facility Participants</b>	has the meaning set out in section 1.4.
<b>Entitlement</b>	means the right to subscribe for New Shares under the Entitlement Offer.
<b>Entitlement and Acceptance Form</b>	means the Entitlement and Acceptance Form accompanying this Information Booklet.
<b>Entitlement Offer</b>	means the Institutional Entitlement Offer and the Retail Entitlement Offer.

<b>Term</b>	<b>Definition</b>
<b>Existing Shares</b>	means the Shares already on issue in Superloop as at the Record Date.
<b>Ineligible Institutional Shareholder</b>	means a Shareholder who is an institutional or sophisticated Shareholder on the Record Date with a registered address outside Australia or New Zealand or any other jurisdiction that Superloop and the Underwriter agree to which ASX Listing Rule 7.7.1(a) applies.
<b>Ineligible Retail Shareholder</b>	means a Shareholder (or beneficial holder of Shares) on the Record Date with a registered address outside Australia or New Zealand or any other jurisdiction that Superloop and the Underwriter agree to which ASX Listing Rule 7.7.1(a) applies.
<b>Ineligible Shareholder</b>	means a Shareholder as at the Record Date whose registered address is not located in Australia or New Zealand.
<b>Information Booklet</b>	means this document.
<b>Institutional Entitlement Offer</b>	means the accelerated pro rata non-renounceable offer to Eligible Institutional Shareholders.
<b>Investor Presentation</b>	means the presentation to investors contained in section 2 of this Information Booklet.
<b>Issue Price</b>	means \$2.10 per New Share.
<b>Listing Rules</b>	means the official listing rules of ASX.
<b>New Shares</b>	means Shares to be allotted and issued under the Entitlement Offer, including (as the context requires) the shortfall from the Entitlement Offer issued under the Top-Up Facility or to the Underwriter or sub-underwriter.
<b>Record Date</b>	means 7.00pm (Brisbane time) on 21 June 2016.
<b>Retail Entitlement Offer</b>	means the pro rata non-renounceable offer to Eligible Retail Shareholders to subscribe for one New Share for every seven Shares of which the Shareholder is the registered holder on the Record Date, at the Issue Price under this Information Booklet.
<b>Shareholders</b>	mean holders of Shares.
<b>Shares</b>	means fully paid ordinary shares in the capital of Superloop.
<b>Share Registry</b>	means Link Market Services Limited ACN 083 214 537.
<b>Shortfall Shares</b>	means those New Shares not taken up by Eligible Shareholders under the Entitlement Offer, together with those New Shares to which any Ineligible Shareholders would otherwise have been entitled.
<b>Superloop</b>	means Superloop Limited ACN 169 263 094.
<b>TERP</b>	means the theoretical price at which the Shares should trade immediately after the ex-date of the Entitlement Offer assuming 100% take up of the Entitlement Offer.
<b>Top-Up Facility</b>	means the facility described in section 1.4 under which certain Eligible Shareholders may apply for New Shares in excess of their Entitlement.

<b>Term</b>	<b>Definition</b>
<b>Top-Up Shares</b>	means extra Shares a Shareholder may apply for in excess of their Entitlement under the Top-Up Facility.
<b>Underwriter</b>	means Morgans Corporate Limited ACN 010 539 607.
<b>Underwriting Agreement</b>	means the underwriting agreement dated 17 June 2016 between Superloop and the Underwriter.

## 5 Corporate information

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### **Company**

Superloop Limited  
16 Church Street  
FORTITUDE VALLEY QLD 4006  
Tel: +61 7 3088 7300  
[www.superloop.com](http://www.superloop.com)

### **Directors**

Bevan Slattery (Executive Chairman)  
Daniel Abrahams (Executive Director)  
Greg Baynton (Non-Executive Director)  
Michael Malone (Non-Executive Director)  
Richard Clark (Non-Executive Director)  
Louise Bolger (Non-Executive Director)

### **Joint Company Secretaries**

Greg Bryant and Paul Jobbins

### **Underwriter**

Morgans Corporate Limited  
Level 29, Riverside Centre  
123 Eagle Street  
BRISBANE QLD 4000  
Tel: +61 7 3334 4888  
[www.morgans.com.au](http://www.morgans.com.au)

### **Lawyers**

McCullough Robertson Lawyers  
Level 11, 66 Eagle Street  
BRISBANE QLD 4000  
Tel: +61 7 3233 8888  
[www.mccullough.com.au](http://www.mccullough.com.au)

### **Share Registry**

Link Market Services Limited  
Level 15, 324 Queen Street  
BRISBANE QLD 4000  
Tel (within Australia): 1300 857 499  
Tel (outside Australia): +61 1300 857 499  
[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)