

18 October 2016

Dear Shareholders

On behalf of the Board, I am pleased to invite you to Superloop's Annual General Meeting to be held on Friday, 18 November 2016 at 10:30am, at the offices of McCullough Robertson Lawyers, Level 11, 66 Eagle Street, Brisbane, Queensland.

I will be pleased to present your Company's FY2016 Annual Report, an overview of our significant achievements during the 2016 financial year, as well as an update on our vision, strategy and expansion plans.

At the meeting, formal business to be conducted will include:

- Financial statements and reports;
- Directors' remuneration report;
- Re-election of directors;
- Ratification and approval of previous issues of shares; and
- Approval of financial assistance.

The enclosed shareholder voting form has instructions on how you can lodge your vote, or appoint a proxy to vote on your behalf, should you be unable to attend.

We look forward to seeing you at the meeting.

Yours faithfully,

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

Bevan Slattery
Executive Chairman and Chief Executive Officer
Superloop Limited

Notice of Annual General Meeting

Superloop Limited ACN 169 263 094

Notice is given that the Annual General Meeting of Superloop Limited (**Company** or **Superloop**) will be held at:

Location	McCullough Robertson Lawyers, Level 11, 66 Eagle Street, Brisbane, Queensland, 4000
Date	Friday, 18 November 2016
Time	10:30am AEST

Ordinary business

Financial statements and reports

To receive and consider the Company's financial report, the Directors' report and the Auditor's report for the financial year ended 30 June 2016.

Directors' Remuneration Report

To consider and, if in favour, to pass the following resolution under section 250R(2) of the *Corporations Act 2001* (Cth) (**Corporations Act**):

- 1 'That the Remuneration Report of the Directors for the financial year ended 30 June 2016 be adopted.'

Note: This resolution will be decided as if it were an ordinary (majority) resolution, but under section 250R(3) of the Corporations Act the vote is advisory only and does not bind the directors of the Company. Key Management Personnel whose remuneration details are contained in the Remuneration Report (and their closely related parties) are restricted from voting on this resolution under section 250R(4) and section 250BD of the Corporations Act.

Re-election of directors

To consider and, if in favour, to pass the following resolution as an ordinary resolution:

- 2 'That Mr Gregory Alexander John Baynton, who retires by rotation in accordance with Listing Rule 14.5 and rule 19.3(a) of the Constitution, and being eligible, be re-elected as a director of the Company.'
- 3 'That Mr Richard Anthony (Tony) Clark, who retires from office under rule 19.2(b) of the Constitution, and being eligible, be re-elected as a director of the Company.'

Note: Information about both of these candidates appears in the Explanatory Memorandum.

Special business

Ratification and approval of the previous issue of Superloop Shares

To consider and, if in favour, to pass the following resolution as an ordinary resolution:

- 4 'That, for the purposes of Listing Rule 7.4 and all other purposes, Shareholders ratify and approve the previous allotment and issue of 18,789,716 Superloop Shares at an issue price of \$3.00 per Superloop Share under Listing Rule 7.1, as set out in the Explanatory Memorandum.'

Note: Any person who participated in the issue of the securities and any associate of that person are restricted from voting on this resolution.

Approval of financial assistance

To consider and, if in favour, to pass the following as a special resolution:

- 5 That, in accordance with section 260B(2) of the Corporations Act, approval be given for financial assistance to be provided by BigAir and each other Target Company to assist the BigAir Acquisition, and all elements of that transaction and any other transactions that may constitute financial assistance in connection with the BigAir Acquisition as described in the Explanatory Memorandum accompanying this Notice of Meeting.

Dated 18 October 2016

By order of the Board

A handwritten signature in black ink, appearing to read "Paul Jobbins", written over a horizontal line.

Paul Jobbins
Joint Company Secretary

Notes

- (a) A Shareholder who is entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy.
- (b) The proxy need not be a Shareholder of the Company. A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
- (c) If you wish to appoint a proxy and are entitled to do so, then complete and return the **attached** proxy form.
- (d) KMP (or their closely related parties) (as defined in the Corporations Act) appointed as a proxy must not vote on a resolution connected directly or indirectly with the remuneration of KMP if the proxy is undirected unless:
 - (i) the proxy is the person chairing the Meeting; and
 - (ii) the proxy appointment expressly authorises the person chairing the Meeting to vote undirected proxies on that resolution.
- (e) If the proxy form specifies the way the proxy is to vote on a particular resolution the proxy need not vote on a show of hands but if the proxy does so, it must vote as specified in the proxy form.
- (f) If the proxy has two or more appointments that specify different ways to vote on the resolution the proxy must not vote on a show of hands.
- (g) If the proxy is the chair of the Meeting, the proxy must vote on a poll or must vote the way specified in the proxy form.
- (h) If the proxy is not the chair of the Meeting the proxy need not vote on the poll, but if the proxy does so, the proxy must vote as specified in the proxy form.
- (i) If the proxy form specifies the way the proxy is to vote on a particular resolution and the proxy is not the chair of the Meeting and a poll is demanded and either:
 - (i) the proxy is not recorded as attending; or
 - (ii) the proxy does not vote,
 the chair of the Meeting is deemed the proxy for that resolution.
- (j) A corporation may elect to appoint a representative, rather than appoint a proxy, under the Corporations Act in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the Meeting.
- (k) The Company has determined under regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that for the purpose of voting at the Meeting or an adjourned meeting, securities are taken to be held by those persons recorded in the Company's register of Shareholders as at 10:30am AEST on Thursday, 17 November 2016.
- (l) If you have any queries on how to cast your votes, please call Paul Jobbins (Company Secretary) on 07 3088 7300 during business hours.

Voting restrictions

Resolution 1 – Directors Remuneration Report

The Company will disregard votes cast by or on behalf of a member of the Key Management Personnel or a closely related party of the Key Management Personnel. If you are a member of Key Management Personnel or closely related relative of a member of Key Management Personnel (or acting on behalf of them) and purport to cast a vote that will be disregarded by the Company, you may be liable for an offence for breach of voting restrictions that apply to you under the Corporations Act.

Resolution 4 - Ratification and approval of the previous issue of Superloop Shares under Listing Rule 7.1

The Company will disregard votes cast by or on behalf of any person who participated in the issue of the securities and any associate of that person.

However, the Company need not disregard a vote if it is cast by:

- (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) the person chairing the AGM as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Explanatory Memorandum

Superloop Limited ACN 169 263 094

This Explanatory Memorandum accompanies the notice of Annual General Meeting (**AGM**) of the Company to be held at the offices of McCullough Robertson Lawyers, 66 Eagle Street, Brisbane, Queensland, 4000 at 10:30am on Friday, 18 November 2016.

The Explanatory Memorandum has been prepared to assist Shareholders in determining how to vote on the resolutions set out in the Notice of Meeting and is intended to be read in conjunction with the Notice of Meeting.

Part A – Ordinary business

Financial statements and reports

- 6 The Corporations Act requires that the report of the Directors, the auditor's report and the financial report be laid before the AGM.
- 7 Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Constitution requires a vote of Shareholders at the Meeting on the financial statements and reports.
- 8 Shareholders will be given reasonable opportunity at the AGM to raise questions and make comments on these reports.
- 9 In addition to asking questions at the AGM, Shareholders may address written questions to the Chairman about the management of the Company or to the Company's auditor, Deloitte Touche Tohmatsu, if the question is relevant to:
 - the content of the auditor's report; or
 - the conduct of its audit of the annual financial report to be considered at the Meeting.
- 10 Under section 250PA(1) of the Corporations Act, written questions for Deloitte Touche Tohmatsu must be delivered by 5:00pm AEST on Wednesday, 16 November 2016 to:

The Company Secretary
Superloop Limited
Level 17, 333 Ann Street
Brisbane QLD 4000

Resolution 1: Remuneration Report

- 11 The Remuneration Report for the year ended 30 June 2016 is contained in the 2016 Annual Report. A copy is available on the Company's website (<http://www.superloop.com/investor>).
- 12 The Corporations Act requires that the Remuneration Report be put to a vote of Shareholders for adoption.
- 13 The resolution of Shareholders is advisory only and is not binding on the Company.

14 The Remuneration Report:

- explains the Board's policies on the nature and level of remuneration paid to Directors and senior executives within the Superloop group;
- discusses the link between the Board's policies and Superloop's performance;
- sets out the remuneration details for each Director and for each member of Superloop's senior executive management team; and
- makes clear that the basis for remunerating non-executive directors is distinct from the basis for remunerating executives, including executive directors.

15 The Chairman will give Shareholders a reasonable opportunity to ask questions about, or to make comments on, the Remuneration Report.

Directors' Recommendation

16 As the resolution relates to matters including the remuneration of the Directors, the Board, as a matter of corporate governance and in accordance with the spirit of section 250R(4) Corporations Act, makes no recommendation regarding this resolution.

Note: If you appoint a director or member of the Key Management Personnel as your proxy for this resolution, you MUST direct your proxy how to vote, otherwise your vote will not be counted. Follow the instructions on the proxy form to direct your proxy how to vote.

Resolution 2: Re-election of Mr Greg Baynton

17 Rule 19.3(a) of the Constitution, when read with Listing Rule 14.5, requires an election of directors to occur at each annual general meeting. The director or directors to retire under rule 19.3(a) of the Constitution are those who have been in office longest since being appointed. Accordingly, as the incumbent director, Mr Greg Baynton will retire from office under rule 19.3(a) of the Constitution and stand for re-election as a non-executive director of the Company at the AGM.

18 Mr Baynton is the founder and Managing Director of Orbit Capital, an investment and advisory company and holder of an Australian Financial Services Licence. He has a background in investment banking, infrastructure investment, and new projects and has experience in IPOs and other capital raisings, mergers and acquisitions, investor relations and corporate governance.

19 Mr Baynton has considerable experience as a director of ASX-listed companies. Among those, Greg is a former Director of Asia Pacific Data Centre Limited, NEXTDC Limited and of PIPE Networks Limited.

Directors' recommendation

20 The Directors (with Mr Baynton abstaining) recommend the re-election of Mr Baynton to the Board.

Resolution 3: Re-election of Mr Richard Anthony (Tony) Clark

21 Rule 19.2(b) of the Constitution and Listing Rule 14.4 require that any director that has been appointed as an addition to the board and is not a managing director must retire at the next annual general meeting following his or her appointment and is eligible for re-election at that meeting.

- 22 Accordingly, Mr Clark will retire from office under rule 19.2(b) of the Constitution and stand for re-election as a non-executive director of the Company at the AGM.
- 23 As part of the Company's acquisition of CINENET Systems Pty Ltd (announced on 23 November 2015), Mr Clark, CEO & Executive Director of CINENET, agreed to join the Board of Superloop Limited following the completion of the acquisition. Mr Clark has a wealth of industry knowledge and experience in digital media. He is an Emmy Award-winning cinematographer as well as co-founder and Director of Rising Sun Pictures and Cospective, and co-founder of CINENET Systems Pty Ltd. CINENET Systems Pty Ltd, at the time of its acquisition by Superloop, had built a specialised high-speed international data network catering specifically for needs of screen and broadcast media industries.
- 24 Mr Clark is a 2010 recipient of an Academy Award for Scientific & Technical Achievement as creator of the remote collaboration tool cineSync.

Directors' recommendation

- 25 The Directors (with Mr Clark abstaining) recommend the re-election of Mr Clark to the Board.

Part B - Special business

Resolution 4: Ratification and approval of the allotment and issue of Superloop Shares under Listing Rule 7.1

- 26 The purpose of resolution 4 is for Shareholders to approve and ratify, under Listing Rule 7.4, those security issues which occurred during the 12 months before the date of this Annual General Meeting which count toward the Company's 15% limit under Listing Rule 7.1.
- 27 The securities that are the subject of resolution 4 are a total of 18,789,716 fully paid ordinary shares (**Placement Shares**) issued by the Company under a placement to institutional and sophisticated investors (**Placement**), as announced to the market on 13 September 2016. The Placement Shares were issued by the Company utilising its 15% placement capacity under Listing Rule 7.1 to issue 18,789,716 Placement Shares (together with a further 2,876,951 additional placement shares that were issued under Listing Rule 7.1A and which are not part of the proposed approval and ratification that is the subject of this resolution 4).
- 28 Funds raised from the Placement, totalling \$65 million before costs, will be used to partly fund the cash component of the consideration offered in the BigAir Acquisition.
- 29 Listing Rule 7.1 provides that (subject to certain exceptions, none of which is relevant here) prior approval of Shareholders is required for an issue of securities if the securities will, when aggregated with the securities issued by the entity during the previous 12 months, exceed 15% of the number of the securities at the commencement of that 12 month period.
- 30 Listing Rule 7.4 provides that where an entity ratifies an issue of securities, the issue is treated as having been made with approval for the purpose of Listing Rule 7.1, thereby replenishing that entity's 15% capacity and enabling it to issue further securities up to that limit.
- 31 Resolution 4 proposes the ratification and approval of the allotment and issue of securities for the purpose of satisfying the requirements of ASX Listing Rule 7.4. The information required to be given to shareholders to satisfy ASX Listing Rule 7.4 is specified in ASX Listing Rule 7.5.

- 32 In compliance with the information requirements of ASX Listing Rule 7.5, Shareholders are advised of the following particulars on the allotment and issue:

Date of issue	19 September 2016
Number of Shares issued under Listing Rule 7.1	18,789,716 Placement Shares
Issue price per Share	\$3.00 per Placement Share
Terms of Placement Shares issued	The Placement Shares are fully paid ordinary shares that rank equally in all respects with existing Superloop Shares
Persons to whom the Shares were issued	Institutional and sophisticated investors

Directors' recommendation

- 33 The Directors recommend that you vote in favour of this resolution.

Resolution 5: Approval of financial assistance in connection with the BigAir Acquisition

- 34 The purpose of resolution 5 is for Shareholders to approve the giving of financial assistance to the Company by the Target Companies under or in connection with the BigAir Acquisition. The resolution will be passed if at least 75% of the votes cast by Shareholders entitled to vote on the resolution vote in favour of it.
- 35 This section sets out all information known to the Company that is material to the decision on how to vote on the resolution, other than information that would be unreasonable to require the Company to set out because the Company has previously disclosed that information to Shareholders.
- 36 As required by section 260B(4) of the Corporations Act, Shareholders are informed of the matters detailed below:

Background

- 37 On 13 September 2016, the Company announced that it had entered into a scheme implementation deed with BigAir under which it is proposed that the Company will acquire 100% of the share capital of BigAir and (indirectly) all of the issued shares of each other Target Company by way of a scheme of arrangement. The BigAir Acquisition is subject to approval by BigAir shareholders, court approval, and other necessary approvals and conditions precedent.
- 38 The cash component of the consideration for the proposed BigAir Acquisition will be funded in part by a new \$75 million revolving multi-option facility plus a \$5 million working capital facility. Under the Facility Agreement, the Company may draw down funds to, among other things:
- fund the cash component of consideration for the BigAir Acquisition and transaction costs associated with the Scheme;
 - retire/refinance any existing indebtedness of BigAir; and
 - fund capital expenditure and working capital requirements of the Company and its subsidiaries from time to time.

- 39 Under the Facility Agreement, the Company gives representations, warranties and undertakings customary for facilities of this nature.
- 40 As is customary in such financing arrangements, the Company is required to ensure that the Target Companies who are required to satisfy the prescribed earnings or assets tests in the Facility Agreement, become guarantors and security providers under the Facility Agreement, including by (among other things) executing and providing an accession deed and providing security over all of its assets and undertaking in favour of ANZ. Upon execution of the accession deeds, each of the Target Companies would (among other things) give the representations and warranties referred to above.
- 41 In addition to acceding to the Facility Agreement and providing security, each Target Company may, or may be required to:
- execute, or accede or consent to, any instrument referred to in, or incidental or related to, the "Finance Documents" (as defined in the Facility Agreement, and including any document to be entered into at any time for the purpose of amending, varying, replacing, restating, novating or supplementing such instruments);
 - subordinate its intercompany claims;
 - transfer assets to, or assume other liabilities of, the Company or other subsidiaries of the Company (the Company and its subsidiaries together the Group);
 - make available directly or indirectly its cash flows or other resources in order to enable other members of the Superloop Group to comply with their obligations under the Facility Agreement and related finance documents; and
 - provide additional support (which may include incurring additional obligations, giving new guarantees or new security interests) in connection with the Facility Agreement and related finance documents, including in connection with any refinancing of amounts owing under or in respect of those documents.

Shareholder approval

- 42 Under the Facility Agreement, the Company is obliged to comply with all relevant procedures (including the passing of Resolution 5) under section 260B of the Corporations Act.
- 43 Section 260A(1) of the Corporations Act provides that a company may only provide financial assistance to a person to acquire shares in a company or a holding company of that company in certain circumstances, including where the giving of the assistance does not materially prejudice the interests of the company or its shareholders or the company's ability to pay its creditors, or where the assistance is approved by the company's shareholders under section 260B of the Corporations Act.
- 44 Financial assistance is interpreted broadly and may include the provision of anything needed in order to carry out a transaction, including giving security over assets or giving a guarantee or indemnity in respect of another person's liability. As such, by becoming guarantors and security providers under the Facility Agreement, BigAir and each other Target Company will be deemed to be providing "financial assistance" to the Company to acquire shares in BigAir under the Scheme.
- 45 The shareholders of BigAir and each other Target Company have passed or will pass resolutions approving the giving of this financial assistance as required by section 260A and 260B(1) of the Corporations Act.

46 As each of the Target Companies will become subsidiaries (directly or indirectly) of the Company (a listed domestic corporation) immediately after the completion of the BigAir Acquisition (in respect of which the financial assistance is given), section 260B(2) of the Corporations Act requires that the financial assistance must also be approved by a special resolution passed at general meeting of the Company.

Effect of financial assistance

47 The advantage for the Company of receiving the financial assistance is that it and its subsidiaries will continue to have the benefit of the Facility Agreement and will continue to be in compliance with its obligations under that agreement.

48 The Directors believe the draw down under the Facility Agreement provided the most efficient form of financing available to assist the Company to fund part of the BigAir Acquisition. The Company is already liable for the amounts payable under the Facility Agreement and related finance documents, so the provision of financial assistance by BigAir and the other Target Companies is unlikely to materially prejudice the Company, the Target Companies, their respective shareholders or the ability to repay their respective creditors, except that the operations of the Target Companies will be restricted by the representations and undertakings given by them under the Facility Agreement and related finance documents.

49 The advantages for BigAir and the other Target Companies in giving financial assistance to, and becoming part of, the Superloop Group is that they may benefit from:

- repayment of existing debts from funds drawn under the Facility Agreement as a result of the BigAir Acquisition;
- the facilities provided to the Superloop Group under the Facility Agreement;
- synergies and cost savings through its integration with the Superloop Group; and
- capital resources and management expertise of the Superloop Group.

50 The disadvantages for BigAir and the other Target Companies in giving the financial assistance include:

- in the event of default under the Facility Agreement, ANZ's recourse to assets secured under the Facility Agreement will include the assets of BigAir and the other Target Companies. This may result in a winding up or the appointment of a receiver and a sale of their assets, which could result in a lower return than could have been achieved had those assets been sold in the ordinary course of business;
- they will become liable for all amounts outstanding under the Facility Agreement; and
- their operations and ability to independently obtain finance from other sources may be restricted by the security granted and the representations, warranties and undertakings given under the Facility Agreement.

51 The Directors have considered the giving of the financial assistance and are of the opinion that there are reasonable grounds to believe that it is in the best interests and for the commercial benefit of the Company and each Target Company.

Directors' recommendation

52 The Directors recommend that you vote in favour of this resolution.

Notice to ASIC

- 53 A copy of this Notice was lodged with ASIC before being sent to the shareholders of the Company as required by section 260B(5) of the Corporations Act.

Notice to ASIC

- 54 To the extent passed by Shareholders, a copy of this special resolution (resolution 5) shall be lodged with ASIC by the Company within 14 days of being passed in accordance with section 260B(7) of the Corporations Act.

Definitions

Capitalised terms in this Notice of Meeting and Explanatory Memorandum have the meaning set out below:

Annual General Meeting or AGM	means the Company's annual general meeting the subject of this Notice of Meeting.
Annual Report	means the 2016 Annual Report of the Company.
ANZ	means Australia and New Zealand Banking Group Limited ACN 005 357 522.
ASIC	means the Australian Securities and Investments Commission.
ASX	means ASX Limited ACN 008 624 691.
BigAir	means BigAir Group Limited ACN 098 572 626.
BigAir Acquisition	means the acquisition by the Company of shares in BigAir as contemplated by, and in accordance with, the Scheme.
BigAir Group	means BigAir and its wholly-owned subsidiaries.
Board	means the board of directors of the Company.
Company or Superloop or SLC	means Superloop Limited ACN 169 263 094.
Control	has the meaning given to that term by the Corporations Act.
Constitution	means the constitution of the Company.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Directors	means the directors of the Company.
Facility Agreement	means the multi-currency facility agreement dated on or about 13 September 2016 between the Company, ANZ and a number of the Company's subsidiaries as guarantors and borrowers listed therein.
Placement	has the meaning set out in paragraph 27 of the Explanatory Memorandum.
Placement Shares	means 18,789,716 Superloop Shares.
Explanatory Memorandum	means the explanatory statement accompanying the resolutions contained in this Notice of Meeting.
Key Management Personnel or KMP	means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).
Listing Rules	means the listing rules of ASX.
Notice of Meeting	means this notice of meeting and includes the Explanatory Memorandum.

Remuneration Report	means the section of the Directors' report for the 2016 financial year that is included under section 300A(1) of the Corporations Act.
Scheme	means the scheme of arrangement pursuant to Part 5.1 of the Corporations Act proposed between BigAir and the shareholders of BigAir as set out in the scheme implementation deed together with any alterations or conditions made or required by the court under section 411(6) of the Corporations Act.
Shareholder	means a person who is a registered holder of Superloop Shares.
Superloop Group	means Superloop and its wholly-owned subsidiaries, which, at the date of this notice includes: Superloop (Australia) Pty Ltd ACN 602 286 608; CINENET Systems Pty Ltd ACN 104 900 030; APEXn Pty Ltd ACN 113 804 569; ACN 614 507 247 Pty Ltd ACN 614 507 247; Superloop (Singapore) Pte Ltd; and Superloop (Hong Kong) Limited.
Superloop Shares	means fully paid ordinary shares in the capital of the Company.
Target Company/(ies)	<p>means each of the following:</p> <ul style="list-style-type: none"> • BigAir; • Clever Communications Australia Pty Limited (ACN 103 623 356); • Allegro Networks Pty Ltd (ACN 101 425 094); • Radiocorp Pty Ltd (ACN 121 647 738); • Link Innovations Pty Limited (ACN 071 699 637); • Integrated Data Labs Pty Ltd (ACN 076 582 280); • Applaud it Pty Limited (ACN 606 767 999); • Everywhere Internet Holdings Pty Ltd (ACN 109 777 095); • Cyberhound Pty Ltd (ACN 090 549 947); • BigAir Universe Broadband Pty Ltd (ACN 106 718 236); • BigAir Community Broadband Pty Ltd (ACN 084 163 100); • Intelligent IP Communications Pty Ltd (ACN 115 730 526); • BigAir Cloud Managed Services Pty Ltd (ACN 118 033 051); • Unistar Enterprises Pty Ltd (ACN 077 123 767); • Oriel Technologies Pty Ltd (ACN 602 377 159); • Saise Pty Ltd (ACN 098 375 654); • Access Providers Group Proprietary Limited (ACN 115 144 164); • Clever Communications Operations Pty. Limited (ACN 095 422 441); • Activ Australia Pty Limited (ACN 078 302 440); • Everywhere Internet Systems Pty Ltd (ACN 143 411 045); and • any other subsidiary of BigAir which grants financial assistance under or in connection with the BigAir Acquisition for the purposes of section 260A of the Corporations Act.
VWAP	means the volume weighted average price.

LODGE YOUR VOTE

ONLINE
www.linkmarketservices.com.au

BY MAIL
Superloop Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
(02) 9287 0309

BY HAND
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000

ALL ENQUIRIES TO
Telephone: 1300 554 474



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PROXY FORM

I/We being a member(s) of Superloop Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box) **OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

STEP 1

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:30am (Brisbane time) on Friday, 18 November 2016 at McCullough Robertson Lawyers, Level 11, 66 Eagle Street, Brisbane, Queensland, 4000** (the Meeting) and at any postponement or adjournment of the Meeting.

Important for Resolution 1: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an

STEP 2

Resolutions	For	Against	Abstain*	For	Against	Abstain*
1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Approval of financial assistance	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of director of Gregory Alexander John Baynton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
3 Re-election of director of Richard Anthony (Tony) Clark	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
SPECIAL BUSINESS						
4 Ratification and approval of the previous issue of Superloop Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			

* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual) Joint Shareholder 2 (Individual) Joint Shareholder 3 (Individual)
Sole Director and Sole Company Secretary Director/Company Secretary (Delete one) Director

STEP 3

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

SLC PRX1602C



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:30am (Brisbane time) on Wednesday, 16 November 2016**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MAIL

Superloop Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

(02) 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

or

Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**