

12 July 2017

Dear Shareholders

On behalf of the Board, I am pleased to invite you to a General Meeting to be held on Friday, 11 August 2017 at 10.00am, at the offices of McCullough Robertson Lawyers, Level 11, 66 Eagle Street, Brisbane, Queensland.

At the Meeting, formal business to be conducted includes:

- Approval of issue of shares to Mr Bevan Slattery in connection with the acquisition of SubPartners
- Ratification and approval of the previous issues of shares in connection with the acquisition of SubPartners
- Approval of a grant of options Mr Matthew Hollis under Superloop's Executive Option Plan

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



Bevan Slattery
Chief Executive Officer
Superloop Limited

Notice of General Meeting

Superloop Limited ACN 169 263 094

Notice is given that a General Meeting of Superloop Limited (**Superloop**) will be held at:

Location	McCullough Robertson Lawyers, Level 11, 66 Eagle Street, Brisbane, Queensland, 4000
Date	Friday, 11 August 2017
Time	10.00am (Brisbane time)

Approval of issue of Shares to Mr Bevan Slattery in connection with the acquisition of SubPartners

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

- 1 'That for the purposes of Listing Rule 10.11 and all other purposes, Shareholders approve the issue of 1,161,495 Shares to Mr Bevan Slattery, the Executive Director and CEO of Superloop, at an issue price of \$2.255 per Share, on the terms set out in the Explanatory Memorandum.'

Note: Mr Slattery and his associates are restricted from voting on this Resolution.

Ratification and approval of previous issues of Shares in connection with the acquisition of SubPartners

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

- 2 'That, for the purposes of Listing Rule 7.4 and all other purposes, Shareholders ratify and approve the previous issue of 290,374 Shares at an issue price of \$2.255 per Share, 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.

Grant of Options to Mr Matthew Hollis under the Executive Option Plan

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

- 3 'That, for the purposes of Listing Rule 10.14, section 208(1)(a) Corporations Act and all other purposes, and in accordance with Superloop's Executive Option Plan, Shareholders approve the grant of 336,094 Options and the issue of 336,094 Shares on exercise of those Options to Mr Matthew Hollis, an Executive Director of Superloop, on the terms set out in the Explanatory Memorandum.'

Note: Mr Hollis and his associates are restricted from voting on this Resolution.

Dated 12 July 2017

By order of the Board



Paul Jobbins
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 Superloop. 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 Superloop will require written proof of the representative's appointment which must be lodged with or presented to Superloop before the Meeting.
- (k) Superloop 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 7:00pm AEST on Wednesday, 9 August 2017.
- (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

In accordance with the Listing Rules and Corporations Act, Superloop will disregard any votes cast by or on behalf of:

Resolution 1 – Approval of issue of Shares to Mr Bevan Slattery in connection with the acquisition of SubPartners

Mr Slattery and any of his associates

Resolution 2 – Ratification and approval of previous issue of Shares in connection with the acquisition of SubPartners

Any person who participated in the issue of Shares referred to in Resolution 2 and any of their associates

Resolution 3 – Approval of grant of Options to Mr Matthew Hollis

Mr Hollis and any of his associates

However, Superloop 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) for Resolutions 1 and 2 only, the person chairing the Meeting 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.

For the avoidance of doubt, Superloop will not need to disregard a vote for Resolution 3 that is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the resolution (provided the vote is not cast on behalf of Mr Hollis or any of his associates).

Explanatory Memorandum

Superloop Limited ACN 169 263 094

This Explanatory Memorandum accompanies the Notice of General Meeting of Superloop to be held at the offices of McCullough Robertson Lawyers, 66 Eagle Street, Brisbane, Queensland, 4000 at 10.00am on Friday, 11 August 2017.

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.

Background to Resolutions 1 and 2 - Acquisition of SubPartners

- 1 On 6 April 2017, Superloop announced that it has acquired all of the issued share capital of SubPartners Pty Ltd (**SubPartners**) for US\$2.5 million, pursuant to the terms of a share sale agreement (**Sale Agreement**) entered into with SubPartners' three shareholders (**SubPartners Vendors**).
- 2 Under the Sale Agreement, consideration for the acquisition of SubPartners will be satisfied by the issue of 1,451,869 fully paid ordinary shares in Superloop (**Consideration Shares**) at an issue price of \$2.255 per Consideration Share, being the volume weighted average price (**VWAP**) of Superloop Shares sold on the ASX during the five trading days before 30 March 2017.

Strategic rationale

- 3 The acquisition of SubPartners will deliver Superloop strategic assets including ownership of international submarine cable capacity as a member of the INDIGO consortium which is constructing the INDIGO West cable (Singapore to Perth) and the INDIGO Central cable (Perth to Sydney). The acquisition will also deliver Superloop a team with substantial submarine cable experience and an ability to lead or participate in other future potential undersea cable investments.
- 4 For further details regarding the strategic rationale for Superloop's acquisition of SubPartners, refer to the announcements lodged on ASX on 6 April 2017.

Resolution 1: Approval of issue of Shares to Mr Bevan Slattery in connection with the acquisition of SubPartners

- 5 Resolution 1 seeks approval from Shareholders under Listing Rule 10.11 for the issue of 1,161,495 Consideration Shares to Mr Slattery, the owner of 80% of the issued share capital in SubPartners, pursuant to the terms of the Sale Agreement.
- 6 If Shareholders approve the issue of Consideration Shares to Mr Slattery, his holding in Superloop will increase from 28.74% to 29.13%.¹ If Shareholders do not approve the issue of Consideration Shares to Mr Slattery, he will be paid cash consideration equivalent to US\$2.0 million for his 80% interest SubPartners.

Listing Rule 10.11

- 7 Listing Rule 10.11 provides that a listed company must not, without the approval of ordinary shareholders, issue equity securities to a related party. A director is a related party for the purposes of the Listing Rules and Corporations Act and therefore, the issue of Consideration Shares to Mr Slattery as contemplated by Resolution 1 requires Shareholder approval under Listing Rule 10.11.

¹ If Resolution 1 is approved, Mr Slattery may rely on the 3% creep exception in section 611, item 9 Corporations Act to increase his voting power in Superloop by 0.51% without contravening the takeover prohibition in section 606 Corporations Act.

- 8 If approval is obtained pursuant to Listing Rule 10.11, Superloop will be entitled to rely on Listing Rule 7.2, Exception 14 as an exception to any requirement that may otherwise apply requiring Shareholder approval under Listing Rule 7.1.
- 9 In accordance with Listing Rule 10.13, the following information is provided in relation to the issued of Shares to Mr Slattery:

Related party	Bevan Slattery, Executive Director and CEO
Number of Shares	1,161,495 fully paid ordinary shares
Date by which the Shares will be issued	If Shareholder approval is obtained, Superloop will issue the Consideration Shares to Mr Slattery within two days after the General Meeting, but in any event no later than one month after the Meeting.
Issue price per Share	\$2.255 per Share, being the VWAP for the five trading days to 30 March 2017.
Terms of the Shares	Ordinary shares ranking equally with all existing Superloop Shares on issue. The Shares will be held in voluntary escrow for a period of 12 months from the date of completion (being, 4 April 2018).
Use (or intended use) of the funds raised	Not applicable. The Consideration Shares are to be issued as part consideration for the acquisition of SubPartners.

Corporations Act

- 10 Chapter 2E of the Corporations Act regulates transactions between Superloop and its related parties. Section 208 of the Corporations Act provides that, unless an exception applies, a public company must obtain the approval of its shareholders in accordance with sections 217 to 227 Corporations Act before it gives a financial benefit to a related party. The Directors (with the exception of Mr Slattery) consider that Resolution 1 does not require shareholder approval pursuant to Chapter 2E Corporations Act as the transaction falls within the arms-length exception under section 210 Corporations Act.

Directors' recommendation

- 11 The Directors (with Mr Slattery abstaining) recommend that you vote in favour of Resolution 1.

Resolution 2: Ratification and approval of the previous issues of Shares in connection with the acquisition of SubPartners

- 12 Resolution 2 seeks approval from Shareholders under Listing Rule 7.4 (and for all other purposes) to ratify the previous issue of 290,374 Consideration Shares to the SubPartners Vendors (excluding Mr Slattery) on 4 April 2017.

Listing Rule 7.4

- 13 Listing Rule 7.1 provides that, subject to certain exemptions, prior approval of Shareholders is required for an issue of securities if the securities will, when aggregated with the securities issued by Superloop during the previous 12 months, exceed 15% of the number of the securities at the commencement of that 12 month period.
- 14 The issue of Consideration Shares detailed in this Resolution did not exceed Superloop's 15% threshold. However, Listing Rule 7.4 provides that where Superloop ratifies an issue of equity

securities, the issue is treated as having been made with Shareholder approval for the purpose of Listing Rule 7.1, thereby replenishing Superloop's 15% capacity and enabling it to issue further equity securities up to that limit.

15 In accordance with Listing Rule 7.5, Shareholders are advised of the following particulars:

Person to whom Shares were issued	SubPartners Vendors (excluding Mr Slattery)
Date of issue	4 April 2017
Number of Shares	290,374 Shares
Issue price per Share	\$2.255 per Share, being the VWAP for the five trading days to 30 March 2017.
Terms of Shares issued	Ordinary Shares ranking equally with all existing Superloop Shares on issue. The Shares will be held in voluntary escrow for a period of 12 months from the date of completion (being, 4 April 2018).
Use of funds raised by the issue	Not applicable as no cash was raised by Superloop. The Shares were issued as part consideration for the acquisition of SubPartners.

Directors' recommendation

16 The Directors (with Mr Slattery abstaining) recommend that you vote in favour of Resolution 2.

Resolution 3: Grant of Options to Mr Matthew Hollis under the Executive Option Plan

17 Resolution 3 seeks approval from Shareholders under Listing Rule 10.14 and section 208(1)(a) Corporations Act for the Board to grant 336,094 incentive options (**Options**) to Mr Matthew Hollis, an Executive Director of Superloop, under and subject to the terms of Superloop's Executive Option Plan.

18 Mr Hollis is Superloop's Group GM Sales and Marketing.

19 The key terms of the Options are as follows:

- (a) each Option will convert into one Superloop Share;
- (b) the Options will be granted for no consideration;
- (c) the exercise price for the Options is \$2.50;
- (d) the Options will expire on 1 March 2020;
- (e) the Options are not transferable; and
- (f) the Options vest and are exercisable in two tranches as follows:
 - (i) 168,047 Options on 1 March 2018 subject to Mr Hollis successfully completing 12 months of service (**Tranche One**); and
 - (ii) 168,047 Options on 1 March 2019 subject to Mr Hollis successfully completing 24 months of service (**Tranche Two**).

20 The Options are also subject to the other conditions in the Executive Option Plan. A summary of the Executive Option Plan is attached in the Schedule to the Explanatory Memorandum.

Listing Rule 10.14

21 The acquisition of securities by a Director under an employee incentive scheme such as the Executive Option Plan requires Shareholder approval under Listing Rule 10.14. Accordingly, Shareholder approval is sought for the grant of Options to Mr Hollis and to the extent those Options are exercised, the issue of the underlying Shares.

22 Once approval is obtained under Listing Rule 10.14, Superloop is entitled to rely on Listing Rule 10.12, Exception 4 as an exception to any requirement that may otherwise apply requiring Shareholder approval under Listing Rule 10.11. Similarly, approval will not be required under Listing Rule 7.1.

23 Specific information which must be provided to Shareholders in accordance with Listing Rule 10.15 is set out below.

Maximum number of Options to be granted	Mr Hollis will be granted 336,094 Options. Each Option, once exercised, entitles Mr Hollis to one Share in Superloop.						
Employee incentive scheme	The Options will be granted under Superloop's Executive Option Plan, which was approved by Shareholders in June 2016.						
Amount payable for each Option	The Options will be granted for no consideration. The exercise price for the Options is \$2.50.						
The date by which Superloop will grant the Options	If Shareholder approval is obtained, Superloop intends to grant the Options to Mr Hollis within five days after the General Meeting, but in any event no later than 12 months after the General Meeting.						
Employee incentive scheme and persons entitled to participate in the scheme	The Options will be granted under Superloop's Executive Option Plan, which was approved by Shareholders at the general meeting held on 21 June 2016. All Directors, executives and senior executives are eligible to participate in Superloop's Executive Option Plan.						
Number of Options granted under the scheme since the last approval	The following persons who are Directors have received Options under the Executive Option Plan since the approval of the plan: <table border="1" data-bbox="663 1473 1458 1574"> <thead> <tr> <th>Name of Director</th> <th>Number of Options</th> <th>Exercise price</th> </tr> </thead> <tbody> <tr> <td>Bevan Slattery</td> <td>725,814</td> <td>\$2.00 per Option</td> </tr> </tbody> </table>	Name of Director	Number of Options	Exercise price	Bevan Slattery	725,814	\$2.00 per Option
Name of Director	Number of Options	Exercise price					
Bevan Slattery	725,814	\$2.00 per Option					
Loan arrangements	There are no loan arrangements with Mr Hollis in relation to the acquisition of the Options.						

Corporations Act

24 Section 208(1) of the Corporations Act provides that a public company must not, without the approval of the company's members, give a financial benefit to a related party. Mr Hollis is a related party of Superloop for the purposes of section 228(2) Corporations Act as he is a Director. The grant of Options will constitute the giving of a financial benefit to a related party for the purposes of section 229(3)(e) Corporations Act.

25 It is the view of the Board that the terms of the financial benefit, being the grant of Options, in conjunction with other components of Mr Hollis's remuneration as set out below, comprises

reasonable remuneration having regard to Superloop's circumstances, and would therefore fall within an exception set out in sections 210 to 216 of the Corporations Act. However, as a matter of sound corporate governance, the Board felt it prudent to seek Shareholder approval under Chapter 2E of the Corporations Act for the issue of Options to Mr Hollis.

- 26 Specific information must also be provided to Shareholders in accordance with section 219 of the Corporations Act. The majority of this information is set out above in accordance with Listing Rule 10.15, with the balance of the information regarding the value of the financial and the Directors' recommendations is set out below.

Valuation of the financial benefit

- 27 The Board has valued the Options at \$0.744 per Option using the Black-Scholes valuation methodology. The basic assumptions underlying the Option valuation are:

	Tranche One	Tranche Two
Underlying price per Share [#]	\$2.54	\$2.54
Exercise price	\$2.50	\$2.50
Risk free rate	1.50%	1.50%
Dividend yield (estimate)	0.5%	0.5%
Volatility	41.7%	41.7%
Vesting date	1 March 2018	1 March 2019
Expiry date	1 March 2020	1 March 2020
Option value [*]	\$0.744	\$0.744
Total number of Options issued	168,047	168,047
Total employee benefit expense [*]	\$125,000	\$125,000

[#] Share price represents the 5 day VWAP prior to 22 June 2017, the day on which drafting of the Notice of Meeting was finalised.

^{*} No adjustment has been made to the value of the Options to account for the probability of the performance hurdles being met. The valuation assumes that all performance hurdles are met.

Interest in Superloop and remuneration

- 28 Mr Hollis currently has an interest (either directly or indirectly) in 27,010 Shares. If Resolution 2 is approved, the effect will be to dilute the holdings of existing Shareholders by an equivalent amount, as follows:

	Current share capital [#]		Share capital on issue of the Options	
	Shares	%	Shares	%
Mr Hollis	27,010	0.01%	363,104	0.17%
Existing Shareholders	208,768,873	99.99%	208,768,873	99.83%
Total	208,795,883	100%	209,131,977	100%

[#] Based on the number of Superloop Shares on issue at the date of the Notice of Meeting.

^{*} Based on the number of Superloop Shares on issue at the date of the Notice of Meeting plus the Superloop Shares issued on exercise of the Options.

29 Mr Hollis' total remuneration as set out in an employment agreement is as follows:

Sign-on bonus[#]	\$250,000 (including superannuation)
Base salary	\$350,000 (including superannuation)
Options[*]	\$250,000

[#]One time payment made in March 2017.

^{*}Subject to Shareholder approval of this Resolution.

30 Mr Hollis is also entitled to an annual discretionary bonus of \$100,000 (including superannuation) as well as quarterly sales commission upon meeting sales targets.

31 The term of the employment agreement is for three years commencing 1 March 2017 and it can be terminated by either party by giving up to three months' notice. Superloop may also terminate Mr Hollis' employment immediately without notice for serious misconduct or other prescribed circumstances warranting summary dismissal.

32 Post termination, Mr Hollis is entitled to an amount equal to one months' salary including superannuation, for each month during a restraint period of up to six months post termination.

33 Other than as set out in this Explanatory Memorandum, the Directors are not aware of any additional information that Shareholders should consider before making a decision to vote on this Resolution.

Directors' recommendation

34 The Directors (with Mr Hollis abstaining) recommend that you vote in favour of Resolution 3.

Definitions

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

Term	Definition
ASX	means ASX Limited ACN 008 624 691.
Board	means the board of directors of Superloop.
Company or Superloop	means Superloop Limited ACN 169 263 094.
Consideration Shares	means 1,451,869 Superloop Shares to be issued to the SubPartners Vendors as consideration for the acquisition of SubPartners.
Control	has the meaning given to that term by the Corporations Act.
Corporations Act	means <i>Corporations Act 2001</i> (Cth).
Corporations Regulations	means <i>Corporations Regulations 2001</i> (Cth).
Directors	means the directors of Superloop.
Executive Option Plan	means Superloop's executive option plan approved by Shareholders on 21 June 2016, a summary of which is included in the Schedule to this Notice of Meeting.
Explanatory Memorandum	means the explanatory statement accompanying the resolutions contained in this Notice of Meeting.
General Meeting or Meeting	means Superloop's general meeting the subject of this Notice of Meeting.
Listing Rules	means the listing rules of ASX.
Notice of Meeting	means this notice of meeting and includes the Explanatory Memorandum.
Options	means the options proposed to be granted to Mr Hollis under Resolution 3.
Sale Agreement	means the share sale agreement between Superloop and the SubPartners Vendors.
Shares	means fully paid ordinary shares in the capital of Superloop.
Shareholder	means a person who is a registered holder of Superloop Shares.
SubPartners	means SubPartners Pty Ltd ACN 158 967 401.
SubPartners Vendors	means the three founding shareholders of SubPartners who agreed to sell their shares in SubPartners to Superloop under the Sale Agreement.
VWAP	means the volume weighted average price.

Schedule

Summary of the key terms of the Executive Option Plan

Eligible Participant	The Board may designate a Superloop director, employee or consultant as an eligible participant for the purposes of the Executive Option Plan (Eligible Participant). Eligible Participants may nominate a proprietary limited company that they Control (Permitted Nominee) to hold their options, though Superloop has absolute discretion to decide whether the options are granted to the Eligible Participant or the Permitted Nominee. For the purposes of this Schedule, 'Participant' means an Eligible Participant or its Permitted Nominee (as the case requires).
Administration	The Executive Option Plan will be administered by the Board, which has an absolute discretion to determine appropriate procedures for its administration and resolve questions of fact or interpretation and formulate special terms and conditions in addition to those set out in the plan.
Grant of options	All options are to be offered to Participants for no consideration. The offer must be in writing and specify, amongst other things, the number of options for which the Participants may accept, the period within which the options may be exercised and any conditions to be satisfied before exercise, the option expiry date (as determined by the Board) and the exercise period for the options.
Acceptance of offer by Eligible Participant	To accept an Offer, an Eligible Participant must complete, sign and return the acceptance form annexed to their Offer in accordance with the Offer.
Exercise	The options may be exercised, subject to any exercise conditions, by the Participant giving a signed notice to Superloop.
Lapse	The options shall lapse upon the earlier of the date specified by the Board or events contained in the Executive Option Plan rules, including termination of employment or resignation, redundancy, death or disablement.
Rights of participants	Once the Superloop Shares are issued upon exercise of the options, the Participant will hold the Superloop Shares free of restrictions subject to the restriction on disposal. The Superloop Shares will rank equally for dividends declared on or after the date of issue but will carry no right to receive any dividend before the date of issue. Should Superloop undergo a reorganisation or reconstruction of capital or any other such change, the terms of the options will be correspondingly changed to the extent necessary to comply with the ASX Listing Rules. In the event of a change of control, the Board shall have discretion to deal with the options, including allowing accelerated vesting or the issue of options in the substituted corporation. A holder of options is not entitled to participate in a new issue of Superloop Shares or other securities made by Superloop to shareholders merely because he or she holds options.
Quotation	Superloop will not apply to ASX for official quotation of the options. However, as Superloop Shares are officially quoted by ASX, the Company will apply to ASX for official quotation of any Superloop Shares issued to a Participant after exercise of the options within the time prescribed by the Listing Rules but, in any event, within ten Business Days of the issue of those Superloop Shares.


Assignment	The options are not transferrable or assignable without the prior written approval of the Board, having regard to the restriction on disposal.
No voting rights	A Participant does not have the right to vote in respect of the options.
No interest in Superloop Shares	A Participant has no interest in Superloop Shares the subject of options unless and until the options are exercised and Superloop Shares are issued to that Participant.
Change of Control Trigger Event	<p>Unless the Board decides otherwise, if a Change of Control Trigger Event occurs, all Options vest immediately and may be exercised by a Participant (regardless of whether any Vesting Conditions have been satisfied).</p> <p>For the purposes of this Schedule, 'Change of Control Trigger Event' means:</p> <ul style="list-style-type: none"> (a) a person acquires voting power (within the meaning of section 610 of the Corporations Act) in more than 50% of the ordinary shares in the Company; (b) an order of the court made for the purposes of section 411(4)(b) of the Corporations Act, in connection with a members' scheme of arrangement to effect a change of Control of the Company, is lodged with ASIC under section 411(10) of the Corporations Act; (c) the Company disposes of the whole or a substantial part of its assets or undertaking; or (d) an event set out in paragraph (a) or (b) is, in the opinion of the Board, likely to occur in the near future and the Board decides to nominate a date on which a Change of Control Trigger Event is taken to have occurred.
Issue of Superloop Shares on exercise	The Company will issue Superloop Shares to a Participant at the next Board meeting, or within 20 Business Days, whichever first occurs after receiving an exercise notice from a Participant.
Ranking of Superloop Shares issued	A Superloop Share issued on the exercise of the options will rank equally with all existing Superloop Shares from the date of allotment.
Disposal restrictions	If an offer contains disposal restrictions, the Participant must comply with the disposal restrictions in relation to all Superloop Shares issued on exercise of the options. If the Superloop Shares issued on exercise of the options are subject to a disposal restriction the Company may implement any procedure (including a holding lock) it considers appropriate to ensure the disposal restriction is complied with for the period specified in the offer. A disposal restriction ceases to apply immediately upon a Change of Control Trigger Event occurring.
Maximum shares over which options granted	The Board must not grant options if the number of Superloop Shares to be issued on exercise of the options exceeds 5% of the issued Superloop Shares at the time the offer was made.


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

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 Extraordinary General Meeting of the Company to be held at **10:00am on Friday, 11 August 2017 at the offices of McCullough Robertson Lawyers, Level 11, 66 Eagle Street, Brisbane, Queensland, 4000** (the Meeting) and at any postponement or adjournment of the Meeting.

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

Resolutions

	For	Against	Abstain*
1 Approval of issue of Shares to Mr Bevan Slattery	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Ratification and approval of previous issues of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Grant of Options to Mr Matthew Hollis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 2

 * 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

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).

STEP 3

SLC PRX1701A



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.

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:

- 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
- 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 **10:00am on Wednesday, 9 August 2017**, 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

+61 2 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 EXTRAORDINARY GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**