

18 October 2017

Dear Shareholders

On behalf of the Board, I am pleased to invite you to Superloop's Annual General Meeting to be held at 10:00am on Friday, 17 November 2017 at the offices of McCullough Robertson Lawyers, Level 11, 66 Eagle Street, Brisbane, Queensland.

I will be pleased to present your Company's Annual Report for the financial year ended 30 June 2017, an overview of our significant achievements during the 2017 financial year and an update on our vision, strategy and priorities for the coming year.

At the meeting, the formal business to be conducted includes:

- receiving and considering the financial statements and reports;
- approving the directors' remuneration report;
- the re-election of directors;
- approving or ratifying the issue of shares for the acquisition of NuSkope;
- ratifying the issue of Placement shares; and
- approving the grant of options to Executive Directors.

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,



Michael Malone
Chairman
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, 17 November 2017
Time	10:00am 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 2017.

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 2017 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 resolutions as ordinary resolutions:

- 2 'That Mr Vivian Stewart, who retires from office under rule 19.2(b) of the Constitution, and being eligible, be re-elected as a Director of the Company.'
- 3 'That Mr Jason Ashton, who retires from office under rule 19.2(b) of the Constitution, and being eligible, be re-elected as a Director of the Company.'
- 4 'That Mr Matthew Hollis, 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: Further information regarding these directors is included in the Explanatory Memorandum.

Special business

Approval or ratification of issue of Shares for acquisition of NuSkope

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

- 5 'That, for the purposes of Listing Rule 7.1 or Listing Rule 7.4 and for all other purposes, Shareholders approve or ratify (as the circumstance requires) the issue of 1,221,110 Shares to the NuSkope Vendors at an issue price of \$2.457 per Share as partial consideration for the acquisition of all of the issued capital in NuSkope Pty Ltd, RA-WIFI Pty Ltd and RA-ADSL Pty Ltd, on the terms set out in the Explanatory Memorandum.'

Note: The NuSkope Vendors and their associates are restricted from voting on this resolution.

Ratification of previous issue of Shares to qualified institutional and sophisticated investors

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

- 6 'That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 8,888,889 Shares to qualified institutional and sophisticated investors at an issue price of \$2.25 per Share, on the terms set out in the Explanatory Memorandum.'

Note: Superloop will disregard any votes cast by or on behalf of any person who participated in the issue of Placement Shares and any of their associates.

Grant of Options to Executive Directors

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

- 7 '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 94,413 Options and the issue of 94,413 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: Directors of Superloop (being entitled to participate in the Executive Option Plan) are restricted from voting on this resolution.

- 8 '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 89,219 Options and the issue of 89,219 Shares on exercise of those Options to Mr Jason Ashton, an Executive Director of Superloop, on the terms set out in the Explanatory Memorandum.'

Note: Directors of Superloop (being entitled to participate in the Executive Option Plan) are restricted from voting on this resolution.

Dated 18 October 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 AGM 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 that term is 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 AGM; and
 - (ii) the proxy appointment expressly authorises the person chairing the AGM 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 AGM, 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 AGM 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 AGM 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 AGM 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 AGM.
- (k) The Company has determined under regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that for the purpose of voting at the AGM 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 AEDT on Wednesday, 15 November 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

<p>Resolution 1 – Directors Remuneration Report</p>	<p>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.</p> <p>However, Key Management Personnel and their closely related parties may cast a vote on Resolution 1 as a proxy if the vote is not cast on their behalf and either:</p> <ul style="list-style-type: none"> (a) the proxy appointment is in writing that specifies the way the proxy is to vote (e.g. for, against, abstain) on the resolution; or (b) the vote is cast by the Chairman of the Meeting and the appointment of the Chairman as proxy: <ul style="list-style-type: none"> (i) does not specify the way the proxy is to vote on the resolution; and (ii) expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP. <p>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.</p>
<p>Resolution 5 – Pre-approval or ratification of issue of Shares to NuSkoje Vendors</p>	<p>If the resolution is approved for the purposes of Listing Rule 7.1, the Company will disregard any votes cast by a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary shares, if the resolution is passed.</p> <p>If the resolution is approved for the purposes of Listing Rule 7.4, the Company will disregard any votes cast by or on behalf of any person who participated in the issue of securities and any of their associates.</p> <p>However, the Company need not disregard a vote if it is cast by:</p> <ul style="list-style-type: none"> (a) a person (including the person chairing the meeting) as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or (b) a 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.
<p>Resolution 6 - Ratification of previous issue of Shares to qualified institutional and sophisticated investors</p>	<p>In accordance with ASX Listing Rule 14.11, the Company will disregard votes cast by any person who participated in the issue of Placement Shares or their associates.</p> <p>However, the Company need not disregard a vote if it is cast by:</p> <ul style="list-style-type: none"> (c) a person (including the person chairing the meeting) as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or (d) a 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.
<p>Resolution 7 – Grant of Options to Mr Hollis Resolution 8 – Grant of Options to Mr Ashton</p>	<p>In accordance with ASX Listing Rule 14.11, the Company will disregard votes cast on Resolutions 7 and 8 by any Director of the Company entitled to participate in the Executive Option Plan. However, the Company will not disregard a vote if it is cast:</p> <ul style="list-style-type: none"> (a) by a person as proxy for a person entitled to vote on the Resolutions, in accordance with the directions on the proxy form (e.g. for, against, abstain); or (b) it is cast by 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 (e.g. for, against or abstain). <p>In addition, a vote must not be cast on Resolutions 7 and 8:</p> <ul style="list-style-type: none"> (b) as proxy by a member of the KMP or a closely related party where the appointment of the chairman as proxy does not specify the way the proxy is to vote on the resolution (e.g. for, against, abstain) on the Resolutions; or (c) as proxy by the chair of the Meeting where the appointment of the chairman as proxy does not specify the way the proxy is to vote on the resolution (in accordance with section 224 of the Corporations Act, notwithstanding section 250BD(2)(b) of the Corporations Act); or (d) by or on behalf of a related party or associate of a related party of the Company to whom the resolution would permit a financial benefit to be given, unless: <ul style="list-style-type: none"> (i) the vote is cast by that person as a proxy appointed in writing that specifies the way the proxy is to vote on the Resolutions; and (ii) it is not being cast on behalf of a related party or an associate of a related party to whom the resolution would permit a financial benefit to be given.

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, Level 11, 66 Eagle Street, Brisbane, Queensland, 4000 at 10:00am on Friday, 17 November 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.

Part A – Ordinary business

Financial statements and reports

- 1 The Corporations Act requires that the report of the Directors, the auditor's report and the financial report be laid before the AGM.
- 2 Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Constitution requires a Shareholders' vote on the financial statements and reports.
- 3 Shareholders will be given reasonable opportunity at the AGM to raise questions and make comments on these reports.
- 4 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 AGM.
- 5 Under section 250PA(1) of the Corporations Act, written questions for Deloitte Touche Tohmatsu must be given to the Company by no later than 5:00pm AEST on Friday, 10 November 2017 to:

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

Resolution 1: Remuneration Report

- 6 The Remuneration Report for the financial year ended 30 June 2017 is contained in the 2017 Annual Report. A copy is available on the Company's website:
<http://investors.superloop.com/Investors/>.
- 7 The Corporations Act requires that the Remuneration Report be put to a vote of Shareholders for adoption. This resolution is advisory only and does not bind the Directors or the Company.

8 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.

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

Directors' Recommendation

10 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) of the 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 Vivian Stewart

11 On 21 December 2016, following the acquisition of BigAir Group Limited (**BigAir**), Mr Vivian Stewart was appointed to the Board as an independent Non-Executive Director under rule 19.2(a) of the Constitution. Pursuant to rule 19.2(b), Mr Stewart holds office until the conclusion of the next AGM following his appointment. Accordingly, at the AGM Mr Stewart will retire and, being eligible, stands for re-election as a Non-Executive Director of the Company.

12 Mr Stewart has extensive background in the IT&T industry, venture capital and corporate advisory services. He co-founded two IT&T companies and is the founder and director of Callafin, an independent corporate advisory firm specialising in sale, merger and acquisition transactions and related capital strategy. Mr Stewart was Chairman of BigAir's Board of Directors prior to its acquisition by Superloop. He serves on the Superloop Board's Audit and Risk Management Committee and the Remuneration and Nomination Committee.

Directors' recommendation

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

Resolution 3: Re-election of Mr Jason Ashton

14 On 21 December 2016, following the acquisition of BigAir, Mr Jason Ashton was appointed to the Board as an Executive Director under rule 19.2(a) of the Constitution. Pursuant to rule 19.2(b), Mr Ashton holds office until the conclusion of the next AGM following his appointment. Accordingly, at the AGM Mr Ashton will retire and, being eligible, stands for re-election as an Executive Director of the Company.

- 15 Mr Ashton co-founded BigAir in 2002 and was its Chief Executive Officer from 2006 until its acquisition by Superloop. With more than 23 years experience in the telecommunications industry, Mr Ashton was a pioneer in the internet industry as managing director of business ISP Magna Data, which he co-founded in 1993. He is a subject matter expert on fixed wireless broadband access networks and continues to lead the BigAir cloud and managed services business as part of the Superloop group.

Directors' recommendation

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

Resolution 4: Re-election of Mr Matthew Hollis

- 17 On 1 March 2017, Mr Matthew Hollis was appointed to the Board as an Executive Director under rule 19.2(a) of the Constitution. Pursuant to rule 19.2(b), Mr Hollis holds office until the conclusion of the next AGM following his appointment. Accordingly, at the AGM Mr Hollis will retire and, being eligible, stands for re-election as an Executive Director of the Company.
- 18 In addition to holding office as an Executive Director, Mr Hollis holds the position of Group GM Sales and Marketing. Prior to joining Superloop, Mr Hollis was the director of corporate & wholesale at Vocus Communications for over six years, as well as serving in various sales and corporate roles with Pipe Networks and other ISPs and system integrators.

Directors' recommendation

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

Resolution 5: Approval or ratification of issue of Shares

- 20 In accordance with Superloop's announcement to the market on 11 September 2017, Superloop entered into a binding agreement to acquire all of the issued share capital of NuSkope Pty Ltd, RA-WIFI Pty Ltd and RA-ADSL Pty Ltd (**Acquisition**) for consideration of \$7,000,000 cash and 1,221,110 Superloop Shares at an issue price of \$2.457 (representing the 30 day VWAP to 6 September 2017). The agreement is subject to several conditions precedent, some of which may not have been satisfied prior to the date of the AGM.
- 21 The purpose of resolution 5 is for Shareholders to approve or ratify (as the case requires) the issue of the 1,221,110 Superloop Shares (**Consideration Shares**) to the NuSkope Vendors as partial consideration for the Acquisition. In the event that the Acquisition is yet to complete as at the date of the AGM, Superloop seeks pre-approval from Shareholders for the issue of the Consideration Shares under Listing Rule 7.1 or, if the Acquisition has completed, Superloop seeks the ratification for the issue of the Consideration Shares to the NuSkope Vendors under Listing Rule 7.4.
- 22 ASX Listing Rule 7.1 restricts a company from issuing more than 15% of its issued share capital (**Placement Capacity**) during any 12 month period, subject to certain exceptions. Listing Rule 7.4 provides that where a company 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 company's Placement Capacity and enabling it to issue further securities up to that limit during the applicable 12 month period. Although Shareholder approval is not required for the issue of the Consideration Shares (which represent 0.55% of Superloop's issued share capital), Superloop wishes to retain the flexibility to issue further securities up to its full Placement Capacity without the requirement to seek Shareholder approval.

Listing Rule 7.3 and Listing Rule 7.5

For the purposes of Listing Rule 7.3 (if the Acquisition is not complete at the AGM) and for the purposes of Listing Rule 7.5 (if the Acquisition has completed and the Consideration Shares have been issued as at the date of the AGM) Superloop provides the following information to Shareholders:

	Listing Rule 7.3	Listing Rule 7.5
Maximum no. of securities issued or to be issued (as the case requires)	1,221,110 Superloop Shares	1,221,110 Superloop Shares
Date by which securities are to be issued	On the date of completion of the Acquisition, but in any event no later than three months after the date of the AGM.	
Issue price of securities	\$2.457	\$2.457
Names of persons to whom securities were or will be issued	Rabih Rachid as trustee for the RS Rachid Family Trust, Adam Barszcz as trustee for the Barszcz Nominees Family Trust and Michael Blake as trustee for Blake's Empire Family Trust	Rabih Rachid as trustee for the RS Rachid Family Trust, Adam Barszcz as trustee for the Barszcz Nominees Family Trust and Michael Blake as trustee for Blake's Empire Family Trust
Terms of securities	Ordinary shares ranking equally with all other Superloop Shares on issue	Ordinary shares ranking equally with all other Superloop Shares on issue
Intended use of funds raised	No funds will be raised from the issue. Shares will be issued in part consideration for the Acquisition of NuSkope Pty Ltd, RA-WIFI Pty Ltd and RA-ADSL	No funds were raised from the issue. Shares were issued in part consideration for the Acquisition of NuSkope Pty Ltd, RA-WIFI Pty Ltd and RA-ADSL
Issue date	On the date of completion of the Acquisition, but in any event no later than three months after the date of the AGM	

Directors' recommendation

23 The Directors recommend that you vote in favour of resolution 5.

Resolution 6: Ratification of previous issue of Shares to qualified institutional and sophisticated investors

- 24 As announced to the ASX on 21 September 2017, Superloop completed a fully underwritten placement of Placement Shares to raise \$20.0 million of additional capital to provide funding support for further customer-led network expansion, possible strategic acquisitions and balance sheet flexibility for future strategic growth opportunities.
- 25 Resolution 6 seeks approval from Shareholders under Listing Rule 7.4 (and for all other purposes) to ratify the issue of 8,888,889 Shares (**Placement Shares**) to qualified institutional and sophisticated investors.
- 26 Under Listing Rule 7.1, Superloop is generally not permitted to issue more than 15% of its issued share capital in any 12 month period unless the issue is approved by Shareholders or an exemption applies. However, Listing Rule 7.4 provides that where a company 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 the company's 15% placement capacity and enabling it to issue further securities up to that limit.
- 27 For the purposes of Listing Rule 7.4, Superloop provides the following particulars:

Date of issue	2 October 2017
Number of securities issued	8,888,889 Superloop Shares
Issue price per security	\$2.25 per Placement Share
Terms of securities issued	Ordinary shares ranking equally with all other Shares on issue
Persons to whom securities were issued	Qualified institutional and sophisticated investors in Australia and internationally who have agreed to participate in the Placement
Intended use of funds	Fund raised under the Placement will be used to provide funding support for further customer-led network expansion, possible strategic acquisitions and balance sheet flexibility for future strategic growth opportunities.

Directors' Recommendation

- 28 The Directors unanimously recommend that Shareholders vote in favour of Resolution 6.

Background to Resolutions 7 and 8 – Grant of Options to Executive Directors

- 29 As referred to in the Remuneration Report, the subject of resolution 1, in August 2017, after a review of best practice remuneration frameworks, the Board implemented a comprehensive remuneration policy including at-risk short term and long term incentives which the Board believes will support the Group's vision and strategy.
- 30 The purpose of the long term incentive policy is to align executive rewards with sustainable growth in Shareholder value over time and to act as a retention mechanism for key executives.
- 31 The initial measurement period of long term incentives is three financial years from 1 July 2017. The policy intends for grants to be issued annually in overlapping cycles.
- 32 Incentives are to be issued in the form of options or performance rights, subject to Shareholder approval for Executive Directors. Where Shareholder approval is not received for the grant of options or performance rights to Executive Directors, incentives will be issued in cash. The amount of such cash payment will be the amount that the Board considers to be reasonable remuneration given the circumstances of Superloop and the Executive Director.
- 33 Resolutions 7 and 8 seek approval for the grant of options to Executive Directors, Mr Matthew Hollis and Mr Jason Ashton, in accordance with the Company's long term incentive policy.

Resolution 7: Grant of Options to Mr Matthew Hollis

- 34 Resolution 7 seeks approval from Shareholders under Listing Rule 10.14 and section 208(1)(a) Corporations Act for the Board to grant 94,413 incentive Options to Mr Matthew Hollis, an Executive Director of Superloop, under and subject to the terms of Superloop's Executive Option Plan.
- 35 Mr Hollis is Superloop's Group GM Sales and Marketing.
- 36 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 15 September 2022;
 - (e) the Options are not transferable; and
 - (f) the Options vest and are exercisable from 15 September 2020, subject to meeting performance hurdles including earnings per share targets and operational performance objectives.
- 37 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

- 38 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.

- 39 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.
- 40 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 94,413 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 AGM, but in any event no later than 12 months after the AGM.									
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 1234 1458 1391"> <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> <tr> <td>Matthew Hollis</td> <td>336,094</td> <td>\$2.50 per Option</td> </tr> </tbody> </table>	Name of Director	Number of Options	Exercise price	Bevan Slattery	725,814	\$2.00 per Option	Matthew Hollis	336,094	\$2.50 per Option
Name of Director	Number of Options	Exercise price								
Bevan Slattery	725,814	\$2.00 per Option								
Matthew Hollis	336,094	\$2.50 per Option								
Loan arrangements	There are no loan arrangements with Mr Hollis in relation to the acquisition of the Options.									

Corporations Act

- 41 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.
- 42 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' 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.

- 43 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 benefit and the Directors' recommendation is set out below.

Valuation of the financial benefit

- 44 The Board has valued the Options at \$0.741 per Option using the Black-Scholes valuation methodology. The basic assumptions underlying the Option valuation are:

Underlying price per Share[#]	\$2.432
Exercise price	\$2.50
Risk free rate	1.65%
Dividend yield (estimate)	0.5%
Volatility	34.74%
Vesting date	15 September 2020
Expiry date	15 September 2022
Option value[*]	\$0.741
Total number of Options issued	94,413
Total employee benefit expense[*]	\$70,000

[#] Share price represents the 10 day VWAP prior to 19 September 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

- 45 Mr Hollis currently has an interest (either directly or indirectly) in 27,010 Superloop Shares and 336,094 Options which were granted in August 2017. If resolution 7 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 exercise of the Options [*]	
	Shares	%	Shares	%
Mr Hollis	27,010	0.01%	457,517	0.21%
Existing Shareholders	218,819,257	99.99%	218,819,257	99.79%
Total	218,846,267	100%	219,276,774	100%

[#] Based on the number of Superloop Shares on issue at the date of the Notice of Meeting (excluding the Consideration Shares that may be issued or have been issued (as the case may be) under resolution 5).

^{*} Based on the number of Superloop Shares on issue at the date of the Notice of Meeting (excluding the Consideration Shares that may be issued or have been issued (as the case may be) under resolution 5) plus the Superloop Shares issued on exercise of the Options granted to Mr Hollis, including Shares issued on exercise of the 336,094 Options granted to Mr Hollis following Shareholder approval being granted at Superloop's General Meeting on 11 August 2017.

46 Mr Hollis' total remuneration as set out in his employment agreement is as follows:

Sign-on bonus[#]	\$250,000 (including superannuation)
Base salary	\$350,000 (including superannuation)
Options (granted)	\$250,000 (granted in August 2017)
Options (proposed)*	\$70,000

[#]One time payment made in March 2017.

*Subject to Shareholder approval of this resolution.

47 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.

48 Mr Hollis is also entitled to participate in the Superloop executive short term incentive plan for the financial year ending 30 June 2018 which has a target award of 20% of his annual fixed remuneration, paid in cash, but he can earn up to 30% of his annual fixed remuneration for a superior outcome. Performance metrics to achieve the award include meeting a Group EBITDA target as well as specific operational objectives linked to strategic projects or objectives.

49 Mr Hollis is employed on fixed term contract for three years commencing 1 March 2017. His employment may be terminated by either party without cause with three months' notice. Superloop also has the right to terminate Mr Hollis' employment immediately without notice for serious misconduct or other prescribed circumstances warranting summary dismissal.

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

51 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

52 The Directors (with Mr Hollis abstaining) recommend that you vote in favour of resolution 7.

Resolution 8: Grant of Options to Mr Jason Ashton

53 Resolution 8 seeks approval from Shareholders under Listing Rule 10.14 and section 208(1)(a) Corporations Act for the Board to grant 89,219 incentive Options to Mr Jason Ashton, an Executive Director of Superloop, under and subject to the terms of Superloop's Executive Option Plan.

54 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 15 September 2022;
- (e) the Options are not transferable; and
- (f) the Options vest and are exercisable from 15 September 2020, subject to meeting performance hurdles including Earnings per share targets and operational performance objectives.

55 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

56 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 Ashton and to the extent those Options are exercised, the issue of the underlying Shares.

57 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.

58 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 Ashton will be granted 89,219 Options. Each Option, once exercised, entitles Mr Ashton 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 Ashton within five days after the AGM, but in any event no later than 12 months after the AGM.									
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="646 1713 1444 1870"> <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> <tr> <td>Matthew Hollis</td> <td>336,094</td> <td>\$2.50 per Option</td> </tr> </tbody> </table>	Name of Director	Number of Options	Exercise price	Bevan Slattery	725,814	\$2.00 per Option	Matthew Hollis	336,094	\$2.50 per Option
Name of Director	Number of Options	Exercise price								
Bevan Slattery	725,814	\$2.00 per Option								
Matthew Hollis	336,094	\$2.50 per Option								
Loan arrangements	There are no loan arrangements with Mr Ashton in relation to the acquisition of the Options.									

Corporations Act

- 59 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 Ashton 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.
- 60 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 Ashton'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 Ashton.
- 61 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 benefit and the Directors' recommendation is set out below.

Valuation of the financial benefit

- 62 The Board has valued the Options at \$0.741 per Option using the Black-Scholes valuation methodology. The basic assumptions underlying the Option valuation are:

Underlying price per Share[#]	\$2.432
Exercise price	\$2.50
Risk free rate	1.65%
Dividend yield (estimate)	0.5%
Volatility	34.74%
Vesting date	15 September 2020
Expiry date	15 September 2022
Option value[*]	\$0.741
Total number of Options issued	89,219
Total employee benefit expense[*]	\$66,149

[#] Share price represents the 10 day VWAP prior to 19 September 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

- 63 Mr Ashton currently has an interest (either directly or indirectly) in 1,347,447 Superloop Shares. If resolution 8 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 exercise of the Options [*]	
	Shares	%	Shares	%
Mr Ashton	1,347,447	0.62%	1,436,666	0.66%
Existing Shareholders	217,498,820	99.38%	217,498,820	99.34%
Total	218,846,267	100%	218,935,486	100%

[#] Based on the number of Superloop Shares on issue at the date of the Notice of Meeting (excluding the Consideration Shares that may be issued or have been issued (as the case may be) under resolution 5).

^{*} Based on the number of Superloop Shares on issue at the date of the Notice of Meeting (excluding the Consideration Shares that may be issued or have been issued (as the case may be) under resolution 5) plus the Superloop Shares issued on exercise of the Options granted to Mr Ashton.

64 Mr Ashton's total remuneration as set out in his employment agreement is as follows:

Base salary	\$330,747 (including superannuation)
Options (proposed)*	\$66,149

*Subject to Shareholder approval of this resolution.

65 Mr Ashton's employment agreement has no specified term and can be terminated by either party without cause with three months' notice. Superloop also has the right terminate Mr Ashton's employment immediately without notice for serious misconduct or other prescribed circumstances warranting summary dismissal.

66 Mr Ashton is also entitled to participate in the Superloop executive short term incentive plan for the financial year ending 30 June 2018 which has a target award of 20% of his annual fixed remuneration, paid in cash, but he can earn up to 30% of his annual fixed remuneration for a superior outcome. Performance metrics to achieve the award include meeting a Group EBITDA target as well as specific operational objectives linked to strategic projects or objectives.

67 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

68 The Directors (with Mr Ashton abstaining) recommend that you vote in favour of resolution 8.

Definitions

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

Acquisition	means the acquisition by the Company of all the issued capital of NuSkope Pty Ltd, RA-WIFI Pty Ltd and RA-ADSL Pty Ltd.
Annual General Meeting or AGM	means the Company's annual general meeting the subject of this Notice of Meeting.
Annual Report	means the 2017 Annual Report of the Company.
Board	means the board of directors of the Company.
Company or Superloop	means Superloop Limited ACN 169 263 094.
Consideration Shares	means the 1,221,110 Shares issued to the NuSkope Vendors as partial consideration for the Acquisition.
Constitution	means the constitution of the Company.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Directors	means the directors of the Company.
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.
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).
Notice of Meeting	means this notice of meeting and includes the Explanatory Memorandum.
NuSkope Vendors	means Rabih Rachid as trustee for the RS Rachid Family Trust, Adam Barszcz as trustee for the Barszcz Nominees Family Trust and Michael Blake as trustee for Blake's Empire Family Trust.
Options	means the options proposed to be granted to Mr Hollis under resolution 7 and Mr Ashton under resolution 8.
Placement Shares	means the 8,888,889 Shares issued pursuant to the placement to institutional and sophisticated investors as announced to the ASX on 21 September 2017.
Remuneration Report	means the section of the Directors' report for the 2017 financial year that is included under section 300A(1) of the Corporations Act.
Shareholder	means a person who is a registered holder of fully paid ordinary shares in the capital of the Company.
Shares or Superloop Shares	means fully paid ordinary shares in the capital of Superloop.

VWAP

means the volume weight average price of trading in Superloop Shares on the ASX over the relevant period.

Schedule

Summary of the key terms of the Executive Option Plan

Eligible Participant	<p>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).</p>
Administration	<p>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.</p>
Grant of options	<p>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.</p>
Acceptance of offer by Eligible Participant	<p>To accept an Offer, an Eligible Participant must complete, sign and return the acceptance form annexed to their Offer in accordance with the Offer.</p>
Exercise	<p>The options may be exercised, subject to any exercise conditions, by the Participant giving a signed notice to Superloop.</p>
Lapse	<p>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.</p>
Rights of participants	<p>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.</p> <p>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.</p>
Quotation	<p>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</p>


	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



X99999999999

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 **10:00am (AEST) on Friday, 17 November 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.

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 resolution except resolutions 7 and 8. Undirected proxies to the Chairman of the Meeting for Resolutions 7 and 8 will be disregarded per voting restriction in the Notice of Meeting

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 Directors' Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Approval or ratification of issue of Shares for acquisition of NuSkopec	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr Vivian Stewart	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Ratification of previous issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Mr Jason Ashton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7 Grant of Options to Mr Matthew Hollis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Re-election of Mr Matthew Hollis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8 Grant of Options to Mr Jason Ashton	<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

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 PRX1702C



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 **10:00am (AEST) on Wednesday, 15 November 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 ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**