

Notice of General Meeting

Superloop Limited ACN 169 263 094

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

Location	Hilton Hotel, 488 George Street, Sydney, New South Wales 2000
Date	Friday 4 May 2018
Time	2:00 pm (Sydney time)

Ratification of previous issues of Shares in connection with the GX2 Acquisition

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

- 1 'That, for the purposes of Listing Rule 7.4 and all other purposes, Shareholders ratify the previous issue of 1,680,672 Shares at an issue price of \$2.38 per Share as partial consideration for the acquisition of all of the issued capital of GX2 Holdings Pty Ltd, as set out in the Explanatory Memorandum.'

Voting Exclusion Statement: In accordance with ASX Listing Rule 14.11, Superloop will disregard any votes cast in favour of the resolution by or on behalf of those persons who participated in the issue, namely the GX2 Vendors, and their 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) 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.

Approval of financial assistance in connection with the GX2 Acquisition

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

- 2 'That, in accordance with section 260B(2) of the Corporations Act and for all other purposes, approval be given for the Acquired Entities (each a subsidiary of Superloop) to provide financial assistance to Superloop in connection with the GX2 Acquisition, as described in the Explanatory Memorandum accompanying this Notice of Meeting.'

Dated 4 April 2018

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 or lodge your voting instructions online via www.linkmarketservices.com.au
- (d) 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.
- (e) 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.
- (f) 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.
- (g) 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.
- (h) 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.
- (i) 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.
- (j) 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, 2 May 2018.
- (k) If you have any queries on how to cast your votes, please call Paul Jobbins (Company Secretary) on 07 3088 7300 during business hours.

Explanatory Memorandum

Superloop Limited ACN 169 263 094

This Explanatory Memorandum accompanies the Notice of General Meeting of Superloop to be held at the Hilton Hotel, 488 George Street, Sydney, New South Wales at 2:00 pm (Sydney time) on Friday, 4 May 2018.

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.

Resolution 1: Ratification of issues of Shares in connection with the GX2 Acquisition

- 1 On 17 November 2017, Superloop completed its acquisition of all of the issued share capital of GX2 Holdings Pty Ltd (**GX2**), the ultimate owner of the GX2 Technology business, for total upfront consideration of \$10 million (representing \$6 million in cash and \$4 million in Superloop Shares) (**GX2 Acquisition**). The GX2 Vendors will receive further deferred consideration of \$2 million payable in cash in instalments in the 2 year period from completion of the GX2 Acquisition.
- 2 ASX Listing Rule 7.1 restricts a company from issuing more than 15% of its issued share capital during any 12 month period, subject to certain exceptions. The issue of Shares to the GX2 Vendors did not exceed Superloop's 15% placement capacity under Listing Rule 7.1. 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 giving it the flexibility to issue further equity securities up to that limit during the applicable 12 month period.
- 3 Resolution 1 seeks approval from Shareholders under Listing Rule 7.4 to ratify the previous issue of 1,680,672 Shares to the GX2 Vendors at an issue price of \$2.38 per Share as partial consideration for the GX2 Acquisition.
- 4 In accordance with Listing Rule 7.5, Shareholders are advised of the following particulars:

Person to whom Shares were issued	GX2 Vendors
Date of issue	17 November 2017
Number of Shares	1,680,672 Shares
Issue price per Share	\$2.38 per Share
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 issue (i.e. until 17 November 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 GX2 Holdings Pty Ltd.

Directors' recommendation

- 5 The Directors recommend that you vote in favour of Resolution 1. The Chairman intends to vote all undirected proxies in favour of this Resolution.

Resolution 2: Approval of financial assistance in connection with the GX2 Acquisition

- 6 As noted above, on 17 November 2017, Superloop completed the GX2 Acquisition. Superloop partially funded the cash components of the consideration for the GX2 Acquisition by drawing down on its existing ANZ Facility Agreement.
- 7 The terms of the Facility Agreement require Superloop to procure that each of the Acquired Entities that satisfies the prescribed earnings or assets tests, accede to the Facility Agreement as guarantors and thereby guarantee the obligations of Superloop and other Obligors under the Facility Agreement (**Guarantee**). The Acquired Entities may also be required to provide security over their assets and an undertaking in favour of ANZ. The terms of the Guarantee to be provided are customary for a guarantee and indemnity of credit facilities and include representations and warranties and undertakings by each of the Acquired Entities as guarantor. In addition to acceding to the Facility Agreement and providing security, each Acquired Entity may, or may be required to:
- (a) execute, or accede or consent to, any instrument referred to in, or incidental or related to, the “Finance Documents” (as defined in the Facility Agreement, and including any document to be entered into at any time for the purpose of amending, varying, replacing, restating, novating or supplementing such instruments);
 - (b) subordinate its intercompany claims;
 - (c) transfer assets to, or assume other liabilities of, Superloop or other subsidiaries of Superloop (Superloop and its subsidiaries together the Group);
 - (d) make available directly or indirectly its cash flows or other resources in order to enable other members of the Superloop Group to comply with their obligations under the Facility Agreement and related finance documents; and
 - (e) provide additional support (which may include incurring additional obligations, giving new guarantees or new security interests) in connection with the Facility Agreement and related finance documents, including in connection with any refinancing of amounts owing under or in respect of those documents.
- 8 For the purposes of the Corporations Act, the actions described in paragraph 7 above may constitute the giving of financial assistance to Superloop (by the Acquired Entities) in connection with the GX2 Acquisition.
- 9 Section 260A of the Corporations Act provides that a company may financially assist a person to acquire shares (or units of shares) in the company, or its holding company, only in certain circumstances, one of which is where the assistance is approved by members under section 260B of the Corporations Act.
- 10 Section 260B(2) of the Corporations Act provides that if the company providing financial assistance will become a subsidiary of a listed domestic corporation immediately after the acquisition referred to in section 260A occurs, approval will also be required (by way of special resolution) from the shareholders of the listed corporation.
- 11 Under the Facility Agreement, the Company is obliged to comply with all relevant procedures (including the passing of this Resolution) under section 260B of the Corporations Act. The purpose of this resolution is for Shareholders to approve the giving of financial assistance to the Company by the Acquired Entities under or in connection with the GX2 Acquisition. For this Resolution to be passed, at least 75% of the votes cast by members entitled to vote on the Resolution present in person or by proxy or representative must be in favour of the Resolution.

- 12 This section sets out all information known to Superloop that is material to the decision on how to vote on the resolution, other than information that would be unreasonable to require the Company to set out because the Company has previously disclosed that information to Shareholders.

Effect of financial assistance

- 13 The Directors believe the draw down under the Facility Agreement provided the most efficient form of financing available to assist the Company to fund part of the GX2 Acquisition. The advantage for Superloop of receiving the financial assistance is that it and its subsidiaries will continue to have the benefit of the Facility Agreement and will continue to be in compliance with its obligations under that agreement.
- 14 Given the Company is already liable for the amounts payable under the Facility Agreement and related finance documents, the provision of financial assistance by the Acquired Entities is unlikely to materially prejudice the Company, the Acquired Entities, their respective shareholders or the ability to repay their respective creditors.
- 15 The Board considers that each of the Acquired Entities benefit from becoming part of the Superloop Group in that each may gain access to:
- (a) working capital or inter-company loans at beneficial rates;
 - (b) synergies and cost savings through their integration with the Superloop Group; and
 - (c) capital resources and management expertise of the Superloop Group.
- 16 If this Resolution is passed and the financial assistance is given through the Acquired Entities acceding to the Facility Agreement as guarantors, each Acquired Entity that accedes will become liable for amounts outstanding under the Facility Agreement. In the event of default under the Facility Agreement, ANZ's recourse to assets secured under the Facility Agreement will include the assets of the Acquired Entities. This may result in a winding up or the appointment of a receiver and a sale of their assets, which could result in a lower return than could have been achieved had those assets been sold in the ordinary course of business. Their operations and ability to independently obtain finance from other sources may also be restricted by any security required to be granted and the representations and undertakings given by them under the Facility Agreement.
- 17 The Directors have considered the giving of the financial assistance and are of the opinion that any potential disadvantages relating to the potential liability of the Acquired Entities under the Guarantee are outweighed by the advantages to the Company in providing the financial assistance. Overall, the Directors consider the giving of financial assistance to be in the best interests and for the commercial benefit of the Company and each Acquired Entity that accedes to the Facility Agreement.
- 18 This information has been provided in accordance with section 260B(4) of the Corporations Act, being all information known to the Company that is material to the decision of a Shareholder of the Company on whether to approve the financial assistance.

Directors' recommendation

- 19 The Directors recommend that you vote in favour of Resolution 2. The Chairman intends to vote all undirected proxies in favour of this Resolution.

Notice to ASIC

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

Definitions

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


Term	Definition
Acquired Entities	means GX2; GX2 Technology Pty Ltd ACN 106 369 500; GX2 Communications Pty Ltd ACN 106 369 528; GX2 Technology Limited (registered NZ company number 1522599); GX2 Technology Limited (registered UK company number 3814817); GX2 Technology Pte Limited (registered Fiji company number 19655) and Global Gossip, LLC (Colorado company number 20111357584).
ANZ	means Australia and New Zealand Banking Group Limited ACN 005 357 522.
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.
Corporations Act	means <i>Corporations Act 2001</i> (Cth).
Corporations Regulations	means <i>Corporations Regulations 2001</i> (Cth).
Directors	means the directors of Superloop.
Explanatory Memorandum	means the explanatory statement accompanying the resolutions contained in this Notice of Meeting.
Facility Agreement	means the multi-currency facility agreement dated on or about 13 September 2016 between the Company, ANZ and a number of the Company's subsidiaries as guarantors and borrowers listed therein.
General Meeting or Meeting	means Superloop's general meeting the subject of this Notice of Meeting.
GX2	means GX2 Holdings Pty Ltd ACN 106 368 834.
GX2 Acquisition	means Superloop's acquisition of all the issued share capital in GX2 from the GX2 Vendors.
GX2 Vendors	means Jacqueline Lion-Cachet and Anthony Voltelyn Van der Byl as trustees for the Souderie Trust, Samuel Beskur, Hindsight Trading Pty Limited, Peter Ovenden, Pathold Pty Ltd ACN 112 111 438, Dennis Karp, Jeffrey Brown, Anthony Van der Byl, Carl Jeffreys, Brendan Higgins, Timothy Wilkinson, Valuad US Software Solutions Inc., Suga Group Pty Ltd ACN 087 865 816, Matthew Clay, Barry and Pamela Karp, Cloud Made Simple Pty Ltd ACN 126 532 385 and Dianne Jacqueline Lion-Cachet.
Listing Rules	means the official listing rules of ASX.
Notice of Meeting	means this notice of meeting and includes the Explanatory Memorandum.
Shares	means fully paid ordinary shares in the capital of Superloop.
Shareholder	means a person who is a registered holder of Superloop Shares.
Superloop Group	means Superloop and its wholly-owned subsidiaries.


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 General Meeting of the Company to be held at **2:00pm on Friday, 4 May 2018 at the Hilton Hotel, 488 George Street, Sydney, New South Wales 2000** (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 Ratification of previous issues of Shares in connection with the GX2 Acquisition	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Approval of financial assistance in connection with the GX2 Acquisition	<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 PRX1801A



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:

- (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 **2:00pm on Wednesday, 2 May 2018**, 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 GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**