H1 FY19 Results & Capital Raise
Investor Presentation

Monday 25th February 2019

Our vision is to be the most trusted enabler of connectivity and managed networks in **Asia Pacific**

Not for distribution into US or to US persons

Disclaimer

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

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

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

No offer to acquire Superloop shares
The information in this presentation is not an offer or recommendation to purchase or subscribe for securities in Superloop or to retain or sell any securities that are currently held. In particular, this document does not constitute any part of any offer to sell, or the solicitation of an offer to buy, any securities in the United States or to, or for the account or benefit of any 'US person' as defined in Regulation S under the U.S. Securities Act of 1993 (**Securities Act**). Superloop shares have not been, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States, and may not be offered or sold in the United States or to any US person without being so registered or pursuant to an exemption from registration.

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

Currency
All references to "$" are to Australian currency (AUD) unless otherwise noted.

“We are building a business that is focused on scalable, repeatable and profitable services based on a core portfolio of on-net connectivity products.”

BEVAN SLATTERY - FOUNDER

“We are now nearing completion of the transition phase and entering the leverage phase which will start to generate significant returns with expected strong growth in gross margin.”

DREW KELTON - CEO

Summary of Results & Capital Raise

superloop

H1 FY19 Results

- **$60.3m Revenue, up 18%** year on year (like-for-like adopting AASB15 retrospectively)
- **$4.5m EBITDA** vs $7.5m in the previous corresponding period on a like-for-like basis; reflecting
  - a) the change in focus from managed services to connectivity and broadband
  - b) short term duplication of costs during transition period
- **Strong connectivity sales momentum** in H1 FY19, which will translate into H2+ revenues
- **Cost savings initiated** in January 2019 that will flow through in H2 FY19+
- Nearing completion of **INDIGO submarine cable & NBN backhaul network** with customer billing commencing in H2 FY19

Strategy Update

- Positioned to **capture bandwidth growth** throughout Australia, Singapore & Hong Kong
- Strategic goal to be Asia Pacific's leading **fibre network operator**, leveraging wholly owned infrastructure
- Streamlining group to focus on monetising significant network assets & retiring non-core products & services

Placement & Entitlement Offer

- Fully underwritten institutional placement and 1 for 18 accelerated non-renounceable entitlement offer to raise approximately $31 million (Offer)
- Founder and largest shareholder, **Bevan Slattery, has committed to take up all his rights**
- Net proceeds from the Offer to strengthen balance sheet by reducing net debt & providing additional funding capacity to take advantage of near term infrastructure opportunities
- Issue price of $1.25 per new share representing a 18% discount to the TERP(1) of A$1.525 and 19.6% discount to the last closing price of $1.555 on 22nd February 2019
- The Offer has been fully underwritten by Morgans Corporate Limited

Note:[1]The Theoretical Ex-rights Price ("TERP") is calculated by reference to Superloop's closing price on Friday 22 February 2019 of A$1.555 per share, being the last trading day prior to the announcement of the Entitlement Offer. TERP is a theoretical calculation only and the actual price at which Superloop's shares trade immediately after the ex-date of the Entitlement Offer and the ex dividend date will depend on many factors and may not approximate TERP. TERP includes the new shares issued under the placement.

Over the past 3 years we have created a truly Asia Pacific network

superloop

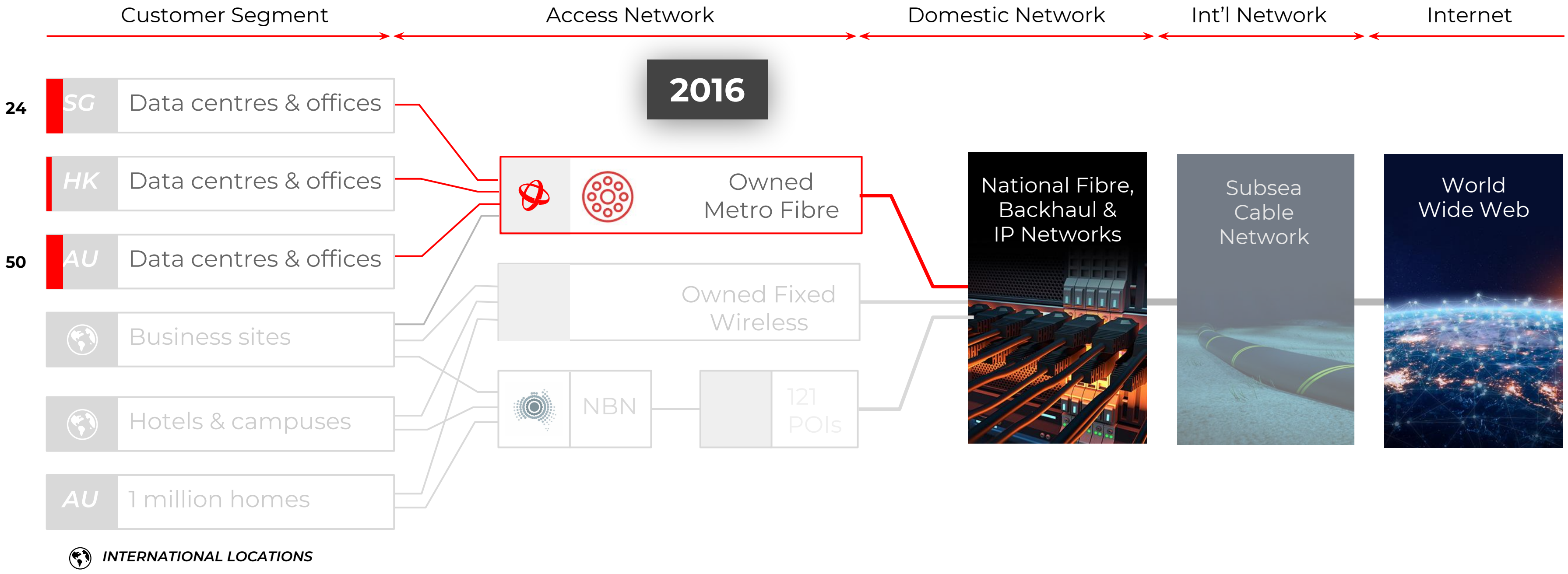
2016	2019
378 km owned[1] Fibre connected to 74 data centres & offices	758 km of owned[1] Fibre connected to 275 data centres & offices
$67 million carrying value of Network Assets (PPE)	$218 million carrying value of Network Assets (PPE)

● Metro Fibre

[1] *Owned includes indefeasible rights to use (IRU) held as an intangible asset on Superloop's balance sheet*

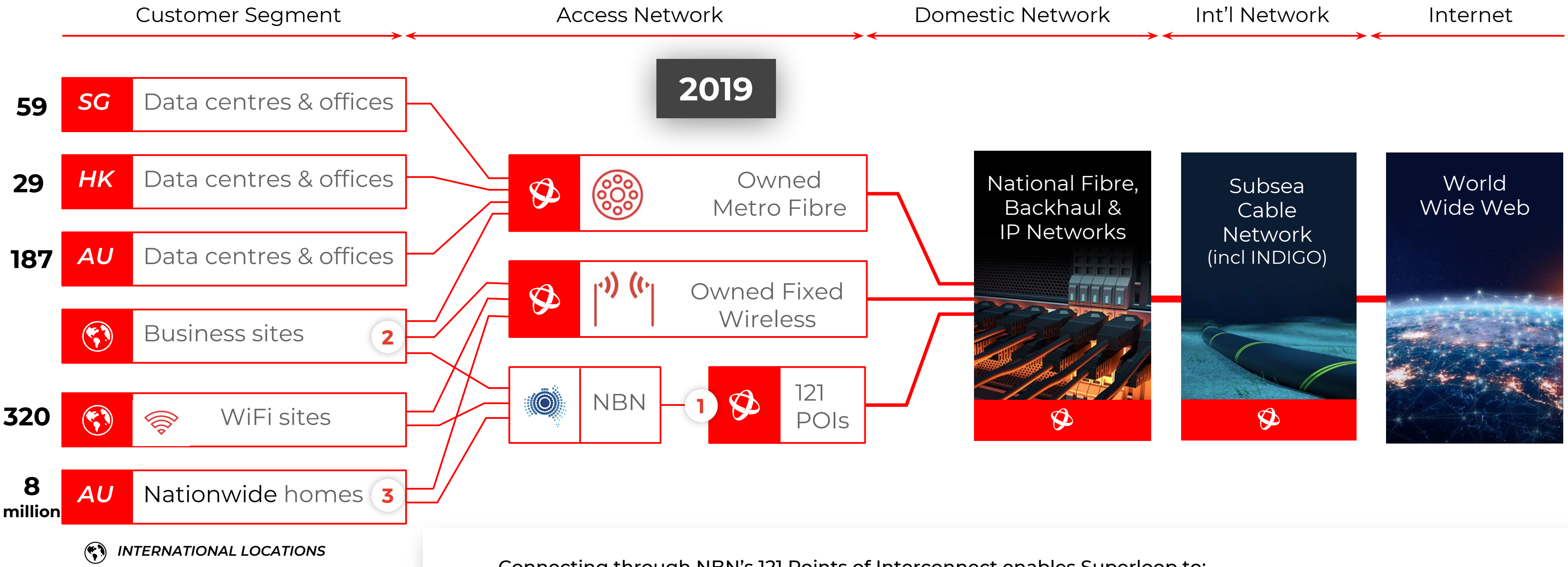
Where we started in 2016

Metro fibre networks with a small footprint



The Superloop Advantage in 2019

Connecting Asia Pacific with low-latency, high speed secure bandwidth



Connecting through NBN's 121 Points of Interconnect enables Superloop to:

1. Access a larger footprint 'on demand' to provide fibre-based services & save on existing third parties
2. Provide NBN Retail Service Providers access to NBN's national footprint, without going through 'incumbents'
3. Offer Australians 'business grade' home broadband built for speed, security & reliability. Sign up @ superloop.com

Superloop owns & provides high speed network services to businesses & homes in Asia Pacific

Australian national network connecting offices, campuses, data centres & homes via **owned fibre, owned fixed wireless & NBN**

Singaporean metro fibre network connecting data centres & offices

Hong Kong metro fibre network connecting data centres & offices

International subsea cable network (INDIGO) connecting Australia, Singapore & beyond

43% of H1 FY19 Revenue

Superloop WiFi providing Guest WiFi in hotels, student accomodations & campuses

Superloop Home Broadband connecting Australian homes & small businesses through NBN and owned high speed fixed wireless network

34% of H1 FY19 Revenue

CyberSecurity incl. CyberHound for Education

Cloud & Managed Services for Businesses e.g. Voice, outsourced IT

IT Equipment & Software Reselling e.g. Servers, Microsoft Office (non-core)

23% of H1 FY19 Revenue

H1 FY19 Results

Sales & Operational Highlights

H1 FY2019

superloop

Sales highlights

- Sales momentum accelerating with a strong order book of contracted connectivity services expected to commence billing in 2019
- Integrated NBN B2B/API system for seamless customer onboarding
- Significant sales for NBN backhaul from Retail Service Providers supports the investment in national backbone

Operations highlights

- Indigo final splice completed December 2018
- International 100G backbone well advanced on ownership costs economics
- NBN Backhaul network reached 77 of 121 Points of Interconnect (POIs) completed & services commencing in January 2019
- Operational units lined up to exploit group economies of scale including single sales and operational teams for all Superloop products

H1 FY19 Revenue of $60.3m & EBITDA of $4.5m

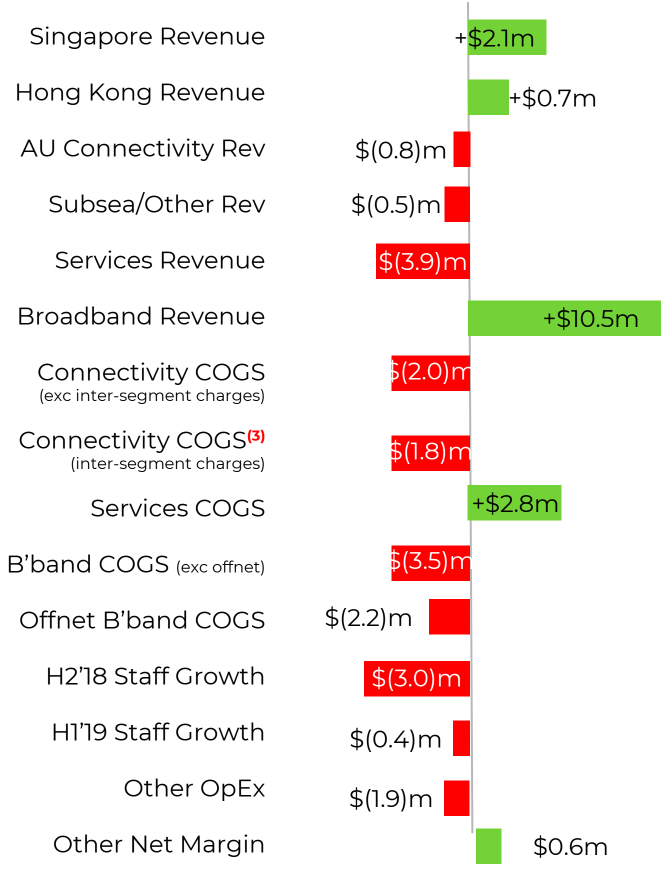
superloop

$m AUD	H1 FY18[2] (adjusted)	H2 FY18[1] [2] (Underlying excluding one-off)	H1 FY19	H1 YoY $	H1 YoY %
Revenue	**$51.3**	**$57.7**	**$60.3**	**$9.0**	**+18%**
COGS	$(23.6)	$(27.5)	$(30.6)	$(7.0)	+30%
Gross Margin	**$27.8**	**$30.2**	**$29.8**	**$2.0**	**+8%**
Gross Margin %	*54%*	*52%*	*49%*		
Opex	$(20.1)	$(24.9)	$(25.3)	$(5.2)	+26%
EBITDA	**$7.5**	**$5.3**	**$4.5**	**$(3.0)**	**-40%**
Profit before Tax	$(3.7)		$(11.8)	$(8.1)	
Operating Cash Flow	$6.3	$31.6	$2.0	$(4.3)	

SLC H1 FY19 P&L Performance

-Revenue growth of 18% yoy driven by Connectivity & Broadband, partially offset by $(3.9)m reduction in Services Revenue.

- Carrying duplicative costs to be reduced in H2 FY19 including other carrier (off-net) connections to customers and additional labour prior to consolidating previous acquisitions and products.
- Invested in Opex (sales team/incentives, offices in SG/HK) to accelerate sales performance in higher margin, longer lead time, longer tenure connectivity.
- Sales momentum in H1 FY19 to flow through into H2 FY19 revenues



[1] H2 FY18 reported EBITDA of $17.3m included $9.3m EBITDA from 'one-off' subsea cable development and $2.8m under the previous revenue recognition standard. Comparative underlying EBITDA excludes the subsea cable development and adjusts for AASB15 standard.

[2] Adjusted to reflect the effect of the application of AASB15 in the prior corresponding period.

[3] Superloop's Broadband segment (BCB) benefits from Superloop's fixed wireless connectivity infrastructure, resulting in an internal cost allocation from Connectivity COGS to Broadband COGS. The allocations have varied year on year.

Cashflow for H1FY19 & Balance Sheet at 31st Dec 2018

($m)	H1 FY18 ($m)	H1 FY19 ($m)	Change ($m)
Operating cash flows	6.3	2.0	**(4.3)**
Investing cash flows	(35.4)	(34.3)	**(1.1)**
Financing cash flows	29.5	25.3	**(4.2)**
Net cash flows[1]	0.3	(7.1)	
	30 June 2018	**31 Dec 2018**	
Cash & cash equivalents	**15.4**	**8.0**	**(7.4)**
Property, plant & equipment	182.1	217.9	35.8
Intangible Assets (inc IRUs)	280.7	277.2	(3.5)
Total Assets	**514.1**	**545.6**	**31.5**
Revolving debt[2]	62.8	90.2	27.4
Total Liabilities	132.3	165.9	33.6
Net Assets	**381.8**	**379.6**	**(2.2)**

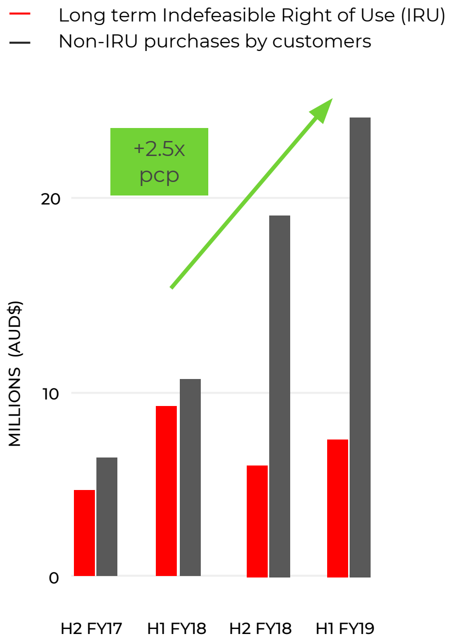
Invested $40m in property, plant & equipment and intangible assets including **$15m** for the INDIGO subsea cable system, plus further capital expenditure on rolling out 'RED' national backbone connecting to NBN and expansion of Singapore & Hong Kong.

Total Network Investment (Property, plant & equipment) now $218m, a 3.25x growth on $67m from June 2016

(1) Excludes fx movement in cash balances
(2) Relates to $120m senior debt facility announced in October 2018, and excludes equipment financing lease. Total Liabilities includes all current and non-current borrowings

Fibre Connectivity Sales accelerating, to translate into higher cash receipts and revenue recognition

Value of Fibre Connectivity Contracts Signed in Period[(1)]



Customer Decision point
Cash Receipt from Customer
Revenue Recognition

End-to-end sales & delivery cycle for Fibre Connectivity Revenue

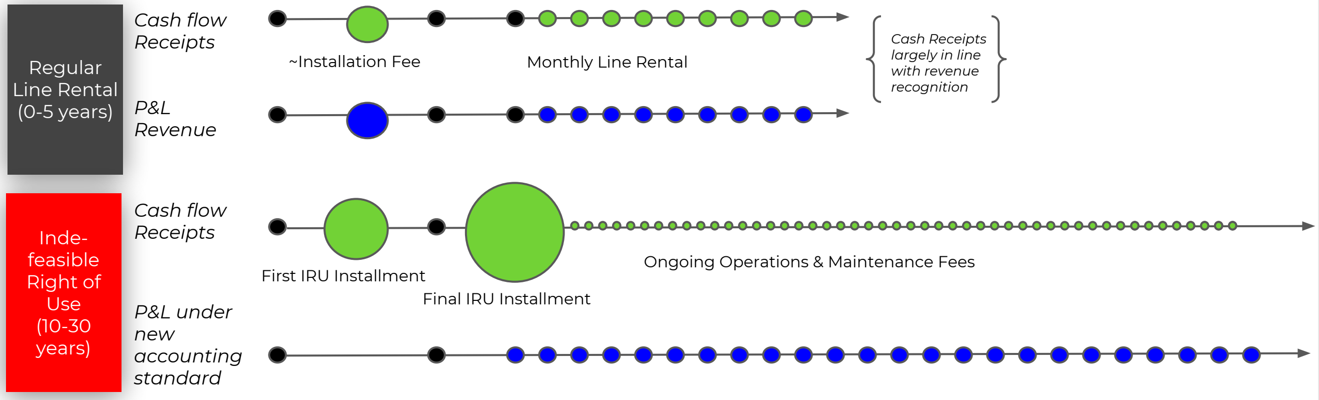
Sales cycle ranges from days to many months depending on complexity, advanced planning and customers existing contractual

Delivery cycle ranges from minutes to up to a year depending on the physical and technical requirements

Typically 30 day payment terms

Contract lengths range from month-to-month through to 30 years, depending on the construction required and the commitment discount sought by the customer.

Customers buy Superloop Fibre in one of two ways: Regular Line Rental or Indefeasible Rights to Use (IRUs):



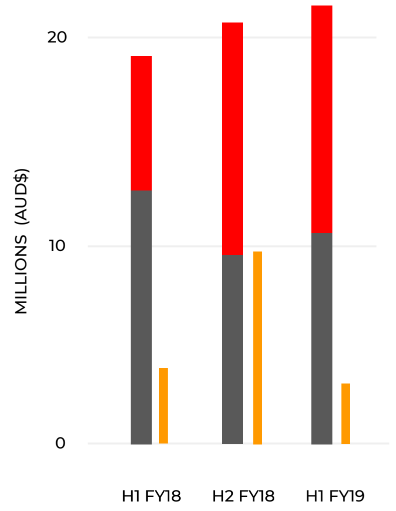
[(1)]There are a range of factors that may prevent total value of contracts signed translating into revenue recognised in the future, including: i) Inability to deliver the initial service ii) Service Level Agreement performance iii). Customer's inability to pay and or seeking an early termination (charged) iv) Customer upgrading to a new contract prior to the end of an initial term, and other factors.

Strong Connectivity Revenue Growth especially in Singapore and Hong Kong

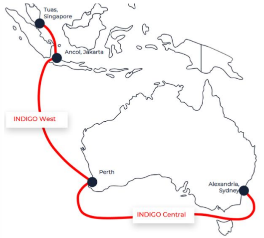
superloop

Total Connectivity

— Recurring Connectivity Revenue
— Recurring Connectivity Gross Margin
— Subsea Cable Development Revenue (in addition to recurring connectivity)



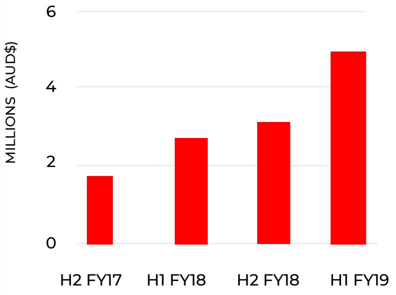
Total Connectivity	H1 FY18	H2 FY18	H1 FY19
Recurring Connectivity Revenue	$20.1m	$21.2m	$22.2m
Submarine Cable Revenue & Margin	$3.5m	$9.3m	$3.0m
Total Connectivity COGS[1]	$(7.5)m	$(11.3)m	$(11.3)m
Total Connectivity Gross Margin	$16.1m	$19.2m	$13.9m
Total Connectivity GM (%)	68%	63%	55%



+INDIGO subsea cable to commence monetising in 2019

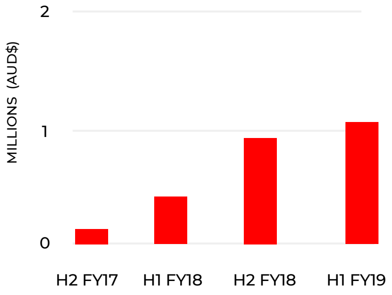
SG — Recurring Connectivity Revenue

H2 FY17	H1 FY18	H2 FY18	H1 FY19
$1.8m	$2.8m	$3.1m	$4.9m



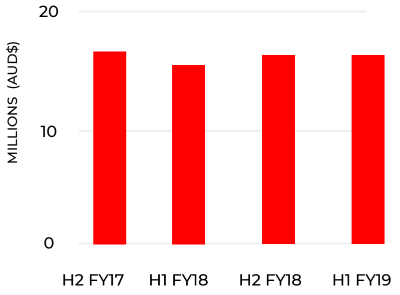
HK — Recurring Connectivity Revenue

H2 FY17	H1 FY18	H2 FY18	H1 FY19
$0.1m	$0.4m	$0.9m	$1.1m



AU* — Recurring Connectivity Revenue

H2 FY17	H1 FY18	H2 FY18	H1 FY19
$16.3m	$15.1m	$15.9m	$15.5m



Net IRU revenue formerly recognised in half, now spread over life of contract (AASB15 adjustment)

	H2 FY17	H1 FY18	H2 FY18	H1 FY19
SG	$(1.0)m	$(0.3)m	$(1.0)m	-
HK	$(0.9)m	$(4.0)m	$(1.4)m	
AU	$(0.7)m		$(0.4)m	

Hong Kong fibre network includes TKO subsea cable from Hong Kong Island to TKO technology park

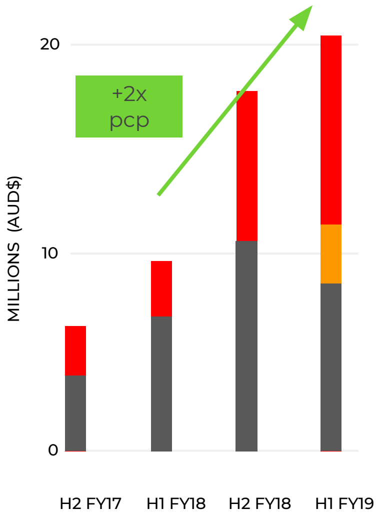
**AU includes Superloop's owned Metro Fibre Network & Fixed Wireless Network (formerly BigAir)*

[1] Superloop's Broadband segment (BCB) benefits from Superloop's fixed wireless connectivity infrastructure, resulting in an internal cost allocation between Connectivity COGS and Broadband COGS. The allocations have varied year on year and were $1.75m lower in H1 FY19 versus H1 FY18, resulting in $1.75m higher connectivity COGS and $1.75m lower broadband COGS relative to previous allocations.

Superloop WiFi and Superloop Home Broadband brands launching on 2nd March 2019, integrating acquired brands

Broadband Performance

- Total Broadband Revenue
- Total Broadband Gross Margin
- Home Broadband off-net costs



	H2 FY17	H1 FY18	H2 FY18	H1 FY19
Broadband Revenue	$6.8m	$9.8m	$17.6m	$20.3m
Broadband Gross Margin	$4.2m	$6.8m	$10.2m	$8.8m
Broadband GM (%)	62%	69%	58%	43%

Broadband Performance in H1 FY19

-Superloop WiFi stable whilst integrating systems between GX2 and BCB, to rebrand as Superloop WiFi

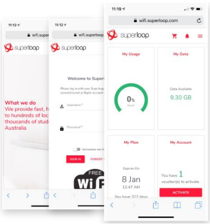
-Home Broadband Revenue grew, with SkyMesh NBN customer base negative gross margin until transferring on to the Superloop platform & network, demonstrating that RSPs don't make money if reliant on incumbents.

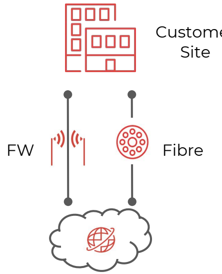
AUSTRALIAN SUPPORT
NO SIGNUP FEES
NO LOCK-IN CONTRACTS

Broadband Outlook for H2 FY19 & beyond

- Completion of connection into NBN points of interconnection will reduce off-net costs & create higher margin, faster, more reliable internet

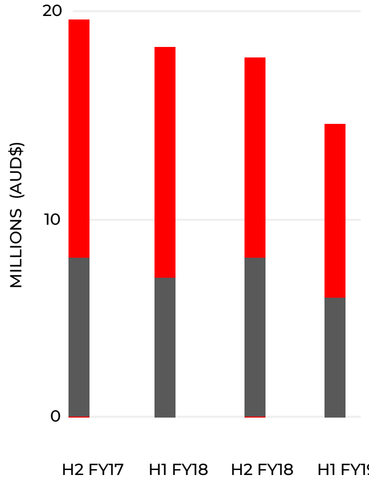
- Hard launch of Superloop Home Broadband nationwide on Friday 1st March at Superloop-sponsored Adelaide 500





Focusing capital and resources on Connectivity and Broadband has seen Services Margin decline by $1.1m yoy

Services Performance



	H2 FY17	H1 FY18	H2 FY18	H1 FY19
Services Revenue	$19.7m	$18.0m	$17.5m	$14.1m
Services Gross Margin	$7.9m	$7.5m	$7.9m	$6.4m
Services GM (%)	40%	42%	45%	45%

Services Performance in H1 FY19

-Discontinuation of low margin equipment & software reselling reduced revenues by $2m yoy

- A number of Cloud & Managed Services churned at the end of their 3-4 year contracts signed prior to being acquired by BigAir then Superloop

Services Outlook for H2 FY19 & beyond

- Rationalising product set to ensure we are allocating capital appropriately and leveraging Superloop's unique network assets

- Integrating CyberHound security product to compliment Superloop connectivity in Australian schools

- Ensuring customers of legacy products are supported through a transition period

More focused product set

Managed Networks

Let Superloop build and manage your wide area network (WAN) with IP WAN, SD WAN and managed wireless options. Superloop has a solution to suit every business, no matter where your business is or how big or small your footprint.

Security

Safeguard your business systems against malicious threats and accidental data loss with Superloop's integrated security services. Your network is protected from end to end with a combination of managed firewalls, endpoint protection, cyber incident response, and email, DNS and web filtering. Superloop also offers an industry leading cyber security solutions for the Education vertical - CyberHound.

Voice

Superloop's IP-based voice services deliver cost effective, business grade telephony over IP networks. Use SIP trunking to manage your own IP enabled PBX infrastructure, or opt for Superloop's Hosted IP-PBX and let us take care of all your voice and video services.

Investment cycle for subsea & national backbone peaked in H1 FY2019

Over the half, significant capital was invested with INDIGO subsea cable and national 'RED' NBN backbone nearing completion & duplication of certain operating expenses. Focus has shifted to leveraging this investment

FY 2019 INVESTMENT	FY 2020 REWARD
Increased costs while building our national NBN retail/wholesale NBN backhaul with revenue	**Reduction in third party access charges**
Increased capex and costs associated with Construction of Indigo (before revenue)	**Lighting up Asia Pacific on Superloop network**
Costs associated with rationalisation and automation of product portfolio	**Leaner organisation focused on leveraging connectivity assets**
Deployment of pan-Asia connectivity	**Reduced OpEx when exchanged INDIGO capacity**

Strategy to meet insatiable demand for secure high-bandwidth internet throughout Asia Pacific

Growth drivers Superloop is leveraging

Demand for bandwidth in Asia Pacific– Increased data consumption, growth of cloud computing, drives demand for Superloop's connectivity infrastructure

Optic fibre infrastructure – 758 km of optic fibre across Australia, Singapore and Hong Kong metro regions as at 31 Dec 2018; Superloop drives significant incremental gross margins from its network infrastructure

Fixed cost leverage – Superloop is able to generate high margin returns on incremental capacity usage on our networks

Strategic Sites – 275 data centres and offices connected with fibre across Australia, Singapore and Hong Kong metro regions plus further buildings in Australia connected through Fixed Wireless and NBN; Superloop monetises the significant transfer of consumer and business data between data centre sites

Customers and contracts – Superloop has long duration contracts, with the network effect driving a sticky customer portfolio and recurring revenue stream

New Revenues from contracts already signed, and identified cost savings, to drive FY19/FY20 EBITDA higher than H1 FY19

superloop

FY 2019 Guidance

Statatory EBITDA **$13-18m**
(under new AASB15 revenue standard)

Guidance range is predicated on sales growth in connectivity and broadband comparable to the previous corresponding period, the timing of new services commencing billing, the timing of cost savings being implemented and includes revenue and EBITDA from transactions expected to complete and be recognised in FY19; any delay into FY20 will result in a corresponding reduction of FY19 EBITDA and increase of FY20 EBITDA

FY 2020 Guidance

Statutory EBITDA **$26-30m**
(under new AASB15 revenue standard)

Guidance includes full or part year impact of FY19 sales growth and cost savings identified, plus further growth in core products.

In addition to reported EBITDA, Superloop expects to generate cash receipts over and above revenue recognition from monetising network assets, for example further IRUs

Superloop is well positioned for future value creation

- Nearing end of major capital investment program
- Significant new sales opportunity on our owned infrastructure
- Our on-net footprint in Australia and Asia Pacific is positioned to take advantage of the burgeoning demand for connectivity and broadband
- Superloop is now well positioned to deliver significant growth in revenue, EBITDA and shareholder returns

Institutional Placement & Entitlement Offer

Overview of Entitlement & Placement Offer

Overview of Offer

- Fully underwritten placement and 1 for 18 accelerated non-renounceable entitlement offer at $1.25 to raise gross proceeds of approximately $31 million

Rationale for the placement & entitlement offer

✓ Strengthen balance sheet by reducing net debt

✓ Provide additional funding capacity to take advantage of near term infrastructure opportunities

Key terms of the Placement & Entitlement Offer

Offer size & structure	• Fully underwritten Institutional Placement and 1 for 18 accelerated non-renounceable entitlement offer to raise gross proceeds of approximately \$31 million (the Offer) • Approximately 24.7 million new Superloop ordinary shares to be issued (approximately 10.8% of existing shares on issue) • Bevan Slattery and the entities he controls hold approximately 61.17 million (or 26.76%) Superloop shares. Mr Slattery has committed to take up all his rights
Offer price	• \$1.25 per new share representing: – 18% discount to the TERP[(1)] of A\$1.525 – 19.6% discount to the last closing price of \$1.555 on 22 February 2019
Institutional & Retail components	• The Institutional Placement and Institutional Entitlement Offer will be conducted over Monday 25 February 2019 and Tuesday 26 February 2019. Entitlements not taken up under the Institutional Entitlement Offer will be offered to new and existing eligible institutions at the offer price via a shortfall bookbuild concluding on Tuesday 26 February 2019 • The Retail Entitlement Offer opens Friday 1st March 2019 and closes Wednesday 20th March 2019. Eligible retail shareholders in Australia and New Zealand will be able to apply for additional shares over their entitlement under a “Top-Up Facility” as part of the Retail Entitlement Offer, subject to the Company’s scale back policy
Ranking	• New Shares issued will rank equally with existing Superloop shares
Use of proceeds	• The proceeds of the Entitlement Offer will be applied principally to strengthen the balance sheet and reduce net leverage, and create funding flexibility for customer-led capex, general working capital, and the costs of the Offer.

[(1)] The Theoretical Ex-rights Price (“TERP”) is calculated by reference to Superloop’s closing price on Friday 22 February 2019 of A\$1.555 per share, being the last trading day prior to the announcement of the Entitlement Offer. TERP is a theoretical calculation only and the actual price at which Superloop’s shares trade immediately after the ex-date of the Entitlement Offer and the ex dividend date will depend on many factors and may not approximate TERP.
TERP includes the new shares issued under the placement,

Key Timetable

superloop

Activity	Date
Trading halt and announcement of 1HFY19 Results and Capital Raise	Monday, 25 Feb 2019
Investor briefings	Monday, 25 Feb 2019
Placement Bookbuild and Institutional entitlement offer conducted	Monday, 25 Feb 2019 and Tuesday, 26 Feb 2019
Announcement of the completion of Placement and Institutional Entitlement Offer and trading resumes on an ex-entitlement basis	Wednesday, 27 Feb 2019
Record Date for Retail Entitlement Offer (7pm AEDT)	Wednesday, 27 Feb 2019
Information Booklet and Entitlement & Acceptance Form despatched to Eligible Retail Shareholders	Friday, 1 March 2019
Retail Entitlement Offer opens	Friday, 1 March 2019
Settlement of Placement and accelerated component of Institutional Entitlement Offer	Tuesday, 5 March 2019
Allotment and Quotation of New Shares under the Placement and accelerated portion of Institutional Entitlement Offer	Wednesday, 6 March 2019
Trading commences for the New Shares issued under the Placement and accelerated component of Institutional Entitlement Offer (trading on a normal basis)	Thursday, 7 March 2019
Last date to extend the closing date for the Retail Entitlement Offer	Friday, 15 March 2019
Closing date for acceptances under Retail Entitlement Offer (5pm AEDT)	Wednesday, 20 March 2019
Announcement of results of Retail Entitlement Offer and notification of any shortfall	Monday 25 March 2019
Settlement of Retail Entitlement Offer	Tuesday, 26 March 2019
Allotment and issue of New Shares under the Retail Entitlement Offer	Wednesday, 27 March 2019
Quotation of New Shares issued under the Retail Entitlement Offer and trading commences trading on a normal basis	Thursday, 28 March 2019

The above timetable is indicative only and subject to change. Subject to the requirements of the Corporations Act, the ASX Listing Rules and any other applicable laws, Superloop in consultation with the underwriter, reserves the right to amend this timetable and withdraw the offer at any time.

Pro-forma Balance Sheet & Use of Funds

Pro-forma Balance Sheet ($m)	31 Dec 2018 ($m)	Proceeds of Offer (after Costs) ($m)	Pro-forma Balance Sheet 31 Dec 2018 ($m)
Cash & cash equivalents	**8.0**	**10**	**18.0**
Property, plant & equipment	217.9		217.9
Intangible Assets (inc IRUs)	277.2		277.2
Total assets	**545.6**	**10**	**575.6**
Secured debt facilities[1]	90.2	(20)	70.2
Total Liabilities	165.9	(20)	145.9
Net assets	**379.6**	**30**	**409.6**

Source of Funds

Placement and Entitlement Offer	$31m
Total Source of Funds	**$31m**

Use of Funds

Project Capex	$10m
Debt Reduction	$20m
Transactions Costs	$1m
Total Use of Funds	**$31m**

[1] *Relates to $120m secured debt facilities announced in October 2018, drawn to $90.2m as at 31st December 2018, and excludes equipment financing lease.*
Total Liabilities includes all current and non-current borrowings including equipment financing lease.

Key Risk Factors

These risks are a summary of the key risks to Superloop, and are not an exhaustive list of all possible risks faced by Superloop. Shareholders should consult their stockbroker, solicitor, accountant or other professional adviser to evaluate whether or not to participate in the entitlement offer.

Specific risks

Competition and disruption

Superloop operates in a competitive landscape alongside other owners and operators of telecommunications infrastructure with competing offerings and a geographically diverse presence. Superloop, as a now established industry incumbent, also faces the risk of being disrupted by new market entrants, employing new technologies. Technology has reduced barriers to entry and opened up opportunities for new entrants with different operating models. Failure to appropriately respond to these increasingly competitive market conditions could result in a decline in the revenue and margin of Superloop's products and services and ultimately forecast earnings and asset position.

Regulatory risk

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

Network failure or interruptions

A significant network, systems failure or interruption could cause both tangible and intangible losses of shareholder value for Superloop through its inability to honour customer contracts, resultant customer churn and reputational damage. Network failure or interruptions can be caused by a variety of events (many outside the control of Superloop), including accidental damage from civil works (cable cuts), intentional damage from vandalism or terrorism and acts of God such as earthquakes or other natural disasters. Superloop is exposed to short, medium or long-term interruptions of this kind as it relies on its infrastructure and technology to provide its customers with a reliable service.

Data governance

Superloop considers the protection of customer, employee and third party data as critically important. Given the recent evolution of the regulatory environment and heightened community awareness of the issue following a number of high profile and highly publicised breaches, the management of data represents a key legal and reputational risk for Superloop that if realised could impact shareholder value.

Sales underperformance

The speed with which Superloop can achieve sales on those of its networks with significant capacity, including Singapore, Hong Kong and INDIGO (when completed) is, in the short to medium term, a key factor in the market's valuation of Superloop. The occurrence of anything that adversely effects the sales growth in those markets, including lower than expected customer demand and aggressive competition, will adversely affect Superloop's growth prospects and/or the financial performance.

Integration risk

The various acquisitions Superloop has made have not only expanded its product offering, but also offer further value creation through synergies, including the potential to reduce the underlying costs of goods sold (or COGS) in the long term. A key risk in realising this value is the success of the post acquisition integration of systems and processes. Integration may be delayed due to a number of reasons, and such delays may defer the benefit of the acquisition or, in some cases, the benefit may not be realised.

Key Risk Factors

These risks are a summary of the key risks to Superloop, and are not an exhaustive list of all possible risks faced by Superloop. Shareholders should consult their stockbroker, solicitor, accountant or other professional adviser to evaluate whether or not to participate in the entitlement offer.

Funding risk

The continued growth of Superloop's business relies on the acquisition, development and ongoing maintenance of telecommunications and IT infrastructure. Superloop requires access to sufficient capital to fund this expenditure. Failure to obtain capital on favourable terms may hinder Superloop's ability to expand and pursue growth opportunities. There is no assurance that additional funds will be available in the future on reasonable commercial terms. Superloop believes the risk is mitigated, to some extent, through the generation of operating cash flows, negotiation and maintenance of lines of credit at favourable rates and access to other forms of capital. In particular, Superloop has the benefit of secured debt facilities totalling $120 million. By 31st December 2018, Superloop had drawn down $90.2m under these debt facilities, which are due to mature in October 2021. The debt facilities entered into by Superloop contain financial and non-financial undertakings and provisions (including net indebtedness to adjusted EBITDA, interest cover and debt to equity ratios).

Failure to obtain capital on favourable terms may hinder Superloop's ability to expand and pursue growth opportunities, which may reduce competitiveness and have an adverse effect on the financial performance, position and growth prospects of Superloop. Superloop believes the proceeds raised by this entitlement offer will be sufficient to fund the actions described in this investor presentation. However, Superloop may require additional funds for its other activities and future projects. Further funds raised may result in dilution for shareholders, and debt financing, if available, may involve further restrictive covenants which may limit Superloop's operations and business strategy.

Changes in technology

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

Increasing business complexity

As Superloop currently conducts business in Australia, Singapore and Hong Kong, Superloop is exposed to a range of multi-jurisdictional risks such as risks relating to labour practices, environmental matters, difficulty in enforcing contracts, changes to or uncertainty in the relevant legal and regulatory regime (including in relation to taxation and foreign investment and practices of government and regulatory authorities) and other issues in foreign jurisdictions in which Superloop operates. In addition, Superloop operates in a number of different sub-market segments within the telecommunications industry, including fibre infrastructure and network solutions, fixed wireless, cloud and managed services, cyber safety, campus broadband and fixed line residential NBN services. This diversity of geographic location and product offering increases the complexity of Superloop's business, increasing the likelihood that business risks are overlooked or not appropriate managed.

Planning, development and construction risks

Superloop may undertake development of new fibre optic telecommunications infrastructure, and expansion, maintenance, and refurbishment of existing infrastructure. By way of example, Superloop is currently deploying the INDIGO subsea telecommunications cable systems, with cable laying operations currently underway. Any delays or unexpected costs associated with planning, construction, and development activities which Superloop pursues in the future may harm growth prospects, operating results, and financial performance.

Key Risk Factors

These risks are a summary of the key risks to Superloop, and are not an exhaustive list of all possible risks faced by Superloop. Shareholders should consult their stockbroker, solicitor, accountant or other professional adviser to evaluate whether or not to participate in the entitlement offer.

Relationships with key intellectual property licensors and technology

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

Retention of key personnel

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

General risks

Investment risks

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

Macroeconomic risks

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

Taxation and accounting risks

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

Bribery, corruption and other improper acts

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

Appendix

Glossary
Foreign Selling Restrictions

Appendix 1: Definitions

IRU: Indefeasible Right of Use: is a permanent contractual agreement, that cannot be undone, between the owners of a communications system and a customer of that system. The word "indefeasible" means "not capable of being annulled, or voided, or undone." The customer purchases the right to use a certain amount of the capacity of the system, for a specified number of years.

AASB15: Australian Accounting Standards Board, standard 15 establishes a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. The core principle of AASB 15 is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services.

Under AASB 15, an entity recognises revenue when (or as) a performance obligation is satisfied, i.e. when 'control' of the goods or services underlying the particular performance obligation is transferred to the customer.

The standard is applicable to annual reporting periods beginning on or after 1 January 2018 and accordingly the group has applied this standard from 1 July 2018. The group has adopted AASB 15 using the fully retrospective approach and have restated comparative information.

Impact of adopting AASB 15

The only material impact resulting from the adoption of AASB 15 relates to long term capacity arrangements.

Under the Group's previous accounting policy, revenue from long term capacity arrangements was recognised in line with the delivery of the services, based on the stage of completion. This has historically resulted in a larger proportion of the revenue being recognised during the early stages of the contract in line with the work performed.

On application of AASB 15, revenue from long term capacity arrangements (including rights-of-use ("IRU") agreements) are recognised over the term of providing the exclusive fibre core capacity. IRU agreements generally require the customer to make payment upon the execution of the agreement. In these cases the group receives most or all of the transaction price at the inception of the contract, resulting in a contract liability (deferred revenue) being recognised upfront and amortised over the contract term.

The adoption of AASB 15 did not have a material impact on any of the other revenue streams. The quantitative impact of the adoption has been outlined in note 3.

Appendix 2: Foreign Selling Restrictions

Foreign selling restrictions - investor presentation Page 1 of 3

Superloop Limited
This document does not constitute an offer of new ordinary shares in Superloop Limited (**New Shares**) in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the New Shares may not be offered or sold, in any country outside Australia except to the extent permitted below.

Australia
The information in this document has been prepared on the basis that all offers of New Shares will be made to Australian resident investors to whom an offer of shares may lawfully be made without disclosure under Part 6D.2 of the *Corporations Act 2001* (Cth) (**Corporations Act**). This document is not a prospectus, product disclosure statement or any other form of disclosure document regulated by the Corporations Act and has not been, and will not be, lodged with the Australian Securities and Investments Commission (**ASIC**). Neither ASIC nor ASX takes any responsibility for the contents of this document. Accordingly, this document may not contain all information which a prospective investor may require to make a decision about whether to subscribe for New Shares and it does not contain all of the information which would otherwise by required by Australian law to be disclosed in a prospectus, product disclosure statement or any other form of disclosure document regulated by the Corporations Act. This document does not take into account the investment objectives, financial situation or needs of any particular person. Accordingly, before making any investment decision in relation to the offer of New Shares or any other transaction in relation to Superloop Limited shares, you should assess whether that transaction is appropriate in light of your own financial circumstances or seek professional advice.

New Zealand
This document has not been registered, filed with or approved by any New Zealand regulatory authority under the *Financial Markets Conduct Act 2013* (**FMC Act**). The New Shares are not being offered to the public within New Zealand other than to existing shareholders of Superloop Limited with registered addressed in New Zealand to whom the offer of these securities is being made in reliance on the FMC Act and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016. Other than under the entitlement offer, the New Shares may only be offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) to a person who:
is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;

- meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

Hong Kong
WARNING

This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (**SFO**). No action has been taken in Hong Kong to authorise or register this document or to permit the distribution of this document or any documents issued in connection with it. Accordingly, the New Shares have not been and will not be offered in Hong Kong other than to 'professional investors' (as defined in the SFO).

No advertisement, invitation or document relating to the New Shares has or will be issued or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to New Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to 'professional investors' (as defined in the SFO and any rules made under that ordinance). No person allotted New Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

Singapore

This document and any other materials relating to the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of New Shares, may not be issued, circulated or distributed, nor may the New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part XIII of the *Securities and Futures Act*, Chapter 289 of Singapore (**SFA**), or as otherwise pursuant to, and in accordance with, the conditions of any other applicable provisions of the SFA.

This document has been given to you on the basis that you are:

- an existing holder of Superloop Limited's shares;
- an 'institutional investor' (as defined in the SFA); or
- a 'relevant person' (as defined in section 275(2) of the SFA).

In the event that you are not an investor falling within any of the categories set out above, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the New Shares being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

Appendix 2: Foreign Selling Restrictions

Foreign selling restrictions - investor presentation Page 3 of 3

Malaysia
This document may not be distributed or made available in Malaysia. No approval from, or recognition by, the Securities Commission of Malaysia has or will be obtained in relation to any offer of New Shares. The New Shares may not be offered or sold in Malaysia except pursuant to, and persons prescribed under, Part I of Schedule 6 of the Malaysian *Capital Markets and Services Act*.

United Kingdom
Neither the information in this document nor any other document relating to the offer has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the *Financial Services and Markets Act 2000*, as amended (**FSMA**)) has been published or is intended to be published in respect of the New Shares.

This document is issued on a confidential basis to 'qualified investors' (within the meaning of section 86(7) of the FSMA) in the United Kingdom, and the New Shares may not be offered or sold in the United Kingdom by means of this document, any accompanying letter or any other document, except in circumstances which do not require the publication of a prospectus pursuant to section 86(1) of the FSMA. This document should not be distributed, published or reproduced, in whole or in part, nor may its contents be disclosed by recipients to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale of the New Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to Superloop Limited.

In the United Kingdom, this document is being distributed only to, and is directed at, persons:

- who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the *Financial Services and Markets Act 2000 (Financial Promotions) Order 2005* (**FPO**);
- who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO; or
- to whom it may otherwise be lawfully communicated,

(together, **Relevant Persons**).

The investments to which this document relates are available only to, and any invitation, offer or agreement to purchase will be engaged in only with, Relevant Persons. Any person who is not a Relevant Person should not act or rely on this document or any of its contents.

United States
This document may not be released or distributed in the United States. This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The New Shares have not been, and will not be, registered under the US *Securities Act of 1933* and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements under the US Securities Act and applicable US state securities laws.