

ASX ANNOUNCEMENT

1 March 2019

Despatch of letters to shareholders and retail entitlement offer information booklet

On 25 February 2019, Superloop Limited ACN 169 263 094 (ASX:SLC) (**Superloop**) announced a fully underwritten ~\$30.87 million equity raising via a:

- placement to institutional investors to raise \$15 million (**Institutional Placement**); and
- an accelerated non-renounceable entitlement offer of fully paid ordinary shares in Superloop (**New Shares**) to raise approximately \$15.87 million (**Entitlement Offer**),

(together, the **Equity Raising**). The Entitlement Offer comprises an accelerated institutional component (**Institutional Entitlement Offer**) and a retail component (**Retail Entitlement Offer**).

On 27 February 2019, Superloop announced the successful completion of the Institutional Placement and the Institutional Entitlement Offer, raising approximately \$22.47 million.

Superloop is pleased to advise that in accordance with the timetable for the Equity Raising, the letters to shareholders, letters to ineligible shareholders, and letters to option holders, are being despatched today, copies of which are attached to this announcement. In addition, the information booklet for the Retail Entitlement Offer, a copy of which was lodged with ASX on 27 February 2019, as well as personalised entitlement and acceptance forms, are being despatched to eligible retail shareholders today.

The Entitlement Offer is fully underwritten by Morgans Corporate Limited ACN 010 539 607.

Additional information

Investor enquiries:

Telephone: +61 7 3905 2400

Email: investor@superloop.com

Signed for and on behalf of Superloop



Louise Bolger
Company Secretary
Superloop Limited

Important notices

This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States, or in any other jurisdiction in which such an offer would be illegal. The securities referred to in this document have not been and will not be registered under the United States Securities Act of 1933 (the 'US Securities Act'), or under the securities laws of any state or other jurisdiction of the United States and may not be offered or sold, directly or indirectly, within the United States, unless the securities have been registered under the US Securities Act or an exemption from the registration requirements of the US Securities Act is available.

This document may not be distributed or released in the United States.

This announcement contains certain 'forward-looking statements' within the meaning of the securities laws of applicable jurisdictions. Forward-looking statements can generally be identified by the use of forward-looking words such as 'may,' 'should,' 'expect,' 'anticipate,' 'estimate,' 'scheduled' or 'continue' or the negative version of them or comparable terminology. Any forecasts or other forward looking statements contained in this announcement are subject to known and unknown risks and uncertainties and may involve significant elements of subjective judgment and assumptions as to future events which may or may not be correct. There are usually differences between forecast and actual results because events and actual circumstances frequently do not occur as forecast and these differences may be material. Superloop does not give any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in this announcement will actually occur and you are cautioned not to place undue reliance on forward-looking statements.

About Superloop

Superloop's vision is to be the most trusted enabler of connectivity and managed services in Asia Pacific.

The Group owns and operates over 640 km of carrier-grade metropolitan fibre networks in Australia, Singapore and Hong Kong, connecting more than 275 of the region's key data centres and commercial buildings.

Superloop has constructed a core network in Singapore connecting major data centres, key enterprise buildings and cable landing stations. The network includes a low-latency, diverse loop to the Singapore Stock Exchange (SGX) for secure, real-time data transactions. It is continually expanding with further diverse connections to strategic sites being constructed.

In Hong Kong, Superloop has established a 110 km fibre optic network to initially connect 30 strategic sites including the Hong Kong Stock Exchange data centre. The Company has constructed TKO Express, the first submarine cable to connect the traditional carrier hotels located in Chai Wan on Hong Kong Island and the data centre campus located at Hong Kong Science and Technology Park's Tseung Kwan O Industrial Estate on the mainland, providing much needed physical diversity and a low latency path between Hong Kong's major finance and technology hubs. TKO Express is the world's largest fibre core count subsea cable system.

Superloop also owns and operates an advanced, large-scale fixed wireless broadband network, including more than 300 wireless PoPs, delivering business-grade services at speeds up to 1Gbps.

Submarine cable infrastructure provider, SubPartners, will expand Superloop's trans-Australian and international capacity, giving the Company ownership of international submarine cable capacity as a member of the INDIGO consortium which is constructing the INDIGO West cable system (Singapore to Perth) and the INDIGO Central cable system (Perth to Sydney).

Superloop+ provides a diverse range of ICT services to small-to-medium enterprises, government, retail, mining and education customers across Australia. Services include communications, network infrastructure, Cloud-based solutions and managed services. The segment includes CyberHound, a provider of cyber safety solutions to primary and secondary schools.

Superloop Broadband provides residential and campus broadband services including residential fixed wireless and NBN internet services as well as connectivity services for hotels, student accommodation sites and schools.

For more information, visit: www.superloop.com.

1 March 2019

Dear Shareholder

Superloop Limited Equity Raising – notice to shareholders

On 25 February 2019, Superloop Limited ACN 169 263 094 (**Superloop**) announced a:

- (a) placement to institutional investors to raise \$15 million (**Institutional Placement**); and
- (b) one for 18 pro rata accelerated non-renounceable entitlement offer of fully paid ordinary shares in Superloop (**New Shares**) to raise approximately \$15.87 million (**Entitlement Offer**),

(together, the **Equity Raising**).

The Equity Raising is fully underwritten by Morgans Corporate Limited ACN 010 539 607 (**Underwriter**). The Institutional Placement and the institutional component of the Entitlement Offer (**Institutional Entitlement Offer**) were successfully completed on 27 February 2019. Further details of the retail component of the Entitlement Offer (**Retail Entitlement Offer**) are set out in the information booklet lodged with ASX on 27 February 2019.

The proceeds of the Equity Raising will be applied principally to:

- (a) strengthen Superloop's balance sheet by reducing net debt;
- (b) provide additional funding capacity, allowing Superloop to take advantage of near term opportunities (including infrastructure investment, network expansion, and the acquisition of cash-generating assets); and
- (c) general working capital.

Terms of the Equity Raising

The offer price for the Equity Raising is \$1.25 per new Superloop share (**Offer Price**). The Entitlement Offer is being made at the same offer price as the Institutional Placement.

Under the Entitlement Offer, eligible shareholders will be able to subscribe for one New Share for every 18 existing shares held at 7.00pm (Sydney time) on 27 February 2019 (**Record Date**) at the Offer Price (**Entitlements**).

Superloop will offer the New Shares for issue without disclosure to investors under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (**Corporations Act**) as notionally modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84. The information booklet and notice given in accordance with section 708AA(2)(f) of the Corporations Act have been lodged with ASX and are available to view on ASX's website (www.asx.com.au). Shareholder approval is not required for Superloop to make the offer under the Entitlement Offer.

Fractional Entitlements will be rounded up to the nearest whole number of New Shares, and holdings on different registers or sub-registers will not be aggregated to calculate Entitlements.

Eligible shareholders may also apply for additional New Shares in excess of their Entitlement at the same price as under the Entitlement Offer (**Top-Up Facility**). Additional New Shares will only be available under the Top-Up Facility where there is a shortfall between applications for New Shares received from eligible shareholders and the number of New Shares proposed to be issued under the Entitlement Offer. There is no guarantee that applicants under this Top-Up Facility will receive all or any of the shares that they apply for under the Top-Up Facility.

The Entitlement Offer is non-renounceable. Accordingly, Entitlements do not trade on ASX, nor can they be transferred or otherwise disposed of.

Proposed timetable

Superloop expects that the Equity Raising will be conducted according to the following timetable:

Event	Date
Announcement of the Entitlement Offer and Institutional Placement	25 February 2019
Record Date for Retail Entitlement Offer (7.00pm (Sydney time))	27 February 2019
Information booklet and entitlement and acceptance form despatched, and announcement of dispatch	1 March 2019
Retail Entitlement Offer opens	1 March 2019
Settlement of the Institutional Placement and the Institutional Entitlement Offer	5 March 2019
Closing date for acceptances under Retail Entitlement Offer (5.00pm (Sydney time))	20 March 2019
Announcement of results of Retail Entitlement Offer	25 March 2019
Settlement of the Retail Entitlement Offer	26 March 2019
Allotment of New Shares issued under the Retail Entitlement Offer	27 March 2019
Normal ASX trading for New Shares issued under the Retail Entitlement Offer commences	28 March 2019
Despatch of holding statements for New Shares issued under the Retail Entitlement Offer	29 March 2019

Notes:

All times are Sydney time.

This timetable is indicative only and subject to change. The board of directors of Superloop may vary these dates, in consultation with the Underwriter, subject to the ASX Listing Rules. An extension of the closing date for acceptances under the Retail Entitlement Offer will delay the anticipated date for issue of the New Shares. The board of directors of Superloop also reserve the right not to proceed with the whole or part of the Entitlement Offer any time before the allotment and issue of the New Shares. In that event, the relevant application monies (without interest) will be returned in full to applicants.

Capital structure

The capital structure of Superloop following completion of the Equity Raising is expected to be as follows (ignoring the effect of rounding Entitlements):

Existing shares on issue as at 25 February 2019 (announcement of the Equity Raising)	228,596,633
New Superloop shares to be issued under the Equity Raising	24,699,813
Total number of Superloop shares after the Equity Raising	253,296,446

The new Superloop shares will be fully paid and rank equally with existing ordinary shares on issue in the capital of Superloop.

Eligibility of shareholders to participate in the Entitlement Offer

The Entitlement Offer is only available to eligible shareholders. A person is eligible to participate in the Retail Entitlement Offer where the person is a registered holder of ordinary shares in the capital of Superloop as at 7.00pm (Sydney time) on the Record Date who:

- (a) has a registered address in Australia or New Zealand or is a shareholder that Superloop has otherwise determined is eligible to participate;
- (b) subject to a determination by Superloop as outlined in paragraph (a), is not in the United States and is not a nominee or custodian acting for the account or benefit of a person in the United States; and
- (c) is eligible under all applicable securities laws to receive an offer under the Entitlement Offer.

Eligible shareholders will receive an information booklet and personalised entitlement and application form.

Ineligible shareholders

If you are not an eligible retail shareholder you cannot participate in the Entitlement Offer. Superloop will notify those shareholders who are not eligible retail shareholders.

Further information

If you have any queries, please contact Superloop's share registry, Link Market Services Limited, on 1300 650 320 (within Australia) or +61 1300 650 320 (outside Australia) between 8:30am and 5:00pm (Sydney time) Monday to Friday during the offer period or, alternatively, consult your stockbroker, solicitor, accountant or other professional financial adviser.

On behalf of the directors, I thank you for your continued support of Superloop.

Yours faithfully

A handwritten signature in black ink, appearing to be 'Michael Malone', with a long horizontal line extending to the right.

Michael Malone
Non-Executive Chairman
Superloop Limited

Important notices

This letter does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States, or in any other jurisdiction in which such an offer would be illegal. The securities referred to in this letter have not been and will not be registered under the United States Securities Act of 1933 (the 'US Securities Act'), or under the securities laws of any state or other jurisdiction of the United States and may not be offered or sold, directly or indirectly, within the United States, unless the securities have been registered under the US Securities Act or an exemption from the registration requirements of the US Securities Act is available.

This letter may not be distributed or released in the United States.

1 March 2019

Dear Shareholder

Superloop Limited Equity Raising – notice to ineligible shareholders

On 25 February 2019, Superloop Limited ACN 169 263 094 (**Superloop**) announced a:

- (a) placement to institutional investors to raise \$15 million (**Institutional Placement**); and
- (b) one for 18 pro rata accelerated non-renounceable entitlement offer of fully paid ordinary shares in Superloop (**New Shares**) to raise approximately \$15.87 million (**Entitlement Offer**),

(together, the **Equity Raising**).

The Equity Raising is fully underwritten by Morgans Corporate Limited ACN 010 539 607 (**Underwriter**). The Institutional Placement and the institutional component of the Entitlement Offer were successfully completed on 27 February 2019. Further details of the retail component of the Entitlement Offer (**Retail Entitlement Offer**) are set out in the information booklet lodged with ASX on 27 February 2019.

The proceeds of the Equity Raising will be applied principally to:

- (a) strengthen Superloop's balance sheet by reducing net debt;
- (b) provide additional funding capacity, allowing Superloop to take advantage of near term opportunities (including infrastructure investment, network expansion, and the acquisition of cash-generating assets); and
- (c) general working capital.

Terms of the Equity Raising

The offer price for the Equity Raising is \$1.25 per new Superloop share (**Offer Price**). The Entitlement Offer is being made at the same offer price as the Institutional Placement.

Under the Entitlement Offer, eligible shareholders will be able to subscribe for one New Share for every 18 existing shares held at 7.00pm (Sydney time) on 27 February 2019 (**Record Date**) at the Offer Price (**Entitlements**).

Superloop will offer the New Shares for issue without disclosure to investors under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (**Corporations Act**) as notionally modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84. On 27 February 2019, Superloop lodged an information booklet for the Retail Entitlement Offer with ASX, a copy of which will be sent to each eligible shareholder (along with a personalised entitlement and acceptance form) on or about 1 March 2019. Shareholder approval is not required for Superloop to make the offer under the Entitlement Offer.

Eligible shareholders may also apply for additional New Shares in excess of their Entitlement at the same price as under the Entitlement Offer (**Top-Up Facility**). Additional New Shares will only be available under the Top-Up Facility where there is a shortfall between applications for New Shares received from eligible shareholders and the number of New Shares proposed to be issued under the Entitlement Offer. There is no guarantee that applicants under this Top-Up Facility will receive all or any of the shares that they apply for under the Top-Up Facility.

The Entitlement Offer is non-renounceable. Accordingly, Entitlements do not trade on ASX, nor can they be transferred or otherwise disposed of.

Eligibility of shareholders to participate in the Entitlement Offer

The Entitlement Offer is only available to eligible shareholders. Superloop has determined under ASX Listing Rule 7.7.1(a) and section 9A(3) of the Corporations Act that it would be unreasonable to make offers to shareholders in all countries in connection with the Entitlement Offer. Accordingly, this letter is to inform you that Superloop has determined that you are not an eligible shareholder and you are therefore ineligible to apply for the New Shares. You are not required to do anything in response to this letter.

A person is eligible to participate in the Retail Entitlement Offer as an eligible shareholder where the person is a registered holder of ordinary shares in the capital of Superloop as at 7.00pm (Sydney time) on the Record Date who:

- (a) has a registered address in Australia or New Zealand or is a shareholder that Superloop has otherwise determined is eligible to participate;
- (b) subject to a determination by Superloop as outlined in paragraph (a), is not in the United States and is not a nominee or custodian acting for the account or benefit of a person in the United States; and
- (c) is eligible under all applicable securities laws to receive an offer under the Entitlement Offer.

As you do not satisfy the criteria for eligibility, Superloop is unfortunately unable to extend the Retail Entitlement Offer to you.

New Shares equivalent to the number of New Shares you would have been entitled to if you were an eligible retail shareholder will be allocated to eligible retail shareholders who subscribe for New Shares in excess of their entitlement under the Retail Entitlement Offer or in accordance with the underwriting agreement between Superloop and the Underwriter.

As the Entitlement Offer is non-renounceable, you will not receive any payment or value for these entitlements in respect of any New Shares that would have been offered to you if you were eligible.

Further information

If you have any queries, please contact Superloop's share registry, Link Market Services Limited, on 1300 650 320 (within Australia) or +61 1300 650 320 (outside Australia) between 8:30am and 5:00pm (Sydney time) Monday to Friday during the offer period or, alternatively, consult your stockbroker, solicitor, accountant or other professional financial adviser.

On behalf of the directors, I thank you for your continued support of Superloop.

Yours faithfully

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Michael Malone
Non-Executive Chairman
Superloop Limited

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1 March 2019

Dear Shareholder

Superloop Limited Equity Raising – notice to optionholders

On 25 February 2019, Superloop Limited ACN 169 263 094 (**Superloop**) announced a:

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Terms of the Equity Raising

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Fractional Entitlements will be rounded up to the nearest whole number of New Shares, and holdings on different registers or sub-registers will not be aggregated to calculate Entitlements.

Eligible shareholders may also apply for additional New Shares in excess of their Entitlement at the same price as under the Entitlement Offer (**Top-Up Facility**). Additional New Shares will only be available under the Top-Up Facility where there is a shortfall between applications for New Shares received from eligible shareholders and the number of New Shares proposed to be issued under the Entitlement Offer. There is no guarantee that applicants under this Top-Up Facility will receive all or any of the shares that they apply for under the Top-Up Facility.

The Entitlement Offer is non-renounceable. Accordingly, Entitlements do not trade on ASX, nor can they be transferred or otherwise disposed of.

Your options do not entitle you to participate in the Entitlement Offer

The purpose of this letter is to give you notice that your options do not entitle you to participate in the Entitlement Offer. Accordingly, the shares underlying your options will not be counted as part of your Entitlement under the Entitlement Offer.

Further information

If you have any queries, please contact Superloop's share registry, Link Market Services Limited, on 1300 650 320 (within Australia) or +61 1300 650 320 (outside Australia) between 8:30am and 5:00pm (Sydney time) Monday to Friday during the offer period or, alternatively, consult your stockbroker, solicitor, accountant or other professional financial adviser.

On behalf of the directors, I thank you for your continued support of Superloop.

Yours faithfully



Michael Malone
Non-Executive Chairman
Superloop Limited

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