



Superloop Limited

ACN 169 263 094

Retail Entitlement Offer

1 for 6 accelerated pro-rata non-renounceable entitlement offer of fully paid ordinary shares in Superloop at an offer price of \$0.82 per New Share.

The Retail Entitlement Offer closes at 5.00pm (Sydney time) on 14 October 2019.

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

This Offer Booklet requires your immediate attention. It is an important document which is accompanied by a personalised entitlement and acceptance form and both should be read in their entirety. This Offer Booklet is not a prospectus under the Corporations Act and has not been lodged with ASIC. Please call your stockbroker, solicitor, accountant, financial adviser or other professional adviser or the Superloop shareholder information line on 1300 420 208 (within Australia) or +61 1300 420 208 (outside Australia) from 8.30am to 5.30pm (Sydney time) Monday to Friday.

IMPORTANT NOTICE

Defined terms used in these important notices have the meaning given in this retail entitlement offer information booklet (**Offer Booklet**).

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES.

This Offer Booklet relates to the Retail Entitlement Offer which is part of the entitlement offer by Superloop Limited ACN 169 263 094 (**Superloop**) of New Shares to raise approximately \$34.6 million. The Entitlement Offer is being made in Australia pursuant to section 708AA of the Corporations Act (as notionally modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84, which allows entitlement offers to be made to investors without a prospectus).

As this offer is not being made under a prospectus, investment statement or product disclosure statement, it is important for Eligible Retail Shareholders to read carefully and understand this Offer Booklet and the information about Superloop and the Entitlement Offer that is made publicly available. In particular, please refer to the materials in this Offer Booklet (including the Superloop's investor presentation in Section 5), Superloop's annual reports and other announcements made available at www.superloop.com (including Superloop's preliminary final report which was released to ASX on 27 August 2019), Superloop's 2019 annual report which was released to ASX on or shortly after the date of this Offer Booklet, and other announcements which may be made by Superloop after publication of this Offer Booklet.

Future performance and forward looking statements

This Offer Booklet contains certain "forward looking statements", including but not limited to projections and guidance on the future performance of Superloop and the outcome and effects of the Entitlement Offer. Forward looking statements can generally be identified by the use of forward looking words such as "**expect**", "**anticipate**", "**likely**", "**intend**", "**propose**", "**should**", "**could**", "**may**", "**predict**", "**plan**", "**will**", "**believe**", "**forecast**", "**estimate**", "**target**", "**outlook**", "**guidance**", "**potential**", and other similar expressions within the meaning of securities laws of applicable jurisdictions.

The forward looking statements contained in this Offer Booklet are not guarantees or predictions of future performance and involve known and unknown risks and uncertainties and other factors, many of which are beyond the control of Superloop, its Directors and management, and may involve significant elements of subjective judgement and assumptions as to future events which may or may not be correct. Refer to the "Key Risk Factors" section of Superloop's investor presentation included in Section 5 of this Offer Booklet for a summary of certain general and Superloop specific risk factors that may affect Superloop. There can be no assurance that actual outcomes will not differ materially from these forward-looking statements. A number of important factors could cause actual results or performance to differ materially from the forward-looking statements, including one or more of the key risk factors in Section 5 of this Offer Booklet. Investors should consider the forward-looking statements contained in this Offer Booklet in light of those disclosures. The forward-looking statements are based on information available to Superloop as at the date of this Offer Booklet.

Except as required by law or regulation (including the ASX Listing Rules), Superloop undertakes no obligation to provide any additional or updated information whether as a result of new information, future events or results or otherwise. Indications of, and guidance or outlook on, future earnings or financial position or performance are also forward looking statements.

Past performance

Investors should note that past performance, including the past share price performance of Superloop and the pro forma historical information in Superloop's investor presentation included in Section 5 of this Offer Booklet, is given for illustrative purposes only and cannot be relied upon as an indicator of (and provides no guidance as to) future Superloop performance including future share price

performance. The pro forma historical information is not represented as being indicative of Superloop's views on its future financial condition and/or performance.

Jurisdictions

This Offer Booklet (including Superloop's investor presentation included as part of it) and the entitlement and acceptance form do not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States. Neither this Offer Booklet nor the entitlement and acceptance form may be distributed or released in the United States. Neither the Entitlements to purchase New Shares pursuant to the offer described in this Offer Booklet nor the New Shares have been, or will be, registered under the US Securities Act of 1933, as amended (**US Securities Act**) or the securities laws of any state or other jurisdiction of the United States. The Entitlements may not be issued to, purchased by, or taken up or exercised by, and the New Shares may not be offered or sold to, persons in the United States or persons who are acting for the account or benefit of a person in the United States. Neither the Entitlements nor the New Shares may be offered, sold or resold in the United States or to persons acting for the account or benefit of a person in the United States except in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act and the applicable securities laws of any state or other jurisdiction in the United States. The Entitlements and the New Shares in the Entitlement Offer will be sold only in "offshore transactions" (as defined in Rule 902(h) under the US Securities Act) in reliance on Regulation S under the US Securities Act.

References to "you" and "your Entitlement"

In this Offer Booklet, references to "you" are references to Eligible Retail Shareholders (as defined in Section 6.1) and references to "your Entitlement" (or "your entitlement and acceptance form") are references to the Entitlement (or entitlement and acceptance form) of Eligible Retail Shareholders.

Times and dates

Times and dates in this Offer Booklet are indicative only and may be subject to change. All dates refer to Sydney time. Refer to the "Key Dates" section of this Offer Booklet for more details.

Currency

Unless otherwise stated, all dollar values in this Offer Booklet are in Australian dollars (AUD).

Trading in New Shares

Superloop will have no responsibility and disclaims all liability (to the maximum extent permitted by law) to persons who trade New Shares they believe will be issued to them before they receive their holding statements, whether on the basis of confirmation of the allocation provided by Superloop or Superloop's share registry or failure to maintain your updated details with Superloop's share registry or otherwise, or who otherwise trade or purport to trade New Shares in error or which they do not hold or are not entitled to.

If you are in any doubt as to these matters you should first consult with your stockbroker, solicitor, accountant, financial adviser or other professional adviser.

Refer to Section 6 for details.

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KEY DATES

Event	Date
Announcement of the Capital Raising	24 September 2019
Record date for Retail Entitlement Offer (7.00pm (Sydney time)) (Record Date)	26 September 2019
Retail Entitlement Offer opens	30 September 2019
Settlement of the Institutional Placement (Tranche 1) and the Institutional Entitlement Offer	30 September 2019
Allotment of new shares under the Institutional Placement (Tranche 1) and the Institutional Entitlement Offer	1 October 2019
Offer Booklet and entitlement and acceptance form despatched, and announcement of despatch	1 October 2019
Quotation of new shares issued under the Institutional Placement (Tranche 1) and the Institutional Entitlement Offer	2 October 2019
Closing date for acceptances under the Retail Entitlement Offer (5.00pm (Sydney time)) ¹ (Closing Date)	14 October 2019
Announcement of results of Retail Entitlement Offer	17 October 2019
Settlement of the Retail Entitlement Offer	18 October 2019
Allotment of New Shares issued under the Retail Entitlement Offer	21 October 2019
Normal trading on the Australian Securities Exchange (ASX) for New Shares issued under the Retail Entitlement Offer commences	22 October 2019
Despatch of holding statements for New Shares issued under the Retail Entitlement Offer	23 October 2019
Annual General Meeting	30 October 2019
Settlement of Institutional Placement (Tranche 2)	1 November 2019
Allotment of new shares under the Institutional Placement (Tranche 2)	4 November 2019
Quotation of new shares issued under the Institutional Placement (Tranche 2)	5 October 2019

¹ Eligible Retail Shareholders who wish to take up all or a part of their Entitlement must complete and return their personalised entitlement and acceptance form with the requisite accompanying payment (**Application Monies**) OR pay their Application Monies via BPAY by following the instructions set out on the personalised entitlement and acceptance form, so that they are received by Superloop's share registry by no later than 5.00pm (Sydney time) on 14 October 2019. Eligible Retail Shareholders should refer to Section 2 for options available to them to deal with their Entitlement.



The timetable above is indicative only and may change. Superloop may amend any of these dates and times without notice, subject to the *Corporations Act 2001* (Cth), the ASX Listing Rules and other applicable laws. In particular, Superloop reserves the right to extend the Closing Date of the Retail Entitlement Offer, to accept late applications under the Retail Entitlement Offer (either generally or in particular cases) and to withdraw the Retail Entitlement Offer without prior notice. Any extension of the Closing Date will have a consequential effect on the issue date of New Shares.

The commencement of quotation of New Shares is subject to confirmation from ASX. Cooling off rights do not apply to an investment in New Shares. You cannot withdraw your application once it has been accepted. Eligible Retail Shareholders wishing to participate in the Retail Entitlement Offer are encouraged to submit their entitlement and acceptance form as soon as possible after the Retail Entitlement Offer opens to ensure their application is received by Superloop's share registry in time.

Enquiries

If you have any questions, please contact the Superloop shareholder information line on 1300 420 208 (within Australia) or +61 1300 420 208 (outside Australia) from 8.30am to 5.30pm (Sydney time), Monday to Friday. If you have any further questions, you should contact your stockbroker, solicitor, accountant, financial adviser or other professional adviser.

LETTER FROM CHAIRMAN

26 September 2019

Dear Shareholder

As a valued shareholder of Superloop, I am pleased to invite you to participate in a fully underwritten 1 for 6 accelerated pro-rata non-renounceable entitlement offer of new ordinary shares in Superloop (**New Shares**) at an offer price of \$0.82 per New Share (**Offer Price**) to raise gross proceeds of approximately \$34.6 million (**Entitlement Offer**).

Superloop is conducting a fully underwritten ~\$92.2 million equity raising through:

- a placement to institutional and sophisticated investors, with the placement to be conducted in two tranches, the second of which is subject to Superloop shareholder approval at Superloop's annual general meeting (**Institutional Placement**); and
 - the Entitlement Offer,
- (together, the **Capital Raising**).

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

- pay down senior secured debt; and
- fund trade payables.

Superloop has invested over \$256 million in fibre network assets, and continues to make progress in monetising the value of those assets. The support from Superloop's senior lenders has been invaluable, but it is necessary and appropriate to restructure those facilities to provide a platform for Superloop to continue to access funding on favourable terms to support its monetisation strategy. This capital raising achieves that objective, reducing the senior debt with a restructured four-year facility that provides funding for the incremental investment on Superloop's core network. The benefits that are expected to flow from this initiative, for Superloop and its shareholders, are described in more detail in Superloop's investor presentation lodged with ASX on 24 September 2019 (and included in this Offer Booklet in Section 5).

The Institutional Placement and the institutional component of the Entitlement Offer (**Institutional Entitlement Offer**) were successfully completed on 25 September 2019, with settlement of the second tranche of the Institutional Placement deferred until shareholder approval is obtained. The book-build for the Institutional Placement and the Institutional Entitlement Offer was strongly supported by new and existing institutional and sophisticated investors from Australia and overseas. In particular, the Institutional Entitlement Offer was supported by existing institutional shareholders, with take up by eligible institutional shareholders of over 85%.

This Offer Booklet relates to the retail component of the Entitlement Offer (**Retail Entitlement Offer**). Under the Retail Entitlement Offer, Eligible Retail Shareholders are entitled to acquire 1 New Share for every 6 existing Superloop shares held on the record date at 7.00pm (Sydney time) on 26 September 2019 (**Record Date**) (**Entitlement**). Your Entitlement is set out in your personalised entitlement and acceptance form which accompanies this Offer Booklet. It is important that you determine whether to take up in whole or part, or do nothing, in respect of your Entitlement (see Section 2).

Eligible Retail Shareholders have the opportunity to invest at the price of \$0.82 per New Share, which is the same price as the institutional investors who participated in the Institutional Placement and the Institutional Entitlement Offer. The issue price of \$0.82 per New Share represents an 18.8% discount to the closing price of Superloop shares on 20 September 2019 (being the last trading day before announcement of the Capital Raising), and a 13.9% discount to the theoretical ex-rights price (**TERP**) of \$0.952.²

New Shares issued through the Retail Entitlement Offer will rank equally with existing Superloop shares on issue.

Canaccord Genuity (Australia) Limited ACN 075 071 466 (**Canaccord**) and Morgans Corporate Limited ACN 010 539 607 (**Morgans**) are acting as joint lead managers and underwriters to the Equity Raising (each an **Underwriter**, and together the **Underwriters**).

Entitlements under the Entitlement Offer are non-renounceable and will not be tradeable on ASX or otherwise transferable. If you do not take up your Entitlement in full, you will not receive any value in respect of that part of the Entitlement that you do not take up.

The Retail Entitlement Offer closes at 5.00pm (Sydney time) on 14 October 2019.

If you would like to exercise your Entitlement to increase your shareholding in Superloop, you will need to complete and return your personalised entitlement and acceptance form together with the requisite Application Monies, or alternatively pay your Application Monies using BPAY® so that they are received by Superloop's share registry by 5.00pm (Sydney time) on 14 October 2019.

Please carefully read this Offer Booklet in its entirety and consult your stockbroker, solicitor, accountant, financial adviser or other professional adviser before making your investment decision. In particular, you should read and consider the "Key Risk Factors" section of Superloop's investor presentation included in Section 5 of this Offer Booklet which contains a summary of some of the key risks associated with an investment in Superloop.

If you have any questions in respect of the Retail Entitlement Offer, please call the Superloop shareholder information line on 1300 420 208 (within Australia) or +61 1300 420 208 (outside Australia) from 8.30am to 5.30pm (Sydney time) Monday to Friday.

On behalf of the Board and management team of Superloop, I invite you to consider this investment opportunity and thank you for your ongoing support.

Yours faithfully



Michael Malone
Chairman
Superloop Limited

² The theoretical ex-rights price (**TERP**) is the theoretical price at which Superloop shares should trade immediately following the ex-date for the Entitlement Offer assuming 100% take up of the Entitlement Offer. TERP is a theoretical calculation only and the actual price at which Superloop shares trade immediately following the ex-date for the Entitlement Offer will depend on many factors and may not be equal to TERP. TERP is calculated by reference to Superloop's closing price of \$1.01 per share on 20 September 2019, being the last trading day prior to the announcement of the Capital Raising. TERP includes the new Superloop shares issued under the first and second tranche of the Institutional Placement.

1. IS THIS OFFER BOOKLET RELEVANT TO YOU?

This Offer Booklet is relevant to you if you are an Eligible Retail Shareholder (as defined below).

In this Offer Booklet, references to "you" are references to Eligible Retail Shareholders and references to "your Entitlement" (or "your entitlement and acceptance form") are references to the Entitlement (or entitlement and acceptance form) of Eligible Retail Shareholders.

Eligible Retail Shareholders are those persons who:

- are registered as a holder of Superloop shares as at the Record Date, being 7.00pm (Sydney time) on 26 September 2019;
- have a registered address on the Superloop share register that is in Australia or New Zealand, or are a Shareholder that Superloop has otherwise determined is eligible to participate;
- are not in the United States and are not acting for the account or benefit of a person in the United States (to the extent such person holds Superloop ordinary shares for the account or benefit of such person in the United States);
- were not invited to participate in the Institutional Entitlement Offer and were not treated as an Ineligible Institutional Shareholder; and
- are eligible under all applicable securities laws to receive an offer under the Entitlement Offer.

Ineligible Institutional Shareholders are those institutional shareholders on the Record Date with a registered address outside of Australia and New Zealand (or any other jurisdiction that Superloop and the Underwriters agree) to whom the Entitlement Offer will not be extended in accordance with ASX Listing Rule 7.7.1(a).

2. SUMMARY OF OPTIONS AVAILABLE TO YOU

If you are an Eligible Retail Shareholder you may take either of the following actions:

1. take up all or part of your Entitlement; or
2. do nothing and let all or part of your Entitlement lapse.

If you are a shareholder that is not an Eligible Retail Shareholder you are an **Ineligible Retail Shareholder**. Refer to Section 3.9 for more detail on Ineligible Retail Shareholders.

Options available to you	Key considerations
<p>1. Take up all of your Entitlement</p>	<p>If you wish to take up all of your Entitlement, you may elect to purchase all of the New Shares at the Offer Price specified in your personalised entitlement and acceptance form (see Section 3.5 for instructions on how to take up your Entitlement).</p> <p>The New Shares will rank equally in all respects with existing Superloop ordinary shares.</p> <p>The Retail Entitlement Offer closes at 5.00pm (Sydney time) on 14 October 2019.</p> <p>Eligible Retail Shareholders who take up their Entitlement in full can also apply for additional New Shares under a top-up facility established for that purpose (Top-Up Facility).</p>
<p>2. Take up part of your Entitlement</p>	<p>If you wish to take up only part of your Entitlement, you may elect to purchase a lesser number of New Shares at the Offer Price, than the number of New Shares specified in your personalised entitlement and acceptance form (see Section 3.5 for instructions on how to take up your Entitlement).</p> <p>The New Shares will rank equally in all respects with existing Superloop shares.</p> <p>If you only take up part of your Entitlement, the relevant portion of your Entitlement will lapse and you will receive no benefit. Lapsed Entitlements will be subscribed for under the Top-Up Facility or by the Underwriters or any sub-underwriters.</p> <p>The Retail Entitlement Offer closes at 5.00pm (Sydney time) on 14 October 2019.</p>
<p>3. Do nothing and let all of your Entitlement lapse</p>	<p>If you do nothing with respect to all of your Entitlement, your Entitlement will lapse and you will receive no benefit. These Entitlements will be subscribed for under the Top-Up Facility or by the Underwriters or any sub-underwriters.</p> <p>By allowing your Entitlement to lapse, you will forgo any exposure to increases or decreases in the value of the New Shares had you taken up your Entitlement and you will not receive any value for your Entitlement. Although you will continue to own the same number of Superloop shares, your percentage shareholding in Superloop will be diluted.</p>

3. HOW TO APPLY

3.1 Overview of the Retail Entitlement Offer

Eligible Retail Shareholders are being offered the opportunity to purchase 1 New Share for every 6 existing Superloop shares held as at the Record Date of 7.00pm (Sydney time) on 26 September 2019, at the Offer Price of \$0.82 per New Share.

You have a number of decisions to make in respect of your Entitlement. You should read this Offer Booklet carefully before making any decisions in relation to your Entitlement.

The Retail Entitlement Offer is fully underwritten by the Underwriters on the terms and conditions of the Underwriting Agreement (see Section 6.12 for more details). Further details on the Retail Entitlement Offer are set out below.

3.2 Retail Entitlement Offer

Under the Retail Entitlement Offer, Eligible Retail Shareholders are invited to apply for 1 New Share for every 6 existing Superloop shares held as at the Record Date at the Offer Price of \$0.82 per New Share.

The Retail Entitlement Offer opens on 30 September 2019 and will close at 5.00pm (Sydney time) on 14 October 2019.

3.3 Your Entitlement

Your Entitlement is set out on the accompanying personalised entitlement and acceptance form and has been calculated as 1 New Share for every 6 existing shares you held as at the Record Date. If the result is not a whole number, your Entitlement will be rounded up to the nearest whole number of New Shares.

If you have more than one registered holding of Superloop shares, you will be sent more than one personalised entitlement and acceptance form and you will have a separate Entitlement for each separate holding.

New Shares issued under the Retail Entitlement Offer will be fully paid and rank equally in all respects with existing fully paid ordinary shares on issue in Superloop.

See Sections 6.1 and 6.11 for information on restrictions on participation.

3.4 Consider the Entitlement Offer carefully in light of your particular investment objectives and circumstances

The Entitlement Offer is being made pursuant to provisions of the Corporations Act which allow entitlement offers to be made without a prospectus. This Offer Booklet does not contain all of the information which may be required in order to make an informed decision regarding an application for New Shares offered under the Retail Entitlement Offer. As a result, it is important for you to read carefully and understand the information on Superloop and the Entitlement Offer made publicly available, prior to deciding whether to take up all or part of your Entitlement or do nothing in respect of your Entitlement. In particular, please refer to this Offer Booklet, Superloop's preliminary final report which was released to ASX on 27 August 2019, Superloop's 2018 annual report which was released to ASX on 25 October 2018, and other announcements made available at www.superloop.com (including announcements which may be made by Superloop after publication of this Offer Booklet).

Please consult with your stockbroker, solicitor, accountant, financial adviser or other professional adviser if you have any queries or are uncertain about any aspect of the Retail Entitlement Offer. You should also refer to the "Key Risk Factors" section of Superloop's investor presentation included in Section 5 of this Offer Booklet.

3.5 Options available to you

If you are an Eligible Retail Shareholder, you may take either of the following actions:

1. take up all of your Entitlement; or
2. take up part of your Entitlement and let the remainder lapse; or
3. do nothing and let all of your Entitlement lapse.

Eligible Retail Shareholders who do not participate fully in the Retail Entitlement Offer will have their percentage holding in Superloop reduced.

If you wish to take up all of your Entitlement

If you wish to take up all of your Entitlement, please either:

1. complete and return the personalised entitlement and acceptance form with the requisite Application Monies for all of the New Shares in your Entitlement; or
2. pay your Application Monies for all of the New Shares in your Entitlement via BPAY[®] by following the instructions set out on the personalised entitlement and acceptance form,

so that they are received by Superloop's share registry by no later than 5.00pm (Sydney time) on 14 October 2019.

If you take up and pay for all your Entitlement before the close of the Retail Entitlement Offer, it is expected that you will be issued New Shares on 21 October 2019. Superloop's decision on the number of New Shares to be issued to you will be final.

Superloop also reserves the right (in its absolute discretion) to reduce the number of New Shares issued to Eligible Retail Shareholders or persons claiming to be Eligible Retail Shareholders, if Superloop believes their claimed Entitlements to be overstated or if they or their nominees fail to provide information to substantiate their claims to Superloop's satisfaction (see Section 6.4).

Eligible Retail Shareholders who take up their Entitlement in full can also apply for additional New Shares under the Top-Up Facility.

If you wish to take up part of your Entitlement

If you wish to take up only part of your Entitlement, please either:

1. complete and return the personalised entitlement and acceptance form with the requisite Application Monies for the number of New Shares in your Entitlement that you wish to subscribe for; or
2. pay your Application Monies for the relevant number of New Shares via BPAY[®] by following the instructions set out on the personalised entitlement and acceptance form,

so that they are received by Superloop's share registry by no later than 5.00pm (Sydney time) on 14 October 2019.

If you take up and pay part of your Entitlement before the close of the Retail Entitlement Offer, it is expected that you will be issued New Shares on 21 October 2019. Superloop's decision on the number of New Shares to be issued to you will be final.

If you do not take up all of your Entitlement, the relevant part of your Entitlement will lapse and you will receive no benefit. Lapsed Entitlements will be subscribed for under the Top-Up Facility or by the Underwriters or any sub-underwriters.

Superloop also reserves the right (in its absolute discretion) to reduce the number of New Shares issued to Eligible Retail Shareholders or persons claiming to be Eligible Retail Shareholders, if Superloop believes their claimed Entitlements to be overstated or if they or their nominees fail to provide information to substantiate their claims to Superloop's satisfaction (see Section 6.4).

If you wish to let all or part of your Entitlement lapse

If you do nothing with respect to your Entitlement, your Entitlement will lapse and you will receive no benefit. Lapsed Entitlements will be subscribed for under the Top-Up Facility or by the Underwriters or any sub-underwriters.

By allowing your Entitlement to lapse, you will forgo any exposure to increases or decreases in the value of the New Shares had you taken up your Entitlement. Although you will continue to own the same number of Superloop shares, your percentage shareholding in Superloop will be diluted.

3.6 Payment

You can pay in the following ways:

1. by BPAY®; or
2. by cheque.

Cash payments will not be accepted. Receipts for payment will not be issued.

Superloop will treat you as applying for as many New Shares as your payment will pay for in full.

Any Application Monies received for more than your final allocation of New Shares will be refunded as soon as practicable after the close of the Retail Entitlement Offer. No interest will be paid to applicants on any Application Monies received or refunded.

Payment by BPAY®

For payment by BPAY®, please follow the instructions on the personalised entitlement and acceptance form. You can only make payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions.

If you are paying by BPAY®, please make sure you use the specific biller code and your unique reference number on your personalised entitlement and acceptance form. If you have multiple holdings and consequently receive more than one personalised entitlement and acceptance form, when taking up your Entitlement in respect of one of those holdings only use the reference number specific to that holding. If you do not use the correct reference number specific to that holding your application will not be recognised as valid.

Please note that should you choose to pay by BPAY®:

1. you do not need to submit your personalised entitlement and acceptance form but are taken to make the declarations, representations and warranties on that entitlement and acceptance form and in Section 3.8; and
2. if you do not pay for your full Entitlement, you are deemed to have taken up your Entitlement in respect of such whole number of New Shares which is covered in full by your Application Monies.

It is your responsibility to ensure that your BPAY® payment is received by Superloop's share registry by no later than 5.00pm (Sydney time) on 14 October 2019. You should be aware that your financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration in the timing of when you make your payment.

Payment by cheque

For payment by cheque, you should complete your personalised entitlement and acceptance form in accordance with the instructions on the form and return it accompanied by a cheque in Australian currency for the amount of the Application Monies, payable to "Superloop Limited" and crossed "Not negotiable".

Your cheque must be:

1. for an amount equal to \$0.82 multiplied by the number of New Shares that you are applying for; and
2. in Australian currency drawn on an Australian branch of a financial institution.

You should ensure that sufficient funds are held in relevant account(s) to cover the Application Monies as your cheque will be processed on the day of receipt. If the amount of your cheque for Application Monies (or the amount for which the cheque clears in time for allocation) is insufficient to pay in full for the number of New Shares you have applied for in your personalised entitlement and acceptance form, you will be taken to have applied for such lower whole number of New Shares as your cleared Application Monies will pay for (and to have specified that number of New Shares on your personalised entitlement and acceptance form). Alternatively, your application will not be accepted.

3.7 Mail or hand delivery

To participate in the Retail Entitlement Offer, your payment must be received no later than the close of the Retail Entitlement Offer, being 5.00pm (Sydney time) on 14 October 2019. If you make payment via cheque you should mail or hand deliver your completed personalised entitlement and acceptance form together with Application Monies to:

Mailing Address

Superloop Retail Entitlement Offer
C/- Link Market Services Limited
GPO Box 3560
Sydney South NSW 2001

Hand Delivery Address

Superloop Retail Entitlement Offer
C/- Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138

Personalised entitlement and acceptance forms and Application Monies will not be accepted at Superloop's registered or corporate offices or other offices of Superloop's share registry.

3.8 Representations by acceptance

By completing and returning your personalised entitlement and acceptance form or making a payment by BPAY[®], you will be deemed to have represented to Superloop that you:

- did not receive an invitation to participate in the Institutional Entitlement Offer either directly or through a nominee, are not an Ineligible Retail Shareholders and are otherwise eligible to participate in the Retail Entitlement Offer;
- acknowledge that you have read and understand this Offer Booklet and your personalised entitlement and acceptance form in their entirety;
- agree to be bound by the terms of the Retail Entitlement Offer, the provisions of this Offer Booklet, and Superloop's constitution;
- authorise Superloop to register you as the holder(s) of New Shares allotted to you;
- declare that all details and statements in the personalised entitlement and acceptance form are complete and accurate;
- declare you are over 18 years of age and have full legal capacity and power to perform all of your rights and obligations under the personalised entitlement and acceptance form;
- acknowledge that once Superloop receives your personalised entitlement and acceptance form or any payment of Application Monies via BPAY[®], you may not withdraw your application or funds provided, except as allowed by law;
- agree to apply for and be issued up to the number of New Shares specified in the personalised entitlement and acceptance form, or for which you have submitted payment of any Application Monies via BPAY[®], at the Offer Price per New Share;
- authorise Superloop, each Underwriter, Superloop's share registry and their respective officers or agents to do anything on your behalf necessary for New Shares to be issued to you, including to act on instructions of Superloop's share registry upon using the contact details set out in your personalised entitlement and acceptance form;
- acknowledge and agree that:
 - determination of eligibility of investors for the purposes of the Retail Entitlement Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of Superloop and/or the Underwriters;
 - each of Superloop and the Underwriters, and each of their respective affiliates, disclaim any duty or liability (including for negligence) in respect of that determination and the exercise or otherwise of that discretion, to the maximum extent permitted by law;
- declare that you were the registered holder(s) at the Record Date of the shares in Superloop indicated on your personalised entitlement and acceptance form as being held by you on the Record Date;
- acknowledge that the information contained in this Offer Booklet and your personalised entitlement and acceptance form is not investment advice nor a recommendation that New Shares are suitable for you given your investment objectives, financial situation or particular needs;

- acknowledge that this Offer Booklet is not a prospectus, does not contain all of the information that you may require in order to assess an investment in Superloop and is given in the context of Superloop's past and ongoing continuous disclosure announcements to ASX;
- acknowledge the statement of risks in the "Key Risk Factors" section of Superloop's investor presentation included in Section 5 of this Offer Booklet and that investments in Superloop are subject to risk;
- acknowledge that none of Superloop, each Underwriter, or their respective related bodies corporate and affiliates and their respective directors, officers, partners, employees, representatives, agents, consultants or advisers, guarantees the performance of Superloop, nor do they guarantee the repayment of capital;
- agree to provide (and direct your nominee or custodian to provide) any requested substantiation of your eligibility to participate in the Retail Entitlement Offer and of your holding of shares on the Record Date;
- authorise Superloop to correct any errors in your personalised entitlement and acceptance form or other form provided by you;
- are an Eligible Retail Shareholder and that the law of any place does not prohibit you from being given this Offer Booklet and the personalised entitlement and acceptance form, nor does it prohibit you from making an application for New Shares and that you are otherwise eligible to participate in the Retail Entitlement Offer;
- are not in the United States and you are not acting for the account or benefit of a person in the United States (to the extent such person holds Superloop ordinary shares for the account or benefit of such person in the United States);
- understand and acknowledge that neither the Entitlements nor New Shares have been, or will be, registered under the US Securities Act or the securities laws of any state or other jurisdiction in the United States. Notwithstanding the foregoing, the Entitlements may not be purchased, taken up or exercised by persons in the United States or by persons who are acting for the account or benefit of a person in the United States. Neither the Entitlements nor the New Shares may be offered, sold or resold in the United States except in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act and the applicable securities laws of any state or other jurisdiction in the United States;
- are subscribing for or purchasing an Entitlement or New Shares in an 'offshore transaction' (as defined in Rule 902(h) under the US Securities Act) in reliance on Regulation S under the US Securities Act;
- have not and will not send this Offer Booklet, the entitlement and acceptance form, or any other materials relating to the Entitlement Offer to any person in the United States or any other country outside Australia; and
- if acting as a nominee or custodian, each beneficial holder on whose behalf you are submitting the entitlement and acceptance form is resident in Australia or New Zealand and is not in the United States and is not acting for the account or benefit of a person in the United States, and you have not sent this Offer Booklet, the entitlement and acceptance form or any information relating to the Entitlement Offer to any such person.

3.9 Entitlements of Ineligible Retail Shareholders

In compliance with ASX Listing Rule 7.7.1 and section 708AA (including section 9A) of the Corporations Act, Superloop has determined that it is unreasonable to extend the Retail Entitlement Offer to Ineligible Retail Shareholders because of the small number of such Shareholders, the number and value of Superloop shares that they hold and the cost of complying with the applicable regulations in jurisdictions outside of Australia and New Zealand, but it reserves its right to do so (subject to compliance with relevant laws).

Entitlements of Ineligible Retail Shareholders will be subscribed for under the Top-Up Facility or by the Underwriters or sub-underwriters.

3.10 Issue of additional New Shares under the Top-Up Facility

Any New Shares not taken up by the Closing Date may be made available to those Eligible Retail Shareholders who took up their full Entitlement and applied for additional New Shares under the Top-Up Facility at the same Offer Price (**Eligible Top-Up Facility Participants**). An Eligible Top-Up Facility Participant can apply for additional New Shares under the Top-Up Facility up to the lesser of:

- 0.5 times the Entitlement of the Eligible Top-Up Facility Participant; or
- \$10,000 worth of New Shares.

There is no guarantee that those Eligible Top-Up Facility Participants Shareholders will receive the number of New Shares applied for under the Top-Up Facility, or any. If Eligible Top-Up Facility Participants apply for more New Shares than are available under the Top-Up Facility, the directors of Superloop propose that New Shares available under the Top-Up Facility be allocated to Eligible Top-Up Facility Participants on a pro-rata basis.

If you apply for additional New Shares under the Top-Up Facility and your application is successful (in whole or in part) your New Shares will be issued at the same time that other New Shares are issued under the Retail Entitlement Offer. There is no guarantee you will receive any New Shares under the Top-Up Facility.

Refund amounts, if any, will be paid in Australian dollars. You will be paid either by cheque sent by ordinary post to your address as recorded on the share register (the registered address of the first-named in the case of joint holders), or by direct credit to the nominated bank account as noted on the share register as at the closing date of the offer. If you wish to advise or change your banking instructions with Superloop's share registry you may do so by going to www.linkmarketservices.com.au and following the instructions.

3.11 Brokerage and stamp duty

No brokerage fee is payable by Eligible Retail Shareholders who accept their Entitlement. No stamp duty is payable for subscribing for New Shares under the Retail Entitlement Offer.

3.12 Enquiries

If you have not received or you have lost your personalised entitlement and acceptance form, or have any questions, please contact the Superloop shareholder information line on 1300 420 208 (within Australia) or +61 1300 420 208 (outside Australia) between 8.30am and 5.30pm (Sydney time), Monday to Friday. If you have any further questions, you should contact your stockbroker, solicitor, accountant, financial adviser or other professional adviser.

4. AUSTRALIAN TAX CONSIDERATIONS

4.1 Introduction

This is a general summary of the Australian taxation consequences of the Retail Entitlement Offer for Eligible Retail Shareholders that hold their shares on capital account for Australian income tax purposes. The category of shareholders considered in this summary are limited to individuals, complying superannuation entities and certain companies, trusts or partnerships. This summary does not consider the consequences for shareholders who:

- hold existing shares, New Shares or Entitlements in a business of share trading, dealing in securities or otherwise hold their existing shares, New Shares or Entitlements on revenue account or as trading stock;
- acquired existing shares in respect of which the Entitlements are issued under an employee share scheme;
- are subject to the 'Taxation of Financial Arrangements' provisions in Division 230 of the *Income Tax Assessment Act 1997* (Cth) in relation to their holding of shares, New Shares or Entitlements; or
- are tax residents of any jurisdiction other than Australia.

The information contained in this summary is of a general nature and is not intended to address the circumstances of any particular individual or entity.

This summary is based upon the legislation and established interpretation of legislation as at the date of this Offer Booklet, but is not intended to be an authoritative or complete statement of the law as relevant to the circumstances of each shareholder.

As the taxation implications of the Retail Entitlement Offer will depend upon a shareholder's particular circumstances, shareholders should seek and rely upon their own professional taxation advice before concluding on the particular taxation treatment that will apply to them.

Shareholders that are subject to tax in a jurisdiction outside Australia may be subject to tax consequences in that jurisdiction in respect of the Retail Entitlement Offer that are not covered by this summary. Such shareholders should seek and rely upon their own professional taxation advice in relation to the taxation implications of the Retail Entitlement Offer in any jurisdictions that are relevant to them.

Neither Superloop nor any of its officers or employees, nor its taxation or other advisers accepts any liability or responsibility in respect of any statement concerning taxation consequences of the Retail Entitlement Offer.

4.2 Income tax consequences of Entitlements

a) Issue of Entitlements

The issue of Entitlements to Australian resident shareholders should not, of itself, give rise to any amount of assessable income or capital gain for shareholders.

b) Exercise of Entitlements

The exercise of Entitlements should not, of itself, result in any amount being included in a shareholder's assessable income and should not give rise to any capital gain under the capital gains tax (CGT) provisions.

Eligible Retail Shareholders that exercise their Entitlements will receive New Shares. New Shares will be taken to have been acquired on the day on which the Entitlements were exercised for CGT purposes.

The CGT cost base of each New Share acquired will be the sum of the amount paid to exercise the corresponding Entitlement (i.e. the Offer Price) and any incidental costs in acquiring the New Shares.

c) Lapse of Entitlement

If an Eligible Retail Shareholder does not accept all or part of their Entitlement in accordance with the instructions set out above, then that Entitlement will lapse. There should be no adverse taxation implications for an Eligible Retail Shareholder from the lapse of the Entitlement.

4.3 Income tax consequences of New Shares

The New Shares should constitute CGT assets for CGT purposes.

Dividends paid to Eligible Retail Shareholders in relation to their New Shares should generally be subject to the same income tax treatment as dividends in relation to existing shares held in Superloop in the same circumstances.

As outlined above, the CGT cost base of a New Share should generally be equal to the sum of the amount paid to exercise the corresponding Entitlement (i.e. the Offer Price) and any incidental costs in acquiring the New Share. Any future sale of New Shares will constitute a disposal for CGT purposes. A capital gain will arise if the capital proceeds on disposal exceed the CGT cost base of a New Share. A capital loss will arise if the capital proceeds on disposal are less than the reduced CGT cost base of a New Share.

Shareholders may be able to apply carried forward or current year losses to reduce their capital gain on disposal. The ability to utilise losses is dependent on meeting the relevant tests

Non-corporate shareholders may be entitled to a concession which discounts the amount of capital gain that is assessed. Broadly, the concession is available where the New Shares have been held for more than 12 months or more prior to disposal. The concession results in a 50% reduction in the assessable amount of a capital gain for an individual shareholder and a one-third reduction of a capital gain for an Australian tax resident complying superannuation entity shareholder (including generally where a flow through trust or partnership distributes to such shareholders), after offsetting any current or carried forward losses.

In relation to trusts or partnerships including limited partnerships, the rules surrounding capital gains and the CGT discount are complex, but the benefit of the CGT discount may flow through to relevant beneficiaries or partners, subject to certain requirements being satisfied.

Australian tax resident shareholders who hold New Shares on revenue account, as trading stock or are subject to the rules in Division 230 of the *Income Tax Assessment Act 1997* (Cth) concerning the taxation of financial arrangements should seek separate independent professional advice.

4.4 Non-resident CGT withholding

Specific rules can apply to the disposal of certain taxable Australian property under contracts entered into on or after 1 July 2016, whereby, a 12.5% non-final withholding tax may be applied. However, the new rules should not apply to the disposal of a New Share on ASX (in accordance with a specific exemption).

4.5 Provision of Tax File Number (TFN) or Australian Business Number (ABN)

Australian tax legislation imposes withholding tax at the highest marginal rate (currently 45% plus a Medicare levy of 2%) on the payment of distributions on certain types of investments, such as the unfranked part of any dividend, where no TFN or ABN (if applicable) has been provided and no exemption applies. Australian tax resident shareholders may be able to claim a tax credit/refund (as applicable) in respect of any tax withheld on dividends in their income tax returns.

Shareholders that have not previously provided their TFN or ABN (if applicable) to Superloop's share registry may wish to do so prior to the close of the Retail Entitlement Offer to ensure that withholding tax is not deducted from any future distribution payable to them.

A shareholder is not obliged to provide their TFN, or where relevant, ABN to Superloop.

4.6 Other Australian taxes

GST and stamp duty should not generally be payable in relation to the issue, sale, or exercise of Entitlements, nor in relation to the acquisition of New Shares.


Eligible Retail Shareholders may however be restricted in their ability to claim input tax credits in relation to costs incurred in relation to their acquisition of the New Shares (such as costs relating to professional advice obtained by shareholders regarding the Entitlement). This will depend on each Eligible Retail Shareholder's particular circumstances and as such this should be reviewed by shareholders prior to making any claim.

5. INVESTOR PRESENTATION

Discover Asia's New Extraordinary Network

SLC:ASX Recapitalisation Update

Tuesday 24 September 2019

 BRISBANE

24/9/19 ASX
Update

Disclaimer

- **No reliance**

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- **Seek your own advice**

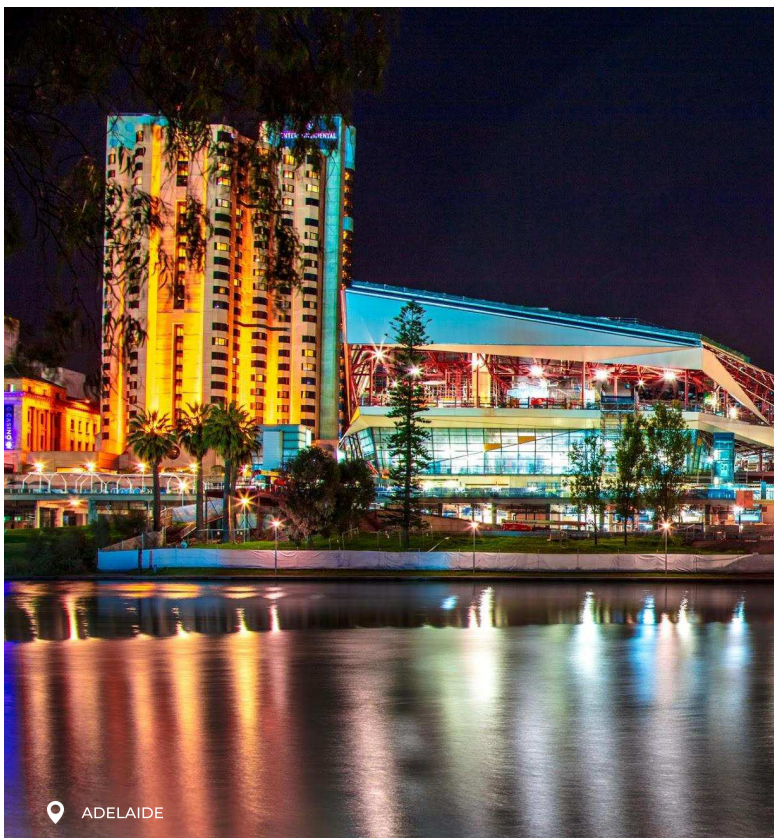
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- **Forward-looking statements**

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- **Currency**

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

24/9/19 ASX
Update



ADELAIDE

Agenda

- > Overview of Recapitalisation Plan
- > Company Overview
- > FY20 Guidance
- > Placement and Entitlement Offer
- > Appendices

3

Executive Summary: Recapitalisation of Superloop

Recap of 27 Aug ASX Update

- Superloop has invested \$256m capital into APAC fibre networks, ~2 years into 20+ year useful asset life
- Strong (89%) growth on core fibre connectivity revenues with operating leverage pulling through as new assets are live and now billing
- In addition, Superloop has acquired adjacent 'platforms' to deliver connectivity, services & broadband to bandwidth-intensive locations across Asia Pacific
- Teams and brands integrated under single Superloop banner
- At 30 June 2019, net debt was \$70.3m plus \$23.2m net payables from completion of major infrastructure projects due for payment in FY20
- As Superloop earnings transition away from legacy towards infrastructure-centric, a recapitalisation is required to better align 'source of funds' with 'use of funds' given long-cycle to build, sell, deliver and bill fibre connectivity

Recapitalisation Plan announced today

- \$90m Placement and rights issue underwritten by Canaccord Genuity & Morgans
- Restructured 'amend and extend' of senior bank facility with ANZ and Westpac:
 - Tenure extended to 4 years from financial close
 - Financial covenants adjusted to reflect infrastructure nature, in particular incl. pro-forma EBITDA from contracts signed
 - Facility reduced from \$120m to \$61.7m
- *No changes to existing ~\$6.3m equipment financing lease*

Benefits of recapitalisation:

- Reduces pro-forma 30 June 2019 net debt plus net payables from \$93.5m to \$6.5m
- Provides ~\$60m funding runway for future success-based growth capital should customer demand require incremental investment
- Forward-looking covenants to deliver increased headroom for capex investment

4

Overview of Recapitalisation Plan

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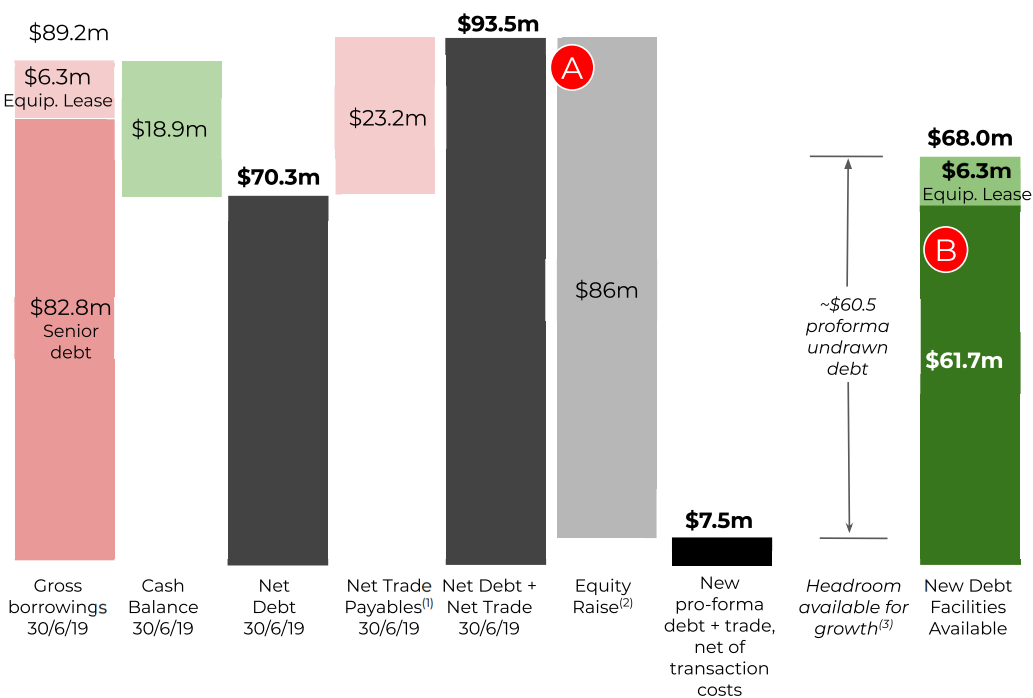
Recapitalisation reduces drawn debt below \$10m with >\$60m headroom on a 30 Jun 2019 pro-forma basis

Net debt plus net payables at 30 June 2019 of \$93.5m

Recapitalisation Plan announced today:

- A** \$90m underwritten placement and rights issue (less \$4m transaction costs)
- B** \$61.7m amended and extended 4 year senior debt facility (ANZ + Westpac) with financial undertakings reflective of the infrastructure nature of Superloop's business

Provides Superloop with ample forward funding for future success-based capital investments



⁽¹⁾ Trade and other payables liability less trade and other receivables asset

⁽²⁾ Equity raise net of transaction costs

⁽³⁾ All figures are actual or pro-forma Jun 30 2019 post capital raise

Proposed Recapitalisation



Capital Plan of \$90m equity raising via Placement and Entitlement Offer coupled with restructured of Senior Bank Facility

General
<p>Restructured Senior Bank Facility</p> <p>\$61.7m Facility Limit, 4-year term, Available for Capex and General Corp Purposes</p> <p>Financial covenants amended to reflect infrastructure profile (see key terms) giving the company ability to fund customer demand</p> <p>Equity Raise</p> <p>Placement and Rights offering priced at same price: \$0.82 per share</p>

Sources and Uses	
Sources	\$'m
Share placement and rights issue	90
Total	90
Uses	\$'m
Repay senior debt	80
Total transaction costs	4
Trade payables	6
Total	90
<ul style="list-style-type: none"> \$80m senior debt pay down with the balance to remain on the balance sheet 	

Restructured Senior Bank Facility- Key Terms (page 1 of 2)



Key Terms					
1	Lenders	<ul style="list-style-type: none"> Australia and New Zealand Banking Group Limited ABN 11 005 357 522 Westpac Banking Corporation ABN 33 007 457 141 			
2	Amount	A\$61.7m			
3	Maturity Date	4 yr maturity			
4	Facilities and purpose	Facility	Type	Amount (A\$)	Purpose
		B1	Revolving capex facility	40.0m	<ul style="list-style-type: none"> Success based capital expenditure of the Group Refinance existing indebtedness of the Group
		B2	Revolving working capital / capex facility	20.0m	<ul style="list-style-type: none"> General corporate purposes of the Group Refinance existing indebtedness of the Group Non-success based (operating and maintenance) capital expenditure of the Group
		C	Revolving multi-option working capital facility	1.5m	<ul style="list-style-type: none"> General corporate purposes of the Group To be utilised as revolving L/Cs, bank guarantees and performance bonds
		D	Corporate card facility	0.20m	<ul style="list-style-type: none"> Business expenses
5	Conditions Precedent to new facility	Subject to customary conditions for a debt facility of this nature. In addition, receipt of at least \$50m of the proceeds of this offer to be used to repay Lenders' existing term loan commitments. A variation to the existing facility is in place to enable the transition			

Restructured Senior Bank Facility- Key Terms (page 2 of 2)



Key Terms		
6	Security	First ranking security over all assets and undertakings
7	Financial Undertakings (Covenants)	<p>SLC undertakes to ensure compliance with the following financial undertakings (tested at 31 December, 31 March, 30 June and 30 September in each year):</p> <p>Leverage Ratio must not exceed:</p> <ul style="list-style-type: none"> a) as at 31 March 2020, 5.25x; b) from 1 April 2020 to 30 June 2020, 5.25x; c) from 1 July 2020 to 30 September 2020, 4.50x; d) from 1 October 2020 to 31 December 2020, 4.25x; e) from 1 January 2021 to 31 March 2021, 3.50x; f) from 1 April 2021 to 30 June 2021, 3.00x; and g) thereafter, 2.50x times. <p>Interest Cover Ratio must not fall below:</p> <ul style="list-style-type: none"> a) from 30 September 2019 to 30 March 2020, 1.00x; b) from 31 March 2020 to 30 June 2020, 2.25x; c) from 1 July 2020 to 30 September 2021, 2.75x; and d) thereafter, 4.00x times <p>Debt Capitalisation Ratio must not exceed 30%</p> <p>Guarantor Threshold Test: Guarantors must together hold not less than 90% of the total assets and consolidated EBITDA of the Group</p>
8	Facility-defined EBITDA	<p>Leverage Ratio and Interest Cover Ratio both use "Bank-Adjusted last 12 months EBITDA", being reported EBITDA adjusted for clauses including:</p> <ul style="list-style-type: none"> a) Exclusion of AASB16 adoption, i.e. operating leases continue to be included as an operational cost not a financing lease b) inclusion of the pro-forma annualised EBITDA from customer contracts signed that haven't yet had 12 months of actual EBITDA c) exclusion of revenue recognised from IRUs where cash has already been received prior to financial close d) other adjustments
9	Distributions	Payment of all other dividends and distributions are restricted whilst a default, potential event of default or review event subsists or where the leverage ratio is above 2.75x
10	Review Event	In addition to other customary review events for a listed entity, the Lenders may review the Facilities if Mr Bevan Slattery ceases to own legally and beneficially 12.5% or more of each class of the issued share capital of Superloop.
11	Other	Reps & Warranties, Undertakings and Events of Default standard for a debt facility of this nature. The Company will seek shareholder approval at its 2019 AGM for the final tranche of this \$90m capital raise. If such approval is not obtained by 15 November 2019 the Company will provide Lenders with a revised business plan

9

24/9/19 ASX Update

Company Overview



HONG KONG

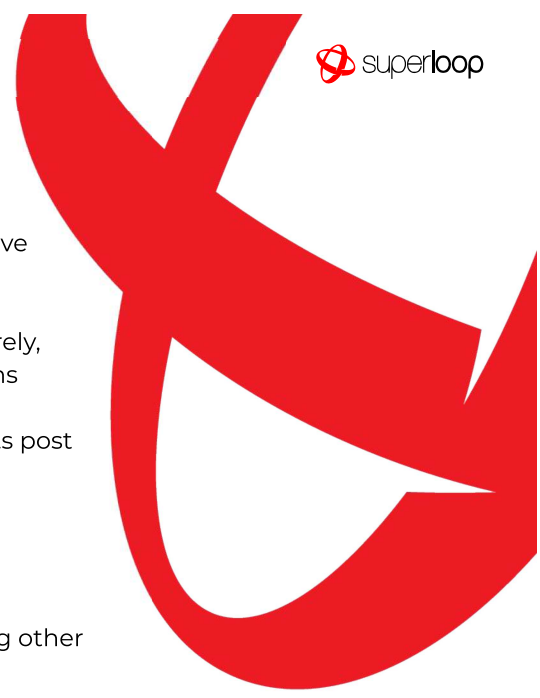
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24/9/19 ASX Update

Company Highlights



- Founded in 2014 to connect Asia Pacific to the cloud, with a legacy-free network capable of fulfilling the growth in demand for bandwidth
- Invested \$256m in advanced fibre networks connecting bandwidth-intensive properties across Asia Pacific, on average 2 years into 20+ year useful life
- Superloop also distributes connectivity within campuses smartly and securely, leveraging \$210m of investments in adjacent platforms through acquisitions
- Net book value of assets \$1.37 per share at 30th June 2019; \$346m net assets post \$50.7m impairment of non-core services segment
- Core fibre connectivity⁽¹⁾ revenues up 89% year-on-year (YoY)
- FY19 EBITDA of \$8.5m & reconfirming FY20 \$14m-\$16m guidance, excluding other one-off transactions that may occur
- With core network now in place, Superloop's incremental capital investment is expected to focus on customer-led delivery, maintenance and improvement⁽²⁾



⁽¹⁾Core Fibre Connectivity Revenues excluding INDIGO development revenue, includes installation revenues, IRU revenue (AASB15) and domestic construction revenue
⁽²⁾In the absence of any major new infrastructure opportunities arising

Overview of Superloop's portfolio connecting Asia Pacific



1 Asia Pacific Core Fibre Network

Fibre networks connecting key hubs in Singapore, Australia & Hong Kong and INDIGO subsea cable

89% Revenue YoY⁽¹⁾

\$256m Invested Capital to date

2 Platforms leveraging Fibre Network

Fixed Wireless (Connectivity), Guest WiFi (Broadband), Home Broadband (NBN & FW) CyberHound Security (Services)

11% Revenue YoY

\$214m Value of Platform Assets⁽³⁾

3 Non-core CMS

Cloud Managed Services providing hosted IT & equipment procurement to small businesses

31% Revenue YoY

\$(50.7)m Impairment to \$6m carrying value

Total Group

\$119.8m total revenue

\$58.5m gross margin
49% margin %

\$8.5m EBITDA

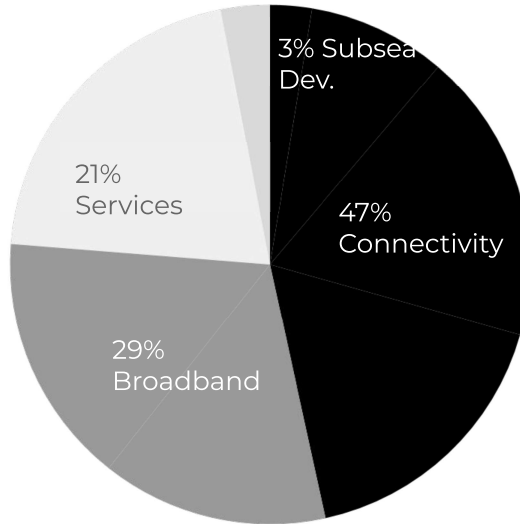
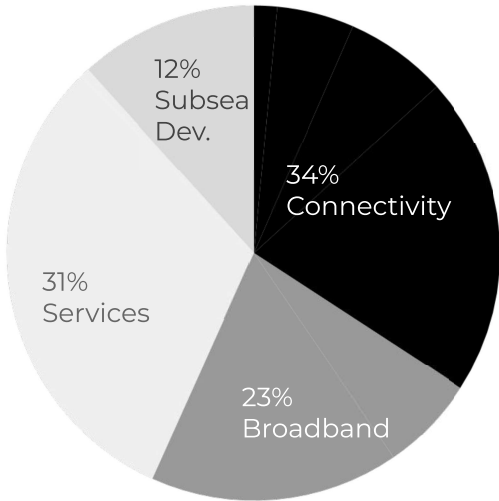
⁽¹⁾Core Fibre Connectivity Revenues excluding INDIGO development revenue, includes installation revenues, IRU revenue (AASB15) and construction revenue
⁽²⁾Gearing ratio = net debt / (net debt + equity)
⁽³⁾Non Current Assets at Jun 30th 2019 excluding fibre connectivity assets and Services segment

Changing revenue profile towards infrastructure



FY18 Revenue: \$118.2m

FY19 Revenue: \$119.8m

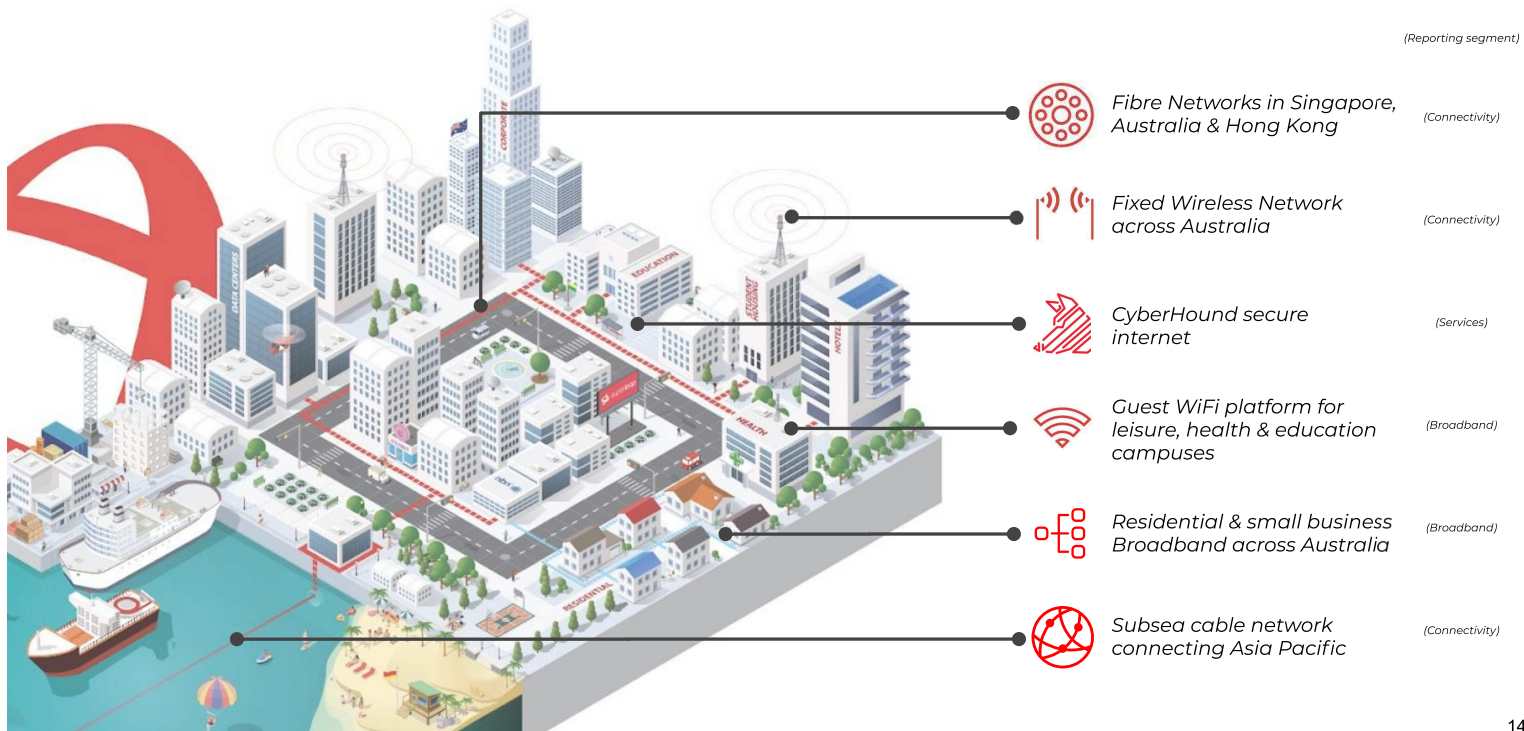


Connectivity revenues from brand new fibre network infrastructure (+ fixed wireless) already contributing 47% of group revenue

Broadband segment, encompassing Guest WiFi in interim lodgings, and Home Broadband now contributing 29% of group revenue

Services segment includes core revenues from CyberHound security, and non-core Cloud Managed Services being retired

Complete connectivity platform for Asia Pacific



FY19 OPERATIONAL HIGHLIGHTS

Completed Asia Pacific core network loop
INDIGO & AU backbone

On-Net Buildings
~392
↑ +26% YoY

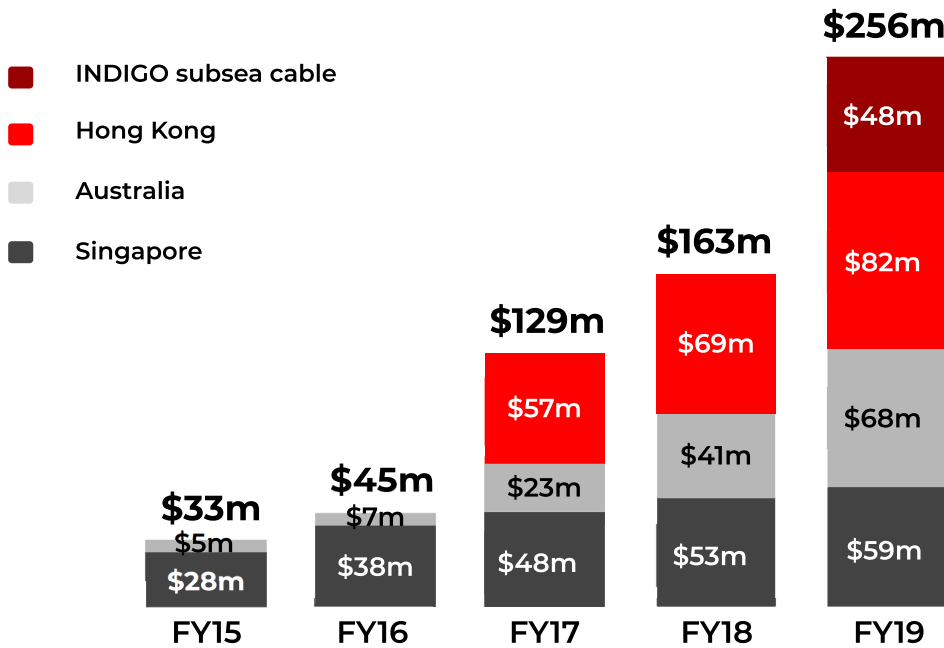
Award-winning network
Best Telco Innovation
Best Fixed Wireless Provider
Best Virtual Network Operator

Traffic on Network
↑ +1900%
on FY16

Re-launched portfolio
All products operating under Superloop brand

Integrated teams
Unified ~300-strong organisation

Invested capital in fibre network assets now live⁽¹⁾



⁽¹⁾ Live defined as when asset is capitalised, i.e. commencing depreciation & amortisation. Includes Network, Communication & Intangible Rights & Licenses Assets, excluding assets in the course of construction

<2 Year Old Network Assets

Weighted average asset age as at 30th June 2019

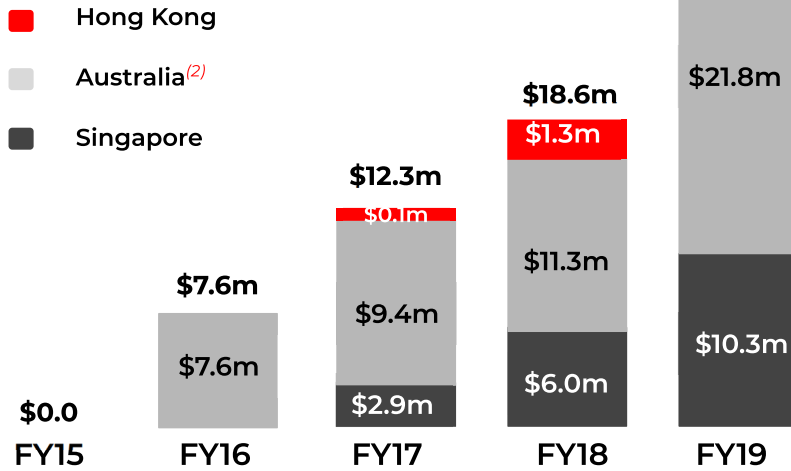
20⁺ Years Useful Life

Weighted average asset useful life

Revenue growth on new fibre network assets

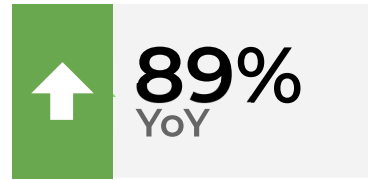


Core Fibre Connectivity Revenues⁽¹⁾

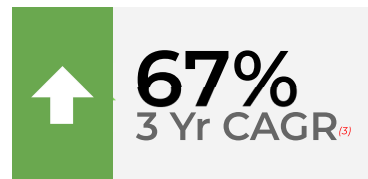


⁽¹⁾Core Fibre Connectivity Revenues excluding INDIGO development revenue, includes installation revenues, IRU revenue (AASB15) and construction revenue
⁽²⁾Australia includes Apex & Cinenet acquisitions
⁽³⁾Compound annual growth rate (CAGR)

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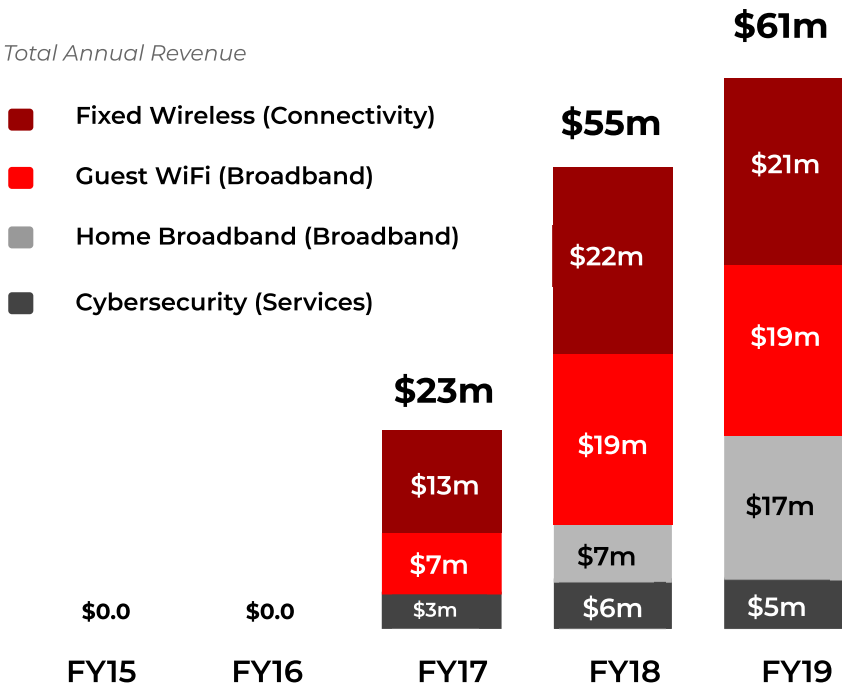
Core Fibre Connectivity Revenues⁽¹⁾



Platforms leveraging fibre connectivity foundation



Total Annual Revenue



Fixed Wireless Connectivity provides primary and alternative secondary access to businesses across Australia, leveraging the fibre backbone

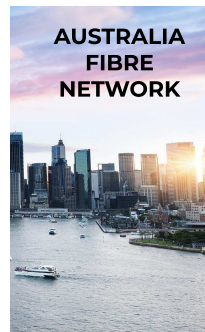
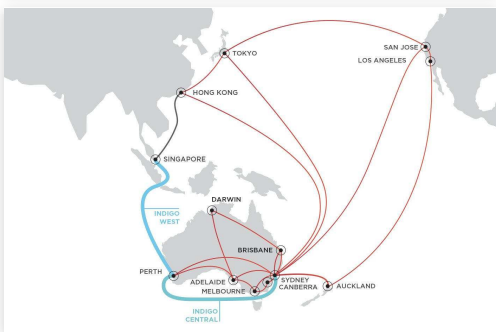
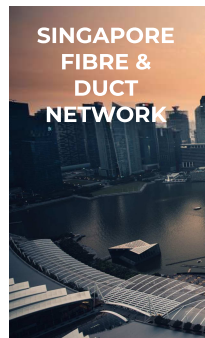
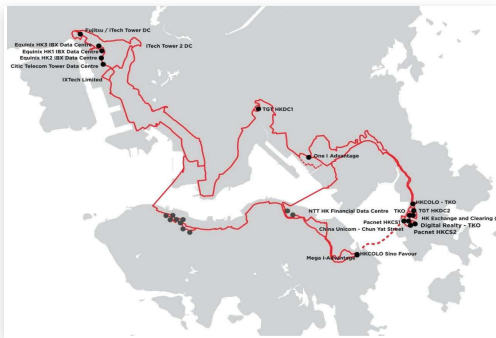
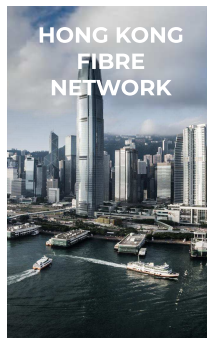
Guest WiFi Broadband provides a management platform for campuses (universities, hotels, hospitals) to distribute internet to users smartly & securely

Home Broadband leverages Superloop's fixed wireless network and seamless NBN extension, with an addressable market of 10 million

Core Services includes CyberHound providing security filtering for education & other industries

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Brand new core fibre networks across Asia Pacific

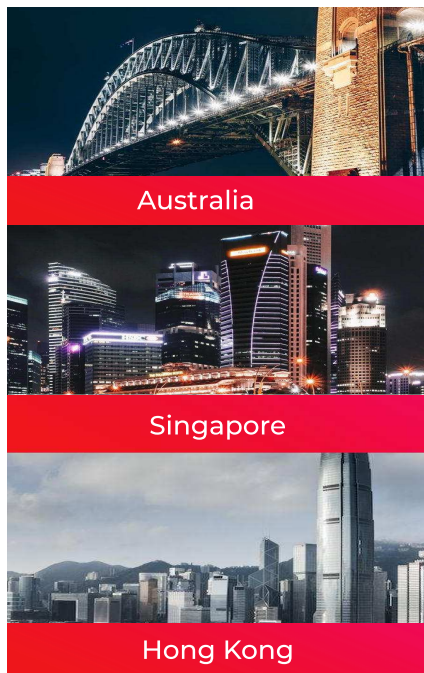


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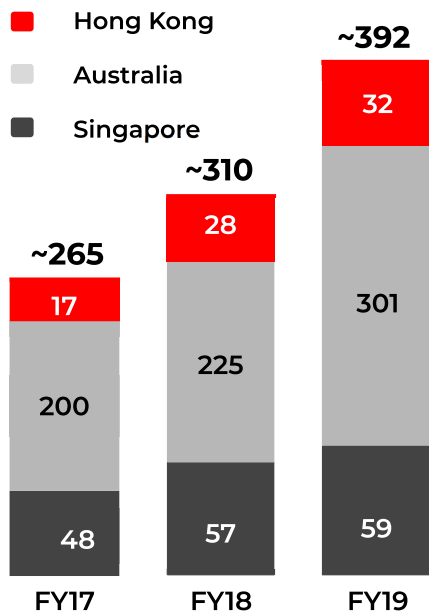
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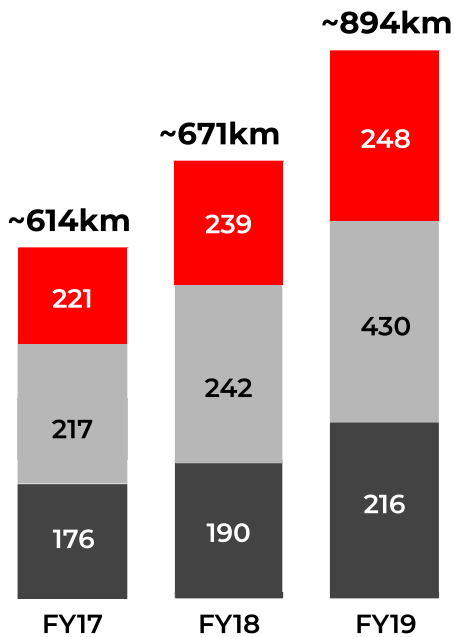
Fibre connectivity network footprint: buildings & fibre kms



Buildings Connected



Fibre Kms excluding INDIGO



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Singapore



REVENUE FY19

\$10.3million

73% YoY growth

\$59m Invested Capital

15% Utilisation

3.0yrs Avg. Asset Age⁽²⁾

29yrs Avg. Asset Life

Australia



REVENUE FY19

\$20.8million⁽¹⁾

100% YoY growth

\$68m invested capital

12.3% Utilisation

1.0yrs Avg. Asset Age⁽²⁾

16yrs Avg. Asset Life

Hong Kong



REVENUE FY19

\$3.1million

74% YoY growth

\$82m Invested capital

3.5% Utilisation

2.2yrs Avg. Asset Age

25yrs Avg. Asset Life

⁽¹⁾Excluding INDIGO development revenue, includes installation revenues, IRU revenue (AASB15) and construction revenue, Apex & Cinenet acquisitions

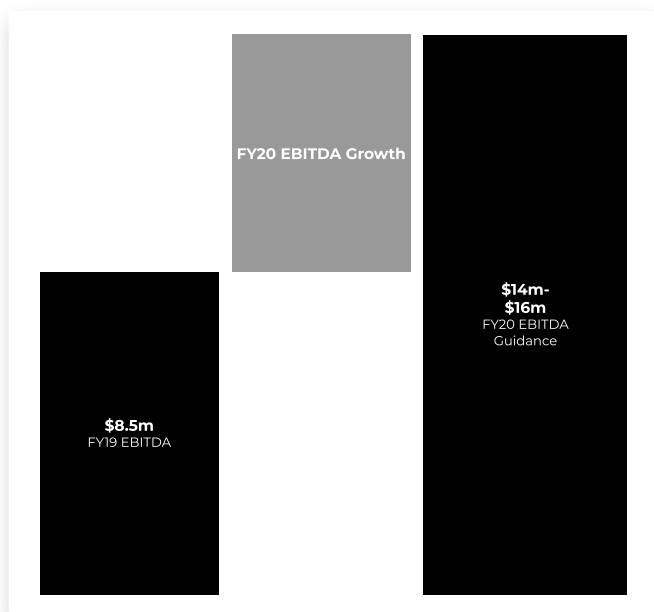
⁽²⁾Average age of fixed assets since first activated, commencing useful life.

FY20 Guidance



SINGAPORE

FY20 Guidance Reiterated



- INDIGO subsea cable live & billing recurring revenues with strong pipeline of opportunities
- Recurring revenue growth from core fibre connectivity networks across Asia Pacific
- Lower direct costs from removing duplication & migration of off-net customers onto Superloop
- Full year benefit of productivity program
- Non-core cloud managed services in planned retirement
- Expect stronger 2H EBITDA performance
- Guidance includes adoption of AASB 16 from 1 July 2019, which treats operating leases as financial leases for accounting purposes, and excludes infrastructure transactions that may arise
- Major network build completed therefore forward capex expected to be significantly lower per annum

Placement and Entitlement Offer

Key terms of the offer

Offer Size and Structure	<ul style="list-style-type: none"> Fully underwritten Placement and 1 for 6 accelerated non-renounceable entitlement offer to raise gross proceeds of up to approximately \$90 million (Offer) Issue of approximately 110 million new ordinary shares ("New Shares") representing 30% of post-dilution shares on issue
Offer Price	<ul style="list-style-type: none"> A\$0.82 per New Share representing: <ul style="list-style-type: none"> 13.9% discount to TERP¹⁾ of \$0.952 18.8% discount to last close price of \$1.01 on 20 September 2019
Institutional & Retail Components	<ul style="list-style-type: none"> The Placement and Institutional Entitlement Offer will be conducted over 24 and 25 September 2019. Entitlements not taken up under the Institutional Entitlement Offer will be offered to new and existing eligible institutional investors at the offer price via a shortfall bookbuild concluding on 25 September 2019 The Retail Entitlement Offer opens 30 September 2019 and closes 14 October 2019.
Underwriters	<ul style="list-style-type: none"> The Placement and the Entitlement Offer are fully underwritten by Canaccord Genuity (Australia) Limited and Morgans Financial Limited
Ranking	<ul style="list-style-type: none"> New shares issued under the Placement and Entitlement Offer will rank pari-passu with existing shares from issue Placement shares will be issued after the record date and will not rank for participation in the Entitlement Offer
Use of Proceeds	<ul style="list-style-type: none"> The proceeds of the Offer will be applied towards repaying a portion of the existing senior debt, 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 20 September 2019 of A\$1.01 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

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Pro Forma Balance Sheet and Use of Funds

Pro Forma Balance Sheet	30 June 2019 (\$m)	Proceeds of the Offer (after costs)	Pro Forma 30 June 2019 (\$m)
Cash & cash equivalents	18.9		18.9
Trade Receivables	27.1		27.1
Property, plant & equipment	228.7		228.7
Intangible Assets (incl IRUs)	234.2		234.2
Other Assets	20.6		20.6
Total Assets	529.5		529.5
Trade Payables	39.1	(6.0)	33.1
Senior interest-bearing borrowings	82.8	(80.0)	2.8
Equip. finance lease	6.3	-	6.3
Other Liabilities	55.1		55.1
Total Liabilities	183.3	(86.0)	97.3
Net Assets	346.2		432.2

Sources	\$'m
Share placement & rights issue	90.0
Total	90.0
Uses	\$'m
Repay senior debt	80.0
Total transaction costs	4.0
Trade Payables	6.0
Total	90.0

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Offer Timetable



Milestone	Milestone Date
Trading halt and announcement of Capital Raise	Tuesday, 24 September 2019
Placement Bookbuild and Institutional entitlement offer conducted	Tuesday, 24 September 2019 and Wednesday, 25 September 2019
Record Date for Retail Entitlement Offer (7pm AEDT)	Thursday, 26 September 2019
Retail Entitlement Offer opens	Monday, 30 September 2019
Settlement of Placement and accelerated component of Institutional Entitlement Offer	Monday, 30 September 2019
Information Booklet and Entitlement & Acceptance Form despatched to Eligible Retail Shareholders	Tuesday, 1 October 2019
Quotation of New Shares under the Placement and accelerated portion of Institutional Entitlement Offer	Wednesday, 2 October 2019
Last date to extend the closing date for the Retail Entitlement Offer	Wednesday, 9 October 2019
Closing date for acceptances under Retail Entitlement Offer (5pm AEDT)	Monday, 14 October 2019
Announcement of results of Retail Entitlement Offer and notification of any shortfall	Thursday, 17 October 2019
Settlement of Retail Entitlement Offer	Friday, 18 October 2019
Allotment and issue of New Shares under the Retail Entitlement Offer	Monday, 21 October 2019
Quotation of New Shares issued under the Retail Entitlement Offer and trading commences on a normal basis	Tuesday, 22 October 2019
Annual general meeting	Wednesday, 30 October 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.

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Key Risk Factors (page 1 of 3)



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 is, in the short to medium term, a key factor in the market's valuation of Superloop. The occurrence of anything that adversely affects 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.

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Key Risk Factors (page 2 of 3)



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 expects its capex requirement to have peaked in FY19 and stabilise at approximately \$20m per annum in FY20 and thereafter, excluding major capital investment opportunities including IRUs that may arise. As part of this capital raising, Superloop has reduced the amount outstanding on its senior debt facility with a new \$61.7m facility limit to bring the renegotiated debt/EBITDA and interest cover ratio (ICR) covenants for that facility in line with forecast EBITDA for the business. More details on the terms of the renegotiated senior secured facility are set out on page 8 and 9 of this presentation. 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 appropriately managed.

- **Planning, development and construction risks**

Superloop may undertake development of new fibre optic telecommunications infrastructure, and expansion, maintenance, and refurbishment of existing infrastructure. 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.

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Key Risk Factors (page 3 of 3)



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.

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Appendix

- > Definitions
- > Foreign Selling Restrictions

MELBOURNE

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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.

AASB16 (Leases): Australian Accounting Standards Board, standard 16 provides a comprehensive model for the identification of lease arrangements and their treatment in the financial statements of both lessees and lessors. The standard introduces three main changes, enhanced guidance on identifying whether a contract contains a lease, a completely new leases accounting model for lessees that requires lessees to recognise all leases on balance sheet, except for short-term leases and leases of low value assets, and enhanced disclosures.

Leases currently classified as operating leases will be capitalised in the Consolidated Statement of Financial Position with a liability corresponding to future lease payments also recognised. Straight-line operating lease expense recognition will be replaced with a depreciation charge for the leased asset and an interest expense on the recognised lease liability.

The standard is applicable to annual reporting periods beginning on or after 1 January 2019 and accordingly the Group will apply this standard from 1 July 2019. The Group has elected to apply a modified retrospective transition approach with assessments being carried out at initial application date as to whether a contract contains a lease.

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Appendix 2: Foreign Selling Restrictions (page 1 of 3)



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 be 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 a registered address 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.

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Appendix 2: Foreign Selling Restrictions (page 2 of 3)



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.

• 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.

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Appendix 2: Foreign Selling Restrictions (page 3 of 3)



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.

• **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.

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Thank you

Contact details

investor@superloop.com

<https://investors.superloop.com/Investors/>

Upcoming Events

Superloop Annual General Meeting, Brisbane 30th October 2019

 SYDNEY

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6. IMPORTANT INFORMATION

This Offer Booklet (including Superloop's investor presentation in Section 5) and enclosed personalised entitlement and acceptance form have been prepared by Superloop.

This Offer Booklet is dated 26 September 2019 (other than Superloop's investor presentation, released to ASX on 24 September 2019) and also available at www.superloop.com. The information in this Offer Booklet remains subject to change without notice and Superloop is not responsible for updating such information.

There may be additional announcements made by Superloop after the date of this Offer Booklet and throughout the period that the Retail Entitlement Offer is open that may be relevant to your consideration of whether to take up, sell or transfer or do nothing in respect of, your Entitlement. Therefore, it is prudent that you check whether any further announcements have been made by Superloop (by visiting ASX's website at www.asx.com.au, or Superloop's website at www.superloop.com) before submitting your application to take up your Entitlement, or selling or transferring your Entitlement.

No party other than Superloop has authorised or caused the issue of the information in this Offer Booklet, or takes any responsibility for, or makes, any statements, representations or undertakings in such information.

The information in this Offer Booklet is important and requires your immediate attention.

You should read the information in this Offer Booklet carefully and in its entirety before deciding how to deal with your Entitlement. In particular, you should consider the risk factors outlined in the "Key Risk Factors" section of Superloop's investor presentation included in Section 5 of this Offer Booklet, any of which could affect the operating and financial performance of Superloop or the value of an investment in Superloop.

You should consult your stockbroker, solicitor, accountant, financial adviser or other professional adviser to evaluate whether or not to participate in the Retail Entitlement Offer.

6.1 Eligible Retail Shareholders

This Offer Booklet contains an offer of New Shares to Eligible Retail Shareholders in Australia and has been prepared in accordance with section 708AA of the Corporations Act as notionally modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84.

Eligible Retail Shareholders are those persons who:

- are registered as a holder of Superloop shares as at the Record Date, being 7.00pm (Sydney time) on 26 September 2019;
- have a registered address on the Superloop share register in Australia or New Zealand, or are a Shareholder that Superloop has otherwise decided is entitled to participate;
- are not in the United States and are not acting for the account or benefit of a person in the United States (to the extent such person holds Superloop shares for the account or benefit of such person in the United States);
- were not invited to participate in the Institutional Entitlement Offer and were not treated as an Ineligible Institutional Shareholder; and

- are eligible under all applicable securities laws to receive an offer under the Entitlement Offer.

Shareholders who are not Eligible Retail Shareholders are Ineligible Retail Shareholders. Superloop reserves the right to determine whether a shareholder is an Eligible Retail Shareholder or an Ineligible Retail Shareholder.

By returning a completed personalised entitlement and acceptance form or making a payment by BPAY[®], you will be taken to have represented and warranted that you satisfy each of the criteria listed above to be an Eligible Retail Shareholder. Nominees, trustees or custodians are therefore advised to seek independent professional advice as to how to proceed.

6.2 Ranking of New Shares

New Shares issued under the Retail Entitlement Offer will be fully paid and rank equally in all respects with existing fully paid ordinary shares on issue in Superloop. The rights and liabilities attaching to the New Shares are set out in Superloop's constitution, a copy of which is available at www.superloop.com.

6.3 Risks

Superloop's investor presentation details important factors and risks that could affect the financial and operating performance of Superloop. You should refer to the "Key Risk Factors" section of Superloop's investor presentation released to ASX on 24 September 2019 which is included in Section 5 of this Offer Booklet. You should consider these factors in light of your personal circumstances, including financial and taxation issues, before making a decision in relation to your Entitlement.

6.4 Reconciliation, and the rights of Superloop and the Underwriters

The Retail Entitlement Offer and the calculation of entitlements is a complex process. There may be a need to undertake a reconciliation of entitlements. If reconciliation is required, it is possible that Superloop may need to issue additional New Shares to ensure that the relevant investors receive their appropriate allocation of New Shares.

Superloop also reserves the right to reduce the size of an Entitlement or number of New Shares allocated to Eligible Retail Shareholders, or persons claiming to be Eligible Retail Shareholders or other applicable investors, if Superloop believes in its complete discretion that their claims are overstated or if they or their nominees fail to provide information requested to substantiate their claims. In that case, Superloop may, in its discretion, require the relevant shareholder to transfer excess New Shares to the Underwriters at the Offer Price per New Share. If necessary, the relevant shareholder may need to transfer existing Superloop shares held by them or to purchase additional Superloop shares on-market to meet this obligation. The relevant shareholder will bear any and all losses caused by subscribing for New Shares in excess of their Entitlement and any actions they are required to take in this regard.

By applying under the Retail Entitlement Offer, those doing so irrevocably acknowledge and agree to do the above as required by Superloop in its absolute discretion. Those applying acknowledge that there is no time limit on the ability of Superloop or the Underwriters to require any of the actions set out above.

6.5 No cooling off rights

Cooling off rights do not apply to an investment in New Shares. You cannot withdraw your application once it has been accepted.

6.6 Rounding of Entitlements

Where fractions arise in the calculation of an Entitlement, they will be rounded up to the nearest whole number of New Shares.

6.7 Quotation and trading of New Shares

Superloop has applied for quotation of the New Shares on ASX in accordance with the ASX Listing Rule requirements. If ASX does not grant quotation of the New Shares, Superloop will repay all Application Monies (without interest). It is expected that trading on ASX of New Shares to be issued under the Retail Entitlement Offer will commence at 10.00am (Sydney time) on 22 October 2019 on a normal settlement basis. Application Monies will be held by Superloop on trust for applicants until the New Shares are allotted. No interest will be paid on Application Monies.

It is the responsibility of applicants to determine the number of New Shares allotted and issued to them prior to trading in the New Shares. Superloop will have no responsibility and disclaims all liability (to the maximum extent permitted by law) to persons who trade New Shares they believe will be issued to them before they receive their holding statements, whether on the basis of confirmation of the allocation provided by Superloop or failure to maintain their updated details with Superloop's share registry or otherwise, or who otherwise trade or purport to trade New Shares in error or which they do not hold or are not entitled to.

If you are in any doubt as to these matters, you should first consult with your stockbroker, solicitor, accountant, financial adviser or other professional adviser.

6.8 Notice to nominees and custodian

If Superloop believes you hold Superloop shares as a nominee or custodian you will have received, or will shortly receive, a letter in respect of the Retail Entitlement Offer. Nominees and custodians should consider carefully the contents of that letter.

Persons acting as nominees for other persons must not take up Entitlements on behalf of, or send any documents related to the Entitlement Offer to, any person in the United States or any person that is acting for the account or benefit of a person in the United States. Persons in the United States and persons acting for the account or benefit of persons in the United States will not be able to take up or exercise Entitlements and may receive no value for any such Entitlements held.

Superloop is not required to determine whether or not any registered holder or investor is acting as a nominee or custodian or the identity or residence of any beneficial owners of Superloop shares or Entitlements. Where any person is acting as a nominee or custodian for a foreign person, that person, in dealing with its beneficiary, will need to assess whether indirect participation in the Retail Entitlement Offer by the beneficiary complies with applicable foreign laws. Superloop is not able to advise on foreign laws.

6.9 Not investment advice

This Offer Booklet is not a prospectus, product disclosure statement or other form of disclosure document under the Corporations Act and has not been lodged with ASIC. It is also not financial product advice and has been prepared without taking into account your investment objectives, financial circumstances or particular needs. Superloop is not licensed to provide financial product advice in respect of the New Shares. This Offer Booklet does not purport to contain all the information that you may require to evaluate a possible application for New Shares, nor does it purport to contain all the information which would be required in a prospectus prepared in accordance with the requirements of the Corporations Act. It should be read in conjunction with Superloop's other

periodic statements and continuous disclosure announcements lodged with ASX, which are available at www.superloop.com.

Before deciding whether to apply for New Shares, you should consider whether they are a suitable investment for you in light of your own investment objectives and financial circumstances and having regard to the merits or risks involved. If, after reading the information in this Offer Booklet, you have any questions about the Retail Entitlement Offer, you should contact your stockbroker, solicitor, accountant, financial adviser or other professional adviser or call the Superloop shareholder information line on 1300 420 208 (within Australia) or +61 1300 420 208 (outside Australia) between 8.30am and 5.30pm (Sydney time), Monday to Friday.

Nominees and custodians may not distribute any part of this Offer Booklet in the United States or in any other country outside Australia except (i) Australian nominees may send this Offer Booklet and related offer documents to beneficial shareholders who are professional or institutional shareholders in other countries (other than the United States) listed in, and to the extent permitted under, the "Foreign Selling Jurisdictions" set out in Superloop's investor presentation included in Section 5 of this Offer Booklet and (ii) to beneficial shareholders in other countries (other than the United States) where Superloop may determine it is lawful and practical to make the Entitlement Offer.

6.10 Information availability

If you are in Australia you can obtain a copy of this Offer Booklet during the period of the Retail Entitlement Offer by calling the Superloop shareholder information line on 1300 420 208 (within Australia) or +61 1300 420 208 (outside Australia) between 8.30am and 5.30pm (Sydney time), Monday to Friday.

A replacement entitlement and acceptance form can also be requested by calling the Superloop shareholder information line.

If you access the electronic version of this Offer Booklet, you should ensure that you download and read the entire Offer Booklet. The electronic version of this Offer Booklet on the Superloop website will not include an entitlement and acceptance form.

6.11 Foreign jurisdictions

The information in this Offer Booklet has been prepared to comply with the requirements of the securities laws of Australia. To the extent that you hold shares in Superloop or Entitlements on behalf of another person resident outside Australia, it is your responsibility to ensure that any participation (including for your own account or when you hold shares in Superloop or Entitlements beneficially for another person) complies with all applicable foreign laws and that each beneficial owner on whose behalf you are submitting the personalised entitlement and acceptance form is not in the United States and not acting for the account or benefit of a person in the United States.

This Offer Booklet does not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer. No action has been taken to register or qualify the Retail Entitlement Offer, the Entitlements or the New Shares, or otherwise permit the public offering of the New Shares, in any jurisdiction other than Australia.

The distribution of this Offer Booklet (including an electronic copy) outside Australia may be restricted by law. If you come into possession of this Offer Booklet, you should observe such restrictions and should seek your own advice on such restrictions. See the foreign selling restrictions set out in Superloop's investor presentation included in Section 5 of this Offer Booklet for more information.

Any non-compliance with these restrictions may contravene applicable securities laws.

New Zealand

The New Shares are not being offered to the public within New Zealand other than to existing shareholders of Superloop with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the provisions of the *Financial Markets Conduct Act 2013* (New Zealand) and the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2016* (New Zealand).

This document has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

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 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

6.12 Underwriting

Superloop has entered into an underwriting agreement (**Underwriting Agreement**) with the Underwriters who have agreed, subject to the satisfaction of certain conditions precedent, to fully underwrite the Institutional Placement and the Entitlement Offer. As is customary with these types of arrangements:

1. the obligation to underwrite is subject to the satisfaction of certain conditions precedent, including the delivery of certain due diligence materials, and ASX not indicating that it will refuse quotation of new shares to be issued under the Institutional placement or the Entitlement Offer;
2. Superloop has agreed, subject to certain carve-outs, to indemnify and hold harmless each Underwriter, their respective related bodies corporate, their respective directors, officers, and employees (and those of their respective related bodies corporate), and each person (if any) who controls an Underwriter within the meaning of section 50AA of the Corporations Act, against all claims, demands, damages, losses (including losses or costs incurred in preparation for, or involvement in connection with, any prospectus or inquiry), costs, expenses, and liabilities directly or indirectly suffered or incurred in connection with the Institutional Placement or the Entitlement Offer; and
3. Superloop and the Underwriters have given certain representations, warranties and undertakings in connection with (among other things) the Institutional Placement and the Entitlement Offer.

The Underwriters may (in certain circumstances, having regard to the materiality of the relevant event), terminate the Underwriting Agreement and be released from their respective obligations under it on the occurrence of certain events, including (but not limited to) where:

- any offer document (including this Offer Booklet and all ASX announcements made in connection with the Capital Raising) omit certain material required by the Corporations Act, contain a statement which is misleading or deceptive, or either of the cleansing notices lodged

by Superloop in respect of the Entitlement Offer and the Institutional Placement is “defective” within the meaning of the Corporations Act;

- there are certain delays in the timetable for the Institutional Placement and the Entitlement Offer without each Underwriter’s consent;
- Superloop is removed from the official list of ASX, its shares are suspended from quotation, or approval for quotation of new shares to be issued under the Institutional placement or the Entitlement Offer is not given by ASX;
- there is a material adverse change in the assets, liabilities, financial position or performance, profits, losses, earnings, prospects, or condition or otherwise of the Superloop group;
- the S&P/ASX200 Index falls to a level that is 90% or less of its reference level and closes at that level for 2 consecutive business days or more (or on the business day immediately prior to a settlement date in respect of the Capital raising);
- ASIC takes certain regulatory action in respect of Superloop or the Institutional Placement or the Entitlement Offer;
- there are material disruptions in key financial markets or an outbreak of particular hostilities in certain regions; or
- Superloop breaches one or more of its undertakings or obligations under the Underwriting Agreement.

The ability of the Underwriters to terminate the Underwriting Agreement in respect of some events (including (but not limited to) a material adverse change, disruptions in key financial markets or an outbreak of hostilities, or breach of the Underwriting Agreement by Superloop) will depend (amongst other things) on whether the event has had or is likely to have a material adverse effect on the marketing, success or outcome of the Institutional Placement or the Entitlement Offer or on Superloop or the Superloop group, or will or is likely to give rise to a contravention by, or liability for, an Underwriter under applicable law.

In relation to the Institutional Placement and the Entitlement Offer, each Underwriter will be paid (in their respective proportions) an underwriting fee of 3% and a management fee of 1% of the gross proceeds of the Institutional Placement and the Entitlement Offer. The Underwriters will also be reimbursed for certain reasonable expenses.

Neither the Underwriters nor any of their respective related bodies corporate and affiliates, nor any of their respective directors, officers, partners, employees, representatives or agents have authorised or caused the issue of the information in this Offer Booklet and they do not take any responsibility for such information or any action taken by you on the basis of such information. To the maximum extent permitted by law, each of the Underwriters and their respective related bodies corporate and affiliates and each of their respective directors, officers, partners, employees, representatives or agents exclude and disclaim all liability for any expenses, losses, damages or costs incurred by you as a result of your participation in the Retail Entitlement Offer and the information in this Offer Booklet being inaccurate or incomplete in any way for any reason, whether by negligence or otherwise. Neither each respective Underwriter nor any of their respective related bodies corporate and affiliates, nor any of their respective directors, officers, partners, employees, representatives or agents make any recommendations as to whether you or your related parties should participate in the Retail Entitlement Offer, nor do they make any representations or warranties to you concerning this Retail Entitlement Offer or any such information, and you represent, warrant and agree that you have not relied on any statements made by either Underwriter or any of their respective related bodies

corporate and affiliates or any of their respective directors, officers, partners, employees, representatives or agents in relation to the New Shares or the Retail Entitlement Offer generally.

6.13 Governing law

This Offer Booklet, the Retail Entitlement Offer and the contracts formed on acceptance of the entitlement and acceptance forms are governed by the laws applicable in Queensland, Australia. Each applicant for New Shares submits to the non-exclusive jurisdiction of the courts of Queensland, Australia.

6.14 Disclaimer or representations

No person is authorised to give any information, or to make any representation, in connection with the Retail Entitlement Offer that is not contained in this Offer Booklet.

Any information or representation that is not in this Offer Booklet may not be relied on as having been authorised by Superloop, or its related bodies corporate, in connection with the Retail Entitlement Offer. Except as required by law, and only to the extent so required, none of Superloop, nor any other person, warrants or guarantees the future performance of Superloop or any return on any investment made pursuant to this Offer Booklet or its contents.

6.15 Withdrawal of the Entitlement Offer

Superloop reserves the right to withdraw all or part of the Entitlement Offer at any time, subject to applicable laws, in which case Superloop will refund Application Monies in relation to New Shares not already issued in accordance with the Corporations Act and without payment of interest. In circumstances where allotment under the Institutional Entitlement Offer has occurred, Superloop may only be able to withdraw the Entitlement Offer with respect to New Shares to be issued under the Retail Entitlement Offer.

To the fullest extent permitted by law, you agree that any Application Monies paid by you to Superloop will not entitle you to receive any interest and that any interest earned in respect of Application Monies will belong to Superloop.

6.16 Privacy

As a shareholder, Superloop and Superloop's share registry have already collected certain personal information from you. If you apply for New Shares, Superloop and Superloop's share registry may update that personal information or collect additional personal information. Such information may be used to assess your acceptance of the New Shares, service your needs as a shareholder, provide facilities and services that you request and carry out appropriate administration.

To do that, Superloop and Superloop's share registry may disclose your personal information for purposes related to your shareholdings to their agents, contractors or third party service providers to whom they outsource services, in order to assess your application for New Shares, Superloop's share registry for ongoing administration of the register, or to printers and mailing houses for the purposes of preparation of the distribution of shareholder information and for handling of mail, or as otherwise under the *Privacy Act 1988* (Cth).



If you do not provide us with your personal information we may not be able to process your application. In most cases you can gain access to your personal information held by (or on behalf of) Superloop or Superloop's share registry. We aim to ensure that the personal information we retain about you is accurate, complete and up to date. To assist us with this please contact us if any of the details you have provided change. If you have concerns about the completeness or accuracy of the information we have about you, we will take steps to correct it. You can request access to your personal information by telephoning or writing to Superloop through Superloop's share registry as follows:

Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
privacy.officer@linkgroup.com
Ph: +61 1800 502 355 (free call within Australia)

SUPERLOOP LIMITED

The Entitlement Offer to which this Entitlement and Acceptance Form relates is not being made to investors located or resident outside of Australia and New Zealand. In particular the Entitlement Offer is not being made to any person in the U.S. or to a U.S. person. The Retail Entitlement Offer Information Booklet and Entitlement and Acceptance Form do not constitute an offer or invitation to acquire Shares in any place in which, or to any person to whom, it would be unlawful to make such an offer or invitation.

ACCEPTANCE OF ENTITLEMENT OFFER

By either returning the Entitlement and Acceptance Form with payment to the Registry, or making payment received by BPAY®:

- you represent and warrant that you have read and understood the Retail Entitlement Offer Information Booklet and that you acknowledge the matters, and make the warranties and representations;
- you provide authorisation to be registered as the holder of New Shares acquired by you and agree to be bound by the Constitution of Superloop Limited.

HOW TO APPLY FOR NEW SHARES

1. IF PAYING BY BPAY® (AVAILABLE TO SHAREHOLDERS WITH AN AUSTRALIAN BANK ACCOUNT ONLY)

If you elect to make payment using BPAY® you must contact your bank or financial institution to make this payment from your cheque, savings, debit or transaction account. For more information on paying by BPAY®: www.bpay.com.au

Work out the total amount payable by you. To calculate the total amount, multiply the number of New Shares you wish to apply for by A\$0.82.

Refer overleaf for the Biller Code and Reference Number. The Reference Number is used to identify your holding. If you have multiple holdings you will have multiple Reference Numbers. You must use the Reference Number shown on each personalised Entitlement and Acceptance Form when paying for any New Shares that you wish to apply for in respect of that holding.

2. IF PAYING BY CHEQUE, BANK DRAFT OR MONEY ORDER

Complete all relevant sections of the Entitlement and Acceptance Form USING BLOCK LETTERS. These instructions are cross referenced to each section of the Entitlement and Acceptance Form.

A. Acceptance of New Shares

Enter into section A the number of New Shares you wish to apply for. The number of New Shares must be equal to or less than your Entitlement, which is set out overleaf.

B. Application for Additional New Shares

You can apply for more New Shares than your Entitlement. Please enter the number of **additional** New Shares above your Entitlement for which you wish to apply into Box B. Your Application for additional New Shares may not be successful (wholly or partially). The decision of Superloop Limited on the number of New Shares to be allocated to you will be final. No interest will be paid on any Application Monies received or returned.

C. Total Number of New Shares Subscribed for

To calculate total number of New Shares subscribed for, add Box A and Box B and enter this in Box C.

D. Cheque, bank draft or money order details

Enter your cheque, bank draft or money order details in section D. Cheques, bank drafts or money orders must be drawn on an Australian branch of a financial institution in Australian currency, made payable to "Superloop Limited - Entitlement Offer" and crossed "Not Negotiable". Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. If you provide a cheque or money order for the incorrect amount, Superloop Limited may treat you as applying for as many New Shares and Additional New Shares as your cheque, bank draft or money order will pay for.

E. Contact details

Enter your contact telephone number where we may contact you regarding your acceptance of New Shares, if necessary.

3. HOW TO LODGE YOUR ENTITLEMENT AND ACCEPTANCE FORM

A reply paid envelope is enclosed for your use. No postage stamp is required if it is posted in Australia. Alternatively, if you have lost the reply paid envelope, or you have obtained the Retail Entitlement Offer Information Booklet electronically, your completed Entitlement and Acceptance Form with the payment for New Shares may be mailed to the postal address, or delivered by hand to the delivery address, set out below. **If paying by BPAY® you do not need to complete or return the Entitlement and Acceptance Form.** You should check the processing cut off-time for BPAY® transactions with your bank, credit union or building society to ensure your payment will be received by the Registry by the close of the offer.

Mailing Address

Superloop Limited
C/- Link Market Services Limited
GPO Box 3560
Sydney NSW 2001

Hand Delivery

Superloop Limited
C/- Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138 **(Please do not use this address for mailing purposes)**

Make sure you send your Acceptance Slip and application payment allowing enough time for mail delivery, so Link Market Services Limited receives them no later than 5.00pm (Sydney time) on 14 October 2019. Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. Superloop Limited reserves the right not to process any Acceptance Slips and cheques received after the Closing Date.

If you require further information on how to complete this Entitlement and Acceptance Form, please contact the Superloop Limited Offer Information Line on 1300 420 208 (within Australia) or +61 1300 420 208 (from outside Australia) between 8:30am and 5:30pm (Sydney time) Monday to Friday.