

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

SUPERLOOP LIMITED

ABN / ARBN

96 169 263 094

Financial year ended:

30 June 2019

Our corporate governance statement² for the above period above can be found at:³

- These pages of our annual report:
- This URL on our website: <https://investors.superloop.com/investors>

The Corporate Governance Statement is accurate and up to date as at 30 September 2019 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.

Date: 30 September 2019

Name of Director or Secretary authorising lodgement: **Louise Bolger, Company Secretary**

¹ Under Listing Rule 4.7.3, an entity must lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of rule 4.10.3.

² "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

³ Mark whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where the entity's corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should disclose: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at <i>[insert location]</i> ... and information about the respective roles and responsibilities of our board and management (including those matters expressly reserved to the board and those delegated to management): <input type="checkbox"/> at <i>[insert location]</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at <i>[insert location]</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at <i>[insert location]</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at <i>[insert location]</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
1.5	<p>A listed entity should:</p> <p>(a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;</p> <p>(b) disclose that policy or a summary of it; and</p> <p>(c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them and either:</p> <p>(1) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or</p> <p>(2) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p>	<p>... the fact that we have a diversity policy that complies with paragraph (a):</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and a copy of our diversity policy or a summary of it:</p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with our diversity policy and our progress towards achieving them:</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and the information referred to in paragraphs (c)(1) or (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>... the evaluation process referred to in paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>... the evaluation process referred to in paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴	
PRINCIPLE 2 - STRUCTURE THE BOARD TO ADD VALUE			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a nomination committee that complies with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at https://investors.superloop.com/Investors</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.2	<p>A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.</p>	<p>... our board skills matrix:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

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2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	... the names of the directors considered by the board to be independent directors: <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at [insert location] ... and, where applicable, the information referred to in paragraph (b): <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at [insert location] ... and the length of service of each director: <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at [insert location]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
2.4	A majority of the board of a listed entity should be independent directors.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at [insert location]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at [insert location]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at [insert location]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should: (a) have a code of conduct for its directors, senior executives and employees; and (b) disclose that code or a summary of it.	... our code of conduct or a summary of it: <input type="checkbox"/> in our Corporate Governance Statement OR <input checked="" type="checkbox"/> at https://investors.superloop.com/investors	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement

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PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have an audit committee that complies with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at <i>[insert location]</i></p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner:</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
4.2	<p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
4.3	<p>A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.</p>	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity that does not hold an annual general meeting and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

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PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should: (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and (b) disclose that policy or a summary of it.	... our continuous disclosure compliance policy or a summary of it: <input type="checkbox"/> in our Corporate Governance Statement OR <input checked="" type="checkbox"/> at in https://investors.superloop.com/Investors	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	... information about us and our governance on our website: <input checked="" type="checkbox"/> at investors.superloop.com/investors	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at <i>[insert location]</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
6.3	A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	... our policies and processes for facilitating and encouraging participation at meetings of security holders: <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at <i>[insert location]</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity that does not hold periodic meetings of security holders and this recommendation is therefore not applicable
6.4	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at <i>[insert location]</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement

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PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a committee or committees to oversee risk that comply with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at https://investors.superloop.com/Investors</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input checked="" type="checkbox"/> In the 2019 Annual Report available at https://investors.superloop.com/Investors al Report</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p>... the fact that board or a committee of the board reviews the entity's risk management framework at least annually to satisfy itself that it continues to be sound:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and that such a review has taken place in the reporting period covered by this Appendix 4G:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... how our internal audit function is structured and what role it performs:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
7.4	A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.	<p>... whether we have any material exposure to economic, environmental and social sustainability risks and, if we do, how we manage or intend to manage those risks:</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input checked="" type="checkbox"/> In the 2019 Annual Report available at https://investors.superloop.com/Investors</p>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

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PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a remuneration committee that complies with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at investors.superloop.com/investors</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input checked="" type="checkbox"/> in the 2019 Annual Report which is available at investors.superloop.com/investors</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.2	<p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	<p>... separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives:</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input checked="" type="checkbox"/> In the 2019 Annual Report available at https://investors.superloop.com/Investors</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p>... our policy on this issue or a summary of it:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Superloop Limited

Corporate Governance Statement 2019

The Directors and management of Superloop Limited (Superloop, Company or Group) are committed to high corporate governance standards and adopting the ASX Corporate Governance Council's 'Corporate Governance Principles and Recommendations – 3rd Edition' (ASX Principles or Recommendations).

The Board has adopted various charters and key corporate governance documents which set out the policies and procedures followed by the Company. These documents are available, together with this Corporate Governance Statement, ASX Appendix 4G and the 2019 Annual Report, on the Investors page under the Corporate Governance tab on the Company's website, (<https://investors.superloop.com/Investors/?page=Corporate-Governance>). These documents are reviewed regularly to address in changes in governance practices and the law.

This Corporate Governance Statement outlines the Company's corporate governance practices and policies in place for the 2019 Financial Year.

This statement was approved by the Board on 8 September 2019.

Principle 1: Lay solid foundations for management and oversight

Role of the Board

The Company has established a Board Charter which sets out a clear distinction between the functions and responsibilities reserved for the Board and those delegated to management. The role of the Board is to approve the strategic direction of the Group, guide and monitor the management of the Group in achieving its strategic plans and oversee overall good governance practice.

In particular, as set out in the Board Charter, the functions and responsibilities of the Board include:

- providing leadership and setting the strategic objectives of the Group;
- oversight of the Group (including its control and accountability systems);
- appointing and removing the Chief Executive Officer (CEO) or equivalent;
- where appropriate, ratifying the appointment and removal of Senior Executives;
- reviewing, ratifying and monitoring the risk management framework and setting the risk appetite within which the Board expects management to operate;
- approving and formulating Company strategy and policy, and monitoring Senior Executives' implementation of strategy;
- approving and monitoring operating budgets and major capital expenditure;
- overseeing the integrity of the Group's accounting and corporate reporting systems, including the external audit;
- developing suitable key indicators of financial performance for the Group;
- overseeing the Group's compliance with its continuous disclosure obligations;
- approving the Group's remuneration framework;
- monitoring the overall corporate governance of the Group; and
- oversight of Committees.

The Board delegates authority, within parameters and in accordance with formal delegations, to the Managing Director and CEO for the executive management of Superloop and the day to day operations of the Group. The Board regularly reviews the divisions and functions between the Board and management to ensure that it continues to be appropriate to the needs of the Company.

The Board is supported by an Audit Committee, Risk Management Committee and a Remuneration and Nomination Committee.

Role of the Managing Director and CEO

Whilst retaining ultimate responsibility for the affairs of the Company, the Board has delegated responsibility for day to day operations of the Group to the CEO. The CEO is supported in this function by the Senior Executives of the Group, which comprise the direct reports to the CEO.

The CEO manages the Company in accordance with the strategy, business plans, delegations and policies as approved by the Board and is accountable to the Board for the exercise of the delegated authority and, with the support of Senior Executives, must report to the Board through reports and presentations to the Board and its committees.

The CEO's responsibilities include:

- developing strategies for the Group, its businesses and management, and make recommendations to the Board on such strategies;
- implementing business plans in accordance with approved strategies, budgets and policies;
- reporting to the Board on the Group's performance and key operational issues;
- ensuring the financial performance of the Group meets or exceeds Board approved budgets;
- managing the Group's relationships with capital markets, including but not limited to shareholders, institutional brokers, lenders and research firms; and
- managing the Group's strategy with respect to mergers and acquisitions.

Company Secretary

The Company Secretary is accountable to the Board, through the Chairman, for facilitating the Company's corporate governance processes and the proper functioning of the Board. Each Director is entitled to access the advice and services of the Company Secretary.

In accordance with the Company's Constitution, the appointment or removal of the Company Secretary is a matter for the Board as a whole.

During the 2019 Financial Year, the Board appointed Louise Bolger as the Company Secretary, with Paul Jobbins ending his period as Company Secretary on the same date, being 20 September 2018. The relevant skills, qualifications and experience of the Company Secretary is set out in the 2019 Annual Report.

Board Evaluation

A performance review is undertaken annually in relation to the Board, its committees and individual Directors. In addition to review discussions amongst the Board, a formal self-evaluation questionnaire is used to facilitate the annual performance review process. The questionnaire responses and insights from discussions are collated and the Board meets to discuss and consider the results and any actions arising from the review.

Matters covered by the review include the role, structure, processes, behaviours, performance, Directors' understanding of the strategy, objectives and key risks to the business and achievement of those objectives, succession planning and the effectiveness of the Chairman.

The Board conducted its annual performance review in February 2019 in accordance with the Board Charter, which is available on the Company's website.

To ensure that Directors are well placed to discharge their duties effectively, they are provided with Board reports in advance of Board meetings which contain sufficient information to enable informed discussion of all agenda items.

Evaluation of Senior Executives' Performance

The Group defines its Senior Executives as the Managing Director and CEO and its executive leadership group, some of whom are also Key Management Personnel as defined in the Remuneration Report, which forms part of the 2019 Annual Report.

Each year the Board sets financial, operational, management and individual targets for the CEO. The CEO's performance evaluation is completed by the Chairman in consultation with the Board.

The CEO sets key performance criteria for his direct reports. Performance against these criteria is reviewed formally every six months with a final formal appraisal completed at the end of the financial year. Performance is also reviewed informally throughout the year.

This performance evaluation process was in place and was followed for the reporting period.

Candidates for Election or Re-election as a Director

Superloop has appropriate procedures in place to ensure any potential candidates for appointment to the Board are carefully reviewed in terms of their character, experience, education and skillset, as well as interests and associations. Superloop conducts appropriate checks to verify the suitability of a candidate prior to their election.

Material information relevant to a decision to elect or re-elect a director, including biographical details and relevant qualifications and skills brought to the Board, is disclosed in the notice of meeting provided to shareholders for each Annual General Meeting (AGM).

Written Agreements with Directors and Senior Executives

The roles and responsibilities of Directors, as set out in the Board Charter, are also included in the letter of appointment which each Director receives and commits to on their appointment. The letters of appointment specify the term of appointment, time commitment envisaged, expectations in relation to committee work or any other special duties attaching to the position, reporting lines, remuneration arrangements, disclosure obligations in relation to personal interests, confidentiality obligations, insurance and indemnity entitlements and details of the Company's key governance policies, such as the Securities Trading Policy.

Each Senior Executive enters into a written agreement with the Company which sets out the material terms of employment, including a description of position and duties, reporting lines, remuneration arrangements and termination rights and entitlements.

Diversity Policy

Diversity at Superloop includes respecting and valuing differences based on a wide range of personal characteristics including gender, age and ethnicity, as well as diversity of thought and background.

Superloop believes the promotion of greater gender diversity broadens the pool for recruitment of high quality Directors and employees, is likely to support employee retention, and encourages greater innovation.

The Board has adopted a Diversity and Inclusion Policy, which is available on the Company's website. The Board has not yet set measurable objectives for achieving gender diversity within the Group but intends to do so during the 2020 Financial Year.

The respective proportions of women on the Board, in Senior Executive positions (ie. a position which reports directly to the CEO) in Superloop are as follows:

Superloop	Number	Percentage out of total
Women on the Board	0	0%
Women in Senior Executive positions	2	25%
Whole organisation	78	23%

The Board recognises that there is a need for greater gender diversity on the Board and will be engaging with potential candidates with a view to a mutually acceptable appointment.

Principle 2: Structure the Board to add value

Composition of the Board

The role of the Chairman and the role of Managing Director and CEO are exercised by different individuals, being Michael Malone and Drew Kelton respectively.

For the 2019 Financial Year the Board was comprised of the following Directors:

Name	Position	Date of appointment	Date of cessation
Michael Malone	Non-executive Chairman	27 April 2015	Current
Drew Kelton	Managing Director and CEO	23 November 2018	Current
Jason Ashton	Executive Director	21 December 2016	30 September 2018
Greg Baynton	Non-executive Director	28 April 2014	Current
Louise Bolger	Non-executive Director	27 April 2015	23 November 2018
Tony Clark	Non-executive Director	23 December 2015	Current
Matt Hollis	Executive Director	1 March 2017	23 November 2018
Bevan Slattery	Executive Director	28 April 2014	Current
Vivian Stewart	Non-executive Director	21 December 2016	Current

The Board considers that it has an appropriate number of non-executive Directors who can challenge management and hold them to account, and also represent the best interests of both Superloop and its shareholders as a whole rather than those of individual shareholders or interest groups.

The size of the Board, with six Directors, ensures it is not so large as to be unwieldy. Whilst the Board is of the view that it is of sufficient size so that the requirements of the business can be met and changes to the composition of the Board and committees can be managed without undue disruption, the Board will seek to appoint an additional independent non-executive Director to bring its number back to at least seven.

Remuneration and Nomination Committee

The Remuneration and Nomination Committee is comprised of three Non-executive Directors, all of whom are independent. The Committee is chaired by Michael Malone. The other Directors who serve on the Committee are Greg Baynton and Vivian Stewart. Details of these Directors' attendance at Committee meetings are set out in the 2019 Annual Report.

The Committee operates in accordance with its charter which is available on the Company's website.

The main responsibilities of the Committee with respect to nomination matters include:

- developing suitable criteria (about experience, expertise, skills, qualifications, contacts or other qualities) for Board candidates;
- identifying individuals who, by virtue of their experience, expertise, skills, qualifications, contacts or other qualities, are suitable candidates for appointment to the Board or to any relevant management position;
- reviewing processes for succession planning for the Board, CEO and other Senior Executives;
- ensuring appropriate induction and continuing professional development programs are implemented for Directors;
- ensuring that the performance of each Director and all Senior Executives, is reviewed and assessed each year in accordance with procedures adopted by the Board;
- ensuring that any diversity profile identified by the Board is a factor that is considered in the selection and appointment of qualified employees, Senior Executives and Board candidates; and
- reporting to the Board annually on the diversity profile of employees of the Company, including the relative proportion of men and women in the workforce at all levels of the Company.

Board Skills Matrix

The skills and experience set out below have been identified as essential skills and experience Superloop seeks to achieve across its Board membership. Each of these attributes are currently represented on the Superloop Board, recognising that each Director may not necessarily have or experience in or fit within all of these areas.

However, the Board benefits from the combination of the Directors' individual skills, experience, knowledge and diversity.

Technical Skills

- Risk management
- Health and safety
- Organisational culture
- Remuneration
- Governance and compliance
- Strategy
- Financial acumen
- Capital markets
- Legal and regulatory
- Leadership
- Marketing
- Policy development and review

Experience

- Board dynamics
- Telecommunications
- Major projects and infrastructure
- Cyber security
- Network engineering
- IT/Software and systems
- Enterprise and Government sales
- Public markets and equity raisings

The Board considers:

- its current members have an appropriate mix of skills that enable directors to collectively discharge their responsibilities to deliver Superloop's strategy and corporate objectives;
- that each director demonstrates (i) an understanding of and commitment to the highest standards of governance and risk management; (ii) competence, diligence, honesty, integrity and sound judgment; and (iii) they have sufficient time available to undertake their responsibilities to Superloop.

Independence

As at 30 June 2019, the Board comprised six Directors, four of whom the Board considered to be independent. The Superloop Directors, as at 30 June 2019, were:

Name	Position	Appointed	Independence
Michael Malone	Non-executive Chairman	2015	Independent
Drew Kelton	Managing Director and CEO	2018	Non-independent
Greg Baynton	Non-executive Director	2014	Independent
Tony Clark	Non-executive Director	2015	Independent
Bevan Slattery	Executive Director	2014	Non-independent
Vivian Stewart	Non-executive Director	2016	Independent

The qualifications and experience of each Director are set out in the 2019 Annual Report.

The Board considers a Director independent if they are free of any interest, position, association or relationship that might influence, or reasonably be perceived to influence, a material respect, their capacity to bring an independent judgment to bear on issues before the Board.

The Board assesses independence each year. To enable this process, the Directors must provide all information that may be relevant to this assessment.

The roles of the Chairman of the Board and the CEO are held by separate Directors, Michael Malone, an independent Director, and Drew Kelton.

Induction and Professional Development

Superloop has an induction process, including appointment letters and ongoing education, in order to promote early, active and relevant involvement of new members of the Board.

All Directors are expected to maintain the skills required to discharge their obligations to the Company.

On an ongoing basis, directors are provided with papers, articles, presentations and briefings on matters which may affect the business or operations of Superloop. Directors are also encouraged to undertake continuing education and training relevant to the discharge of their obligations as directors of the Company. Subject to consultation with the Company Secretary, the reasonable cost of continuing education and training is met by Superloop.

Principle 3: Act ethically and responsibly

Code of Conduct

The Company has developed a Code of Conduct which has been adopted by the Board and applies to all Directors, officers, employees, contractors and certain other individuals. The Code is regularly reviewed and updated as necessary to ensure it reflects the highest standards of behaviour and professionalism and the practices necessary to maintain confidence in the Company's integrity and to take into account legal obligations and reasonable expectations of the Company's stakeholders.

Several key additional Superloop policies are in place to reinforce adherence to the Code of Conduct, including the:

- Conflicts of Interest Policy
- Whistleblower Policy
- Anti-bribery and Corruption Policy
- Securities Trading Policy (discussed further below)

The Code of Conduct is available on the Company's website.

Trading in Company Securities

The purchase and sale of Superloop shares by Directors and employees is only permitted in accordance with the Company's Securities Trading Policy, which is available on the Company's website.

In summary, the Company's Securities Trading Policy provides:

- Directors and other Restricted Persons will not engage in short term trading of the Company's shares;
- Directors and other Restricted Persons will not buy or sell shares at a time when they possess information which, if disclosed publicly, would be likely to materially affect the market price of the Company's shares.
- Directors and other Restricted Persons will not buy or sell shares during Closed Periods, being:
 - one month prior to the announcement to the ASX of the Company's Appendix 4E Full Year Report or Appendix 4D Half Year Report;
 - two weeks prior to the Company's AGM and ending at the end of the day on which the AGM is held; and
 - one week prior to the release by the Company of a cleansing notice in accordance with sections 708A or 708AA of the Corporations Act.

The Directors are satisfied that the Directors and employees have complied with its policies on ethical standards, including trading in securities.

Principle 4: Safeguard integrity in corporate reporting

Audit Committee

The Board of Superloop has established an Audit Committee to:

- monitor the internal control framework to ensure that accurate, relevant, timely and reliable financial information can be provided;
- review material transactions which are not a normal part of the Group's business;
- review the nomination, performance and independence of the external auditors;
- liaise with external auditors and monitor the conduct, scope and adequacy of the annual external audits;
- review management corporate reporting processes supporting external reporting, including the appropriateness of the accounting judgments or choices made by management in preparing the financial reports and statements;
- review financial statements and other financial information distributed externally;
- prepare or review and recommend for approval by the Board the corporate governance statement for inclusion in the annual report or any other public document; and
- review external audit reports and monitoring, where major deficiencies or breakdowns in controls or procedures have been identified, remedial action taken by management.

For 2019 Financial Year the Audit Committee was comprised of three Non-executive Directors, all of whom were independent. The Committee was chaired by Greg Baynton. The other Directors who serve on the Committee are Michael Malone and Vivian Stewart. Their qualifications are set out in the 2019 Annual Report. Details of these Directors' attendance at Committee meetings are set out in the 2019 Annual Report.

All members of the Audit Committee are financially literate and have an appropriate understanding of the industry in which the Company operates.

The CEO, CFO and Company Secretary attend Committee meetings. The external auditors attend meetings at the invitation of the Committee. The Non-executive Directors periodically meet the external auditors without the Managing Director or other management being present.

The Audit Committee Charter is reviewed annually and is available on the Company's website.

External Audit

The Audit Committee:

- recommends to the Board the appointment, re-appointment and termination of the external auditor;
- recommends to the Board the scope and proposed fee for the audit and audit related services;
- reviews the independence, quality and performance of the external auditor;
- monitors the interactions between management and the external auditor and monitors that no management restrictions are placed upon access by the external auditor to relevant information or personnel.

The external auditor is required to attend the AGM and be available to answer shareholder questions about the conduct of the audit and the preparation and content of the audit report.

Financial Reporting

For this reporting period the Board has obtained a written assurance from the Managing Director and CEO and CFO that the declaration provided under section 295A of the *Corporations Act* (and for the purposes of Recommendation 4.2) is founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial reporting and material business risks.

Principle 5: Make timely and balanced disclosure

Continuous Disclosure

Superloop is committed to maintaining the highest standards of disclosure, providing shareholders and the investment community with the same access to full and accurate information about its activities in an accessible and timely manner.

Superloop has established a Continuous Disclosure Policy which sets out the processes and practices that ensure its compliance with the continuous disclosure requirements under the ASX Listing Rules and the Corporations Act.

The Continuous Disclosure Policy addresses:

- the roles and responsibilities of Directors, officers and employees in complying with the Policy;
- safeguarding confidentiality of corporate information to avoid premature disclosure;
- media contact and comment;
- external communications such as analyst briefings and responses to security holder questions; and
- measures for responding to or avoiding the emergence of a false market in Superloop securities.

The Board has ultimate responsibility for the Company's compliance with its continuous disclosure obligations and ensuring adequate processes and controls are in place for the identification, reporting and disclosure of price sensitive information in a timely manner. The Company Secretary is responsible for administration of the policy by, amongst other things, educating employees on the Company's continuous disclosure obligations and regularly discussing continuous disclosure matters with Senior Executives.

The Continuous Disclosure Policy is available on the Company's website.

Principle 6: Respect the rights of security holders

Shareholder Communication

Superloop is committed to dealing fairly and openly with shareholders and the investment community.

An overview of the Company's business, financial performance and prospects is available on the Company's website. Investor presentations are accessible on the Company's website via the 'Investors – Presentations' tab.

The Company's Corporate Governance Charter outlines the Company's approach to effective communication to and from shareholders and other stakeholders through a range of forums. This includes:

- investor roadshows conducted by the CEO after the release of the Company's half and full year results, the presentations of which are lodged on the ASX announcement's platform;
- presentations by the Chairman and CEO regarding the Company's activities and state of affairs at the AGM with the transcript of these presentations lodged on the ASX announcement's platform and Company's website;
- attendance of Directors and the external auditor at the AGM to answer questions of shareholders as required;
- all recent Company announcements, media briefings, press releases, analyst presentations and Annual Reports and information on corporate governance practices are placed on the Company website.

Superloop and its share registry facilitate electronic, postal and facsimile communications.

The Company's Corporate Governance Charter is available on the Company's website.

Principle 7: Recognise and manage risk

Risk Management Framework

Superloop has established a risk management framework and regularly reviews the soundness and effectiveness of that framework. The framework is designed to identify and manage risk on an ongoing basis. The Board sets the risk appetite for the Group, oversees the risk management framework and satisfies itself that the framework is sound by reviewing reports received and asking questions when necessary to satisfy itself as questions arise. It is the responsibility of management to design and implement that framework and to ensure that the Group operates within the risk appetite set by the Board.

Risk Management Committee

The Risk Management Committee oversees the process for identifying and managing material risks in the Company in accordance with the Committee's Charter.

The Committee's responsibilities in relation to risk management include:

- assessing corporate risk (including economic, environmental and social sustainability risks) and compliance with internal controls;
- the maintenance of an enterprise risk management framework and appropriate operational risk management frameworks based on industry accepted standards;
- monitoring and reviewing safety systems throughout the Group's operations;
- overseeing business continuity planning and risk mitigation arrangements;
- reviewing any report of adequacy of insurance coverage;
- monitoring compliance with relevant legislative and regulatory requirements; and
- reviewing and monitoring compliance with the Code of Conduct.

A review of the Company's enterprise risk management framework was conducted during the reporting period by the Risk Management Committee. The Committee concluded that controls over risk management processes were adequate and effective.

Internal Audit

The Company has an informal internal audit function that is managed by the Head of Risk and overseen by the Risk Management Committee.

The role of the Head of Risk is to:

- coordinate the implementation of risk management frameworks, risk profile and mitigation strategies;
- facilitate, challenge and drive risk management and risk mitigation strategies in the Group;
- review the sufficiency and effectiveness of the internal control framework;
- review systems and operations and the adequacy of controls; and
- report to senior management and the Risk Management Committee at regular intervals on the risk management process, risk mitigation strategies, material business risks and internal control framework.

Sustainability Risks

Superloop does not consider that it has any material exposure to economic, environmental and social sustainability risks. The Company has disclosed what it believes are the material risks faced by the business in the Directors' Report included in the Company's 2019 Annual Report.

Principle 8: Remunerate fairly and responsibly

Remuneration and Nomination Committee

The Remuneration and Nomination Committee is comprised of three Non-executive Directors, all of whom are independent. The Committee is chaired by Michael Malone. The other Directors who serve on the Committee are Greg Baynton and Vivian Stewart. Details of these Directors' attendance at Committee meetings are set out in the 2019 Annual Report.

The Committee operates in accordance with its charter which is available on the Company's website.

The Committee advises the Board on remuneration and incentive policies and practices generally and makes specific recommendations on remuneration packages and other terms of employment for Executive Directors, other Senior Executives and Non-executive Directors.

The main responsibilities of the Committee are to:

- provide advice in relation to remuneration packages for Senior Executives, Non-executive Directors and Executive Directors, equity-based incentive plans and other employee benefit programs;
- review the Company's recruitment, retention and termination policies;

- review the succession plans of the CEO and Senior Executives;
- recommend individuals for nomination as members of the Board and its committees;
- ensure the performance of the CEO and Senior Executives and members of the Board are reviewed at least annually; and
- review the Company's Diversity and Inclusion Policy and monitor diversity within the Company.

Remuneration Policies and Practices

Remuneration of Superloop executives is to reflect performance. As such, remuneration is structured with a fixed component and performance-based remuneration component.

Non-executive Directors are paid fixed fees for their services in accordance with the Company's Constitution. Fees paid are a composite fee covering all Board and Committee responsibilities and contributions to Directors' nominated superannuation funds. No other retirement benefit schemes are in place in respect of Non-executive Directors.

Further information on Directors' and Senior Executives' remuneration, including the principles used to determine remuneration, is set out in the 2019 Annual Report under the heading 'Remuneration Report'.

Securities Trading Policy

The Company's Securities Trading Policy provides that participants are not permitted to enter into transactions which limited economic risk related to equity-based remuneration schemes without written clearance.

The Securities Trading Policy is available on the Company's website.