

21 September 2023

Improved, Best and Final Offer for Symbio

Superloop Limited (ASX: SLC) (**Superloop**) refers to its announcement on 1 August 2023 advising that it had made a non-binding indicative proposal to acquire all of Symbio Holdings Limited's (ASX:SYM) (**Symbio**) shares via a scheme of arrangement for 50:50 cash and scrip consideration of A\$2.85 per share¹ (**Proposal or Proposed Transaction**).

Superloop confirms that it has completed its due diligence assessment of Symbio and affirms its confidence in the commercial merits of the Proposed Transaction and its potential to create significant value for the shareholders of both companies. This due diligence process has further confirmed that the existing terms of the Proposal are compelling and, taking into account all information reviewed, appropriately values Symbio.

Best and Final Offer

Superloop has advised the Board of Symbio that the financial terms of its Proposal, set out below, are a Best and Final Offer (**BAFO**) and Superloop will not improve the offer, in the absence of a superior proposal. The default consideration of the BAFO (a 50:50 split of cash and scrip) proposes cash consideration of A\$1.425, plus 2.14 Superloop shares per Symbio share (**Proposed Purchase Price**). In addition, Symbio shareholders may elect to receive a greater portion of the consideration they receive in cash or in Superloop shares by way of a mix and match facility under the scheme of arrangement, subject to scale back to achieve an overall consideration mix of up to 60% cash or 60% scrip, depending on the elections made by Symbio shareholders (see below for more information).

Superloop confirms its Proposal is no longer subject to due diligence but is subject to the parties entering into a scheme implementation agreement on or before 29 September 2023.

Superloop reiterates its expectation that franking credits of up to A\$0.15 per share could be released, should the Symbio Board declare a special dividend of A\$0.35 per Symbio share prior to implementation of the scheme².

By maintaining the exchange ratio of the scrip component of the default consideration in the BAFO, Superloop's Proposal now has a higher implied value of up to A\$2.91 per Symbio share, based on Superloop's closing price of A\$0.695 per share on 21 September 2023 and the default 50:50 cash and script consideration. When aggregated with A\$0.15 per share potential franking credit benefit, our Proposal now has a total potential value of up to A\$3.06 per Symbio share³.

The Proposal represents significant premia to recent Symbio share prices:

	Symbio Reference Price (as at 31-Jul-23)	Premium represented by Proposed Purchase Price (A\$2.91)	Premium represented by Proposed Purchase Price including (including franking credits of A\$0.15 (A\$3.06))
Last Close Price	2.38	22.4%	28.7%
1 Month VWAP	2.02	44.2%	51.6%
3 Month VWAP	1.94	50.1%	57.9%

¹ Symbio shareholders would receive A\$1.425 cash and 2.14 Superloop shares (with an implied value of A\$1.425 based on Superloop's closing price of A\$0.665 per share on 31 July 2023, the trading day prior to the announcement of the Proposal).

² The cash component of the Proposed Purchase Price will be reduced by the value of any Special Dividend declared and paid pre scheme implementation.

³ Based on A\$1.425 cash per share and 2.14 Superloop shares based on Superloop's closing price of A\$0.695 as at 21 September 2023. Assumes Symbio will be able to pay a fully franked dividend of A\$0.35 per share to Symbio shareholders prior to scheme implementation ("**Special Dividend**"). The cash component of the Proposed Purchase Price will be reduced by the value of any Special Dividend declared and paid pre scheme implementation.



Potential for Symbio Shareholders to enhance the value of the Proposal

Following investor consultations, the Board of Superloop believes that providing greater flexibility for Symbio shareholders in respect of the mix of cash and scrip will assist in meeting the preferences of Symbio shareholders. Consequently, the overall mix of consideration has been adjusted to allow up to 60% cash and 40% scrip, or 40% cash and 60% scrip, or an overall mix in between these bookends.⁴

Symbio shareholders would be able to elect their preferences for the cash/scrip mix through the following choices (subject to scale back to achieve the overall target mix):

- (a) Default consideration of 50% cash and 50% scrip;
- (b) Maximum cash consideration (which could include up to A\$0.350 per share in Special Dividend, should it be so declared by the Symbio Board); or
- (c) Maximum scrip consideration (which could include up to A\$0.350 per share in Special Dividend, should it be so declared by the Symbio Board).⁵

The table below highlights the range of values of the Proposal based on various potential cash and scrip mix outcomes for individual Symbio shareholders using Superloop's closing share price of A\$0.695 on 21 September 2023. The actual individual cash and scrip mix outcomes will be subject to scaling based on overall consideration mix between 60% cash and 40% scrip, or 40% cash and 60% scrip.

Symbio shareholder election	100% Cash ⁶	60% Cash	50:50 Mix	60% Scrip	Maximum Scrip ⁷
Headline offer price (excluding franking benefit)	A\$2.85	A\$2.85	A\$2.85	A\$2.85	A\$2.85
SLC share price basis for original offer (31 July 2023)	A\$0.665	A\$0.665	A\$0.665	A\$0.665	A\$0.665
Exchange ratio (SLC : SYM)	0.00	1.71	2.14	2.57	3.76
Closing SLC share price (21 Sept 2023)	A\$0.695	A\$0.695	A\$0.695	A\$0.695	A\$0.695
Implied value of the offer (excluding franking credits)	A\$2.85	A\$2.90	A\$2.91	A\$2.93	A\$2.96
Value uplift attached to franking credits	A\$0.15	A\$0.15	A\$0.15	A\$0.15	A\$0.15
Implied value of the offer (including franking credits)	A\$3.00	A\$3.05	A\$3.06	A\$3.08	A\$3.11

BAFO Conditions

Superloop notes that the Proposal remains subject to a number of conditions including:

- The Symbio Board unanimously recommending that Symbio shareholders vote in favour of the Scheme, in the absence of a superior proposal and subject to an independent expert concluding that the Scheme is in the best interests of Symbio shareholders;

⁴ The maximum cash pool available includes the A\$0.350 per share Special Dividend.

⁵ The scrip consideration will be determined using an Exchange Ratio based on a Superloop share price of A\$0.665.

⁶ Subject to scale back based on 60% maximum overall scrip consideration, under which scenario Superloop will issue no more than 221.2m shares in overall scrip consideration to Symbio shareholders based on Symbio diluted shares outstanding of 87.0m

⁷ Subject to scale back based on 60% maximum overall cash consideration, under which scenario Superloop will pay no more than A\$150.0m in overall cash consideration, including value of special dividend to Symbio shareholders based on Symbio diluted shares outstanding of 87.0m



- Each Symbio Director declaring their intention to vote all shares held or controlled by them in favour of the Scheme;
- The Scheme Implementation Agreement (**SIA**) being executed by 29 September 2023, which will include conditions precedent customary for a scheme of arrangement. Superloop confirms any SIA will not be subject to financing.

As the Proposed Transaction remains subject to these conditions, the Proposal remains preliminary and incomplete. There is no guarantee that any agreement will be reached or that a transaction will eventuate.

Superloop will continue to keep the market informed in accordance with its continuous disclosure obligations.

ENDS

Authorised and approved for release by the Superloop Board of Directors.



About Superloop

Founded in 2014, and listed on the ASX since 2015, Superloop's purpose is to enable better internet for Australian homes and businesses. We enable challenger retail brands (including Superloop and Exetel brands) to take a larger share of the market, leveraging Superloop's Infrastructure-on-Demand platform. Superloop provides connectivity and services to customers in three segments of the market: consumer, business and wholesale. Our offerings leverage Superloop's investments in physical infrastructure assets that include fibre, subsea cables and fixed wireless, as well as Superloop's software platforms. Hundreds of thousands of homes and businesses rely on Superloop and Exetel every day for their connectivity needs.

Visit www.superloop.com to learn more.

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