



Notice of Annual General Meeting
23 November 2018

CHAIRMAN'S LETTER

25 October 2018

Dear Shareholders

On behalf of the Board, I am pleased to invite you to Superloop's Annual General Meeting to be held at 9:30am on Friday, 23 November 2018 at the offices of McCullough Robertson Lawyers, Level 11, 66 Eagle Street, Brisbane, Queensland, 4000.

We will be pleased to present your Company's Annual Report for the financial year ended 30 June 2018, an overview of our significant achievements during the 2018 financial year, and an update on our vision, strategy and priorities for the coming year.

At the Annual General Meeting, the formal business to be conducted includes:

- receiving the financial statements and reports;
- approving the Directors' remuneration report;
- the re-election of two Directors;
- the re-approval of the Performance Rights Plan and the Executive Option Plan; and
- approving an amendment to Superloop's constitution to introduce a disclosure regime for stock lending arrangements involving shares in the Company to ensure that such arrangements occur in a transparent environment.

The 2018 Annual General Meeting will be the final meeting Ms Louise Bolger and Mr Matthew Hollis will attend as directors of the Company, with both stepping down from their roles at the conclusion of the meeting.

Ms Bolger has accepted an executive position with the Company after recently having been appointed as Company Secretary. On behalf of the Board I thank Louise for her significant contribution as a non-executive director and Chair of the Remuneration and Nomination Committee over the past three and a half years.

Mr Hollis stepped down from his executive role of Group General Manager of Sales on 30 September 2018. We are grateful for Matt's involvement with the Company and his valuable contribution as both an executive and a director of the Company and wish him well.

The enclosed Shareholder voting form has instructions on how you can lodge your vote, or appoint a proxy to vote on your behalf, should you be unable to attend. If you have any queries on how to cast your votes or comments or questions on the formal business of the meeting, please call Louise Bolger (Company Secretary) on 07 3905 2400 or send an email to investor@superloop.com on or before 9:30 am on Wednesday, 21 November 2018.

We look forward to seeing you at the Annual General Meeting.

Yours faithfully,

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

Michael Malone
Chairman
Superloop Limited

NOTICE OF ANNUAL GENERAL MEETING

Superloop Limited ACN 169 263 094

Notice is given that the Annual General Meeting of Superloop Limited (**Company** or **Superloop**) will be held at:

Location	McCullough Robertson Lawyers, Level 11, 66 Eagle Street, Brisbane, Queensland, 4000
Date	Friday, 23 November 2018
Time	9:30am AEST

Ordinary business

Financial statements and reports

To receive and consider the Company's financial report, the Directors' report and the auditor's report for the financial year ended 30 June 2018.

Resolution 1: Adoption of 2018 Remuneration Report

To consider and, if in favour, to pass the following resolution under section 250R(2) of the *Corporations Act 2001* (Cth) (**Corporations Act**):

- 1 'That the Remuneration Report of the Directors for the financial year ended 30 June 2018 be adopted.'

Note: This resolution is advisory only and does not bind the Company or the Directors. The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the AGM when reviewing the Company's remuneration policies.

The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to this resolution.

Resolution 2: Re-election of Mr Bevan Slattery

To consider and, if in favour, to pass the following resolution as an ordinary resolution:

- 2 'That Mr Bevan Slattery, who retires from office under rule 19.3(b) of the Constitution, and being eligible, be re-elected as a Director of the Company.'

Note: Information about Mr Slattery's qualifications, experience and skills appears in the Explanatory Memorandum.

The Directors (with Mr Slattery abstaining) recommend that you vote in favour of this resolution.

Resolution 3: Re-election of Mr Michael Malone

To consider and, if in favour, to pass the following resolution as an ordinary resolution:

- 3 'That Mr Michael Malone, who retires from office under rule 19.3(b) of the Constitution, and being eligible, be re-elected as a Director of the Company.'

Note: Information about Mr Malone's qualifications, experience and skills appears in the Explanatory Memorandum.

The Directors (with Mr Malone abstaining) recommend that you vote in favour of this resolution.

SPECIAL BUSINESS

Resolution 4: Approval of Performance Rights Plan

To consider and, if in favour, to pass the following resolution as an ordinary resolution:

- 4 'That, for the purposes of Listing Rule 7.2, exception 9 and all other purposes, the Company is authorised to issue performance rights, and Shares on exercise of vested performance rights, under the Performance Rights Plan, as set out in Explanatory Memorandum and Schedule 1, as an exception to Listing Rules 7.1 and 7.1A.'

The Directors unanimously recommend that you vote in favour of this resolution.

Resolution 5: Approval of Executive Option Plan

To consider and, if in favour, to pass the following resolution as an ordinary resolution:

- 5 'That, for the purposes of Listing Rule 7.2, exception 9 and all other purposes, the Company is authorised to issue options, and Shares on exercise of those options, under the Executive Option Plan, as set out in the Explanatory Memorandum and Schedule 2, as an exception to Listing Rules 7.1 and 7.1A.'

Given the potential interest of Directors in the outcome of this resolution, the Directors abstain from making a recommendation in relation to this resolution.

Dated 25 October 2018

By order of the Board

A handwritten signature in black ink that reads "L. Bolger".

Louise Bolger
Company Secretary

Notes

- (a) A Shareholder who is entitled to attend and cast a vote at the AGM is entitled to appoint a proxy.
- (b) The proxy need not be a Shareholder of the Company. A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
- (c) If you wish to appoint a proxy and are entitled to do so, then complete and return the **attached** proxy form.
- (d) If the proxy form specifies the way the proxy is to vote on a particular resolution the proxy need not vote on a show of hands but if the proxy does so, it must vote as specified in the proxy form.
- (e) If the proxy has two or more appointments that specify different ways to vote on the resolution the proxy must not vote on a show of hands.
- (f) If the proxy is the chair of the AGM, the proxy must vote on a poll or must vote the way specified in the proxy form.
- (g) If the proxy is not the chair of the AGM the proxy need not vote on the poll, but if the proxy does so, the proxy must vote as specified in the proxy form.
- (h) If the proxy form specifies the way the proxy is to vote on a particular resolution and the proxy is not the chair of the AGM and a poll is demanded and either:
 - (i) the proxy is not recorded as attending; or
 - (ii) the proxy does not vote,
 the chair of the AGM is deemed the proxy for that resolution.
- (i) A corporation may elect to appoint a representative, rather than appoint a proxy, under the Corporations Act in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the AGM.
- (j) If you wish to appoint a proxy, to be effective, proxy forms must be received by the Company at its registered office or received by the share registry, no later than 9:30am AEST on Wednesday, 21 November 2018.
- (k) The Company has determined under regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that for the purpose of voting at the AGM or an adjourned meeting, securities are taken to be held by those persons recorded in the Company's register of Shareholders as at 7:00pm AEST on Wednesday, 21 November 2018.
- (l) If you have any queries on how to cast your votes, please call Louise Bolger (Company Secretary) on 07 3905 2400 during business hours.

Voting restrictions

Resolution 1 – Directors Remuneration Report	The Company will disregard any votes cast on resolution 1: (a) by or on behalf of a member of the Key Management Personnel (KMP) named in the Remuneration Report for the year ended 30 June 2018, or a closely related party of that KMP, regardless of the capacity in which the vote is cast; and (b) as proxy of a member of the KMP at the date of the AGM, or a closed related party of that KMP, unless the vote is cast as proxy for a person who is entitled to vote on resolution 1: (i) in accordance with their directions on how to vote as set out in the proxy appointment (e.g. for, against, abstain); or (ii) by the Chairman of the AGM and the appointment of the Chairman as proxy expressly authorises the Chairman to exercise the proxy even if this resolution is connected directly or indirectly with the remuneration of a member of the KMP.
Resolution 4 – Approval of Performance Rights Plan Resolution 5 – Approval of Executive Option Plan	A vote must not be cast on resolution 4 or resolution 5 as proxy by a member of the KMP or a closely related party of any KMP where the appointment as proxy does not specify the way the proxy is to vote on the resolutions (e.g. for, against, abstain). However, in accordance with section 250BD(2) of the Corporations Act, the Company need not disregard a vote on the resolutions if the votes are cast by the Chairman of the AGM and the appointment of the Chairman as proxy expressly authorises the Chairman to exercise the proxy even if the resolutions are connected directly or indirectly with the remuneration of a member of the KMP. In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of resolution 5 by any Director of the Company (given each Director is entitled to participate in the Executive Option Plan) and their associates. However, the Company need not disregard a vote on this resolution if the vote is cast by: (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form (e.g. for, against, abstain); or (b) the Chairman of the AGM as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides (e.g. for, against or abstain). As the Directors are not eligible to participate in the Performance Rights Plan, the Directors and their associates are not excluded from voting on resolution 4 under Listing Rule 14.11.

EXPLANATORY MEMORANDUM

Superloop Limited ACN 169 263 094

This Explanatory Memorandum accompanies the notice of Annual General Meeting (**AGM**) of the Company to be held at the offices of McCullough Robertson Lawyers, 66 Eagle Street, Brisbane, Queensland, 4000 at 9:30am on Friday, 23 November 2018.

The Explanatory Memorandum has been prepared to assist Shareholders in determining how to vote on the resolutions set out in the Notice of Meeting and is intended to be read in conjunction with the Notice of Meeting.

Ordinary business

Financial statements and reports

- 1 The Corporations Act requires that the report of the Directors, the auditor's report and the financial report be laid before the AGM.
- 2 Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Constitution requires a Shareholders' vote on the financial statements and reports.
- 3 Shareholders will be given reasonable opportunity at the AGM to raise questions and make comments on these reports.
- 4 In addition to asking questions at the AGM, Shareholders may address written questions to the Chairman about the management of the Company or to the Company's auditor, Deloitte Touche Tohmatsu, if the question is relevant to:
 - the content of the auditor's report; or
 - the conduct of its audit of the annual financial report to be considered at the AGM.

Note: Under section 250PA(1) Corporations Act, a Shareholder must submit the question to the Company no later than the fifth business day before the day on which the Annual General Meeting is held.

- 5 Written questions for Deloitte Touche Tohmatsu must be given to the Company by no later than 5:00pm AEST on Friday, 16 November 2018 to:

The Company Secretary
Superloop Limited
Level 17, 333 Ann Street
Brisbane QLD 4000

Resolution 1: Remuneration Report

- 6 Shareholders are asked to adopt the Remuneration Report of the Company for the financial year ended 30 June 2018. This report is included in the Directors' Report in Superloop's 2018 Annual Report. A copy is available on the Company's website: <http://investors.superloop.com/Investors/>.
- 7 The Corporations Act requires that the Remuneration Report be put to a vote of Shareholders for adoption.
- 8 The Remuneration Report:
 - explains the Board's policies on the nature and level of remuneration paid to Directors and senior executives within the Superloop group;

- discusses the link between the Board's policies and Superloop's performance;
 - sets out the remuneration details for each Director and for each member of Superloop's senior executive management team; and
 - makes clear that the basis for remunerating non-executive Directors is distinct from the basis for remunerating executives, including executive Directors.
- 9 The Chairman will give Shareholders a reasonable opportunity to ask questions about, or to make comments on, the Remuneration Report.
- 10 This resolution is advisory only and is not binding on the Company or the Directors. The Board will take the discussion at the meeting into consideration when determining the Company's remuneration policy and appropriately respond to any concerns Shareholders may raise in relation to remuneration issues.

Directors' recommendation

- 11 As the resolution relates to matters including the remuneration of the Directors, the Board, as a matter of corporate governance and in accordance with the spirit of section 250R(4) of the Corporations Act, makes no recommendation regarding this resolution.

Note: If you appoint a director or member of the Key Management Personnel as your proxy for this resolution, you MUST direct your proxy how to vote, otherwise your vote will not be counted. Follow the instructions on the proxy form to direct your proxy how to vote.

Background to resolutions 2 and 3 - Re-election of Directors

- 12 Rule 19.3(a) of the Constitution, when read with Listing Rule 14.5, requires an election of Directors to occur at each annual general meeting of the Company. Under rule 19.3(d) of the Constitution, Directors (other than a managing Director) may not hold office without re-election beyond the third AGM following the meeting at which the Director was last elected or re-elected.

Resolution 2: Re-election of Mr Bevan Slattery

- 13 Bevan Slattery is the founder of Superloop and held the position of Chief Executive Officer of the Company until stepping down effective 30 June 2018, transitioning to an executive Director role to focus on strategic priorities for Superloop.
- 14 Bevan has built successful Australian IT and telecommunications companies. Prior to establishing Superloop, Bevan founded Megaport Limited in 2013 with the aim of becoming a global leader in the fast growing elastic interconnection services market. The Company successfully listed on ASX in December 2015.
- 15 In 2010, Bevan founded NEXTDC Limited, with a vision to become Australia's largest independent data centre provider. As the inaugural CEO of NEXTDC Limited, Bevan oversaw its listing on ASX, overall design of its initial facilities and its initial facility rollout. In 2002, Bevan co-founded PIPE Networks Limited which grew to become Australia's largest Internet Exchange and Australia's third largest metropolitan fibre network provider with over 1,500km of fibre in 5 cities connecting 80 data centres, 250 Telstra exchanges and over 1000 buildings. In 2009, PIPE Networks Limited completed construction of Pipe Pacific Cable 1 (PPC-1), a \$200 million submarine cable system linking Sydney to Guam. PIPE Networks Limited was sold to TPG for an enterprise value of \$420 million in May 2010. Bevan has been awarded a Bachelor of Business (Accounting) and an honorary Master of Business Administration from Central Queensland University.

Directors' recommendation

- 16 The Directors (with Mr Slattery abstaining) recommend the re-election of Mr Slattery to the Board.

Resolution 3: Re-election of Mr Michael Malone

- 17 Michael Malone was appointed to the Board of Superloop on 27 April 2015 as a non-executive Director and stood for re-election (and was re-elected to the Board) at the 2015 annual general meeting of the Company. Mr Malone has served as the independent Chairman of Superloop since his appointment in June 2017.
- 18 Mr Malone founded iiNet Limited in 1993 and continued as CEO until his retirement from that position in 2014. During his tenure, iiNet became the second largest broadband DSL ISP in Australia. Mr Malone is a non-executive director on the board of NBN Co, a Director of Seven West Media Ltd, Speedcast International and Axicom Pty Ltd. He is also the founder and Chairman of Diamond Cyber Pty Ltd.
- 19 Mr Malone has received a number of prestigious industry recognitions including 2012 Australian Entrepreneur of the Year, Communications Alliance Ambassador and is a holder of the Telecommunications Society Charles Todd Medal. He is also a past Advisory Council Member of the Australian Institute of Management (WA) and a past member of the Commonwealth Consumer Affairs Advisory Council and the WA State Training Board. He is a Fellow of the Australian Institute of Company Directors, the Australian Institute of Management and the Australian Computer Society. Mr Malone has a Bachelor of Science (Mathematics) and a post graduate Diploma in Education both from the University of Western Australia.

Directors' recommendation

- 20 The Directors (with Mr Malone abstaining) recommend the re-election of Mr Malone to the Board.

Special business

Background to resolutions 4 and 5: Approval of employee incentive plans

- 21 Resolution 4 seeks Shareholder approval of Superloop's Performance Rights Plan and resolution 5 seeks approval of Superloop's Executive Option Plan for the purposes of Listing Rule 7.2, exception 9.
- 22 Listing Rule 7.1 restricts the number of new securities which Superloop can issue in any 12 month period to 15% of the number of Shares on issue 12 months before the issue date, unless Shareholder approval has been obtained or an exception applies.
- 23 Exception 9 of Listing Rule 7.2 provides that any equity securities issued under an employee incentive scheme that has been approved by Shareholders within the last three years are not counted when calculating the maximum number of equity securities a company may issue without Shareholder approval under the 15% cap in Listing Rule 7.1.

Resolution 4: Approval of Performance Rights Plan

- 24 The Performance Rights Plan was established in 2015 and was approved by Shareholders at a general meeting of the Company on 24 November 2015 for the purposes of Exception 9 of Listing Rule 7.2. The Performance Rights Plan is designed to assist the Company to better align the interests of its executive management and senior leadership teams with the interests of its Shareholders, by linking part of their remuneration with the financial performance of the Company to drive performance.
- 25 As the Performance Rights Plan was last approved three years ago, the Company seeks the approval of Shareholders to the Performance Rights Plan so that it may rely on exception 9 of Listing Rule 7.2 with respect to issues made under the Performance Rights Plan. Under the Performance Rights Plan, it intends to grant performance rights to participants at no cost. Each performance right, once vested, will entitle the participant to acquire one Share, at no cost to the participant.

- 26 If Shareholders approve this resolution 4, the approval will remain valid for three years after the date of this Annual General Meeting. Importantly, under the terms of the Performance Rights Plan, the Directors are not eligible to participate.
- 27 In compliance with the information requirements of Listing Rule 7.2, Shareholders are advised of the following particulars:

Summary of the terms of the Performance Rights Plan	Refer to the key terms of the Performance Rights Plan outlined in Schedule 1.
Performance rights granted under the Performance Rights Plan	A total of 238,197 performance rights have been issued under the Performance Rights Plan, including: • 196,068 performance rights issued to 32 employees on 13 July 2016; • 8,229 performance rights issued to an employee on 22 February 2017; • 2,075 performance rights issued to an employee on 12 July 2017; • 10,110 performance rights issued to an employee on 29 June 2016; and • 21,645 performance rights were issued to an employee on 24 August 2018.
Performance rights vested	197,220 performance rights have vested since July 2016.
Performance rights lapsed / cancelled	40,977 performance rights have lapsed since July 2016.

Directors' recommendation

- 28 The Directors unanimously recommend that you vote in favour of this resolution.

Resolution 5: Approval of Executive Option Plan

- 29 The Executive Option Plan was last approved by Shareholders at the general meeting of the Company on 21 June 2016 for the purposes of Exception 9 of Listing Rule 7.2. The Executive Option Plan has been developed to assist the Company to better align the interests of its executive management and senior leadership teams with the interests of its Shareholders, by linking part of their remuneration with the financial performance of the Company to drive performance.
- 30 The Directors of Superloop believe an Executive Option Plan remains an important part of a comprehensive remuneration strategy. The grant of options to participants under the Executive Option Plan will further align the interests of the Company's senior management and Shareholders and help preserve the Company's cash funds.
- 31 If Shareholders approve this resolution 5, the approval will remain valid for three years after the date of this Annual General Meeting.
- 32 In compliance with the information requirements of Listing Rule 7.2, Shareholders are advised of the following particulars:

Summary of the terms of the Executive Option Plan	Refer to the key terms of the Executive Option Plan outlined in Schedule 2.
Options granted under the Executive Option Plan	A total of 2,171,908 options have been issued under the Executive Option Plan, including: • 725,814 options issued to Mr Bevan Slattery (as approved by shareholders on 21 June 2016); • 336,094 options issued to Mr Matthew Hollis (as approved by shareholders on 11 August 2017); and • 1,110,000 options issued to executives on 24 August 2018 as part of their long term incentive plan arrangements.
Unvested options	1,278,047
Options lapsed / cancelled	725,814

DEFINITIONS

Capitalised terms in this Notice of Meeting and Explanatory Memorandum have the meaning set out below:

Annual General Meeting or AGM	means the Company's annual general meeting the subject of this Notice of Meeting.
Annual Report	means the 2018 Annual Report of the Company.
Board	means the board of directors of the Company.
Company or Superloop	means Superloop Limited ACN 169 263 094.
Constitution	means the constitution of the Company.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Directors	means the directors of the Company.
Executive Option Plan	means Superloop's executive option plan last approved by Shareholders on 21 June 2016, a summary of which is included in Schedule 2 to this Notice of Meeting.
Explanatory Memorandum	means the explanatory statement accompanying the resolutions contained in this Notice of Meeting.
Key Management Personnel or KMP	means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).
Notice of Meeting	means this notice of meeting and includes the Explanatory Memorandum.
Performance Rights Plan	means Superloop's Performance Rights Plan which was last approved by Shareholders at the 2015 annual general meeting of the Company, the terms of which are summarised in Schedule 1.
Remuneration Report	means the section of the Directors' report for the 2017-2018 financial year that is included under section 300A(1) of the Corporations Act.
Shareholder	means a person who is a registered holder of fully paid ordinary shares in the capital of the Company.
Shares or Superloop Shares	means fully paid ordinary shares in the capital of Superloop.

SCHEDULE 1

Summary of the key terms of the Performance Rights Plan

Eligible Participant	The Board may designate a Superloop employee or consultant as an eligible participant for the purposes of the Performance Rights Plan (Eligible Participant). A Director may not be designated an Eligible Participant. Eligible Participants may nominate a proprietary limited company that they Control (either alone or jointly with your immediate family) (Permitted Nominee) to hold their performance rights, though Superloop has absolute discretion to decide whether the performance rights are granted to the Eligible Participant or the Permitted Nominee.
Offer of performance rights	The Board may offer any number of performance rights to an Eligible Participant on the terms the Board decides by giving the Eligible Participant a written offer to participate in the Performance Rights Plan (Offer), subject to the Performance Rights Plan rules and any applicable law or the Listing Rules. An Offer is required to set out details such as the total number of performance rights being offered, the vesting date and vesting conditions, any disposal restrictions, and other terms attaching to the performance rights.
Acceptance of Offer by Eligible Participant	To accept an Offer an Eligible Participant must complete, sign and return the acceptance form annexed to their Offer.
Maximum performance rights granted	The Board is not permitted to grant performance rights under the plan if the number of Superloop Shares to be issued on vesting when aggregated with other Superloop Shares related to unvested or unexpired performance rights and the number of Superloop Shares issued during the previous five years under any similar employee scheme would exceed 5% of the total Superloop Shares on issue at the time of the Offer (subject to certain exclusions).
No payment for grant of performance rights or issue of Superloop Shares	An Eligible Participant is not required to pay for the grant of any performance rights or the issue of Superloop Shares on vesting of performance rights.
Vesting of performance rights	Once the performance rights vest, the Eligible Participant will be issued Superloop Shares, unless Superloop decides to provide a cash payment in lieu of Superloop Shares.
Adjustment for reconstruction of issued capital of Superloop	If there is a reconstruction of the issued capital of the Company, the number of Superloop Shares over which a performance right exists will be adjusted (as appropriate) to the extent necessary to comply with the Listing Rules.
No dividend rights	An Eligible Participant does not have the right to participate in dividends on Superloop Shares until Superloop Shares are issued after vesting of the performance rights.
No voting rights	An Eligible Participant does not have the right to vote in respect of a performance right.
Participation in further issues	An Eligible Participant cannot participate in a pro rata or bonus issue of Superloop Shares without being issued Superloop Shares for their performance rights. If a pro rata bonus or cash issue of securities is awarded by the Company, the number of Superloop Shares over which a performance right exists will be adjusted as specified in the Listing Rules and written notice will be given to the Eligible Participant.

Non-transferability of performance rights	With the exception of transmission of performance rights to a legal personal representative of an Eligible Participant following their death, Eligible Participants must not transfer, assign, dispose, create a security interest over or otherwise deal with, performance rights, or any interest in performance rights, without the prior written consent of the Board.
Unquoted performance rights	The Company will not apply to ASX for official quotation of any of the performance rights granted under the plan.
No interest in Superloop Shares	An Eligible Participant has no interest in Superloop Shares the subject of performance rights unless and until they have been issued Superloop Shares on vesting of those performance rights.
Change of Control Trigger Event	Unless the Board decides otherwise, if a Change of Control Trigger Event occurs, the vesting date of all performance rights is the date on which the Change of Control Trigger Event occurs. After a Change of Control Trigger Event occurs, the Board must decide whether the performance rights or a pro rata proportion of performance rights vest (having regard to a number of factors). 'Change of Control Trigger Event' means: (a) a person acquires voting power (within the meaning of section 610 of the Corporations Act) in more than 50% of the ordinary shares in the Company; (b) an order of the court made for the purposes of section 411(4)(b) of the Corporations Act, in connection with a members' scheme of arrangement to effect a change of Control of the Company, is lodged with ASIC under section 411(10) of the Corporations Act; (c) the Company disposes of the whole or a substantial part of its assets or undertaking; or (d) an event set out in paragraph (a) to (c) above is, in the opinion of the Board, likely to occur in the near future and the Board decides to nominate a date on which a Change of Control Trigger Event is taken to have occurred.
Issue of Superloop Shares on vesting	The Company will issue Superloop Shares to an Eligible Participant at the next Board meeting, or within 20 business days, whichever first occurs after vesting. The Company will apply to ASX for official quotation of any Superloop Shares issued to an Eligible Participant after vesting of a performance right within the time prescribed by the Listing Rules but, in any event, within ten business days of the issue of those Superloop Shares.
Ranking of Superloop Shares issued	Each Superloop Share issued on vesting ranks equally with all existing Superloop Shares from the date of allotment.
Disposal restrictions	If the Superloop Shares issued after vesting to an Eligible Participant are subject to a disposal restriction the Company may implement any procedure (including a holding lock) it considers appropriate to ensure the disposal restriction is complied with for the period specified in the Offer. A disposal restriction ceases to apply immediately upon a Change of Control Trigger Event occurring.
Amending the Performance Rights Plan	Subject to certain restrictions, such as when an amendment to the Performance Rights Plan would have a material adverse affect or otherwise prejudice the rights of an Eligible Participant holding performance rights (except if it is necessary for compliance with laws and rules affecting the maintenance or operation of the Performance Rights Plan), the Board may amend the Performance Rights Plan in any manner it decides.

**Administration of the
Performance Rights Plan**

The Board may make policy and regulations for the operation of the Performance Rights Plan which are consistent with the Performance Rights Plan and may delegate necessary functions to an appropriate service provider or employee capable of performing those functions and implementing those policies.

SCHEDULE 2

Summary of the key terms of the Executive Option Plan

Eligible Participant	The Board may designate a Superloop director, employee or consultant as an eligible participant for the purposes of the Executive Option Plan (Eligible Participant). Eligible Participants may nominate a proprietary limited company that they Control (Permitted Nominee) to hold their options, though Superloop has absolute discretion to decide whether the options are granted to the Eligible Participant or the Permitted Nominee. For the purposes of this Schedule 2, 'Participant' means an Eligible Participant or its Permitted Nominee (as the case requires).
Administration	The Executive Option Plan will be administered by the Board, which has an absolute discretion to determine appropriate procedures for its administration and resolve questions of fact or interpretation and formulate special terms and conditions in addition to those set out in the plan.
Grant of options	All options are to be offered to Participants for no consideration. The offer must be in writing and specify, amongst other things, the number of options for which the Participants may accept, the period within which the options may be exercised and any conditions to be satisfied before exercise, the option expiry date (as determined by the Board) and the exercise period for the options.
Acceptance of offer by Eligible Participant	To accept an offer of options, an Eligible Participant must complete, sign and return the acceptance form annexed to their offer in accordance with the offer.
Exercise	The options may be exercised, subject to any exercise conditions, by the Participant giving a signed notice to Superloop.
Lapse	The options shall lapse upon the earlier of the date specified by the Board or events contained in the Executive Option Plan rules, including termination of employment or resignation, redundancy, death or disablement.
Rights of Participants	Once the Superloop Shares are issued upon exercise of the options, the Participant will hold the Superloop Shares free of restrictions subject to the restriction on disposal. The Superloop Shares will rank equally for dividends declared on or after the date of issue but will carry no right to receive any dividend before the date of issue. Should Superloop undergo a reorganisation or reconstruction of capital or any other such change, the terms of the options will be correspondingly changed to the extent necessary to comply with the Listing Rules. In the event of a change of control, the Board shall have discretion to deal with the options, including allowing accelerated vesting or the issue of options in the substituted corporation. A holder of options is not entitled to participate in a new issue of Superloop Shares or other securities made by Superloop to shareholders merely because he or she holds options.
Quotation	Superloop will not apply to ASX for official quotation of the options. The Company will apply to ASX for official quotation of any Superloop Shares issued to a Participant after exercise of the options within the time prescribed by the Listing Rules but, in any event, within ten business days of the issue of those Superloop Shares.
Assignment	The options are not transferrable or assignable without the prior written approval of the Board.
No voting rights	A Participant does not have the right to vote in respect of the options.

No interest in Superloop Shares	A Participant has no interest in Superloop Shares until the options are exercised and Superloop Shares are issued to that Participant.
Change of Control Trigger Event	Unless the Board decides otherwise, if a Change of Control Trigger Event occurs, all options vest immediately and may be exercised by a Participant (regardless of whether any Vesting Conditions have been satisfied). 'Change of Control Trigger Event' means: (a) a person acquires voting power (within the meaning of section 610 of the Corporations Act) in more than 50% of the ordinary shares in the Company; (b) an order of the court made for the purposes of section 411(4)(b) of the Corporations Act, in connection with a members' scheme of arrangement to effect a change of Control of the Company, is lodged with ASIC under section 411(10) of the Corporations Act; (c) the Company disposes of the whole or a substantial part of its assets or undertaking; or (d) an event set out in paragraph (a) or (b) is, in the opinion of the Board, likely to occur in the near future and the Board decides to nominate a date on which a Change of Control Trigger Event is taken to have occurred.
Issue of Superloop Shares on exercise	The Company will issue Superloop Shares to a Participant at the next Board meeting, or within 20 business days, whichever first occurs after receiving an exercise notice from a Participant.
Ranking of Superloop Shares issued	A Superloop Share issued on the exercise of the options will rank equally with all existing Superloop Shares from the date of allotment.
Disposal restrictions	If an offer contains disposal restrictions, the Participant must comply with the disposal restrictions in relation to all Superloop Shares issued on exercise of the options. If the Superloop Shares issued on exercise of the options are subject to a disposal restriction the Company may implement any procedure (including a holding lock) it considers appropriate to ensure the disposal restriction is complied with for the period specified in the offer. A disposal restriction ceases to apply immediately upon a Change of Control Trigger Event occurring.
Maximum Shares over which options granted	The Board must not grant options if the number of Superloop Shares to be issued on exercise of the options exceeds 5% of the issued Superloop Shares at the time the offer was made.

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

Superloop Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

(02) 9287 0309



BY HAND

Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of SuperLoop Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

☐ **the Chairman of the Meeting (mark box)**

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **9:30am (AEST) on Friday, 23 November 2018 at McCullough Robertson Lawyers, Level 11, 66 Eagle Street, Brisbane, Queensland, 4000 (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Resolutions 1, 4 & 5: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1, 4 & 5, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒.

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Adoption of 2018 Remuneration Report	☐	☐	☐	5 Approval of Executive Option Plan	☐	☐	☐
2 Re-election of Mr Bevan Slattery	☐	☐	☐				
3 Re-election of Mr Michael Malone	☐	☐	☐				
4 Approval of Performance Rights Plan	☐	☐	☐				



* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

SLC PRX1802C

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **9:30am (AEST) on Wednesday, 21 November 2018**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MAIL

SuperLoop Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138
or
Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**