



26 October 2015

Dear Shareholder,

On behalf of the Board, I am please to invite you to Superloop's inaugural Annual General Meeting ("AGM"), to be held on Tuesday, 24 November 2015 at 11:00am, at the offices of McCullough Robertson Lawyers, Level 11, 66 Eagle Street, Brisbane, Queensland, 4000.

Our CEO, Mr Daniel Abrahams, and I will be pleased to present your Company's FY2015 Annual Report, an overview of our significant achievements since forming Superloop, as well as an update on our vision, strategy and plans to expand our business across the APAC Region.

At the meeting, formal business to be conducted includes:

- Financial statements and reports;
- Directors' remuneration report;
- Re-election of directors;
- Ratification and approval of the previous issue of Superloop shares;
- Approval of an employee rights plan;
- Approval of additional capacity to issue equity securities under Listing Rule 7.1A;

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.

The Company's Annual Report is available on the Company's website at www.superloop.com/investor. Shareholders who elected to receive a copy of the Annual Report will have the report sent to them.

Shareholders may submit specific questions to the Board, and / or the Company's Auditors, in advance of the AGM. Written questions must be received no later than 5:00pm Tuesday 17th November 2015.

We look forward to seeing you at the AGM.

Yours faithfully,

Bevan Slattery
Executive 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	Tuesday, 24 November 2015
Time	11:00am AEST

Ordinary business

Financial statements and reports

To receive and consider the Company's financial reports and the reports of the Directors and the Company's auditor for the financial year ended 30 June 2015.

Directors' 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 2015 be adopted.'

Note: This resolution will be decided as if it were an ordinary (majority) resolution, but under section 250R(3) of the Corporations Act the vote is advisory only and does not bind the directors of the Company. Key Management Personnel (**KMP**) whose remuneration details are contained in the Remuneration Report (and their closely related parties) are restricted from voting on this resolution under section 250R(4) of the Corporations Act.

Re-election of directors

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

- 2 'That Michael Malone, who retires from office under rule 19.2(b) of the Constitution, and being eligible, be re-elected as a director of the Company.'
- 3 'That Louise Bolger, who retires from office under rule 19.2(b) of the Constitution, and being eligible, be re-elected as a director of the Company.'

Note: Information about both of these candidates appears in the Explanatory Memorandum.

Special business

Ratification and approval of the previous issue of Superloop Shares

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

- 4 'That, for the purposes of Listing Rule 7.4 and all other purposes, Shareholders ratify and approve the previous issue of 897,666 Superloop Shares at an issue price of \$2.228 per Superloop Share, as detailed in the Explanatory Memorandum.'

Note: Any person who participated in the issue of the securities and any associate of that person are restricted from voting on this resolution.

Approval of the Employee Rights 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, approval be given in relation to the issue of securities under the Employee Rights Plan, as described in the Explanatory Memorandum.'

Note: Any Director, except one who is ineligible to participate in any employee incentive scheme, and any associate of that Director, are restricted from voting on this resolution.

Approval of additional capacity to issue equity securities under Listing Rule 7.1A

To consider and, if in favour, to pass the following resolution as a special resolution:

- 6 'That, for the purposes of Listing Rule 7.1A and all other purposes, Shareholders approve the Company having the additional capacity to issue equity securities under Listing Rule 7.1A, on the terms set out in the Explanatory Memorandum.'

Note: Any person who may participate in this issue or who otherwise might obtain a benefit, other than as a Shareholder, if the resolution is passed, and any associate of that person, are restricted from voting on this resolution.

Dated 26 October 2015

By order of the Board



Gregory Bryant

Company Secretary

Notes

- (a) A Shareholder who is entitled to attend and cast a vote at the Meeting 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) KMP (or their closely related parties) (as defined in the Corporations Act) appointed as a proxy must not vote on a resolution connected directly or indirectly with the remuneration of KMP if the proxy is undirected unless:
 - (i) the proxy is the person chairing the Meeting; and
 - (ii) the proxy appointment expressly authorises the person chairing the Meeting to vote undirected proxies on that resolution.
- (e) 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.
- (f) 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.
- (g) If the proxy is the chair of the Meeting, the proxy must vote on a poll or must vote the way specified in the proxy form.
- (h) If the proxy is not the chair of the Meeting the proxy need not vote on the poll, but if the proxy does so, the proxy must vote as specified in the proxy form.
- (i) 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 Meeting 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 Meeting is deemed the proxy for that resolution.
- (j) 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 Meeting.
- (k) The Company has determined under regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that for the purpose of voting at the Meeting or an adjourned meeting, securities are taken to be held by those persons recorded in the Company's register of Shareholders as at 11:00am AEST on Sunday, 22 November 2015.
- (l) If you have any queries on how to cast your votes, please call Gregory Bryant (Company Secretary) on 07 3088 7300 during business hours.

Voting restrictions

The Company will, in accordance with the Listing Rules and Corporations Act, disregard any votes cast:

Resolution 1 – Directors Remuneration Report	by or on behalf of a member of the Key Management Personnel or a closely related party of the Key Management Personnel. If you are a member of Key Management Personnel or closely related relative of a member of Key Management Personnel (or acting on behalf of them) and purport to cast a vote that will be disregarded by the Company, you may be liable for an offence for breach of voting restrictions that apply to you under the Corporations Act.
Resolution 4 – Ratification and approval of the previous issue of Superloop Shares	by or on behalf of any person who participated in the issue of the securities and any associate of that person.
Resolution 5 – Approval of the Employee Rights Plan	by or on behalf of a Director and any of their associates, except a Director who is ineligible to participate in any employee incentive scheme in relation to the entity.
Resolution 6 – Approval of additional capacity to issue equity securities under Listing Rule 7.1A	by or on behalf of a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed, and any associate of that person.

However, the Company need not disregard a vote if it 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; or
- (b) the person chairing the Meeting 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.

Explanatory Memorandum

Superloop Limited ACN 169 263 094

This Explanatory Memorandum accompanies the notice of Annual General Meeting of the Company to be held at the offices of McCullough Robertson Lawyers, 66 Eagle Street, Brisbane, Queensland, 4000 at 11:00am (AEST) on Tuesday, 24 November 2015.

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.

Part A – Ordinary business

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 Annual General Meeting. In addition, the Constitution provides for these reports to be received and considered at the Meeting.
- 2 Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Constitution requires a vote of Shareholders at the Meeting on the financial statements and reports.
- 3 Shareholders will be given reasonable opportunity at the Meeting to raise questions and make comments on these reports.
- 4 In addition to asking questions at the Meeting, 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:
 - (a) the content of the auditor's report; or
 - (b) the conduct of its audit of the annual financial report to be considered at the Meeting.
- 5 Under section 250PA(1) of the 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.
- 6 Written questions for the auditor must be delivered by 5:00pm AEST on Tuesday, 17 November 2015. Please send any written questions for Deloitte Touche Tohmatsu to:

The Company Secretary
Superloop Limited
16 Church Street
FORTITUDE VALLEY QLD 4006

Resolution 1: Directors' Remuneration Report

- 7 The Corporations Act requires that the section of the Directors' report dealing with the remuneration of each member of the KMP of the Company (**Remuneration Report**) be put to a vote of Shareholders for adoption.
- 8 The resolution of Shareholders is advisory only and is not binding on the Company.
- 9 The Remuneration Report is contained in the Annual Report. It is also available on the Superloop website (<http://www.superloop.com>). It:
- (a) explains the Board's policies on the nature and level of remuneration paid to Directors, Company secretaries and senior executives within the Superloop group;
 - (b) discusses the link between the Board's policies and Superloop's performance;
 - (c) sets out the remuneration details for each Director and for each member of Superloop's senior executive management team; and
 - (d) makes clear that the basis for remunerating non-executive directors is distinct from the basis for remunerating executives, including executive directors.
- 10 The chairman will give Shareholders a reasonable opportunity to ask questions about, or to make comments on, the Remuneration Report.

Directors' Recommendation

- 11 The Directors recommend that you vote in favour of 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.

Resolution 2: Re-election of Michael Malone

- 12 Rule 19.3(a) of the Constitution requires that an election of Directors occur at each annual general meeting. Pursuant to Rule 19.2(b) of the Constitution, a Director appointed under rule 19.2(a) who is not a managing director holds office until the conclusion of the next annual general meeting following his or her appointment.
- 13 As such, in accordance with rule 19.2(b) of the Constitution, Mr Malone will retire from office and, being eligible, stand for re-election as a non-executive director of the Company at the Annual General Meeting.
- 14 Michael Malone is the former CEO of iiNet Limited, having founded the company in 1993. During his tenure, iiNet became the second largest broadband DSL ISP in Australia.
- 15 Michael has been recognised with a raft of industry accolades. In 2009 Michael was CEO of the Year in the Australian Telecom Awards and National Customer Service CEO of the Year in the CSIA's Australian Service Excellence Awards. Michael was named a finalist for WA Citizen of the Year and in 2011 he won the Ernst & Young Entrepreneur of the Year Award.

Directors' recommendation

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

Resolution 3: Re-election of Louise Bolger

- 17 Rule 19.3(a) of the Constitution requires that an election of Directors occur at each annual general meeting. Pursuant to Rule 19.2(b) of the Constitution, a Director appointed under rule 19.2(a) who is not a managing director holds office until the conclusion of the next annual general meeting following his or her appointment.
- 18 As such, in accordance with rule 19.2(b) of the Constitution, Ms Bolger will retire from office and, being eligible, stand for re-election as a non-executive director of the Company at the Annual General Meeting.
- 19 Louise Bolger is an experienced in-house telecommunications, media and technology lawyer and company secretary. Currently Louise is General Counsel and Company Secretary for the ASX listed pre-paid cards issuer Emerchants Limited, and prior to that was also General Counsel and Company Secretary at Southern Cross Media Group Limited and PIPE Networks.
- 20 Louise commenced her career in private legal practice before continuing on to in-house roles with Telstra, Logica and Bank of Queensland. Louise holds a Bachelor of Laws (Honours) and a Bachelor of Arts (Modern Asian Studies) from Griffith University.

Directors' recommendation

- 21 The Directors (with Ms Louise Bolger abstaining) recommend the re-election of Ms Bolger to the Board.

Part B - Special business

Resolution 4 – Ratification and approval of the previous issue of Superloop Shares

- 22 ASX Listing Rule 7.1 provides that (subject to certain exceptions, none of which are relevant here) prior approval of Shareholders is required for an issue of securities if the securities will, when aggregated with the securities issued by the entity during the previous 12 months, exceed 15% of the number of the securities on issue at the commencement of that 12 month period.
- 23 The issue of securities detailed in resolution 4 did not exceed the 15% threshold, though the issue took up a portion of the Company's Listing Rule 7.1 capacity. However, Listing Rule 7.4 provides that if:
- (a) at the time the issue took place, it did not breach Listing Rule 7.1; and
 - (b) shareholders of the entity subsequently ratify the issue of the securities,
- the issue will be treated as having been made with approval for the purpose of Listing Rule 7.1, thereby replenishing that entity's 15% capacity and enabling it to issue further securities up to that limit. Accordingly, Superloop now wishes to refresh its Listing Rule 7.1 capacity.
- 24 Resolution 4 proposes the ratification and approval of the issue of securities for the purpose of satisfying the requirements of Listing Rule 7.4. By obtaining the approval of Shareholders under Listing Rule 7.4, the Company will retain the flexibility to issue up to 15% of the issued capital, if required, in the 12 months following the date of this Meeting without the need to obtain prior Shareholder approval.

- 35 The information required to be given to Shareholders to satisfy Listing Rule 7.4 is specified in Listing Rule 7.5.
- 36 As announced to the market on 8 October 2015, Superloop entered into a binding share purchase agreement to acquire APEXN Pty Ltd (**APEXN**) (**Share Purchase Agreement**). APEXN, which trades as APEXnetworks, provides networking solutions and managed services with a focus on supporting wholesale and channel partners, and has been operating successfully in Australia since 2006. The transaction contemplated by the Share Purchase Agreement completed on 16 October 2015.
- 37 Under the terms of the Share Purchase Agreement, the total consideration for the acquisition was \$5.8 million, consisting of \$3.8 million in cash and \$2.0 million in Superloop Shares, issued at \$2.228 per Superloop Share. A total of 897,666 Superloop Shares have therefore been issued, as part consideration under the Share Purchase Agreement. The cash component was funded from existing cash reserves.
- 38 The purpose of resolution 4 is for Shareholders to approve and ratify, under Listing Rule 7.4, the issue of 897,666 Superloop Shares under the Share Purchase Agreement.
- 39 In compliance with the information requirements of Listing Rule 7.5, Shareholders are advised of the following particulars in relation to the issue:

Date of issue	Number of securities	Issue price per security	Terms of securities issued	Person(s) issued securities	Use of funds raised by the issue
16 October 2015	897,666	\$2.228	Ordinary shares ranking equally with all other Superloop Shares on issue	The APENX Sellers	Issued for nil cash consideration as part payment under the Share Purchase Agreement

Directors’ recommendation

- 40 The Directors recommend that you vote in favour of this resolution 4.

Resolution 5 – Approval of the Employee Rights Plan

- 41 Superloop has established an Employee Rights Plan. The Directors are empowered to operate the Employee Rights Plan and grant Performance Rights to Eligible Participants in according with the Listing Rules and on the terms and conditions summarised in the Schedule. The objectives of the Employee Rights Plan are to:
- (a) establish a method by which Eligible Participants can participate in the future growth and profitability of the Company;
 - (b) provide an incentive and reward for Eligible Participants for their contributions to the Company; and
 - (c) attract and retain a high standard of managerial and technical personnel for the benefit of the Company.

- 42 Listing Rule 7.1 provides that a company must not issue equity securities without shareholder approval if that issue, when added to other securities issued by the company in the previous 12 months, will exceed 15% of the ordinary securities on issue at the commencement of that 12 month period.
- 43 Unless an exemption applies, an issue of Performance Rights will reduce the Company’s capacity to issue further securities under Listing Rule 7.1, without obtaining Shareholder approval. Listing Rule 7.2 (Exception 9) provides that, where an employee incentive plan has been approved by Shareholders within the three years before the date of issue, issues of securities under the plan do not count towards the Company’s 15% capacity under Listing Rule 7.1 (or its 10% capacity under Listing Rule 7.1A if it applies).
- 44 For the Employee Rights Plan to qualify for an exemption from the Listing Rule 7.1 limit on the number of securities the Company can issue without Shareholder approval, the Company must obtain Shareholder approval for the issue of Performance Rights every three years. As such, if Shareholders approve this resolution 5, the approval will remain valid for three years after the date of this Meeting.
- 45 Importantly, under the terms of the Employee Rights Plan, the Directors are not eligible to participate.
- 46 In compliance with the information requirements of Listing Rule 7.2, Shareholders are advised of the following particulars:

Summary of the terms of the Employee Rights Plan	Refer to the key terms of the Employee Rights Plan outlined in the Schedule
Performance Rights granted under the Employee Rights Plan	Nil to date
Performance Rights vested	Nil to date
Performance Rights lapsed / cancelled	Nil to date

Directors’ recommendation

- 47 The Directors recommend that you vote in favour of this resolution 5.

Resolution 6 – Approval of additional capacity to issue equity securities under Listing Rule 7.1A

- 48 Approval of resolution 6 will give the Company additional capacity to issue a number of equity securities equal to 10% of the number of Superloop Shares on issue (at the time of the issue), in addition to the 15% allowed under Listing Rule 7.1, without Shareholder approval (**Additional Placement Facility**).
- 49 As at the date of this Notice of Meeting, the Company has on issue 90,897,666 Superloop Shares. The Company currently has:
 - (a) remaining issue capacity of 12,602,334 under Listing Rule 7.1; and
 - (b) no issue capacity under Listing Rule 7.1A.

- 50 The information below provides more background on Listing Rule 7.1A and the disclosure required by Listing Rule 7.3A.

Additional Placement Facility

- 51 Under Listing Rule 7.1A, an eligible entity may seek approval from shareholders by a special resolution at its annual general meeting to have the Additional Placement Facility to issue equity securities.
- 52 If approved, the Additional Placement Facility will allow the Company for a period of 12 months from the date of the Annual General Meeting to issue equity securities equal to 10% of the number of Superloop Shares on issue on a non-pro-rata basis. The Company believes that it currently has sufficient capital for the foreseeable future and does not have specific plans to rely on the Additional Placement Facility, but considers it prudent to maintain such flexibility in the event that an appropriate opportunity arises.

Eligible entity

- 53 Under the Listing Rules, an 'eligible entity' is an entity which, as at the date of the relevant resolution, is not included in the S&P/ASX 300 Index and has a market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) equal to or less than \$300 million. The Company is an eligible entity as at the date of this Notice of Meeting.

Special resolution

- 54 The Additional Placement Facility requires Shareholder approval by way of a special resolution. This requires at least 75% of the votes cast in favour of the resolution by Shareholders entitled to vote.

Securities which may be issued under the Additional Placement Facility

Type of securities

- 55 Under the Additional Placement Facility, the Company must issue equity securities belonging to an existing quoted class of the Company's equity securities. As at the date of this Notice of Meeting, the Company has on issue the following equity securities:

Security	Number on issue
Ordinary shares quoted on ASX	60,406,416
Ordinary shares not quoted on ASX	30,491,250

10% limit

- 56 The Additional Placement Facility allows the Company to issue, or agree to issue, during the 12 months following Shareholder approval, a number of equity securities calculated in accordance with the following formula:

(A x D) – E

A = The number of fully paid ordinary securities on issue 12 months before the date of the issue or agreement,

- (i) plus the number of fully paid ordinary securities issued in the 12 months under an exception in Listing Rule 7.2,
- (ii) plus the number of partly paid ordinary securities that became fully paid in the 12 months,
- (iii) plus the number of fully paid ordinary securities issued in the 12 months with approval of holders of ordinary securities under Listing Rule 7.1 or Listing Rule 7.4. This does not include an issue of fully paid shares under the Company's 15% placement capacity without Shareholder approval,
- (iv) less the number of fully paid ordinary securities cancelled in the 12 months.

D = 10%

E = The number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of holders of ordinary securities under Listing Rule 7.1 or Listing Rule 7.4.

Information required for Listing Rule 7.3A

What is the minimum issue price?

- 57 The issue price of each security issued under the Additional Placement Facility must be no less than 75% of the VWAP for the securities of that class. The VWAP is to be calculated over the 15 trading days on which trades in that class were recorded immediately before:
- (a) the date on which the price, at which the securities are to be issued, is agreed; or
 - (b) if the securities are not issued within five trading days of the date in paragraph (a), the date on which the securities are issued.
- 58 The Company will disclose this information when equity securities are issued under the Additional Placement Facility.

What is the date by which the Company may issue equity securities?

- 59 Under Listing Rule 7.1A.1, the approval for the Additional Placement Facility must be for a period commencing on the date of the Annual General Meeting and expiring no earlier than:
- (a) the date that is 12 months after the date of the Annual General Meeting (being 24 November 2016); or
 - (b) if the Company receives an approval for a proposed transaction under Listing Rule 11.1.2 (significant change to the nature or scale of activities) or Listing Rule 11.2,

(Additional Placement Period).

- 60 The Company will only issue the equity securities during the Additional Placement Period. The approval under this resolution 6 for the issue of equity securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 or Listing Rule 11.2.

Dilution risks

- 61 If equity securities are issued under the Additional Placement Facility, there is a risk of economic and voting dilution of existing Shareholders, including that:

- (a) the market price for shares may be significantly lower on the issue date than on the date of the approval under Listing Rule 7.1A; and
- (b) the equity securities may be issued at a price that is at a discount to the market price for the shares on the issue date,

which may have an effect on the amount of funds raised by the issue of the equity securities.

62 The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for the variable 'A' calculated in accordance with the formula in Listing Rule 7.1A.2, on the basis that there are no further issues.

63 The table also shows:

- (a) two examples where variable 'A' has increased, by 50% and 100% Variable 'A' is based on the number of Superloop Shares the Company has on issue as at the date of this Notice of Meeting (and assuming resolution 4 is passed). The number of Superloop Shares on issue may increase as a result of issues of Superloop Shares that do not require Shareholder approval (for example, a pro rata entitlement offer or securities issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (b) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in ASX Listing Rule 7.1A.2		Dilution		
		\$1.16 50% decrease in issue price	\$2.32 issue price	\$4.64 100% increase in issue price
Current Variable A 90,897,666 Superloop Shares	10% Voting Dilution	9,089,767 Superloop Shares	9,089,767 Superloop Shares	9,089,767 Superloop Shares
	Funds raised	\$10,544,130	\$21,088,259	\$42,176,519
50% increase in current Variable A 136,346,499 Superloop Shares	10% Voting Dilution	13,634,650 Superloop Shares	13,634,650 Superloop Shares	13,634,650 Superloop Shares
	Funds raised	\$15,816,194	\$31,632,388	\$63,264,776
100% increase in current Variable A 181,795,332 Superloop Shares	10% Voting Dilution	18,179,533 Superloop Shares	18,179,533 Superloop Shares	18,179,533 Superloop Shares
	Funds raised	\$21,088,258	\$42,176,517	\$84,353,033

64 The table has been prepared on the assumptions set out below.

- (a) The Company issues the Superloop Shares for cash under the Additional Placement Facility.

- (b) The Company issues the maximum number of Superloop Shares allowed under the Additional Placement Facility (being 10% of the number of the Superloop Shares on issue).
- (c) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- (d) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of Superloop Share issue under Listing Rule 7.1A, based on that Shareholder's holding at the date of this Notice of Meeting.
- (e) The table shows only the effect of issues of equity securities under Listing Rule 7.1A (i.e. under the Additional Placement Facility), not under the 15% placement capacity under Listing Rule 7.1.
- (f) Other than as indicated in the table, the Company does not issue any additional equity securities during the Additional Placement Period.
- (g) The issue price is \$2.32, being the closing price of the shares on ASX on 22 October 2015.

For what purpose will the Company issue equity securities?

- 65 Although no such plans exist at this time, the Company seeks to maintain some flexibility in its capital raising ability so that it may issue equity securities under the Additional Placement Facility for the following purposes:
- (a) to provide non-cash consideration for new asset purchases or investments; or
 - (b) to raise cash to fund:
 - (i) general working capital;
 - (ii) continuing increases to the Company's telecommunications services development capacity;
 - (iii) the increase in marketing spend to build brand awareness and increase future opportunities;
 - (iv) continued expenditure on the Company's assets; and
 - (v) new acquisitions or investments (including their associated expenses).
- 66 The Company will comply with the disclosure obligations under the Listing Rules 7.1A.4 and 3.10.5A upon issue in reliance on Listing Rule 7.1A of any equity securities. If equity securities provide a valuation of the non-cash consideration, that demonstrates that the issue price of the securities are at or above the minimum issue price, in accordance with the note to Listing Rule 7.1A.3. The Company intends to have the ability to issue securities under Listing Rule 7.1A for non-cash consideration.

What is the allocation policy?

- 67 The Company's allocation policy and the identity of the allottees of the equity securities under the Additional Placement Facility will be determined on a case-by-base basis at the time of issue.

68 No decision has been made in relation to an issue of equity securities under the Additional Placement Facility as to whether the Company will engage with new investors or existing Shareholders of the Company, and if so whom.

69 However, determination of the allocation policy and the identity of the allottees will have regard to the following considerations:

- (a) the financial situation and solvency of the Company;
- (b) impacts of the placement on control;
- (c) other methods of raising capital; and
- (d) advice from corporate, financial and broking advisers (if applicable).

70 Allottees may include existing Shareholders or new investors, but no persons who are related parties or associates of related parties of the Company. If the issue is made in connection with the acquisition of assets, the allottees may be the sellers of those assets.

Details of approvals under Listing Rule 7.1A previously obtained by the Company

71 The Company has not previously obtained Shareholder approval for an Additional Placement Facility under Listing Rule 7.1A.

Directors' recommendation

72 The Directors recommend that you vote in favour of this resolution 6.

Definitions

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

Additional Placement Facility	has the meaning given to that term by paragraph 48 of the Explanatory Memorandum.
Additional Placement Period	has the meaning given to that term by paragraph 59 of the Explanatory Memorandum.
Annual General Meeting or Meeting	means the Company's annual general meeting the subject of this Notice of Meeting.
Annual Report	means the 2015 Annual Report of the Company.
APEXN	has the meaning given to that term by paragraph 36 of the Explanatory Memorandum.
APENX Sellers	means Ryan Stewart Crouch and Matthew James Gregg, being the sellers under the Share Purchase Agreement.
ASX	means ASX Limited ACN 008 624 691.
Board	means the board of directors of the Company.
Company or Superloop	means Superloop Limited ACN 169 263 094.
Control	has the meaning given to that term by the Corporations Act.
Constitution	means the constitution of the Company.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Directors	means the directors of the Company.
Eligible Participant	has the meaning given to that term by the Employee Rights Plan.
Employee Rights Plan	means the Company's employee rights plan, a summary of which is included in the Schedule 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).
Listing Rules	means the listing rules of ASX.
Notice of Meeting	means this notice of meeting and includes the Explanatory Memorandum.
Performance Rights	means performance rights granted to Eligible Participants under the Employee Rights Plan.
Remuneration Report	means the section of the Directors' report for the 2015 financial year that is included under section 300A(1) of the Corporations Act.

Shareholder	means a person who is a registered holder of Shares.
Share Purchase Agreement	has the meaning given to that term by paragraph 36 of the Explanatory Memorandum.
Superloop Shares	means fully paid ordinary shares in the capital of the Company.
VWAP	means the volume weighted average price.

Schedule

Summary of the key terms of the Employee Rights Plan

Eligible Participant	The Board may designate a Superloop employee or consultant as an eligible participant for the purposes of the Employee 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. For the purposes of this Schedule, 'Participant' means an Eligible Participant or its Permitted Nominee (as the case requires).
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 Employee Rights Plan (Offer), subject to the Employee 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 in accordance with the Offer.
Maximum Performance Rights granted	The Employee Rights Plan rules impose restrictions on the number of Performance Rights granted, for example 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	A Participant is not required to pay for the grant of any Performance Rights or the issue of Superloop Shares on vesting.
Vesting of Performance Rights	Once the Performance Rights vest, the 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	A 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	A Participant does not have the right to vote in respect of a Performance Right.

Participation in further issues	A 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 Listing Rules and written notice will be given to the Participant.
Non-transferability of Performance Rights	With the exception of transmission of Performance Rights to a legal personal representative of an Eligible Participant following an Eligible Participant's death, Participants must not create a security interest in, or transfer, assign, dispose 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.
No interest in Superloop Shares	A Participant has no interest in Superloop Shares the subject of Performance Rights unless and until vesting of those Performance Rights occurs and Superloop Shares are issued to that Participant.
Change of Control Trigger Event	<p>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 on the vesting date (having regard to a number of factors).</p> <p>For the purposes of this Schedule, 'Change of Control Trigger Event' means:</p> <ul style="list-style-type: none"> (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 vesting	The Company will issue Superloop Shares to a Participant at the next Board meeting, or within 20 Business Days, whichever first occurs after vesting. As Superloop Shares are officially quoted by ASX, the Company will apply to ASX for official quotation of any Superloop Shares issued to a 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	A Superloop Share issued under a Performance Right after vesting ranks equally with all existing Superloop Shares from the date of allotment.
Disposal restrictions	If an Offer contains disposal restrictions, the Participant must comply with

	<p>the disposal restrictions in relation to all Superloop Shares issued after vesting for the period specified in the Offer. If the Superloop Shares issued after vesting to a 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. As soon as reasonably practicable after the Change of Control Trigger Event occurs, the Company must release the Superloop Shares from any procedure in place.</p>
<p>Amending the Employee Rights Plan</p>	<p>Subject to certain restrictions such as when an amendment to the Employee Rights Plan would have a material adverse affect or otherwise prejudice the rights of a Participant holding Performance Rights (except if it is necessary for compliance with laws and rules affecting the maintenance or operation of the Employee Rights Plan) the Board may amend the Employee Rights Plan in any manner it decides.</p>
<p>Administration of the Employee Rights Plan</p>	<p>The Board may make policy and regulations for the operation of the Employee Rights Plan which are consistent with the Employee Rights Plan and may delegate necessary functions to an appropriate service provider or employee capable of performing those functions and implementing those policies.</p>

SAMPLE NAME
SAMPLE ADDRESS
SAMPLE ADDRESS
SAMPLE ADDRESS

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**
+61 2 9287 0309

 **BY HAND**
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138

 **ALL ENQUIRIES TO**
Telephone: +61 1300 554 474



X00067626273

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 **11:00am (AEST) on Tuesday, 24 November 2015 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 Resolution 1: 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 Resolution 1, even though the Resolution is 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 Directors' Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Approval of the Employee Rights Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re election of directors – Michael Malone	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Approval of additional capacity to issue equity securities under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re election of directors – Louise Bolger	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Ratification and approval of the previous issue of Superloop Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

 * 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 PRX501C



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 Resolution is 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 **11:00am (AEST) on Sunday, 22 November 2015**, 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

* 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.**