



ASX Announcement

17 June 2016

SUPERLOOP LIMITED – ACCELERATED NON-RENOUNCEABLE ENTITLEMENT OFFER TO RAISE APPROXIMATELY \$35.3 MILLION

Highlights

- Fully underwritten one for seven accelerated pro-rata non-renounceable entitlement offer to raise gross proceeds of \$35.3 million
- Funds raised from the Entitlement Offer will be used to fund infrastructure investment and network expansion, general working capital, and the costs of the Entitlement Offer
- Offer price of \$2.10 per new share, being a 12.9% discount to the closing price on 16 June 2016

Entitlement Offer

Leading independent provider of connectivity services Superloop Limited ACN 169 263 094 (**Superloop** or **Company**) announces that it intends to undertake an accelerated one for seven pro rata non-renounceable entitlement offer of fully paid ordinary shares in Superloop (**New Shares**) to raise approximately \$35.3 million (**Entitlement Offer**).

The offer price for the Entitlement Offer will be \$2.10 per New Share (**Offer Price**). The Entitlement Offer Price represents:

- a 12.9% discount to the closing price of Superloop shares on 16 June 2016 (the last trading day before this announcement);¹ and
- an 11.4% discount to the theoretical ex-rights price (**TERP**).

Under the Entitlement Offer, eligible shareholders will be able to subscribe for one New Share for every seven existing shares held at 7.00pm (Brisbane time) on 21 June 2016 (**Record Date**) at the Offer Price (**Entitlements**).

The Entitlement Offer is fully underwritten by Morgans Corporate Limited ACN 010 539 607.

¹ The Theoretical Ex-Rights Price (**TERP**) is the theoretical price at which Superloop shares should trade immediately following the ex-date for the Entitlement Offer assuming 100% take up of the Entitlement Offer. TERP is a theoretical calculation only and the actual price at which Superloop's shares trade immediately following the ex-date for the Entitlement Offer will depend on many factors and may not approximate TERP.

The funds raised from this Entitlement Offer will be used to fund:

- investment in the Hong Kong TKO Express domestic submarine cable project;
- expansion of the Hong Kong fibre network beyond the initial network;
- expansion of the Singapore network (including but not limited to Project Red Lion);
- general working capital; and
- the costs of the Entitlement Offer.

The Entitlements are non-renounceable and will not be tradeable on ASX or otherwise transferable. Shareholders who do not take up their Entitlements will not receive any value for those Entitlements that they do not take up. Shareholders who are not eligible to receive Entitlements will not receive any value for the Entitlements they would have received had they been eligible.

It is expected that approximately 16,793,942 New Shares will be issued as part of the Entitlement Offer. New Shares issued under the Entitlement Offer will rank equally with existing shares.

The Entitlement Offer includes an institutional component (**Institutional Entitlement Offer**) and a retail component (**Retail Entitlement Offer**).

Under the Institutional Entitlement Offer, eligible institutional shareholders will be invited to participate in the Institutional Entitlement Offer which will take place from today, Friday, 17 June 2016 to Monday, 20 June 2016. Eligible institutional shareholders can choose to take up all, part or none of their Entitlement. Entitlements that eligible institutional shareholders do not take up by the close of the Institutional Entitlement Offer, and Entitlements that would otherwise have been offered to ineligible institutional shareholders, will be sold through an institutional shortfall bookbuild at the Offer Price on Monday, 20 June 2016.

Eligible retail shareholders in Australia and New Zealand will be invited to participate in the Retail Entitlement Offer at the same Offer Price and offer ratio as the Institutional Entitlement Offer. The Retail Entitlement Offer will open on Friday, 24 June 2016 and close at 5.00pm (Brisbane time) on Tuesday, 12 July 2016. The Retail Entitlement Offer will include a top-up facility under which eligible retail shareholders who take up their full Entitlement will be invited to apply for additional shares in the Retail Entitlement Offer from a pool of those not taken up by other eligible retail shareholders. There is no guarantee that applicants under this top-up facility will receive all or any of the shares they apply for under the facility.

Superloop will notify shareholders as to whether they are eligible to participate in the Entitlement Offer. Eligible shareholders will be sent, on or around Friday, 24 June 2016, an information booklet including a personalised entitlement and acceptance form which will provide further details of how to participate in the Entitlement Offer. A copy of the Information Booklet will also be lodged with the ASX on or about Tuesday, 21 June 2016.

Those shareholders who Superloop determines to be ineligible shareholders will also be notified.

A presentation on the Entitlement Offer has been lodged with ASX today and is able to be downloaded from the ASX website (www.asx.com.au).

Proposed timetable *

Superloop expects that the Entitlement Offer will be conducted according to the following timetable:

Activity	Date
Trading halt (before market open)	17 June 2016
Announcement of the Entitlement Offer and Appendix 3B and cleansing notice lodged	17 June 2016
Institutional Entitlement Offer opens	17 June 2016
Institutional Entitlement Offer closes	20 June 2016
Announcement of results of Institutional Entitlement Offer and release of the Retail Entitlement Offer documentation to ASX (before commencement of trading following the trading halt)	21 June 2016
Trading halt is lifted, and existing shares resume trading on an ex-entitlement basis	21 June 2016
Record Date for Entitlement Offer (7.00pm (Brisbane time))	21 June 2016
Information Booklet and Entitlement and Acceptance Form despatched, and announcement of despatch	24 June 2016
Retail Entitlement Offer opens	24 June 2016
Settlement of the Institutional Entitlement Offer	28 June 2016
Updated Appendix 3B for New Shares issued under the Institutional Entitlement Offer lodged (if required)	28 June 2016 (before noon)
Expected issue and quotation of New Shares issued under the Institutional Entitlement Offer	29 June 2016
Closing date for acceptances under the Retail Entitlement Offer (5.00pm (Brisbane time))	12 July 2016
Announcement of results of the Retail Entitlement Offer and under-subscriptions	15 July 2016
Settlement of the Retail Entitlement Offer	18 July 2016
Expected issue of New Shares under the Retail Entitlement Offer	19 July 2016
Updated Appendix 3B for New Shares issued under the Retail Entitlement Offer lodged (if required), along with other required information (e.g. distribution schedule)	19 July 2016 (before noon)
Expected quotation of New Shares under the Retail Entitlement Offer	20 July 2016
Despatch of holding statements for New Shares issued under the Retail Entitlement Offer	21 July 2016

* *This timetable is indicative only. The directors may vary these dates subject to the ASX Listing Rules. An extension of the closing date will delay the anticipated date for issue of the New Shares. The directors of Superloop also reserve the right not to proceed with the whole or part of the Entitlement Offer any time prior to the issue of the New Shares under the Entitlement Offer. In that event, the relevant application monies (without interest) will be returned in full to applicants.*

For further comment or other information, please contact:

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Signed for and on behalf of Superloop



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Important information

This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States, or in any other jurisdiction in which such an offer would be illegal. The securities referred to in this document have not been and will not be registered under the United States Securities Act of 1933 (the 'US Securities Act'), or under the securities laws of any state or other jurisdiction of the United States and may not be offered or sold, directly or indirectly, within the United States, unless the securities have been registered under the US Securities Act or an exemption from the registration requirements of the US Securities Act is available.

This document may not be distributed or released in the United States.

About Superloop

Established in 2014, Superloop is a telecommunications infrastructure group focused on becoming a leading independent provider of connectivity services in the Asia Pacific Region.

Bringing innovation to infrastructure, Superloop is building new, independent dark fibre networks to large network providers and enterprises by connecting key points of presence in key Asian markets, such as Australia and Singapore.

Superloop's initial key assets include a 15-year exclusive right to a 130 kilometre fibre network within Brisbane, Sydney and Melbourne connecting many of the key data centres within those metropolitan areas.

The Company owns and operates a strategic underground duct network spanning approximately 120 kilometres in the Asian telecommunications hub of Singapore. The Singapore fibre optic network interconnects major data centre and submarine cable landing station locations including Equinix SG1, SG2, Global Switch, Digital Realty (Jurong), Katong and Tuas Cable Landing Stations, and will soon directly connect to Equinix SG3.

Recently the group acquired APEXN and CINENET.

APEXN, which trades as APEXnetworks, is a Brisbane based leading provider of complete network services and solutions. APEXnetworks offers the Company's Channel Partners and Customers the ability to manage their network services with access to a wide product set, a service qualification tool, with everything managed via an in-house designed Network Management System and hosted Web Portal product.

CINENET is Australia's only high-speed broadband data network created specifically for screen media industries. It's a shared, connected infrastructure for studios, producers, editing facilities, visual effects providers, sound facilities and DVD producers to create and exchange large digital assets and connect to infrastructure providers.

For more information, visit: www.superloop.com, www.apexnetworks.com.au and www.cine.net.au.