

ASX Announcement

27 September 2017

Share Purchase Plan documents dispatched to shareholders

As announced to the market on 21 September 2017, Superloop Limited (**ASX: SLC**) (**Superloop**) will offer eligible shareholders the opportunity to increase their investment in Superloop by participating in a Share Purchase Plan (**SPP**).

Superloop is pleased to advise that the SPP documentation is being dispatched to eligible shareholders today. Copies of all documents are attached to this announcement.

ADDITIONAL INFORMATION

For further comment or other information please contact:

Investor enquiries:

Telephone: +61 7 3088 7300

Email: investor@superloop.com

About Superloop

Superloop's vision is to be the most trusted enabler of connectivity and managed services in Asia Pacific.

The Group owns and operates over 600 km of carrier-grade metro fibre networks in Australia, Singapore and Hong Kong, connecting more than 250 of the region's key data centres and commercial buildings.

Superloop has constructed a core network in Singapore connecting major data centres, key enterprise buildings and cable landing stations. The network includes a low-latency, diverse loop to the Singapore Stock Exchange (SGX) for secure, real-time data transactions. It is continually expanding with further diverse connections recently completed to IO and NTT data centres.

In Hong Kong, Superloop has established a 110 km fibre optic network to initially connect 30 strategic sites including the Hong Kong Stock Exchange data centre. Superloop has constructed TKO Express, the first submarine cable to connect the traditional carrier hotels located in Chai Wan on Hong Kong Island and the data centre campus located at Hong Kong Science and Technology Park's Tseung Kwan O Industrial Estate on the mainland, providing much needed physical diversity and a low latency path between Hong Kong's major finance and technology hubs. TKO Express is the world's largest fibre core count subsea cable system.

The Group also operates businesses including BigAir Group, APEXnetworks, CINENET Systems and SubPartners.

BigAir Group provides a diverse range of ICT services to small-to-medium enterprises, government, retail, mining and education customers across Australia. It offers network infrastructure, Cloud-based solutions and managed services, including communications and WiFi into student campuses. BigAir owns an advanced, large-scale fixed wireless broadband network, including more than 300 wireless PoPs, delivering business-grade services at speeds up to 1Gbps. The BigAir Group includes CyberHound, a provider of Internet security solutions to primary and secondary schools.

Superloop recently acquired submarine cable infrastructure provider, SubPartners, expanding its trans-Australian and international capacity. The acquisition will give Superloop ownership of international submarine cable capacity as a member of the INDIGO consortium which is constructing the INDIGO West cable system (Singapore to Perth) and the INDIGO Central cable system (Perth to Sydney).

For more information, visit: www.superloop.com

27 September 2017

SHARE PURCHASE PLAN

Dear Shareholder

On behalf of the board of Superloop Limited ACN 169 263 094 (ASX: SLC) (**Superloop**), it gives me great pleasure to offer you the opportunity to apply for up to \$15,000 ordinary shares in Superloop (**Shares**) under this share purchase plan (**SPP**).

Superloop has recently completed a private placement of 8,888,889 Shares to institutional and sophisticated investors at an issue price of \$2.25 per Share, raising approximately \$20 million (**Placement**). Funds raised under the SPP, together with the funds raised under the Placement, will be used to provide funding support for further customer-led network expansion, possible strategic acquisitions and balance sheet flexibility for future strategic growth opportunities.

The SPP will be available to shareholders who were on Superloop's register at 7.00pm AEST on Wednesday, 20 September 2017 (**Record Date**) and having a registered address in Australia or New Zealand (**Eligible Shareholders**).

The SPP gives Eligible Shareholders the opportunity to purchase additional Shares at the same price as the Placement, \$2.25 per Share, which represents a discount of 10.7% to the 5 day volume weighted average price of Superloop Shares on 20 September 2017 (the last day of trading before the Placement and SPP were announced). There are no transaction costs or brokerage costs to participating shareholders.

The SPP closes at 5.00pm AEDT on Tuesday, 17 October 2017. If you intend to participate, your application and funds must be received by then. Superloop reserves its right to close the SPP early.

This letter and the accompanying material sets out the terms and conditions of the SPP. Additional information about Superloop, including all ASX announcements, is available at <http://www.superloop.com/>.

On behalf of the board, I look forward to your continued support.

Yours sincerely,



Michael Malone
Chairman
Superloop Limited

If you have any questions about the SPP, please contact the offer information line on 1300 330 255 (within Australia) or +61 1300 330 255 (outside Australia) between 9.00am to 5.00pm (Sydney time), Monday to Friday.

TERMS AND CONDITIONS

OFFER DETAILS

Issue Price	\$2.25 per Share
Application Amounts	Any amount divisible by the Issue Price from \$500 (222 Shares) up to \$15,000 (6,666 Shares)
Record Date	7.00pm AEST on 20 September 2017
Closing Date	5.00pm AEDT on 17 October 2017
Allotment Date	20 October 2017
Quotation Date	24 October 2017

HOW DO I ACCEPT?

To participate, you should either:

- return your Application Form, together with a cheque; or
- pay the Application Amount via BPAY, so that payment is received by **5.00pm AEDT on 17 October 2017**.

BPAY instructions are set out on the Application Form. If you use BPAY, you do not need to return your Application Form. Please make sure you use the specific Biller Code and unique Reference Number on your personalised Application Form. Your financial institution may implement earlier cut-off times with regard to electronic payment. You should take this into consideration when making payment.

If paying by cheque, use the reply paid envelope or deliver it to the address set out on the Application Form. Applications received after the Closing Date will not be accepted.

Funds received for applications by cheque or BPAY will be regarded as applications for the maximum number of Shares that those funds will pay for in full.

Personalised Application Forms can be obtained at the Superloop Limited website www.superloop.com

Applications cannot be withdrawn.

Superloop's market price may vary at any time during the offer period and Superloop's Shares may trade at a price that is lower than the Issue Price. Accordingly, you accept the risk that the market price of Superloop's Shares may fall below the Issue Price between the date of this offer and the Allotment Date, in which case you may have been able to buy the Shares at a lower price than the Issue Price.

By making an application, you represent to Superloop the matters set out under the heading 'Your Representations' in these terms and conditions and in the Application Form.

HOW MANY SHARES?

Eligible Shareholders will receive the number of Shares equal to the Application Amount (subject to any scale-back) divided by the Issue Price. Fractions will be rounded down, and the difference (being any amount less than the Issue Price) may be retained by Superloop. For example:

Application Amount	Shares issued (subject to scale-back)
\$500	222 Shares
\$1,000	444 Shares
\$3,000	1,333 Shares
\$8,000	3,555 Shares
\$12,000	5,333 Shares
\$15,000	6,666 Shares

ELIGIBILITY TO PARTICIPATE

Participation in the SPP is optional and open to Superloop's shareholders who, at 5.00pm AEST on 20 September 2017 (**Record Date**), were shareholders with a registered address in Australia or New Zealand (**Eligible Shareholders**).

Multiple holdings

If you are the only registered holder of Superloop's Shares, but you receive more than one offer under the SPP (for example, due to multiple registered holdings), you may only apply in aggregate for a maximum of \$15,000 worth of Shares.

Joint holders

If you are a joint holder of Superloop's Shares, that joint holding is considered to be a single registered holding for the purpose of the SPP, and you are entitled to participate in the SPP in respect of that single holding only. If you are a joint holder and you receive more than one offer under the SPP, you may only apply in aggregate for a maximum of \$15,000 worth of Shares.

Trustee or nominee

If you are expressly noted on Superloop's share register as a trustee or nominee for a named beneficiary, you may only apply for one maximum parcel of Shares for each named beneficiary. If Superloop's share registry does not record a named

beneficiary in respect of your trustee or nominee holding, the rules for multiple single holdings apply.

Custodians

If you are a custodian within the definition of 'custodian' in ASIC Class Order [CO 09/425] (as varied) and hold Superloop's Shares on behalf of one or more persons (each a **Participating Beneficiary**), or on behalf of another custodian of Superloop's Shares, you may apply for up to a maximum of \$15,000 worth of Shares for each Participating Beneficiary, subject to providing Superloop a 'custodian certificate' in addition to the Application Form, which certifies matters required by ASIC Class Order [CO 09/425] (as varied). Please contact the offer information line on 1300 330 255 (within Australia) or +61 1300 330 255 (outside Australia) between 9.00am to 5.00pm (Sydney time), Monday to Friday to obtain the custodian certificate.

Directors

Directors of Superloop who are Eligible Shareholders may participate in the SPP.

OTHER INFORMATION

The Offer is non-renounceable, which means that you cannot transfer your right to purchase Shares under the SPP to anyone else. Shares issued under the SPP will rank equally in all respects with existing fully paid Shares.

SCALE-BACK

The SPP will be capped at \$15 million. Superloop may scale-back applications to the extent and in the manner that it sees fit. Factors that Superloop may take into account in determining any scale-back include, compliance with regulatory requirements, the amount applied for by each shareholder under the SPP, the number of Shares held at the Record Date, the number of Shares held at the Close of the SPP offer period and whether the shareholder remains on the register at the close of the SPP offer period.

In any scale-back, the difference between the value of the Shares allotted and the Application Amount paid to Superloop (only where the amount is greater than the Issue Price) will be refunded to you as soon as practicable following the Allotment Date. Any scale-back will be announced on the Allotment Date. No interest will be paid on any Application Amount received or refunded.

ASX QUOTATION

Following the issue and allotment of Shares under the SPP, Superloop will apply to ASX for quotation of the Shares on the Official List and send an allotment notice to the Eligible Shareholder's registered address.

NO COSTS

Eligible Shareholders may subscribe without

incurring brokerage costs, commission or other transaction costs.

SUPERLOOP'S RIGHTS

Superloop may reject any application for Shares under the SPP, which it believes does not comply with these terms and conditions, including where it appears that you are not an Eligible Shareholder, if a cheque is returned unpaid, the Application Form has not been properly completed, or where there are grounds for believing that the applicant is not acting in good faith. Superloop may modify, suspend or cancel the SPP at any time. If Superloop does this it will notify the ASX. If the SPP is cancelled all application money will be refunded to shareholders without interest.

Superloop may settle, in any manner it deems fit, any anomalies or disputes in connection with the SPP and such decision shall be conclusive and binding on all applicants. Superloop reserves the right to waive strict compliance with these terms and conditions.

YOUR REPRESENTATIONS

By completing and returning the Application Form or by making a BPAY payment:

- you certify to Superloop that you are an Eligible Shareholder;
- you authorise Superloop (and its officers and agents) to correct any error in, or omission from, your Application Form and to complete an incomplete Application Form;
- you accept the risks associated with any refund that may be sent to your address or to your nominated bank account as shown on Superloop's share register;
- you acknowledge that Superloop may at any time determine that your Application Form is valid, even if the Application Form is invalid;
- you irrevocably and unconditionally agree to these terms and conditions; and
- you acknowledge that Superloop is not liable for any exercise of its discretions referred to in these terms and conditions.

OTHER IMPORTANT INFORMATION

This document is not an offer of securities in any place outside Australia or New Zealand and does not take into account your individual investment objectives, financial situation or particular needs. You may want to obtain independent financial and taxation advice before making an investment decision.

OFFER INFORMATION LINE

If you have any questions about the SPP, please contact the offer information line on 1300 330 255 (within Australia) or +61 1300 330 255 (outside Australia) between 9.00am to 5.00pm (Sydney time), Monday to Friday.

SRN/HIN:
Entitlement Number:
Record Date: 7.00pm (AEST) on 20 September 2017
Offer Opens: 27 September 2017
Issue Price per Share: A\$2.25

Offer Closes 5:00pm (AEDT):	17 October 2017
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SHARE PURCHASE PLAN ("SPP") APPLICATION FORM

How do I apply for Shares under this offer?

- Carefully read the SPP Terms and Conditions accompanying this form.
- Decide on the amount you wish to apply for.
- Pay for the Shares in accordance with the instructions outlined in the Terms and Conditions Booklet and further important instructions on the reverse of this form.
 - Option 1: Paying by BPAY®.
 - Option 2: Paying by Cheque, Bank Draft or Money Order.
- Payments must be in Australian dollars.

PAYMENT OPTIONS

Option 1: Paying by BPAY®

If paying by BPAY®, you do **NOT** need to complete or return the Acceptance Slip attached to this Application Form below. Payment must be received by the Registry by BPAY® by 5:00pm (AEDT) on 17 October 2017. By paying by BPAY®, you will be deemed to have completed an Application Form for the number of Shares the subject of your Application Payment.

If you make a payment by BPAY® and Superloop Limited receives an amount which is not between 222 Shares (A\$500) and 6,666 Shares (A\$15,000). Superloop Limited will round down the number of Shares applied for to the maximum number of Shares you can apply for. Your payment must be for a minimum of 222 Shares (A\$500).

	Biller Code: 616425
	Ref:

Telephone & Internet Banking – BPAY®

Contact your bank or financial institution to make this payment from your cheque, savings, debit or transaction account. More info: www.bpay.com.au

® Registered to BPAY Pty Ltd ABN 69 079 137 518

Option 2: Paying by Cheque, Bank Draft or Money Order

If paying by cheque, bank draft or money order, complete and return the Acceptance Slip attached to this Application Form with your Application Payment.

- Complete the number of Shares you wish to apply for at the Issue Price of A\$2.25 per Share.
- Enter your cheque, bank draft or money order details. The amount of your Application Payment should be equal to the amount applied for in section A of the Acceptance Slip multiplied by the Issue Price of A\$2.25 per Share. Cheques, bank drafts or money orders must be drawn on an Australian branch of a financial institution in Australian currency, made payable to "Superloop Limited" and crossed "Not Negotiable". Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. If you provide a cheque, bank draft or money order for an amount that is not equal to your application amount Superloop Limited will round down the number of Shares that you are applying for equal to your payment. Your payment must be for a minimum of 222 Shares (A\$500) and maximum of 6,666 Shares (A\$15,000).
- Enter your contact telephone number at which we may contact you regarding your application for Shares, if necessary.

THIS IS A PERSONALISED FORM FOR THE SOLE USE OF THE SHAREHOLDER AND HOLDING RECORDED ABOVE.

Please detach and enclose with payment

A I/We wish to purchase a parcel of Shares to the value of

B Payment amount
(Multiply the number in section A by A\$2.25)

A\$

B Make your cheque, bank draft or money order payable to "Superloop Limited" and crossed "Not Negotiable"

Drawer	Cheque Number	BSB Number	Account Number	Amount of Cheque
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	A\$ <input type="text"/> .00

C Telephone Number – Business Hours Telephone Number – After Hours Contact Name

<input type="text"/>	<input type="text"/>	<input type="text"/>
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SRN/HIN:

Entitlement Number:



IMPORTANT INFORMATION

1. This is an important document which requires your immediate attention. If you are in any doubt as to how to deal with this Application Form, please consult a professional adviser.
2. If you do not wish to purchase additional Shares under this SPP, there is no need to take action.
3. Please ensure you have read and understood the SPP Terms and Conditions and this Important Information, before you make the Application Payment by BPAY® or you submit your Acceptance Slip with your Application Payment.
4. This SPP is non-renounceable. Applications can only be accepted in the name printed on the Application Form.
5. If you are a custodian, trustee or nominee within the definition of "custodian" in ASIC Class Order [CO 09/425] you must complete and submit an additional Schedule that contains additional certifications and details that must be provided ("the Schedule") before your Application will be received. The Schedule can be obtained by contacting the Superloop Limited SPP Offer Information Line. Applications received by custodians that are not accompanied by the Schedule will be rejected.
6. For applicants that are not required to complete the Schedule, by submitting the Acceptance Slip (with a cheque, bank draft or money order) or making payment by BPAY®, you certify that the aggregate of the Application Payment paid by you for:
 - the parcel of New Shares indicated on this Application Form or BPAY® payment; and
 - any other Shares applied for by you, or which you have instructed a Custodian to acquire on your behalf under the SPP or any other similar arrangement in the 12 months prior to the date of submission of the Acceptance Slip or payment by BPAY® does not exceed A\$15,000.
7. Superloop Limited reserves the right to make amendments to this Application Form where appropriate.
8. Applicants are not assured of receiving the Shares for which they have applied as Superloop Limited may scaleback applications in its discretion.

How to Lodge your Acceptance Slip and Application Payment

A reply paid envelope is enclosed for you to return your Acceptance Slip and Application Payment. No postage stamp is required if it is posted in Australia.

Acceptance Slip and the payment for New Shares must be received by the Registry no later than the closing date shown overleaf. If paying by BPAY® you do not need to complete or return the Application Form. You should check the processing cut off-time for BPAY® transactions with your bank, credit union or building society to ensure your payment will be received by the Registry by the close of the offer.

Mailing Address

Superloop Limited
C/- Link Market Services Limited
GPO Box 3560
Sydney NSW 2001

or

Hand Delivery

Superloop Limited
C/- Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138 **(Please do not use this address for mailing purposes)**

Make sure you send your Acceptance Slip and Application Payment allowing enough time for mail delivery, so Link Market Services Limited receives them no later than 5:00pm (AEDT) on 17 October 2017. Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. Superloop Limited reserves the right not to process any Acceptance Slips and Application Payments received after the Closing Date.

If you require information on how to complete this Acceptance Slip please contact the Superloop Limited SPP Offer Information Line on 1300 330 255 if calling within Australia or +61 1300 330 255 if calling from outside of Australia.