



Notice of Annual General Meeting.

Thursday, 16 November 2023

Chair's Letter.

17 October 2023

Dear Shareholders

On behalf of the Board, I am pleased to invite you to the 2023 Annual General Meeting of Superloop Limited (ACN 169 263 094) (Superloop) to be held at 2.00pm (Sydney time) on Thursday, 16 November 2023 at the offices of Baker McKenzie, Tower One - International Towers Sydney, 100 Barangaroo Avenue, Barangaroo, New South Wales, 2000, and online via <https://meetings.linkgroup.com/SLC23>.

While a physical Annual General Meeting will be held, an online option is also available to you. Shareholders participating in the Annual General Meeting online will be able to vote and ask questions during the Annual General Meeting. To participate online, you will need your Shareholder number for verification purposes. This can be found on your holding statements.

Shareholders are also able to ask a question or make a comment orally through a Shareholder questions and comments phone line. To utilise the questions and comments phone line, please call Link Market Services Limited on 1800 990 363 by 5.00pm (Sydney time) on Tuesday, 14 November 2023 to register your participation and obtain the required access code.

More information regarding online attendance at the Annual General Meeting (including how to vote and ask questions online or orally during the Annual General Meeting) is set out in this Notice of Meeting and in the Online Platform Guide available at <https://investors.superloop.com/Investors/?page=agm>.

You may vote online or lodge your questions in advance prior to the Annual General Meeting by logging in to your portfolio or holding at <https://investorcentre.linkgroup.com>.

I also encourage you to submit any questions you may have on matters of concern, or matters for which you are seeking clarification, prior to the Annual General Meeting at <https://investorcentre.linkgroup.com> as well.

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

- receiving the financial statements and reports;
- adopting the Remuneration Report;
- approving the election of Helen Livesey and Gareth Turner, and the re-election of Vivian Stewart and Drew Kelton, as Directors;
- approving the giving of financial assistance by VostroNet Holdings Pty Ltd (ACN 602 623 736) (VostroNet) and each of the VostroNet Subsidiaries to assist Superloop's acquisition of VostroNet; and
- approving the grant of 1,322,314 Performance Rights under Superloop's Executive Performance Rights Plan to Mr. Paul Tyler.

The formal business to be conducted at the Annual General Meeting also includes a contingent item of business, being a conditional resolution to hold a Spill Meeting. This resolution is conditional on at least 25% of the votes on resolution 1 being cast against the adoption of the Remuneration Report.

An explanatory statement in relation to each of the proposed resolutions is set out in the Explanatory Memorandum.

In addition to hard copies of the Notice of Meeting and Explanatory Memorandum being sent to Shareholders who have elected for a copy to be mailed to them, both the Notice of Meeting and Explanatory Memorandum will be available on ASX's market announcement platform and on Superloop's website at <https://investors.superloop.com/Investors/?page=agm>.

If you have any queries on how to cast your votes, please contact Link Market Services Limited on 1300 554 474 or email registrars@linkmarketservices.com.au. If you have any comments or questions on the formal business of the Annual General Meeting, please call Tina Ooi (Chief Legal & Corporate Officer / Company Secretary) on +61 404 857 816 or send an email to company.secretary@superloop.com on or before 2.00pm (Sydney time) on Tuesday, 14 November 2023.

If you have not already done so, please consider receiving all Shareholder communications electronically via your nominated email address. As a Shareholder, you will benefit from secure, convenient and prompt delivery of information, including the Notice of Meeting and Explanatory Memorandum, and will help Superloop reduce its impact on the environment. You can update your communications preferences through your portfolio login at <https://investorcentre.linkgroup.com>.

We look forward to your attendance and participation at the Annual General Meeting.

Yours faithfully



Peter O'Connell
Chair
Superloop Limited

Notice Of Annual General Meeting.

Superloop Limited (ACN 169 263 094)

Notice is given that the 2023 Annual General Meeting of Superloop Limited (ACN 169 263 094) (Superloop) will be held on the following date at the following time and place:

Date	Thursday, 16 November 2023
Time	2.00pm (Sydney time)
Place	Offices of Baker McKenzie, Tower One - International Towers Sydney, 100 Barangaroo Avenue, Barangaroo, New South Wales, 2000, and online via https://meetings.linkgroup.com/SLC23

Shareholders can participate in the Annual General Meeting in person in Sydney, online at <https://meetings.linkgroup.com/SLC23>, or through the appointment of a proxy. Proxyholders will be provided with their proxy code via email by Link Market Services Limited on the day prior to the Annual General Meeting.

If you are attending the Annual General Meeting online, we recommend logging in to the online platform at least 15 minutes prior to the scheduled start time of the Annual General Meeting. If you need guidance on how to access the Annual General Meeting online, please refer to the Online Platform Guide at <https://investors.superloop.com/Investors/?page=agm>.

Annual General Meeting considerations and Shareholder questions

All Shareholders will have a reasonable opportunity to ask questions during the Annual General Meeting (whether in person, via the online platform, or orally via the questions and comments phone line). This includes an opportunity to ask questions of Superloop's external auditor. To utilise the questions and comments phone line, please call Link Market Services Limited on 1800 990 363 by 5.00pm (Sydney time) on Tuesday, 14 November 2023 to register your participation and obtain the required access code.

To ensure that as many Shareholders as possible have the opportunity to speak or lodge questions, Shareholders are requested to observe the following:

- all Shareholder questions should be stated clearly and should be relevant to the business of the Annual General Meeting, including general questions about the performance, business or management of Superloop;
- if a Shareholder has more than one question on an item, all questions should be asked at the one time; and
- Shareholders should not ask questions at the Annual General Meeting regarding personal matters or those that are commercial in confidence.

Shareholders who prefer to register their questions in advance of the Annual General Meeting are invited to do so through their portfolio or holding login at <https://investorcentre.linkgroup.com>.

All resolutions by poll

The Chair intends to call a poll on each of the resolutions proposed at the Annual General Meeting. Each resolution considered at the Annual General Meeting will therefore be conducted by poll, rather than a show of hands. The Chair considers voting by poll to be in the interests of the Shareholders as a whole, and to ensure the representation of as many Shareholders as possible at the Annual General Meeting.

How to vote

Shareholders may vote either by:

- voting in person at the physical Annual General Meeting;
- using the online platform; or
- appointing a proxy to attend the Annual General Meeting on their behalf either in person or online.

Using the online platform. We recommend logging into the online platform at least 15 minutes prior to the scheduled start time for the Annual General Meeting using the instructions below:

- enter <https://meetings.linkgroup.com/SLC23> into a web browser on your computer or online device;
- Shareholders will need their SRN or HIN (which can be found on their holding statement); and
- proxyholders will need their proxy number which Link Market Services Limited will provide via email on the day prior to the Annual General Meeting.

Voting through the online platform will be open between the commencement of the Annual General Meeting at 2.00pm (Sydney time) on Thursday, 16 November 2023 and the time at which the Chair announces the close of the Annual General Meeting.

More information about participation in the online Annual General Meeting is available in the Online Platform Guide at <https://investors.superloop.com/Investors/?page=agm>.

Appointing a proxy to attend and vote on their behalf, using the proxy form. A member who is entitled to vote at the Annual General Meeting may appoint:

- one proxy if the member is only entitled to one vote; or
- two proxies if the member is entitled to more than one vote.

Where the member appoints two proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise one half of the votes.

A proxy need not be a member of Superloop.

If you require an additional proxy form, please contact Superloop's share registry, Link Market Services Limited, on 1300 554 474, which will supply it on request.

The proxy form and the power of attorney or other authority (if any) under which it is signed (or a certified copy) must be received by Superloop's share registry, Link Market Services Limited, no later than 2.00pm (Sydney time) on Tuesday, 14 November 2023 (that is, at least 48 hours before the Annual General Meeting). Proxies received after this time will not be accepted.

Proxies from corporate Shareholders must be executed in accordance with their constitution or signed by a duly authorised attorney.

A proxy may decide whether to vote on any motion except where the proxy is required by law or Superloop's Constitution to vote, or abstain from voting, in their capacity as a proxy. If a proxy directs how to vote on an item of business, the proxy may only vote on that item of business in accordance with that direction. If a proxy is not directed how to vote on an item of business, a proxy may vote how he or she thinks fit.

If a Shareholder appoints the Chair of the Annual General Meeting as the Shareholder's proxy and does not specify how the Chair is to vote on an item of business, the Chair will vote, as a proxy for that Shareholder, in favour of the item on a poll (except in respect of resolution 8, for which the Chair will vote, as a proxy for that Shareholder, against that item of business on a poll).



ORDINARY BUSINESS

Financial statements and reports

To receive and consider Superloop's financial report, the Directors' report, and the auditor's report for the financial year ended 30 June 2023.

Resolution 1: Adoption of 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 2023 be adopted.'

Note: Under section 250R(3) of the Corporations Act, the vote on this resolution is advisory only and does not bind the Directors or Superloop. The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Annual General Meeting when reviewing Superloop's remuneration policies. Votes must not be cast on this resolution in any capacity by the Key Management Personnel details of whose remuneration are included in the Remuneration Report, or their Closely Related Parties. Please refer to the voting exclusion statement for this resolution. If at least 25% of the votes on resolution 1 are cast against the adoption of the Remuneration Report, Superloop will receive a 'second strike' and resolution 8 will be put to the Annual General Meeting.

The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to resolution 1.

Resolution 2: Re-election of Mr. Vivian Stewart

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

- 2 'That Mr. Vivian Stewart, being a Director who retires in accordance with rule 19.3(b) of the Constitution and ASX Listing Rule 14.4 and, being eligible, be re-elected as a Director.'

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

The Directors (with Mr. Stewart abstaining) recommend that you vote in favour of resolution 2.

Resolution 3: Re-election of Mr. Drew Kelton

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

- 3 'That Mr. Drew Kelton, being a Director who retires in accordance with rule 19.3(b) of the Constitution and ASX Listing Rule 14.4 and, being eligible, be re-elected as a Director.'

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

The Directors (with Mr. Kelton abstaining) recommend that you vote in favour of resolution 3.

Resolution 4: Election of Ms. Helen Livesey

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

- 4 'That Ms. Helen Livesey, being a Director previously appointed by the Board under rule 19.2(a) of the Constitution who retires in accordance with rule 19.2(b) of the Constitution and ASX Listing Rule 14.4 and, being eligible, be elected as a Director.'

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

The Directors (with Ms. Livesey abstaining) recommend that you vote in favour of resolution 4.

Resolution 5: Election of Mr. Gareth Turner

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

- 5 'That Mr. Gareth Turner, being a Director previously appointed by the Board under rule 19.2(a) of the Constitution who retires in accordance with rule 19.2(b) of the Constitution and ASX Listing Rule 14.4 and, being eligible, be elected as a Director.'

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

The Directors (with Mr. Turner abstaining) recommend that you vote in favour of resolution 5.

SPECIAL BUSINESS

Resolution 6: Approval of the giving of financial assistance

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

- 6 'That, for the purposes of section 260B(2) of the Corporations Act and all other purposes, Shareholders approve the giving of financial assistance by VostroNet and each of the VostroNet Subsidiaries to assist Superloop's acquisition of VostroNet, and all elements of that transaction and any other transactions that may constitute financial assistance in connection with Superloop's acquisition of VostroNet (including entry into and performance of the Finance Documents and including entry into such documents required to refinance the Facilities), as described in the Explanatory Memorandum.'

Note: Further information in relation to this resolution is set out in the Explanatory Memorandum.

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

Resolution 7: Approval of grant of Performance Rights to Mr. Paul Tyler

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

- 7 'That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the grant of 1,322,314 Performance Rights, and the issue of up to 1,322,314 Superloop Shares on vesting and exercise of those Performance Rights in respect of the FY24 Long Term Incentive Plan to Mr. Paul Tyler, under the Executive Performance Rights Plan, as described in the Explanatory Memorandum.'

Note: Further information in relation to this resolution is set out in the Explanatory Memorandum. Any person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Executive Performance Rights Plan and any Associate of any such person is restricted from voting on this resolution. Please refer to the voting exclusion statement for this resolution. The voting exclusion statement for this resolution also includes a restriction on voting in accordance with sections 250BD(1) and 250BD(2) of the Corporations Act.

The Directors (with Mr. Tyler abstaining) recommend that you vote in favour of resolution 7.

CONTINGENT BUSINESS

Resolution 8: Conditional resolution to hold a Spill Meeting

The following resolution is conditional on at least 25% of the votes on resolution 1 being cast against the adoption of the Remuneration Report.

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

- 8 'That, subject to and conditional on at least 25% of the votes on resolution 1 being cast against the adoption of the Remuneration Report:
- an extraordinary general meeting of Superloop (Spill Meeting) be held within 90 days of the passing of this resolution 8;
 - all of the Directors in office when the Board resolution to approve the Directors' report for the financial year ended 30 June 2023 was passed, and who remain in office at the time of the Spill Meeting (other than the Managing Director), cease to hold office immediately before the end of the Spill Meeting; and
 - resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote of Shareholders at the Spill Meeting.'

Note: Further information in relation to this resolution is set out in the Explanatory Memorandum. Votes must not be cast on this resolution in any capacity by the Key Management Personnel details of whose remuneration are included in the Remuneration Report, or their Closely Related Parties. Please refer to the voting exclusion statement for this resolution.

The Directors unanimously recommend that you vote against resolution 8.

Dated 17 October 2023

By order of the Board



Tina Ooi

Chief Legal & Corporate Officer / Company Secretary
Superloop Limited

Notes

- (a) A Shareholder who is entitled to attend and cast a vote at the Annual General Meeting is entitled to appoint a proxy. The proxy need not be a Shareholder of Superloop. 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.
- (b) If you wish to appoint a proxy and are entitled to do so, then complete and return the attached proxy form.
- (c) 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.
- (d) 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.
- (e) If the proxy is the Chair of the Annual General Meeting, the proxy must vote on a poll or must vote the way specified in the proxy form.
- (f) If the proxy is not the Chair of the Annual General 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.
- (g) 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 Annual General 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 Annual General Meeting is deemed the proxy for that resolution.
- (h) A corporation may elect to appoint a representative, rather than appoint a proxy, under the Corporations Act, in which case Superloop will require written proof of the representative's appointment which must be lodged with or presented to Superloop before the Annual General Meeting.
- (i) If you wish to appoint a proxy, to be effective, proxy forms must be received by Superloop at its registered office or received by Superloop's share registry, Link Market Services Limited, no later than 2.00pm (Sydney time) on Tuesday, 14 November 2023.
- (j) Superloop has determined under regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that for the purpose of voting at the Annual General Meeting or an adjourned meeting, securities are taken to be held by those persons recorded in Superloop's register of Shareholders as at 2.00pm (Sydney time) on Tuesday, 14 November 2023.
- (k) If you have any queries on how to cast your votes, please call Link Market Services Limited on 1300 554 474 during business hours.

Voting Restrictions

<p>Resolution 1 – Adoption of Remuneration Report</p>	<p>For the purposes of the Corporations Act, Superloop will disregard votes cast on resolution 1 (in any capacity) by or on behalf of a member of the KMP details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member. However, members of the KMP, details of whose remuneration are included in the Remuneration Report and their Closely Related Parties may cast a vote on resolution 1 as proxy if the vote is not cast on their behalf and either:</p> <ul style="list-style-type: none"> (a) the proxy appointment is in writing and specifies the way the proxy is to vote on resolution 1; or (b) the vote is cast by the Chair of the Annual General Meeting and the appointment of the Chair as proxy: <ul style="list-style-type: none"> (i) does not specify the way the proxy is to vote on resolution 1; and (ii) expressly authorises the Chair to exercise the proxy even if resolution 1 is connected directly or indirectly with the remuneration of a member of the KMP. <p>If you are a member of the KMP details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of a member of the KMP (or acting on behalf of such a person), and purport to cast a vote on resolution 1 that will be disregarded by Superloop, you may be liable for an offence for breach of voting restrictions that apply to you under the Corporations Act.</p>
<p>Resolution 7 - Approval of grant of Performance Rights to Mr. Paul Tyler</p>	<p>In accordance with ASX Listing Rule 14.11, Superloop will disregard any votes cast in favour of resolution 7 by or on behalf of any person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Executive Performance Rights Plan or any Associate of any such person.</p> <p>However, Superloop need not disregard a vote cast in favour of resolution 7 if it is cast by:</p> <ul style="list-style-type: none"> (a) a person as proxy or attorney for a person who is entitled to vote on resolution 7, in accordance with directions given to the proxy or attorney to vote on resolution 7 in that way; or (b) the Chair of the Annual General Meeting as proxy or attorney for a person who is entitled to vote on resolution 7, in accordance with a direction given to the Chair to vote on resolution 7 as the Chair decides; or (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided that: <ul style="list-style-type: none"> (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on resolution 7; and (ii) the holder votes on resolution 7 in accordance with directions given by the beneficiary to the holder to vote in that way. <p>In addition, a vote must not be cast on resolution 7 by the KMP or their Closely Related Parties as proxy where the appointment as proxy does not specify the way the proxy is to vote on resolution 7 (i.e. for, against, abstain). However, in accordance with section 250BD(2) of the Corporations Act, Superloop need not disregard votes cast in favour of resolution 7 if the votes are cast by the Chair of the Annual General Meeting and the appointment of the Chair as proxy expressly authorises the Chair to exercise the proxy even if resolution 7 is connected directly or indirectly with the remuneration of a member of the KMP.</p>
<p>Resolution 8: Conditional resolution to hold a Spill Meeting</p>	<p>For the purposes of the Corporations Act, Superloop will disregard votes cast on resolution 8 (in any capacity) by or on behalf of a member of the KMP details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member. However, members of the KMP, details of whose remuneration are included in the Remuneration Report and their Closely Related Parties may cast a vote on resolution 8 as proxy if the vote is not cast on their behalf and either:</p> <ul style="list-style-type: none"> (a) the proxy appointment is in writing and specifies the way the proxy is to vote on resolution 8; or (b) the vote is cast by the Chair of the Annual General Meeting and the appointment of the Chair as proxy: <ul style="list-style-type: none"> (i) does not specify the way the proxy is to vote on resolution 8; and (ii) expressly authorises the Chair to exercise the proxy even if resolution 8 is connected directly or indirectly with the remuneration of a member of the KMP. <p>If you are a member of the KMP details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of a member of the KMP (or acting on behalf of such a person), and purport to cast a vote on resolution 8 that will be disregarded by Superloop, you may be liable for an offence for breach of voting restrictions that apply to you under the Corporations Act.</p>

Voting intentions of the Chair

The Chair of the Annual General Meeting intends to vote all undirected proxies in favour of each item of business (except in respect of resolution 8, for which the Chair of the Annual General Meeting intends to vote all undirected proxies against that item of business).



Explanatory Memorandum.

Superloop Limited (ACN 169 263 094)

This Explanatory Memorandum accompanies the notice of Annual General Meeting of Superloop to be held at 2.00pm (Sydney time) on Thursday, 16 November 2023 at the offices of Baker McKenzie, Tower One - International Towers Sydney, 100 Barangaroo Avenue, Barangaroo, New South Wales, 2000, and online via <https://meetings.linkgroup.com/SLC23>.

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 Superloop's financial report, the Directors' report, and the auditor's report be laid before the Annual General Meeting.
- 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 Annual General Meeting to raise questions and make comments on these reports.
- 4 In addition to asking questions at the Annual General Meeting, Shareholders may address written questions to the Chair about the management of Superloop or to Superloop'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 Annual General Meeting.

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

- 5 Written questions for Deloitte Touche Tohmatsu must be given to Superloop by no later than 5.00pm (Sydney time) on Thursday, 9 November 2023 to:

The Company Secretary
Superloop Limited
Level 9, 12 Shelley Street
Sydney NSW 2000

Resolution 1: Adoption of Remuneration Report

- 6 Shareholders are asked to adopt Superloop's Remuneration Report for the financial year ended 30 June 2023. This Remuneration Report is included in the Directors' report in Superloop's 2023 Annual Report. A copy of Superloop's 2023 Annual Report is available on Superloop's website at <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 each member of Key Management Personnel 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 KMP; and
 - makes clear that the basis for remunerating non-executive Directors is distinct from the basis for remunerating members of the KMP, including executive Directors.
- 9 The Chair 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 Superloop or the Directors. The Board will take the discussion at the Annual General Meeting into consideration when determining Superloop's remuneration policy and appropriately respond to any concerns Shareholders may raise in relation to remuneration issues.

Directors' recommendation

- 11** As this 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 the Chair as your proxy, and you do not provide voting directions, the Chair is entitled to cast your vote in accordance with his stated intentions, even though the resolution is connected directly or indirectly with the remuneration of a member of the KMP. The Chair intends to vote all available proxies in favour of this resolution.

If you appoint another Director or member of the KMP as your proxy for this resolution, you **MUST** direct your proxy how to vote, or your vote will not be counted. Follow the instructions on the proxy form to direct your proxy how to vote.

Resolutions 2 and 3: Re-election of Mr. Vivian Stewart and Mr. Drew Kelton

- 12** In accordance with ASX Listing Rule 14.4, a Director must not hold office (without re-election) past the third annual general meeting following the Director's appointment or three years, whichever is longer. Rule 19.3(b) of the Constitution also restricts any Director who is not the Managing Director from holding office without re-election beyond the third annual general meeting following their election or last re-election (as the case may be). Mr. Vivian Stewart and Mr. Drew Kelton were last re-elected at Superloop's 2020 annual general meeting. As such, Mr. Stewart and Mr. Kelton each retire in accordance with rule 19.3(b) of the Constitution and ASX Listing Rule 14.4 and, being eligible, each stand for re-election as a Director.

- 13** Mr. Stewart served on BigAir Group Limited's board of directors from June 2008 and was its Chair at the time of its acquisition by Superloop in December 2016. Mr. Stewart is the Chief Operating Officer of Bigtincan Holdings Ltd, an ASX-listed enterprise software company focused on the sales enablement market, where he also leads the M&A and IR functions and special projects. Mr. Stewart has extensive background in the IT&T industry, venture capital and corporate advisory services. Mr. Stewart co-founded ISP Magna Data, venture firm Tinshed, corporate advisory firm Callafin, and angel investment group Sydney Angels and its two venture capital funds. Mr. Stewart serves on the investment committee of Sydney Angels Sidecar Fund I and II. Prior to Bigtincan, Mr. Stewart spent 10 years as an independent corporate advisor specialising in sale, merger and acquisition transactions and related capital strategy for public and private companies. Mr. Stewart

has a Bachelor of Arts (Honours) from The University of Sydney and an eMBA from the Australian Graduate School of Management, and is a Fellow of the Australian Institute of Company Directors. Mr. Stewart is the Chair of Superloop's Risk and Compliance Committee and a member of Superloop's Audit Committee and Remuneration and Nomination Committee.

- 14** Mr. Kelton is a global business leader and professional director. With over 40 years' experience in the ICT and telecommunications arena, Mr. Kelton has held senior operational roles in the UK, Europe, India, Australasia, and most recently, the US. In addition to executive leadership roles in global organisations, Mr. Kelton has also been responsible for start-ups, merger and acquisition transactions, and the IPO of one of those businesses. Mr. Kelton would describe himself as a "professional entrepreneur". Mr. Kelton holds a Bachelor of Science with commendation in Electrical and Electronic Engineering from the University of Western Scotland, and is a Chartered Engineer with the Institute of Electrical and Electronic Engineers. Mr. Kelton is a member of Superloop's Audit Committee and Risk and Compliance Committee.

Directors' recommendation

- 15** The Directors (with Mr. Stewart abstaining in respect of resolution 2, and Mr. Kelton abstaining in respect of resolution 3) recommend the re-election of Mr. Stewart and Mr. Kelton to the Board.

Resolutions 4 and 5: Election of Ms. Helen Livesey and Mr. Gareth Turner

- 16** Ms. Helen Livesey and Mr. Gareth Turner were appointed by the Board, effective 2 March 2023, under rule 19.2(a) of the Constitution. Rule 19.2(a) of the Constitution states that the Directors may appoint any individual to be a Director, either as an addition to the existing Directors or to fill a casual vacancy. However, rule 19.2(b) of the Constitution states that a Director so appointed (and who is not the Managing Director) holds office only until the conclusion of the next annual general meeting following his or her appointment. ASX Listing Rule 14.4 also has the effect that a Director appointed to fill a casual vacancy, or as an addition to the Board, must not hold office (without re-election) past the next annual general meeting of Superloop. As such, Ms. Livesey and Mr. Turner each retire in accordance with rule 19.2(b) of the Constitution and ASX Listing Rule 14.4 and, being eligible, each stand for election as a Director.

- 17 Ms. Livesey is a former member of the AMP executive team with expertise in human resources, corporate affairs, marketing and strategy. Ms. Livesey held a number of executive roles at AMP, including Chief People and Reputation Officer, Group Executive, Public Affairs and Chief of Staff. Ms. Livesey has a track record of developing enterprise, people and culture, reputation and brand strategies, driving transformation and improving business performance. Ms. Livesey is an experienced director on both independent not-for-profit and subsidiary boards, and is also founder and managing director of Reuleaux executive advisory services. Ms. Livesey is the Chair of Superloop's Remuneration and Nomination Committee and a member of Superloop's Risk and Compliance Committee.
- 18 Mr. Turner is a senior finance executive with deep experience in the technology and telecommunications sectors. Mr. Turner is currently a non-executive director for Padua Solutions, an Australian Fintech business. Mr. Turner is also Chief Commercial Officer of Infomedia Limited, a leading global provider of DaaS and SaaS solutions. Prior to this, Mr. Turner was Chief Financial Officer of Infomedia, Amaysim Australia Limited, GBST Holdings Limited and Hills Limited. Mr. Turner is the Chair of Superloop's Audit Committee and a member of Superloop's Risk and Compliance Committee.

Directors' recommendation

- 19 The Directors (with Ms. Livesey abstaining in respect of resolution 4, and Mr. Turner abstaining in respect of resolution 5) recommend the election of Ms. Livesey and Mr. Turner to the Board.

SPECIAL BUSINESS

Resolution 6: Approval of the giving of financial assistance

General

- 20 On 26 September 2022, Superloop announced its proposed acquisition of the entire issued share capital in VostroNet Holdings Pty Ltd (ACN 602 623 736) (VostroNet). Superloop's acquisition of VostroNet completed on 31 October 2022. The purpose of resolution 6 is for Shareholders to approve the giving of financial assistance to Superloop by VostroNet and each of the VostroNet Subsidiaries under or in connection with Superloop's acquisition of VostroNet. Resolution 6 will be passed if at least 75% of the votes cast by Shareholders entitled to vote on resolution 6 vote in favour of it.
- 21 As required by section 260B(4) of the Corporations Act, all information known to Superloop that is material to the decision on how to vote on resolution 6, other than information that would be unreasonable to require Superloop to set out because it has previously disclosed that information to Shareholders, is set out below in this Explanatory Memorandum.
- 22 The cash component of the consideration for Superloop's acquisition of VostroNet was funded entirely by Superloop's existing cash reserves, and not by funds available under Superloop's existing debt facility (Facilities) provided pursuant to a syndicated facility agreement originally dated 28 October 2019 as amended and restated from time to time and entered into, between among others, Superloop and the Lenders (as defined below) (Facility Agreement). Under the Facility Agreement, Superloop gives representations, warranties and undertakings customary for a facility of this nature. However, as is customary in such financing arrangements, Superloop is required to ensure that VostroNet and each of the VostroNet Subsidiaries become guarantors and security providers under the Facility Agreement to the extent required to ensure compliance with its undertakings under the Facility Agreement, including by (amongst other things) executing and providing an accession deed(s) (Accession Deed) in respect of the Facility Agreement and providing security over all of their assets and undertakings in favour of the lenders under the Facility Agreement (including Australia and New Zealand Banking Group Limited (ACN 005 357 522), HSBC Bank Australia Limited (ACN 006 434 162) and Westpac Banking Corporation (ACN 007 457 141)) (together, the Lenders). Upon execution of the Accession Deed, VostroNet and each of the VostroNet Subsidiaries will (amongst other things) irrevocably and unconditionally guarantee the payment of the secured money in accordance with the 'Finance Documents' as that term is defined in the Facility Agreement, any documents related to the Facility Agreement, any document refinancing, amending, varying, supplementing, replacing, releasing or restating any of the aforementioned documents or the parties to them or by which any person becomes a party to any of the aforementioned documents, and any document which is considered necessary, expedient, advisable, incidental or desirable for giving effect to, or which relates to, the provisions of the aforementioned

documents or the transactions contemplated by them (together, the **Finance Documents**) and the performance by each obligor under the Facility Agreement of all of its other obligations under the Finance Documents, and give the customary representations, warranties and undertakings referred to above (including but not limited to those undertakings summarised at paragraph 23 below).

23 In particular, to the extent required to accede as guarantors under the Facility Agreement, VostroNet and each of the VostroNet Subsidiaries:

- will provide a number of undertakings, including (amongst other things) that they will, except to the extent otherwise agreed by the Lenders:
 - at their own expense, promptly take all such action as the Lenders may reasonably require for the purpose of perfecting or protecting certain rights under, and preserving the security intended to be created or evidenced by, any of the Finance Documents and for the purposes of facilitating the realisation of any of that security (including the execution of any transfer, conveyance, assignment or assurance of any asset and the giving of any notice, order or direction and the making of any registration which the Lenders may require); and
 - subordinate their intercompany claims, such that all amounts owing by any obligor under the Facility Agreement to shareholders or members of the corporate group comprising Superloop and its subsidiaries (together, the Group) who are not obligors under the Facility Agreement are subordinated to payments owed by that obligor under the Facility Agreement under the Finance Documents on terms reasonably acceptable to the Lenders; and
- may be required to:
 - transfer assets to, or assume other liabilities of Superloop or other members of the Group or related parties of the Group;
 - make available directly or indirectly their cash flows (whether through dividends, capital distributions, intercompany loans or otherwise) or other resources in order to enable Superloop and the other guarantors under the Finance Documents to comply with their payment and other obligations in respect of the Facilities;
 - consent or agree to amendments to the Finance Documents and / or to provide additional support, which may include incurring additional and more onerous obligations and / or providing additional guarantees, mortgages and / or charges on the same or different terms to the Finance Documents; and
 - provide other financial assistance in connection with Superloop's acquisition of VostroNet, including, without limitation, in connection with any refinancing of the Facilities.

Shareholder approval under the Corporations Act

- 24 Under the Facility Agreement, Superloop is obliged to comply with all relevant procedures (including the passing of resolution 6) under section 260B of the Corporations Act.
- 25 Section 260A(1) of the Corporations Act provides that a company may only provide financial assistance to a person to acquire shares in a company or a holding company of that company in certain circumstances, including where the giving of the assistance does not materially prejudice the interests of the company or its shareholders or the company's ability to pay its creditors, or where the assistance is approved by the company's shareholders under section 260B of the Corporations Act.
- 26 Financial assistance is interpreted broadly and may include the provision of anything needed in order to carry out a transaction, including giving security over assets or giving a guarantee or indemnity in respect of another person's liability. Despite the cash component of the consideration for Superloop's acquisition of VostroNet being funded entirely by Superloop's existing cash reserves, by becoming guarantors and security providers under the Facility Agreement and through the entry into and performance by VostroNet and each of the VostroNet Subsidiaries of the obligations under the Finance Documents, including any documentation required in order to refinance the Facilities, participation by VostroNet and each of the VostroNet Subsidiaries in the funding arrangements and other transactions and the giving of certain customary representations, warranties and undertakings by VostroNet and each of the VostroNet Subsidiaries under the Facility Agreement and related finance documents, VostroNet and each of the VostroNet Subsidiaries may be considered to be providing 'financial assistance' to Superloop to acquire shares in VostroNet.

27 Superloop, the sole shareholder of VostroNet, has passed, or will pass, a resolution approving the giving of this financial assistance as required by sections 260A and 260B(1) of the Corporations Act. VostroNet, the sole shareholder of each of the VostroNet Subsidiaries, has passed, or will pass, resolutions approving the giving of this financial assistance as required by sections 260A and 260B(1) of the Corporations Act.

28 As VostroNet and each of the VostroNet Subsidiaries have become subsidiaries of Superloop (which is a listed domestic corporation) following completion of Superloop's acquisition of VostroNet (in respect of which the financial assistance is to be given), section 260B(2) of the Corporations Act requires that the financial assistance must also be approved by a special resolution passed at a general meeting of Superloop.

Effect of financial assistance

29 The advantage for Superloop of receiving the financial assistance is that it and other members of the Group will continue to have the benefit of the Facility Agreement and will continue to be in compliance with their respective obligations under the Facility Agreement.

30 Superloop is already liable for the amounts payable under the Facility Agreement and related finance documents, so the provision of financial assistance by VostroNet and each of the VostroNet Subsidiaries is unlikely to materially prejudice Superloop, VostroNet, any of the VostroNet Subsidiaries, or their respective shareholders, or the ability for them to repay their respective creditors, except that the operations of VostroNet and each of the VostroNet Subsidiaries will be restricted by the representations, warranties and undertakings given by VostroNet and each of the VostroNet Subsidiaries under the Facility Agreement and related finance documents.

31 The advantages for VostroNet and each of the VostroNet Subsidiaries in giving financial assistance to Superloop and becoming part of the Group is that they may benefit from:

- the facilities provided to the Group under the Facility Agreement;
- synergies and cost savings through its integration with the Group; and
- capital resources and management expertise of the Group.

32 The disadvantages for VostroNet and each of the VostroNet Subsidiaries in giving the financial assistance include that:

- in the event of default under the Facility Agreement, the recourse of the Lenders to assets secured under the Facility Agreement will include the assets of VostroNet and each of the VostroNet Subsidiaries, which may result in a winding up of VostroNet and each of the VostroNet Subsidiaries or the appointment of a receiver and a sale of the assets of VostroNet and each of the VostroNet Subsidiaries, which could result in a lower return than could have been achieved had those assets been sold in the ordinary course of business;
- they will become liable for all amounts outstanding under the Facility Agreement; and
- their operations and ability to independently obtain finance from other sources may be restricted by the security granted, and the representations, warranties and undertakings given by them under the Facility Agreement.

33 The Directors have considered the giving of the financial assistance and are of the opinion that there are reasonable grounds to believe that it is in the best interests and for the commercial benefit of each of Superloop, VostroNet, and each of the VostroNet Subsidiaries.

Notices to ASIC

34 A copy of this Notice of Meeting and an ASIC Form 2602 were lodged with ASIC before being sent to Shareholders as required by section 260B(5) of the Corporations Act.

35 If resolution 6 is passed by Shareholders, a copy of the special resolution and an ASIC Form 2205 will be lodged with ASIC by Superloop within 14 days of being passed as required by 260B(7) of the Corporations Act.

Directors' recommendation

36 The Directors unanimously recommend that you vote in favour of resolution 6.

Resolution 7: Approval of grant of Performance Rights to Mr. Paul Tyler

General

37 Superloop operates the Executive Performance Rights Plan to assist in attracting, motivating and retaining key management and to provide them with the opportunity to participate in the future growth of Superloop.

38 The Board has agreed, subject to obtaining Shareholder approval, to grant 1,322,314 Performance Rights to Mr. Paul Tyler in respect of the FY24 Long Term Incentive Plan (FY24 LTI) under the Executive Performance Rights Plan. The Performance Rights may vest subject to achievement of the vesting conditions as described in paragraph 39 below. The Board will determine the extent to which the Performance Rights vest, which will occur when the Board tests the vesting conditions following the release of the annual results for the financial year ending 30 June 2026.

39 The key terms of the FY24 LTI, are as follows:

- the Performance Rights will be granted for no consideration and may vest subject to satisfaction of the vesting conditions set out below;
- to the extent Performance Rights vest, Performance Rights may be exercised from the vesting date until the expiry date (being 10 years from the date of grant);
- Upon exercise, each Performance Right will be settled in one Superloop Share (or be settled by a cash equivalent payment);
- where the Performance Rights are settled in Superloop Shares, Superloop may procure the allocation of Superloop Shares, by way of issue or on-market acquisition via an employee share trust; and
- the vesting conditions for the Performance Rights are as follows:

Up to 75% of the Performance Rights will vest subject to Superloop achieving Underlying EPS growth for the financial year ending 30 June 2026 (calculated against the financial year ending immediately prior to the date of grant of the Performance Rights) as follows:

Underlying EPS growth (CAGR)	% of Performance Rights that will vest
<10%	Nil
10%	50%
10% - 12%	Pro rata 50% - 100%
>12%	100%

The CAGR is calculated using Underlying EPS for the financial year ending 30 June 2023, being the financial year ending immediately prior to the date of the proposed grant of the Performance Rights, determined by the Board as a base (EPS Base). Vesting is calculated on the Underlying EPS

for the financial year ending 30 June 2026 relative to the EPS Base, annualised over the three financial year period commencing on 1 July 2023 and ending on 30 June 2026.

Underlying EPS, in respect of a particular financial year, means net profit after tax of the Group for that financial year (as per Superloop's audited annual accounts) per weighted average number of Superloop Shares on issue on the last day of that financial year, adjusted for acquisition and restructuring costs, share based payments and tax.

Subject to compliance with applicable laws and the ASX Listing Rules, the Board retains discretion to adjust Underlying EPS performance conditions to ensure that participants are not penalised or provided a windfall benefit arising from matters considered by the Board to be one-off in nature or outside of management's control, including but not limited to material capital restructures, gains, losses or impairments relating to the disposal of assets.

Up to 25% of the Performance Rights will vest subject to Superloop achieving the relative total shareholder return (**Relative TSR**) targets below, assessed against the S&P / ASX Small Ordinaries Industrials Index (AXSID) peer group, in the financial year ending 30 June 2026:

Superloop's Relative TSR performance	% of Performance Rights that will vest
Less than index performance	Nil
Meets index performance	100%

Subject to compliance with applicable laws and the ASX Listing Rules, the Board reserves the right to adjust the vesting outcome in relation to merger and acquisition activity or other corporate actions which significantly impact performance targets.

40 The Performance Rights are otherwise subject to the terms and conditions set out in the Executive Performance Rights Plan, a summary of which is set out in Schedule 1.

ASX Listing Rule 10.14

41 ASX Listing Rule 10.14 provides that an ASX-listed company must not permit any of the following persons to acquire equity securities under an employee incentive scheme:

- a director of the company (ASX Listing Rule 10.14.1);
- an Associate of a director of the company (ASX Listing Rule 10.14.2); or



- a person whose relationship with the company or a person referred to in ASX Listing Rule 10.14.1 or ASX Listing Rule 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders, unless it obtains the approval of its shareholders.
- 42 The proposed grant of Performance Rights to Mr. Tyler falls within ASX Listing Rule 10.14.1 and therefore requires the approval of Superloop's Shareholders under ASX Listing Rule 10.14. As such, resolution 7 seeks the required Shareholder approval for the grant of 1,322,314 Performance Rights to Mr. Paul Tyler under the Executive Performance Rights Plan and provide the Board with flexibility to settle Performance Rights that have vested and are exercised with either Superloop Shares acquired on-market or newly-issued Superloop Shares.

- 43 Once Shareholder approval is obtained under ASX Listing Rule 10.14, Superloop is entitled to rely on ASX Listing Rule 10.12 (Exception 8) as an exception to any requirement that may otherwise apply requiring Shareholder approval under ASX Listing Rule 10.11. Similarly, Shareholder approval will not be required under ASX Listing Rule 7.1, as ASX Listing Rule 7.2 (Exception 14) applies.

Information required by ASX Listing Rule 14.1A

- 44 If resolution 7 is passed, the Performance Rights will be granted to Mr. Tyler on the basis set out above. If resolution 7 is not passed, then the Board will consider whether to make the grant on different terms, or acquire Superloop Shares on-market to satisfy the Performance Rights.

Information required by ASX Listing Rule 10.15

- 45 Pursuant to and in accordance with ASX Listing Rule 10.15, the following information is provided in relation to resolution 7:

Name of person to be granted the Performance Rights	Mr. Paul Tyler								
Category in ASX Listing Rule 10.14	Mr. Tyler is a Director of Superloop for the purposes of ASX Listing Rule 10.14.1								
Number of Performance Rights to be granted	1,322,314 Performance Rights								
Information required in accordance with ASX Listing Rules 10.15.4 and 10.15.5	Mr Tyler's current total remuneration consists of:								
	<table border="1"> <thead> <tr> <th>Remuneration element</th> <th>Opportunity</th> </tr> </thead> <tbody> <tr> <td>Total fixed annual remuneration (inclusive of superannuation guarantee) (TFR)</td> <td>\$800,000</td> </tr> <tr> <td>Short-term incentive opportunity</td> <td>\$350,000</td> </tr> <tr> <td>Long-term incentive opportunity</td> <td>100% of TFR</td> </tr> </tbody> </table>	Remuneration element	Opportunity	Total fixed annual remuneration (inclusive of superannuation guarantee) (TFR)	\$800,000	Short-term incentive opportunity	\$350,000	Long-term incentive opportunity	100% of TFR
	Remuneration element	Opportunity							
	Total fixed annual remuneration (inclusive of superannuation guarantee) (TFR)	\$800,000							
	Short-term incentive opportunity	\$350,000							
Long-term incentive opportunity	100% of TFR								
Further details of Mr Tyler's remuneration package can be found in page 18 of the 2023 Remuneration Report.									
Mr. Tyler has previously been granted 814,863 Performance Rights under the Executive Performance Rights Plan. No amount was payable for the grant of the Performance Rights. There is no loan in relation to the grant of Performance Rights under the Plan.									
Material terms of the Performance Rights and other information required in accordance with ASX Listing Rule 10.15.6	Refer to paragraph 39 above Performance Rights are proposed to be granted in this case to strengthen the alignment between performance related remuneration and Shareholder returns, ensuring that remuneration outcomes for Mr. Tyler are directly linked to performance in a manner that is ultimately aligned to Shareholder interests Superloop attributes a value to the Performance Rights of \$799,999.97 on the basis of a 10 day volume weighted average price per Superloop Share of \$0.605 as at 30 June 2023								
Date Superloop will grant the Performance Rights	Assuming resolution 7 is approved by Shareholders, the Performance Rights are proposed to be granted shortly after the Annual General Meeting, but in any event no later than three years after the Annual General Meeting								
Grant price	No amount is payable for the grant of the Performance Rights								
Summary of material terms of the Executive Performance Rights Plan	Refer to the summary of the terms and conditions of the Executive Performance Rights Plan set out in Schedule 1								

46 Details of any securities issued or granted under the Executive Performance Rights Plan will be published in Superloop's annual report relating to the period in which they were issued or granted, along with a statement that approval for the issue or grant was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue or grant of securities under the Executive Performance Rights Plan after this resolution is approved and who are not named in this Notice of Meeting will not participate until approval is obtained under ASX Listing Rule 10.14.

Directors' recommendation

47 The Directors (with Mr. Tyler abstaining) recommend that you vote in favour of resolution 7.

Note: If you appoint the Chair as your proxy, and you do not provide voting directions, the Chair is entitled to cast your vote in accordance with his stated intentions, even though the resolution is connected directly or indirectly with the remuneration of a member of the KMP. The Chair intends to vote all available proxies in favour of this resolution.

If you appoint another Director or member of the KMP as your proxy for this resolution, you **MUST** direct your proxy how to vote, or your vote will not be counted. Follow the instructions on the proxy form to direct your proxy how to vote.

CONTINGENT BUSINESS

Resolution 8: Conditional resolution to hold a Spill Meeting

48 Resolution 8 is a conditional resolution and will only be put to Shareholders at the Annual General Meeting if at least 25% of the votes on resolution 1 are cast against the adoption of the Remuneration Report.

49 The Corporations Act provides that if at least 25% of the votes on the resolution to adopt the remuneration report at two consecutive annual general meetings are cast against the adoption of the remuneration report, then Shareholders must be given the opportunity to vote on a resolution in the form of this resolution 8 at the second of those annual general meetings. As more than 25% of the votes on the adoption of Superloop's remuneration report for the 2021-2022 financial year at last year's annual general meeting were cast against the resolution, this constituted a 'first strike'. Resolution 8 will therefore only need to be put to Shareholders at the Annual General Meeting if there is a 'second strike' (i.e. if at least 25% of the votes on resolution 1 at the Annual General Meeting are cast against the adoption of the Remuneration Report).

- 50 If less than 25% of the votes on resolution 1 are cast against the adoption of the Remuneration Report, Superloop will not receive a 'second strike', and resolution 8 will not be put to the Annual General Meeting. In such circumstances, the current Board will remain in place.
- 51 If resolution 8 is put to Shareholders, it will be considered as an ordinary resolution. For it to be passed, it will require the approval of a simple majority of the votes that are cast by Shareholders who are entitled to vote on it.
- 52 If resolution 8 is passed, a special meeting of Shareholders will need to be held within 90 days of the Annual General Meeting in order to consider the composition of the Board (**Spill Meeting**). If a Spill Meeting is required, details of the Spill Meeting will be notified to Shareholders in due course.
- 53 If a Spill Meeting is held, immediately before the end of the Spill Meeting, each of the Directors who were in office when the Board approved the Director's report for the financial year ended 30 June 2023 and who remain in office at the time of the Spill Meeting (other than the Managing Director) will automatically cease to hold office, unless they are willing to stand for re-election and are re-elected at the Spill Meeting. This means that if a Spill Meeting is held, the following Directors will automatically cease to hold office as Directors immediately before the end of the Spill Meeting, unless they are willing to stand for re-election and are re-elected at the Spill Meeting (and subject to Superloop maintaining the minimum number of Directors required by the Corporations Act):
- Mr. Peter O'Connell;
 - Mr. Tony Clark;
 - Mr. Vivian Stewart (assuming Mr. Stewart is re-elected as a Director under resolution 2);
 - Mr. Drew Kelton (assuming Mr. Kelton is re-elected as a Director under resolution 3);
 - Ms. Helen Livesey (assuming Ms. Livesey is elected as a Director under resolution 4); and
 - Mr. Gareth Turner (assuming Mr. Turner is elected as a Director under resolution 5).
- 54 Each of these Directors would be eligible to stand for re-election at the Spill Meeting. However, there is no guarantee that they would do so.

- 55 In considering how to vote on resolution 8 if it is put to Shareholders at the Annual General Meeting, the Board suggests that Shareholders take into account the following matters:
- the additional costs that will be incurred if Superloop is required to hold and call a Spill Meeting;
 - the steps that have been taken by the Board to address Shareholder concerns relating to the remuneration of the Key Management Personnel since last year's annual general meeting; and
 - the potential disruption to the Board of a Spill Meeting and the impact this may have on Superloop.
- 56 If resolution 8 is put to Shareholders at the Annual General Meeting and you do not want a Spill Meeting to be held, you should vote against resolution 8. If you want a Spill Meeting to be held, you should vote in favour of resolution 8.

Directors' recommendation

- 57 Noting that each of the abovementioned Directors would have a personal interest in the outcome of resolution 8, and that each of them (and their Closely Related Parties) would be excluded from voting on resolution 8, the Directors unanimously recommend that you vote against resolution 8.
- 58 The Directors make this recommendation on the basis that they consider that a Spill Meeting would be extremely disruptive to Superloop and it would be inappropriate to remove all of the Directors (other than the Managing Director) in the circumstances.

Note: If you appoint the Chair as your proxy, and you do not provide voting directions, the Chair is entitled to cast your vote in accordance with his stated intentions, even though the resolution is connected directly or indirectly with the remuneration of a member of the KMP. The Chair intends to vote all available proxies against this resolution.

If you appoint another Director or member of the KMP as your proxy for this resolution, you **MUST** direct your proxy how to vote, or your vote will not be counted. Follow the instructions on the proxy form to direct your proxy how to vote.

Definitions.

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

Accession Deed	has the meaning given to that term in paragraph 22 of the Explanatory Memorandum.
Annual General Meeting	means Superloop's 2023 annual general meeting the subject of this Notice of Meeting.
Annual Report	means Superloop's 2023 Annual Report.
Associate	has the meaning given to that term in Chapter 19 of the ASX Listing Rules.
ASX	means ASX Limited (ACN 008 624 691) or the securities exchange operated by it, as the case requires.
ASX Listing Rules	means the listing rules of ASX.
Board	means the board of Directors of Superloop.
CAGR	has the meaning given to that term in paragraph 39 of the Explanatory Memorandum.
Change of Control Trigger Event	means: <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 Superloop; 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 Superloop, is lodged with ASIC under section 411(10) of the Corporations Act; c) Superloop disposes of the whole or a substantial part of its assets or undertaking; d) a person with voting power (within the meaning of section 610 of the Corporations Act) in more than 25% of the Shares takes steps to requisition a general meeting of Superloop to consider one or more resolutions the effect of which would be to substantially re-constitute the Board (Board Spill Event); or e) 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.
Closely Related Party	has the meaning given to that term in the Corporations Act.
Control	has the meaning given to the term in section 50AA of the Corporations Act.
Constitution	means Superloop's constitution.
Corporations Act	means Corporations Act 2001 (Cth).
Directors	means the directors of Superloop.
EPS Base	has the meaning given to that term in paragraph 39 of the Explanatory Memorandum.
Executive Performance Rights Plan	means Superloop's executive Performance Rights plan, the terms of which are summarised in Schedule 1.
Explanatory Memorandum	means the explanatory statement accompanying the resolutions contained in this Notice of Meeting.
Facilities	has the meaning given to that term in paragraph 22 of the Explanatory Memorandum.
Facility Agreement	has the meaning given to that term in paragraph 22 of the Explanatory Memorandum.
Finance Documents	has the meaning given to that term in paragraph 22 of the Explanatory Memorandum.
Group	has the meaning given to that term in paragraph 23 of the Explanatory Memorandum.

Key Management Personnel or KMP	means those persons having authority and responsibility for planning, directing and controlling the activities of Superloop, directly or indirectly, including any Director (whether executive or otherwise).
Lenders	has the meaning given to that term in paragraph 22 of the Explanatory Memorandum.
Notice of Meeting	means this notice of meeting and includes the Explanatory Memorandum.
Performance Rights	means performance rights in respect of Superloop Shares.
Relative TSR	has the meaning given to that term in paragraph 39 of the Explanatory Memorandum.
Remuneration Report	means the section of the Directors' report for the 2022-2023 financial year that is included under section 300A(1) of the Corporations Act.
Shareholder	means a person who is a registered holder of Superloop Shares.
Spill Meeting	has the meaning given to that term in paragraph 52 of the Explanatory Memorandum.
Superloop	means Superloop Limited (ACN 169 263 094).
Superloop Shares	means fully paid ordinary shares in the capital of Superloop.
Underlying EPS	has the meaning given to that term in paragraph 39 of the Explanatory Memorandum.
VostroNet	has the meaning given to that term in paragraph 20 of the Explanatory Memorandum.
VostroNet Subsidiaries	means VostroNet (Australia) Pty Ltd (ACN 602 624 215) and VostroNet Infrastructure Pty Ltd (ACN 623 526 278), being the Australian-registered wholly-owned subsidiaries of VostroNet, and VostroNet Subsidiary means any one of them.

Schedule 1.

A summary of the key terms of the Executive Performance Rights Plan is set out below:

Eligible Participant	<p>The Board may designate an employee of Superloop or any of its related bodies corporate (Superloop and its related bodies corporate together, the Group) who is part of the executive / senior management team of the Group (Executive Employee) as an eligible participant for the purposes of the Executive Performance Rights Plan (Eligible Participant). A Director who is also an Executive Employee is able to participate in the Executive Performance Rights Plan and may be designated an Eligible Participant for the purposes of the Executive Performance Rights Plan, but any other Director may not be designated an Eligible Participant for the purposes of the Executive Performance Rights Plan.</p> <p>An Eligible Participant that receives a written offer to participate in the Executive Performance Rights Plan (Offer) may nominate a body corporate controlled by the Eligible Participant or any other entity as the Board may determine (Permitted Nominee) to hold Performance Rights on their behalf, though the Board can, in its absolute discretion and without providing an explanation, decide whether or not to accept the nomination of a Permitted Nominee by an Eligible Participant. For the purposes of this summary, Participant means an Eligible Participant or its Permitted Nominee (as the case requires).</p>
Offer of Performance Rights	<p>The Board may offer any number of Performance Rights to an Eligible Participant on the terms the Board decides by giving the Eligible Participant an Offer, subject to the Executive Performance Rights Plan and any applicable law or the ASX Listing Rules. Subject to the terms of the Offer, each Performance Right will entitle the Eligible Participant to receive one Superloop Share upon the exercise of the Performance Right after the vesting date (or a cash equivalent payment in lieu of Superloop Shares (at the discretion of the Board)). An Offer is required to set out particular details, including but not limited to the total number of Performance Rights for which the Eligible Participant may accept, the time period for acceptance of the Offer, the exercise period (including the vesting date and the expiry date), any vesting conditions, any disposal restrictions, and any other terms attaching to the Performance Rights.</p>
Acceptance of Offer by Eligible Participant	<p>To accept an Offer, an Eligible Participant must complete, sign and return the acceptance form annexed to their Offer.</p>
No payment for grant of Performance Rights or issue, transfer or allocation of Superloop Shares	<p>A Participant is not required to pay for the grant of any Performance Rights or the allocation Superloop Shares.</p>
Exercise period and expiry date	<p>Following vesting, Performance Rights can be exercised until the expiry date, which is 10 years from the date of grant (or other period as determined by the Board).</p>
Establishment of Trust	<p>The Board may, in its sole and absolute discretion, use a trust for the purpose of allocating Superloop Shares to Participants and holding Superloop Shares for Participants of the Executive Performance Rights Plan (Trust).</p>



Cessation of employment prior to vesting of Performance Rights	The Executive Performance Rights Plan provides for the treatment for Performance Rights where the Eligible Participant ceases employment before the vesting date. Unless the Board determines otherwise, the following treatment applies to the Performance Rights.						
	<table border="1"> <thead> <tr> <th>Reason for cessation</th> <th>Treatment of Performance Rights</th> </tr> </thead> <tbody> <tr> <td>Termination for cause Resignation</td> <td>Lapse immediately</td> </tr> <tr> <td>Death, disability or redundancy</td> <td>Remain on foot</td> </tr> </tbody> </table>	Reason for cessation	Treatment of Performance Rights	Termination for cause Resignation	Lapse immediately	Death, disability or redundancy	Remain on foot
	Reason for cessation	Treatment of Performance Rights					
Termination for cause Resignation	Lapse immediately						
Death, disability or redundancy	Remain on foot						
Adjustment for reconstruction of issued capital of Superloop	If there is a reconstruction of the issued capital of Superloop (including consolidation, sub division, reduction or return), the number of Superloop Shares over which a Performance Right exists will be adjusted (as appropriate) to the extent necessary to comply with the ASX Listing Rules applying to a reorganisation of capital.						
No dividend rights	A Participant does not have the right to participate in dividends on Superloop Shares until Superloop Shares are allocated.						
No voting rights	A Participant does not have the right to vote in respect of a Performance Right.						
Participation in pro rata or bonus issues of Superloop Shares	A Participant cannot participate in a pro rata or bonus issue of Superloop Shares without being allocated Superloop Shares for their Performance Rights. If a pro rata bonus or cash issue of securities is awarded by Superloop, the number of Superloop Shares over which a Performance Right exists will be adjusted as specified in the ASX 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	Superloop will not apply to ASX for official quotation of any Performance Rights.						
No interest in Superloop Shares	A Participant has no interest in Superloop Shares the subject of Performance Rights unless and until Superloop Shares are allocated to that Participant.						
Change of Control Trigger Event and / or actual change in the control of Superloop	If a Change of Control Trigger Event occurs, the Board has discretion to determine whether all or a specified number of the Performance Rights vest. Upon an actual change of Control, unless the Board determines otherwise, a pro-rata number (having regard to the vesting period elapsed) of the Performance Rights will vest.						
Clawback, forfeiture and divestment	In the event of fraud, unlawful behaviour, wilful default, or conduct in material breach of the Superloop's policies and codes of conduct, the Board may make any determination in respect of the Performance Rights granted, including forfeiture of Performance Rights or resulting Superloop Shares, to ensure that no unfair benefit is obtained by a participant.						
Issue, transfer or allocation of Superloop Shares on exercise	Superloop will issue, transfer or allocate Superloop Shares to a Participant at the next Board meeting, or within 20 business days, whichever first occurs after exercise of a Performance Right. Superloop will apply to ASX for official quotation of any Superloop Shares allocated (unless already quoted) to a Participant after exercise of Performance Rights within the time prescribed by the ASX Listing Rules but, in any event, within ten business days of the issue of those Superloop Shares.						

Ranking of Superloop Shares issued, transferred or allocated	A Superloop Share allocated in respect of a Performance Right ranks equally with all existing Superloop Shares from the date of allotment, subject to the terms of the trust deed constituting the Trust (if relevant).
Disposal restrictions	A disposal restriction ceases to apply immediately upon a Change of Control Trigger Event occurring, subject to the provisions in the Executive Performance Rights Plan governing the vesting of Performance Rights on the occurrence of a Board Spill Event.
Amending the Executive Performance Rights Plan	<p>The Board must not make any amendment to the Executive Performance Rights Plan which would have the effect of materially adversely affecting or prejudicing the rights of any Participant holding Performance Rights at the relevant time, except for amendments:</p> <ul style="list-style-type: none"> (a) to comply with its legal and regulatory requirements; (b) to correct a manifest error; or (c) to address potential adverse tax implications, <p>or which would effect a change to the number of Superloop Shares to which a Participant is entitled or change the vesting date or the exercise period unless permitted by the Corporations Act and the ASX Listing Rules.</p> <p>The Board may otherwise amend the Executive Performance Rights Plan in any manner it decides.</p>
Administration of the Executive Performance Rights Plan	The Board is responsible for administering the Executive Performance Rights Plan in accordance with its terms.

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 and email address 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 Virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at registrars@linkmarketservices.com.au prior to admission in accordance with the Notice of Annual General 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 **2:00pm (Sydney time) on Tuesday, 14 November 2023**, 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

<https://investorcentre.linkgroup.com>

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).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



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*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

or

Level 12
680 George Street
Sydney NSW 2000

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

