



# Notice of Annual General Meeting.

Thursday 14 November 2024

# Chair's Letter.

15 October 2024

Dear Shareholders

On behalf of the Board, I am pleased to invite you to the 2024 Annual General Meeting of Superloop Limited (ACN 169 263 094) (Superloop) to be held at 2.00pm (Sydney time) on Thursday, 14 November 2024 at the offices of Thomson Geer, Level 14, 60 Martin Place, Sydney, New South Wales, 2000, and online via <https://meetings.linkgroup.com/SLC24>.

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, 12 November 2024 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 as well at <https://investorcentre.linkgroup.com>.



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

- receiving the financial statements and reports;
- adopting the Remuneration Report;
- approving the re-election of Mr. Tony Clark as a Director;
- ratifying the previous agreement to issue (and issue of) 8,156,489 Superloop Shares to Origin Energy;
- approving the issue of 1,691,201 Superloop Shares to Origin Energy;
- approving the issue of Superloop Shares to Origin Energy (with the number of Superloop Shares equal to \$5,000,000 divided by the 30-day VWAP as at the date Origin Energy achieves 200,000 of its broadband services customers on Superloop's broadband platform);
- approving an increase to the non-executive Director fee pool;
- approving the grant of 551,984 Performance Rights under Superloop's Executive Performance Rights Plan to Mr. Paul Tyler; and
- approving the grant of 551,984 Performance Rights in respect of the Double Down Growth Incentive under Superloop's Executive Performance Rights Plan to Mr. Paul Tyler.

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](mailto: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](mailto:company.secretary@superloop.com) on or before 2.00pm (Sydney time) on Tuesday, 12 November 2024.

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

# Agenda.

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## Performance Highlights.



Total Revenue<sup>1</sup>

**\$420.5m**

↑ 30.0% YoY  
↑ 23.0% organic



Underlying EBITDA<sup>2</sup>

**\$54.3m**

↑ 45.2% YoY



Free Cash Flow<sup>3</sup>

**\$29.2m**

↑ 26.0% YoY



Customers<sup>4</sup>

**455k**

↑ 23.9% YoY

1 Revenue including Other Income. Organic revenue growth % calculation adjusted for impact of acquisitions.

2 Underlying EBITDA is calculated as Statutory EBITDA adjusted for share-based payments, restructuring costs and non-recurring corporate and M&A costs. Refer to reconciliation set-out in slide 33 of the FY24 Results Presentation.

3 Free Cash Flow is calculated as the operating cash flow less investing cash flow, adjusted for acquisitions and disposals.

4 Customer definition set-out in slide 40 of the FY24 Results Presentation.

# About Superloop.

Founded in 2014, and listed on the ASX since 2015, Superloop is on a mission to refresh the internet and unleash possibilities for Australian homes and businesses. We enable challenger retail brands (including our own Superloop and Exetel brands) to take a larger share of the market, leveraging Superloop's Infrastructure-on-Demand platform. Superloop provides connectivity and security services to customers in three segments of the market: Consumer, Business and Wholesale.

Our offerings leverage Superloop's investments in physical infrastructure assets that include fibre, subsea cables and fixed wireless, as well as Superloop's software platforms. Hundreds of thousands of homes and businesses rely on Superloop and Exetel every day for their connectivity needs.

## Our Reporting Suite.



Access our full reporting suite online at <https://investors.superloop.com/Investors>.

### INVESTOR PACKS:

<https://investors.superloop.com/Investors/?page=Presentations>

### ANNUAL REPORT

A detailed review of our achievements and performance for the 2024 financial year.

Discover more at: <https://investors.superloop.com/Investors/?page=Annual-Reports>

### SUSTAINABILITY REPORT

Our Sustainability Report, included in the Annual Report, highlights our commitment to environmental and social responsibility. It showcases our initiatives and progress in promoting sustainable practices throughout the year.

### CORPORATE GOVERNANCE STATEMENT

This document outlines the Group's essential governance structures and practices for the 2024 financial year.

<https://investors.superloop.com/Investors/?page=Corporate-Governance>

# Notice of Annual General Meeting.

Superloop Limited (ACN 169 263 094)

Notice is given that the 2024 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, 14 November 2024
Time	2.00pm (Sydney time)
Place	Offices of Thomson Geer, Level 14, 60 Martin Place, Sydney, New South Wales, 2000, and online via <a href="https://meetings.linkgroup.com/SLC24">https://meetings.linkgroup.com/SLC24</a>

## VIEWING THE MEETING BY WEBCAST

Shareholders can participate in the Annual General Meeting in person in Sydney, online at <https://meetings.linkgroup.com/SLC24>, 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

### Asking Questions in Person

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, 12 November 2024 to register your participation and obtain the required access code.

### Moderation of questions

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/SLC24> 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, 14 November 2024 and the time at which the Chair of the Annual General Meeting 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, 12 November 2024 (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 of the Annual General Meeting is to vote on an item of business, the Chair of the Annual General Meeting will vote, as a proxy for that Shareholder, in favour of the item 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 2024.

### 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 2024 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.

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

### RESOLUTION 2: RE-ELECTION OF MR. TONY CLARK

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

- 2 That Mr. Tony Clark, 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. Clark's qualifications, experience and skills appears in the Explanatory Memorandum.

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



# Special Business.

## RESOLUTION 3: RATIFICATION OF PREVIOUS AGREEMENT TO ISSUE (AND ISSUE OF) SUPERLOOP SHARES

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

- 3 'That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the previous agreement to issue (and issue of) 8,156,489 Superloop Shares to Origin Energy, as described in the Explanatory Memorandum.'

**Note:** Further information in relation to this resolution is set out in the Explanatory Memorandum. Persons who participated in the issue of the Superloop Shares or are a counterparty to the agreement to issue the Superloop Shares, being Origin Energy, and any Associates of such persons, are restricted from voting on this resolution. Please refer to the voting exclusion statement for this resolution.

The Directors unanimously recommend that you vote in favour of resolution 3.

## RESOLUTION 4: APPROVAL OF ISSUE OF 1,691,201 SUPERLOOP SHARES TO ORIGIN ENERGY

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

- 4 'That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 1,691,201 Superloop Shares to Origin Energy, as described in the Explanatory Memorandum.'

**Note:** Further information in relation to this resolution is set out in the Explanatory Memorandum. Persons who are expected to participate in the proposed issue of the Superloop Shares, being Origin Energy, or who will obtain a material benefit as a result of the proposed issue of the Superloop Shares (except a benefit solely by reason of being a holder of Superloop Shares), and any Associates of such persons, are restricted from voting on this resolution. Please refer to the voting exclusion statement for this resolution.

The Directors unanimously recommend that you vote in favour of resolution 4.

## RESOLUTION 5: APPROVAL OF ISSUE OF SUPERLOOP SHARES

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

- 5 'That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of Superloop Shares to Origin Energy (with the number of Superloop Shares equal to \$5,000,000 divided by the 30-day VWAP as at the date Origin Energy achieves 200,000 of its broadband services customers on Superloop's broadband platform), as described in the Explanatory Memorandum.'

**Note:** Further information in relation to this resolution is set out in the Explanatory Memorandum. Persons who are expected to participate in the proposed issue of the Superloop Shares, being Origin Energy, or who will obtain a material benefit as a result of the proposed issue of the Superloop Shares (except a benefit solely by reason of being a holder of Superloop Shares), and any Associates of such persons, are restricted from voting on this resolution. Please refer to the voting exclusion statement for this resolution.

The Directors unanimously recommend that you vote in favour of resolution 5.

## RESOLUTION 6: INCREASE TO NON-EXECUTIVE DIRECTOR FEE POOL

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

- 6 'That, for the purposes of ASX Listing Rule 10.17, rule 19.5(a) of Superloop's Constitution and for all other purposes, the maximum aggregate amount of directors' fees that may be paid to Superloop's non-executive Directors per annum as remuneration for their services be increased by \$300,000, from \$900,000 per annum to \$1,200,000 per annum.'

**Note:** Further information in relation to this resolution is set out in the Explanatory Memorandum. The Directors and their Associates are 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 abstain, in the interests of corporate governance, from making a recommendation in relation to 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 551,984 Performance Rights, and the issue of up to 551,984 Superloop Shares on vesting and exercise of those Performance Rights (should the Board opt to satisfy the award by way of a new issue of Superloop Shares), in respect of the long-term incentive for the financial year ending 30 June 2025 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 Associates of 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.

## **RESOLUTION 8: APPROVAL OF GRANT OF PERFORMANCE RIGHTS IN RESPECT OF THE DOUBLE DOWN GROWTH INCENTIVE TO MR. PAUL TYLER**

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

- 8 'That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the grant of 551,984 Performance Rights, and the issue of up to 551,984 Superloop Shares on vesting and exercise of those Performance Rights (should the Board opt to satisfy the award by way of a new issue of Superloop Shares), in respect of the Double Down Growth Incentive for the financial year ending 30 June 2025 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 Associates of 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 8.

Dated 15 October 2024

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, 12 November 2024.
- (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 7.00pm (Sydney time) on Tuesday, 12 November 2024.
- (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.

**Please note:** Link Group is now known as MUFG Pension & Market Services. Over the coming months, Link Market Services will progressively rebrand to its new name MUFG Corporate Markets, a division of MUFG Pension & Market Services.

## Voting Restrictions

<p><b>Resolution 1 – Adoption of Remuneration Report</b></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"> <li>(a) the proxy appointment is in writing and specifies the way the proxy is to vote on resolution 1; or</li> <li>(b) the vote is cast by the Chair of the Annual General Meeting and the appointment of the Chair of the Annual General Meeting as proxy: <ul style="list-style-type: none"> <li>(i) does not specify the way the proxy is to vote on resolution 1; and</li> <li>(ii) expressly authorises the Chair of the Annual General Meeting to exercise the proxy even if resolution 1 is connected directly or indirectly with the remuneration of a member of the KMP.</li> </ul> </li> </ul> <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 such a member (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><b>Resolution 3 - Ratification of previous agreement to issue (and issue of) Superloop Shares</b></p>	<p>In accordance with ASX Listing Rule 14.11, Superloop will disregard any votes cast in favour of resolution 3 by or on behalf of any person who participated in the issue of the Superloop Shares or is a counterparty to the agreement to issue the Superloop Shares the subject of resolution 3 (being Origin Energy) or any Associate of any such person.</p> <p>However, Superloop need not disregard a vote cast in favour of resolution 3 if it is cast by:</p> <ul style="list-style-type: none"> <li>(a) a person as proxy or attorney for a person who is entitled to vote on resolution 3, in accordance with directions given to the proxy or attorney to vote on resolution 3 in that way; or</li> <li>(b) the Chair of the Annual General Meeting as proxy or attorney for a person who is entitled to vote on resolution 3, in accordance with a direction given to the Chair of the Annual General Meeting to vote on resolution 3 as the Chair of the Annual General Meeting decides; or</li> <li>(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"> <li>(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 3; and</li> <li>(ii) the holder votes on resolution 3 in accordance with directions given by the beneficiary to the holder to vote in that way.</li> </ul> </li> </ul>
<p><b>Resolution 4 - Approval of issue of 1,691,201 Superloop Shares to Origin Energy</b></p>	<p>In accordance with ASX Listing Rule 14.11, Superloop will disregard any votes cast in favour of resolution 4 by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of the proposed issue of the Superloop Shares the subject of resolution 4 (being Origin Energy) (except a benefit solely by reason of being a holder of Superloop Shares) or any Associate of any such person.</p> <p>However, Superloop need not disregard a vote cast in favour of resolution 4 if it is cast by:</p> <ul style="list-style-type: none"> <li>(a) a person as proxy or attorney for a person who is entitled to vote on resolution 4, in accordance with directions given to the proxy or attorney to vote on resolution 4 in that way; or</li> <li>(b) the Chair of the Annual General Meeting as proxy or attorney for a person who is entitled to vote on resolution 4, in accordance with a direction given to the Chair of the Annual General Meeting to vote on resolution 4 as the Chair of the Annual General Meeting decides; or</li> <li>(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"> <li>(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 4; and</li> <li>(ii) the holder votes on resolution 4 in accordance with directions given by the beneficiary to the holder to vote in that way.</li> </ul> </li> </ul>
<p><b>Resolution 5 - Approval of issue of Superloop Shares</b></p>	<p>In accordance with ASX Listing Rule 14.11, Superloop will disregard any votes cast in favour of resolution 5 by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of the proposed issue of the Superloop Shares the subject of resolution 5 (being Origin Energy) (except a benefit solely by reason of being a holder of Superloop Shares) or any Associate of any such person.</p> <p>However, Superloop need not disregard a vote cast in favour of resolution 5 if it is cast by:</p> <ul style="list-style-type: none"> <li>(a) a person as proxy or attorney for a person who is entitled to vote on resolution 5, in accordance with directions given to the proxy or attorney to vote on resolution 5 in that way; or</li> <li>(b) the Chair of the Annual General Meeting as proxy or attorney for a person who is entitled to vote on resolution 5, in accordance with a direction given to the Chair of the Annual General Meeting to vote on resolution 5 as the Chair of the Annual General Meeting decides; or</li> <li>(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"> <li>(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 5; and</li> <li>(ii) the holder votes on resolution 5 in accordance with directions given by the beneficiary to the holder to vote in that way.</li> </ul> </li> </ul>

<b>Resolution 6 - Increase to non-executive Director fee pool</b>	<p>In accordance with ASX Listing Rule 14.11, Superloop will disregard any votes cast in favour of resolution 6 by or on behalf of a Director or any Associate of any such person.</p> <p>However, Superloop need not disregard a vote cast in favour of resolution 6 if it is cast by:</p> <ul style="list-style-type: none"> <li>(a) a person as proxy or attorney for a person who is entitled to vote on resolution 6, in accordance with directions given to the proxy or attorney to vote on resolution 6 in that way; or</li> <li>(b) the Chair of the Annual General Meeting as proxy or attorney for a person who is entitled to vote on resolution 6, in accordance with a direction given to the Chair of the Annual General Meeting to vote on resolution 6 as the Chair of the Annual General Meeting decides; or</li> <li>(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"> <li>(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 6; and</li> <li>(ii) the holder votes on resolution 6 in accordance with directions given by the beneficiary to the holder to vote in that way.</li> </ul> </li> </ul> <p>In addition, a vote must not be cast on resolution 6 by the KMP or a Closely Related Party of such a member as proxy where the appointment as proxy does not specify the way the proxy is to vote on resolution 6 (i.e. for, against, abstain). However, in accordance with section 250BD(2) of the Corporations Act, Superloop need not disregard votes cast on resolution 6 if the votes are cast by the Chair of the Annual General Meeting and the appointment of the Chair of the Annual General Meeting as proxy expressly authorises the Chair of the Annual General Meeting to exercise the proxy even if resolution 6 is connected directly or indirectly with the remuneration of a member of the KMP.</p>
<b>Resolution 7 - Approval of grant of Performance Rights to Mr. Paul Tyler</b>	<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"> <li>(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</li> <li>(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 of the Annual General Meeting to vote on resolution 7 as the Chair of the Annual General Meeting decides; or</li> <li>(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"> <li>(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</li> <li>(ii) the holder votes on resolution 7 in accordance with directions given by the beneficiary to the holder to vote in that way.</li> </ul> </li> </ul> <p>In addition, a vote must not be cast on resolution 7 by the KMP or a Closely Related Party of such a member 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 on resolution 7 if the votes are cast by the Chair of the Annual General Meeting and the appointment of the Chair of the Annual General Meeting as proxy expressly authorises the Chair of the Annual General Meeting to exercise the proxy even if resolution 7 is connected directly or indirectly with the remuneration of a member of the KMP.</p>
<b>Resolution 8 - Approval of grant of Performance Rights in respect of the Double Down Growth Incentive to Mr. Paul Tyler</b>	<p>In accordance with ASX Listing Rule 14.11, Superloop will disregard any votes cast in favour of resolution 8 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 8 if it is cast by:</p> <ul style="list-style-type: none"> <li>(a) a person as proxy or attorney for a person who is entitled to vote on resolution 8, in accordance with directions given to the proxy or attorney to vote on resolution 8 in that way; or</li> <li>(b) the Chair of the Annual General Meeting as proxy or attorney for a person who is entitled to vote on resolution 8, in accordance with a direction given to the Chair of the Annual General Meeting to vote on resolution 8 as the Chair of the Annual General Meeting decides; or</li> <li>(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"> <li>(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 8; and</li> <li>(ii) the holder votes on resolution 8 in accordance with directions given by the beneficiary to the holder to vote in that way.</li> </ul> </li> </ul> <p>In addition, a vote must not be cast on resolution 8 by the KMP or a Closely Related Party of such a member as proxy where the appointment as proxy does not specify the way the proxy is to vote on resolution 8 (i.e. for, against, abstain). However, in accordance with section 250BD(2) of the Corporations Act, Superloop need not disregard votes cast on resolution 8 if the votes are cast by the Chair of the Annual General Meeting and the appointment of the Chair of the Annual General Meeting as proxy expressly authorises the Chair of the Annual General Meeting to exercise the proxy even if resolution 8 is connected directly or indirectly with the remuneration of a member of the KMP.</p>

### Voting intentions of the Chair of the Annual General Meeting

The Chair of the Annual General Meeting intends to vote all undirected proxies in favour of each 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, 14 November 2024 at the offices of Thomson Geer, Level 14, 60 Martin Place, Sydney, New South Wales, 2000, and online via <https://meetings.linkgroup.com/SLC24>.

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 such 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, 7 November 2024 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 2024. This Remuneration Report is included in the Directors' report in Superloop's 2024 Annual Report. A copy of Superloop's 2024 Annual Report is available on Superloop's website at <https://investors.superloop.com/Investors/?page=ASX-Announcements>.
- 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 of the Annual General Meeting 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 of the Annual General Meeting as your proxy for this resolution and you do not provide voting directions, the Chair of the Annual General Meeting is entitled to cast your vote in accordance with their stated intentions, even though this resolution is

connected directly or indirectly with the remuneration of a member of the KMP. The Chair of the Annual General Meeting 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.

## RESOLUTION 2: RE-ELECTION OF MR. TONY CLARK

- 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. Tony Clark was last re-elected at Superloop's 2021 annual general meeting. As such, Mr. Clark retires in accordance with rule 19.3(b) of the Constitution and ASX Listing Rule 14.4 and, being eligible, stands for re-election as a Director.
- 13 Mr. Clark is an Emmy Award-winning cinematographer, as well as co-founder and Managing Director of Rising Sun Pictures, and co-founder of Cinenet Systems Pty Ltd (ACN 104 900 030) and Cospective Pty Ltd (ACN 092 012 676). Mr. Clark is a 30-year innovator and entrepreneur with a wealth of digital media industry knowledge and experience, and is a 2010 recipient of an Academy Scientific & Technical Achievement Award as creator of the remote collaboration tool cineSync. Mr. Clark's deep understanding of digital film became the foundation for the technology spin-off Rising Sun Research (now Cospective). Mr. Clark has served as a board member on the South Australian Film Corporation and Ausfilm, is an active member of the Academy of Motion Picture Arts and Sciences, is a Fellow of the Visual Effects Society, and is a Fellow of the Australian Institute of Company Directors. Mr. Clark is also a member of Superloop's Remuneration and Nomination Committee.

### Directors' recommendation

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

# Special Business.

## RESOLUTION 3: RATIFICATION OF PREVIOUS AGREEMENT TO ISSUE (AND ISSUE OF) SUPERLOOP SHARES

### General

15 As announced by Superloop to ASX on 14 October 2024, Superloop issued 8,156,489 Superloop Shares to Origin Energy as consideration for the transition of no less than 130,000 broadband services customers of Origin Energy onto Superloop's broadband platform in accordance with the exclusive broadband services agreement entered into between Superloop and Origin Energy. Origin Energy met this 130,000 broadband services customers milestone on 4 October 2024. The agreement to issue these Superloop Shares was entered into in reliance on Superloop's Placement Capacity, such that the issue of these Superloop Shares was completed in reliance on ASX Listing Rule 7.2 (Exception 16).

### ASX Listing Rule 7.4

16 ASX Listing Rule 7.1 permits an ASX-listed company to issue or agree to issue up to 15% of its issued share capital during any 12 month period without obtaining shareholder approval, subject to certain exceptions (Placement Capacity).

17 The agreement to issue (and issue of) the Superloop Shares the subject of resolution 3 did not exceed Superloop's Placement Capacity. However, ASX Listing Rule 7.4 provides that where an issue of, or agreement

to issue, equity securities is ratified by Shareholders in general meeting, the issue or agreement to issue is treated as having been made with Shareholder approval for the purposes of ASX Listing Rule 7.1, thereby replenishing Superloop's Placement Capacity and giving it the flexibility to issue further equity securities up to that limit during the applicable 12 month period.

18 Resolution 3 therefore seeks approval from Shareholders under ASX Listing Rule 7.4 to ratify the previous agreement to issue (and issue of) the 8,156,489 Superloop Shares.

### Information required by ASX Listing Rule 14.1A

19 If resolution 3 is passed, Superloop's Placement Capacity will be replenished, which will give it the ability to issue further equity securities during the 12 month period following the agreement to issue the Superloop Shares the subject of resolution 3. If resolution 3 is not passed, Superloop's Placement Capacity will not be replenished, which will limit its ability to issue further equity securities during the 12 month period following the agreement to issue the Superloop Shares the subject of resolution 3 without first obtaining Shareholder approval.

### Information required by ASX Listing Rule 7.5

20 In accordance with ASX Listing Rule 7.5, the following information is provided in relation to resolution 3:

Names of persons to whom securities were issued or agreed to be issued or basis on which those persons were identified or selected	Origin Energy
Number and class of securities issued or agreed to be issued	8,156,489 Superloop Shares
Material terms of securities	The Superloop Shares the subject of resolution 3 were issued on the same terms as, and ranking equally with, all existing Superloop Shares then on issue (subject to the applicable voluntary escrow condition)
Date on which securities were or will be issued	10 October 2024



Issue price	The Superloop Shares the subject of resolution 3 were not issued for cash consideration
Purpose of issue / intended use of funds raised	The Superloop Shares the subject of resolution 3 were issued as consideration for the transition of no less than 130,000 broadband services customers of Origin Energy onto Superloop's broadband platform in accordance with the exclusive broadband services agreement entered into between Superloop and Origin Energy
Summary of material terms of agreement	The Superloop Shares the subject of resolution 3 were issued in accordance with the subscription agreement entered into between Superloop and Origin Energy, the material terms of which are summarised in Schedule 1 (and in Superloop's announcement to ASX on 14 March 2024)

### Directors' recommendation

21 The Directors unanimously recommend that you vote in favour of resolution 3.

## RESOLUTION 4: APPROVAL OF ISSUE OF 1,691,201 SUPERLOOP SHARES TO ORIGIN ENERGY

### General

22 Superloop proposes to issue 1,691,201 Superloop Shares to Origin Energy as consideration for the transition of no less than 130,000 broadband services customers of Origin Energy onto Superloop's broadband platform in accordance with the exclusive broadband services agreement entered into between Superloop and Origin Energy. Origin Energy met this 130,000 broadband services customers milestone on 4 October 2024. The issue of these Superloop Shares cannot be completed in reliance on Superloop's Placement Capacity.

### ASX Listing Rule 7.1

23 ASX Listing Rule 7.1 permits an ASX-listed company to issue or agree to issue up to 15% of its issued share capital during any 12 month period without obtaining shareholder approval, subject to certain exceptions.

24 The issue of the Superloop Shares the subject of resolution 4 does not fall within any of the exceptions and cannot be completed in reliance on Superloop's Placement Capacity, and therefore requires Shareholder approval under ASX Listing Rule 7.1. As Superloop exhausted its Placement Capacity at the time of entry

into the agreement to issue the Superloop Shares the subject of resolution 4, Superloop agreed to issue the Superloop Shares to Origin Energy in reliance on ASX Listing Rule 7.2 (Exception 17), which permits entry into an agreement to issue shares conditional on shareholder approval, provided that the shares are not issued without such shareholder approval. Therefore, Superloop cannot issue the Superloop Shares the subject of resolution 4 to Origin Energy without Shareholder approval.

25 Resolution 4 therefore seeks approval from Shareholders under ASX Listing Rule 7.1 to permit the issue of 1,691,201 Superloop Shares.

### Information required by ASX Listing Rule 14.1A

26 If resolution 4 is passed, the Superloop Shares the subject of resolution 4 will be issued to Origin Energy on the basis set out above. If resolution 4 is not passed, the Superloop Shares the subject of resolution 4 will not be issued to Origin Energy and an equivalent cash payment will be paid by Superloop to Origin Energy in accordance with the subscription agreement entered into between Superloop and Origin Energy.

### Information required by ASX Listing Rule 7.3

27 In accordance with ASX Listing Rule 7.3, the following information is provided in relation to resolution 4:

Names of persons to whom securities will be issued or basis on which those persons were or will be identified or selected	Origin Energy
Number and class of securities to be issued	1,691,201 Superloop Shares
Material terms of securities	The Superloop Shares the subject of resolution 4 will be issued on the same terms as, and ranking equally with, all existing Superloop Shares then on issue (subject to the applicable voluntary escrow condition)
Date on which securities will be issued	Assuming resolution 4 is approved by Shareholders, the Superloop Shares the subject of resolution 4 are proposed to be issued shortly after the Annual General Meeting, but in any event no later than three months after the Annual General Meeting
Issue price	The Superloop Shares the subject of resolution 4 will not be issued for cash consideration
Purpose of issue / intended use of funds raised	The Superloop Shares the subject of resolution 4 will be issued as consideration for the transition of no less than 130,000 broadband services customers of Origin Energy onto Superloop's broadband platform in accordance with the exclusive broadband services agreement entered into between Superloop and Origin Energy
Summary of material terms of agreement	The Superloop Shares the subject of resolution 4 will be issued in accordance with the subscription agreement entered into between Superloop and Origin Energy, the material terms of which are summarised in Schedule 1 (and in Superloop's announcement to ASX on 14 March 2024)
No reverse takeover	The Superloop Shares the subject of resolution 4 will not be issued under, or to fund, a reverse takeover

### Directors' recommendation

28 The Directors unanimously recommend that you vote in favour of resolution 4.

## RESOLUTION 5: APPROVAL OF ISSUE OF SUPERLOOP SHARES

### General

29 Superloop proposes to issue Superloop Shares to Origin Energy (with the number of Superloop Shares equal to \$5,000,000 divided by the 30-day VWAP as at the date Origin Energy achieves 200,000 of its broadband services customers on Superloop's broadband platform) as consideration for the transition of no less than 200,000 broadband services customers of Origin Energy onto Superloop's broadband platform in accordance with the exclusive broadband services agreement entered into between Superloop and Origin Energy. Superloop expects Origin Energy to meet this 200,000 broadband services customers milestone on or before the three month anniversary of the Annual General Meeting (i.e. by mid-February 2025), which is the basis for the inclusion of resolution 5 in this

Notice of Meeting. The issue of these Superloop Shares cannot be completed in reliance on Superloop's Placement Capacity.

### ASX Listing Rule 7.1

30 ASX Listing Rule 7.1 permits an ASX-listed company to issue or agree to issue up to 15% of its issued share capital during any 12 month period without obtaining shareholder approval, subject to certain exceptions.

31 The issue of the Superloop Shares the subject of resolution 5 does not fall within any of the exceptions and cannot be completed in reliance on Superloop's Placement Capacity, and therefore requires Shareholder approval under ASX Listing Rule 7.1. As Superloop exhausted its Placement Capacity at the time of entry

into the agreement to issue the Superloop Shares the subject of resolution 5, Superloop agreed to issue the Superloop Shares to Origin Energy in reliance on ASX Listing Rule 7.2 (Exception 17), which permits entry into an agreement to issue shares conditional on shareholder approval, provided that the shares are not issued without such shareholder approval. Therefore, Superloop cannot issue the Superloop Shares the subject of resolution 5 to Origin Energy without Shareholder approval.

- 32** Resolution 5 therefore seeks approval from Shareholders under ASX Listing Rule 7.1 to permit the issue of the Superloop Shares (with the number of Superloop Shares equal to \$5,000,000 divided by the 30-day

VWAP as at the date Origin Energy achieves 200,000 of its broadband services customers on Superloop's broadband platform).

#### Information required by ASX Listing Rule 14.1A

- 33** If resolution 5 is passed, the Superloop Shares the subject of resolution 5 will be issued to Origin Energy on the basis set out above. If resolution 5 is not passed, the Superloop Shares the subject of resolution 5 will not be issued to Origin Energy and an equivalent cash payment will be paid by Superloop to Origin Energy in accordance with the subscription agreement entered into between Superloop and Origin Energy.

#### Information required by ASX Listing Rule 7.3

- 34** In accordance with ASX Listing Rule 7.3, the following information is provided in relation to resolution 5:

Names of persons to whom securities will be issued or basis on which those persons were or will be identified or selected	Origin Energy
Number and class of securities to be issued	Superloop Shares (with the number of Superloop Shares equal to \$5,000,000 divided by the 30-day VWAP as at the date Origin Energy achieves 200,000 of its broadband services customers on Superloop's broadband platform)
Material terms of securities	The Superloop Shares the subject of resolution 5 will be issued on the same terms as, and ranking equally with, all existing Superloop Shares then on issue (subject to the applicable voluntary escrow condition)
Date on which securities will be issued	Assuming resolution 5 is approved by Shareholders, the Superloop Shares the subject of resolution 5 are proposed to be issued upon the 200,000 broadband services customers milestone set out at paragraph 29 above being met by Origin Energy, provided that occurs no later than three months after the Annual General Meeting (failing which the Superloop Shares the subject of resolution 5 cannot and will not be issued until the approval the subject of resolution 5 is re-obtained)
Issue price	The Superloop Shares the subject of resolution 5 will not be issued for cash consideration
Purpose of issue / intended use of funds raised	The Superloop Shares the subject of resolution 5 will be issued as consideration for the transition of no less than 200,000 broadband services customers of Origin Energy onto Superloop's broadband platform in accordance with the exclusive broadband services agreement entered into between Superloop and Origin Energy
Summary of material terms of agreement	The Superloop Shares the subject of resolution 5 will be issued in accordance with the subscription agreement entered into between Superloop and Origin Energy, the material terms of which are summarised in Schedule 1 (and in Superloop's announcement to ASX on 14 March 2024)
No reverse takeover	The Superloop Shares the subject of resolution 5 will not be issued under, or to fund, a reverse takeover

#### Directors' recommendation

- 35** The Directors unanimously recommend that you vote in favour of resolution 5.

## RESOLUTION 6: INCREASE TO NON-EXECUTIVE DIRECTOR FEE POOL

### General

- 36 At present, the maximum aggregate amount of directors' fees that may be paid to the non-executive Directors of Superloop is \$900,000 per annum.
- 37 Resolution 6 seeks Shareholder approval to increase this amount by \$300,000 to \$1,200,000 per annum for the following reasons:
- the Board wishes to provide headroom and flexibility to allow for temporary fluctuations in the size of the Board, if and when appropriate, in its management of Board succession planning;
  - the Board wishes to provide headroom and flexibility to allow for additional committees or advisory boards; and
  - the Board wishes to allow for some increases (and future increases) in fees to maintain market competitiveness and to reflect increasing demands on non-executive Directors.
- 38 In addition, the remuneration paid to non-executive Directors is reviewed regularly taking into account market benchmarks, the scope of non-executive Director responsibilities and the importance of the Board continuing to attract appropriately skilled and experienced Directors, noting that the fees paid to non-executive Directors were last adjusted in July 2023 for the financial year ended 30 June 2024 (which are set out at paragraph 41 below).

### ASX Listing Rule 10.17 and Superloop's Constitution

- 39 ASX Listing Rule 10.17 provides that an entity must not increase the total aggregate amount of directors' fees payable to all of its non-executive directors without the approval of holders of its ordinary securities.
- 40 Rule 19.5(a) of Superloop's Constitution provides that each Director is entitled to remuneration from Superloop for his or her service as a Director as the Directors decide, but the total amount given to all Directors for their services as Directors must not exceed in aggregate in any financial year the amount fixed by Superloop in general meeting. The aggregate amount approved by Shareholders excludes remuneration paid to executive Directors.

### Fees payable to non-executive Directors for the financial year ended 30 June 2024

- 41 The annual fees payable to non-executive Directors and approved by the Board (inclusive of statutory superannuation) for the financial year ended 30 June 2024 are set out in the following table:

Role <sup>(1)</sup>	Chair	Member
Board	\$180,815	\$100,453
Audit Committee	\$20,090	\$10,045
Risk and Compliance Committee	\$20,090	\$10,045
Remuneration and Nomination Committee	\$20,090	\$10,045

(1) In addition to the fees noted above, non-executive Directors may also be paid fees for special duties.

- 42 Further detail regarding the remuneration of Superloop's non-executive Directors is set out in the Remuneration Report (a copy of which is available on Superloop's website at <https://investors.superloop.com/Investors/?page=ASX-Announcements>).

### Information required by ASX Listing Rule 14.1A

- 43 If resolution 6 is passed, the total aggregate amount of directors' fees available to remunerate Superloop's non-executive Directors per annum will be \$1,200,000. If resolution 6 is not passed, the total aggregate amount of directors' fees payable to Superloop's non-executive Directors per annum will remain as \$900,000.

### Information required by ASX Listing Rule 10.17

- 44 No securities have been issued to a non-executive Director under ASX Listing Rule 10.11 or ASX Listing Rule 10.14 with Shareholder approval at any time within the preceding three years.

### Directors' recommendation

- 45 As this resolution relates to matters including the remuneration of the Directors, the Board, as a matter of corporate governance, makes no recommendation regarding this resolution.

**Note:** If you appoint the Chair of the Annual General Meeting as your proxy for this resolution and you do not provide voting directions, the Chair of the Annual General Meeting is entitled to cast your vote in accordance with their stated intentions, even though this resolution is connected directly or indirectly with the remuneration of a member of the KMP. The Chair of the Annual General Meeting 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.

## RESOLUTION 7: APPROVAL OF GRANT OF PERFORMANCE RIGHTS TO MR. PAUL TYLER

### General

- 46 Superloop operates the Executive Performance Rights Plan to assist in attracting, motivating and retaining members of key management and to provide them with the opportunity to participate in the future growth of Superloop.
- 47 The Board has agreed, subject to obtaining Shareholder approval, to grant 551,984 Performance Rights to Mr. Paul Tyler in respect of the long-term incentive for the financial year ending 30 June 2025 under the Executive Performance Rights Plan. The Performance Rights may vest subject to achievement of the vesting conditions described in paragraph 48 below. The Board will determine the extent to which the Performance Rights vest when the Board tests the vesting conditions for the Performance Rights following the release of the annual results for the financial year ending 30 June 2027.
- 48 The key terms of Mr. Tyler's proposed Performance Rights offer in respect of the long-term incentive for the financial year ending 30 June 2025 are as follows:
- the Performance Rights will be granted for no consideration;
  - to the extent the Performance Rights vest, they can be exercised from the vesting date until the expiry date (being 10 years from the date of grant of the Performance Rights);
  - upon exercise, each Performance Right will be settled in one Superloop Share (or be settled by a cash equivalent payment at the discretion of the Board);
  - where the Performance Rights are settled in Superloop Shares, Superloop may procure the allocation of Superloop Shares by way of new 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 2027 (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 ended 30 June 2024, being the financial year ending immediately prior to the proposed date of 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 2027 relative to the EPS Base, annualised over the three financial year period commencing on 1 July 2024 and ending on 30 June 2027.

**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 2027:

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.

- 49 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 2.

### ASX Listing Rule 10.14

- 50 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.

**51** The proposed grant of Performance Rights to Mr. Tyler falls within ASX Listing Rule 10.14.1 as he is a Director, 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 551,984 Performance Rights to Mr. Paul Tyler under the Executive Performance Rights Plan and to the extent those Performance Rights vest and are exercised, the issue of the underlying Superloop Shares (should the Board opt to satisfy the award by way of a new issue of Superloop Shares), under and for the purposes of ASX Listing Rule 10.14.

**52** 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

**53** If resolution 7 is passed, the Performance Rights the subject of resolution 7 will be granted to Mr. Tyler on the basis set out above. If resolution 7 is not passed, the Board will consider whether to proceed with the grant with a requirement that the award be satisfied on vesting and exercise by procuring the acquisition of Superloop Shares on-market via an employee share trust in accordance with the exception under ASX Listing Rule 10.16(b), or make an equivalent cash payment to Mr. Tyler in lieu of granting the Performance Rights.

#### Information required by ASX Listing Rule 10.15

**54** In accordance with ASX Listing Rule 10.15, the following information is provided in relation to resolution 7:

<b>Name of person</b>	Mr. Paul Tyler										
<b>Category in ASX Listing Rule 10.14 in which the person falls within and why</b>	Mr. Tyler is a Director of Superloop for the purposes of ASX Listing Rule 10.14.1										
<b>Number and class of securities to be issued</b>	551,984 Performance Rights										
<b>Information required in accordance with ASX Listing Rules 10.15.4, 10.15.5 and 10.15.10</b>	<p>Mr. Tyler's current total remuneration consists of the following:</p> <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>\$850,000</td> </tr> <tr> <td>Short-term incentive opportunity</td> <td>50% of TFR</td> </tr> <tr> <td>Long-term incentive opportunity</td> <td>100% of TFR</td> </tr> <tr> <td>Double Down Growth Incentive opportunity</td> <td>100% of TFR</td> </tr> </tbody> </table> <p>Further details of Mr. Tyler's remuneration package are set out on page 29 of the Remuneration Report, part of the Directors' report, released to ASX on 21 August 2024 (a copy of which is available on Superloop's website: <a href="https://investors.superloop.com/Investors/?page=ASX-Announcements">https://investors.superloop.com/Investors/?page=ASX-Announcements</a>)</p> <p>Mr. Tyler has previously been granted 2,137,177 Performance Rights, and issued, transferred or allocated 543,242 Superloop Shares on vesting and exercise of Performance Rights granted, under the Executive Performance Rights Plan (with no amount payable by Mr. Tyler for the grant of those Performance Rights or the issue, transfer or allocation of those Superloop Shares)</p> <p>No loan will be made to Mr. Tyler in relation to the grant of the Performance Rights the subject of resolution 7</p>	Remuneration element	Opportunity	Total fixed annual remuneration (inclusive of superannuation guarantee) (TFR)	\$850,000	Short-term incentive opportunity	50% of TFR	Long-term incentive opportunity	100% of TFR	Double Down Growth Incentive opportunity	100% of TFR
Remuneration element	Opportunity										
Total fixed annual remuneration (inclusive of superannuation guarantee) (TFR)	\$850,000										
Short-term incentive opportunity	50% of TFR										
Long-term incentive opportunity	100% of TFR										
Double Down Growth Incentive opportunity	100% of TFR										

Material terms of securities and other information required in accordance with ASX Listing Rule 10.15.6	<p>Refer to paragraph 48 above</p> <p>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</p> <p>Superloop attributes a value to the Performance Rights of \$850,000 on the basis of a 10-day volume weighted average price per Superloop Share of \$1.5399 as at 30 June 2024</p>
Date on which securities will be issued	Assuming resolution 7 is approved by Shareholders, the Performance Rights the subject of resolution 7 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
Issue price	No amount is payable for the grant of the Performance Rights the subject of resolution 7
Summary of material terms of scheme	Refer to the summary of the terms and conditions of the Executive Performance Rights Plan set out in Schedule 2

**55** 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

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

**Note:** If you appoint the Chair of the Annual General Meeting as your proxy for this resolution and you do not provide voting directions, the Chair of the Annual General Meeting is entitled to cast your vote in accordance with their stated intentions, even though this resolution is connected directly or indirectly with the remuneration of a member of the KMP. The Chair of the Annual General Meeting 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.

## RESOLUTION 8: APPROVAL OF GRANT OF PERFORMANCE RIGHTS IN RESPECT OF THE DOUBLE DOWN GROWTH INCENTIVE TO MR. PAUL TYLER

### General

**57** In recognition of the crucial period of growth for Superloop, the Board has determined to introduce a one-off Double Down Growth Incentive aligned directly to Superloop's 'double down' strategy for its executive leadership team, including Mr. Paul Tyler. The Double Down Growth Incentive acknowledges the substantial performance stretch associated with the 'double down' strategy, being a targeted award that reflects genuine continuing market outperformance that is significantly over and above Superloop's existing short-term and long-term metrics, in line with the aggressive growth targets of the aspirational 'double down' strategy. This initiative presents stretching long-term growth

objectives to double revenue for the financial year ended 30 June 2023 and more than double EBITDA for the financial year ended 30 June 2023.

- 58** The Board has agreed, subject to obtaining Shareholder approval, to grant 551,984 Performance Rights to Mr. Paul Tyler in respect of the Double Down Growth Incentive for the financial year ending 30 June 2025 under the Executive Performance Rights Plan. The Performance Rights are proposed to be granted in two tranches and may vest subject to achievement of the vesting conditions described in paragraph 59 below.
- 59** The key terms of Mr. Tyler's proposed Performance Rights offer in respect of the Double Down Growth

Incentive for the financial year ending 30 June 2025 are as follows:

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

50% of the Performance Rights (Tranche 1) will vest subject to Superloop achieving the following revenue and underlying EBITDA targets:

- achievement of annual revenue of \$700 million; and
- satisfaction of an underlying EBITDA target set by the Board which is reflective of Superloop's long-term growth objectives. The specific target is commercially sensitive and therefore will only be published following vesting of Tranche 1 of the Performance Rights. The three-year 'double down' target has been set to expand EBITDA margin quality to mid to high teens.

Testing of the revenue and underlying EBITDA targets will occur following the release of Superloop's results for each six-month reporting period (ending 30 June and 31 December of each year) and will be measured over the preceding 12-month period from the date of grant until the financial year ending 30 June 2027. Vesting may occur at any time until then, subject to the above vesting conditions being satisfied. Both the revenue and underlying EBITDA targets must be satisfied within the same 12-month period for Tranche 1 of the Performance Rights to vest.

The remaining 50% of the Performance Rights (Tranche 2) will vest subject to the achievement of the above revenue and underlying EBITDA targets within the same 12-month period, and Mr. Tyler's continued employment with the Group until 30 June 2027. If Mr. Tyler ceases

employment with the Group by way of termination or resignation prior to 30 June 2027, then none of these Tranche 2 Performance Rights will vest regardless of the achievement of the revenue and underlying EBITDA targets.

If the vesting conditions are not satisfied prior to the end of the financial year ending 30 June 2027, then all of the Performance Rights in both tranches will lapse.

Revenue, in respect of a particular 12-month period, means the revenue of the Group for that period.

Underlying EBITDA, in respect of a particular 12-month period, means the earnings before interest, taxes, depreciation and amortisation of the Group for that period.

Subject to compliance with applicable laws and the ASX Listing Rules, the Board retains discretion to adjust the revenue and underlying EBITDA 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.

If a Change of Control Trigger Event (as defined in the Executive Performance Rights Plan, which may include a takeover or a scheme of arrangement) occurs, the Board has discretion to determine whether all or a specified number or proportion of the unvested Performance Rights vest.

Upon an actual change of Control, if the revenue and underlying EBITDA targets have not yet been met and unless the Board determines otherwise, a pro-rata number (having regard to the proportion of the vesting period that has elapsed) of the Performance Rights will vest. If the revenue and underlying EBITDA targets are met prior to 30 June 2027 (such that 50% of the Performance Rights, being those in Tranche 2, remain unvested subject to Mr. Tyler's continued employment), then upon an actual change of Control, unless the Board determines otherwise, all unvested Performance Rights will vest.

- 60 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 2.



### ASX Listing Rule 10.14

- 61 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.
- 62 The proposed grant of Performance Rights to Mr. Tyler falls within ASX Listing Rule 10.14.1 as he is a Director, and therefore requires the approval of Superloop's Shareholders under ASX Listing Rule 10.14. As such, resolution 8 seeks the required Shareholder approval for the grant of 551,984 Performance Rights to Mr. Paul Tyler under the Executive Performance Rights Plan and to the extent those Performance Rights vest and are exercised, the issue of the underlying Superloop Shares

(should the Board opt to satisfy the award by way of a new issue of Superloop Shares), under and for the purposes of ASX Listing Rule 10.14.

- 63 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

- 64 If resolution 8 is passed, the Performance Rights the subject of resolution 8 will be granted to Mr. Tyler on the basis set out above. If resolution 8 is not passed, the Board will consider whether to proceed with the grant with a requirement that the award be satisfied on vesting and exercise by procuring the acquisition of Superloop Shares on-market via an employee share trust in accordance with the exception under ASX Listing Rule 10.16(b), or make an equivalent cash payment to Mr. Tyler in lieu of granting the Performance Rights.

### Information required by ASX Listing Rule 10.15

- 65 In accordance with ASX Listing Rule 10.15, the following information is provided in relation to resolution 8:

Name of person	Mr. Paul Tyler
Category in ASX Listing Rule 10.14 in which the person falls within and why	Mr. Tyler is a Director of Superloop for the purposes of ASX Listing Rule 10.14.1
Number and class of securities to be issued	551,984 Performance Rights
Information required in accordance with ASX Listing Rules 10.15.4, 10.15.5 and 10.15.10	<p>Information regarding Mr Tyler's current total remuneration package is set out at paragraph 54 above</p> <p>Mr. Tyler has previously been granted 2,137,177 Performance Rights, and issued, transferred or allocated 543,242 Superloop Shares on vesting and exercise of Performance Rights granted, under the Executive Performance Rights Plan (with no amount payable by Mr. Tyler for the grant of those Performance Rights or the issue, transfer or allocation of those Superloop Shares)</p> <p>No loan will be made to Mr. Tyler in relation to the grant of the Performance Rights the subject of resolution 8</p>

<b>Material terms of securities and other information required in accordance with ASX Listing Rule 10.15.6</b>	<p>Refer to paragraph 59 above</p> <p>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 and achievement of Superloop's 'double down' strategy</p> <p>Superloop attributes a value to the Performance Rights of \$850,000 on the basis of a 10-day volume weighted average price per Superloop Share of \$1.5399 as at 30 June 2024</p>
<b>Date on which securities will be issued</b>	Assuming resolution 8 is approved by Shareholders, the Performance Rights the subject of resolution 8 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
<b>Issue price</b>	No amount is payable for the grant of the Performance Rights the subject of resolution 8
<b>Summary of material terms of scheme</b>	Refer to the summary of the terms and conditions of the Executive Performance Rights Plan set out in Schedule 2

**66** 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**

**67** The Directors (with Mr. Tyler abstaining) recommend that you vote in favour of resolution 8.

**Note:** If you appoint the Chair of the Annual General Meeting as your proxy for this resolution and you do not provide voting directions, the Chair of the Annual General Meeting is entitled to cast your vote in accordance with their stated intentions, even though this resolution is connected directly or indirectly with the remuneration of a member of the KMP. The Chair of the Annual General Meeting 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.



# Definitions.

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

30-day VWAP	means, in respect of any particular reference date, the daily volume weighted average market price of all Superloop Shares sold on ASX's trading platform over the 30 trading days immediately preceding but not including the reference date, including the closing single price auction, but excluding all off-market trades including transactions defined in the ASX Operating Rules as special crossings, crossings prior to the commencement of the open session state, portfolio special crossings, equity combinations, crossings during overnight trading, overseas trades, trades pursuant to the exercise of options over Superloop Shares, and any other trades that Superloop and Origin Energy (each acting reasonably) agree should otherwise be excluded on the basis that the trades are not fairly reflective of supply and demand.
Annual General Meeting	means Superloop's 2024 annual general meeting the subject of this Notice of Meeting.
Annual Report	means Superloop's 2024 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 48 of the Explanatory Memorandum.
Closely Related Party	has the meaning given to that term in the Corporations Act.
Change of Control Trigger Event	has the meaning given to that term in the Executive Performance Rights Plan.
Constitution	means Superloop's constitution.
Control	has the meaning given to that term in the Executive Performance Rights Plan.
Corporations Act	means Corporations Act 2001 (Cth).
Directors	means the directors of Superloop.
Double Down Growth Incentive	means a one-off incentive in respect of the financial year ending 30 June 2025 in the form of Performance Rights, aligned to Superloop's 'double down' strategy for its executive leadership team.
EBITDA	means earnings before interest, taxes, depreciation and amortisation.

EPS Base	has the meaning given to that term in paragraph 48 of the Explanatory Memorandum.
Executive Performance Rights Plan	means Superloop's executive Performance Rights plan, the terms of which are summarised in Schedule 2.
Explanatory Memorandum	means the explanatory statement accompanying the resolutions contained in this Notice of Meeting.
Group	means Superloop and its subsidiaries.
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).
Notice of Meeting	means this notice of meeting and includes the Explanatory Memorandum.
Origin Energy	means Origin Energy Retail Limited (ACN 078 868 425).
Performance Rights	means performance rights in respect of Superloop Shares.
Placement Capacity	has the meaning given to that term at paragraph 16 of the Explanatory Memorandum.
Relative TSR	has the meaning given to that term in paragraph 48 of the Explanatory Memorandum.
Remuneration Report	means the section of the Directors' report for the 2023-2024 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.
Superloop	means Superloop Limited (ACN 169 263 094).
Superloop Options	means options in respect of Superloop Shares.
Superloop Shares	means fully paid ordinary shares in the capital of Superloop.
TFR	has the meaning given to that term in paragraph 54 of the Explanatory Memorandum.
Underlying EPS	has the meaning given to that term in paragraph 48 of the Explanatory Memorandum.

# Schedule 1.

The material terms of the subscription agreement entered into between Superloop and Origin Energy are as follows:

Term	Description																											
Issue of Superloop Shares and grant of Superloop Options	As consideration for the transition of broadband services customers of Origin Energy onto Superloop's broadband platform in accordance with the exclusive broadband services agreement entered into between Superloop and Origin Energy, Superloop must issue Superloop Shares to Origin Energy as follows:																											
	<table border="1"> <thead> <tr> <th>Milestone</th> <th>Hurdle</th> <th>Superloop Shares issued</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Signing of the exclusive broadband services agreement</td> <td>9,847,690 Superloop Shares (i.e. the Superloop Shares that were issued to Origin Energy on 15 March 2024)</td> </tr> <tr> <td>2</td> <td>130,000 broadband services customers of Origin Energy on Superloop's broadband platform</td> <td>Part A: 8,156,489 Superloop Shares (i.e. the Superloop Shares that were issued to Origin Energy on 10 October 2024 and the subject of resolution 3 in this Notice of Meeting) Part B: 1,691,201 Superloop Shares (i.e. the Superloop Shares the subject of resolution 4 in this Notice of Meeting)</td> </tr> <tr> <td>3</td> <td>200,000 broadband services customers of Origin Energy on Superloop's broadband platform</td> <td>The number of Superloop Shares equal to \$5,000,000 divided by the 30-day VWAP as at the date Origin Energy achieves this milestone 3 hurdle (i.e. the Superloop Shares the subject of resolution 5 in this Notice of Meeting)</td> </tr> <tr> <td>4</td> <td>250,000 broadband services customers of Origin Energy on Superloop's broadband platform</td> <td>The number of Superloop Shares equal to \$5,000,000 divided by the 30-day VWAP as at the date Origin Energy achieves this milestone 4 hurdle</td> </tr> <tr> <td>5</td> <td>300,000 broadband services customers of Origin Energy on Superloop's broadband platform</td> <td>The number of Superloop Shares equal to \$5,000,000 divided by the 30-day VWAP as at the date Origin Energy achieves this milestone 5 hurdle</td> </tr> <tr> <td>6</td> <td>350,000 broadband services customers of Origin Energy on Superloop's broadband platform</td> <td>The number of Superloop Shares equal to \$5,000,000 divided by the 30-day VWAP as at the date Origin Energy achieves this milestone 6 hurdle</td> </tr> <tr> <td>7</td> <td>400,000 broadband services customers of Origin Energy on Superloop's broadband platform</td> <td>The number of Superloop Shares equal to \$5,000,000 divided by the 30-day VWAP as at the date Origin Energy achieves this milestone 7 hurdle</td> </tr> <tr> <td>8</td> <td>450,000 broadband services customers of Origin Energy on Superloop's broadband platform</td> <td>The number of Superloop Shares equal to \$5,000,000 divided by the 30-day VWAP as at the date Origin Energy achieves this milestone 8 hurdle</td> </tr> </tbody> </table>	Milestone	Hurdle	Superloop Shares issued	1	Signing of the exclusive broadband services agreement	9,847,690 Superloop Shares (i.e. the Superloop Shares that were issued to Origin Energy on 15 March 2024)	2	130,000 broadband services customers of Origin Energy on Superloop's broadband platform	Part A: 8,156,489 Superloop Shares (i.e. the Superloop Shares that were issued to Origin Energy on 10 October 2024 and the subject of resolution 3 in this Notice of Meeting) Part B: 1,691,201 Superloop Shares (i.e. the Superloop Shares the subject of resolution 4 in this Notice of Meeting)	3	200,000 broadband services customers of Origin Energy on Superloop's broadband platform	The number of Superloop Shares equal to \$5,000,000 divided by the 30-day VWAP as at the date Origin Energy achieves this milestone 3 hurdle (i.e. the Superloop Shares the subject of resolution 5 in this Notice of Meeting)	4	250,000 broadband services customers of Origin Energy on Superloop's broadband platform	The number of Superloop Shares equal to \$5,000,000 divided by the 30-day VWAP as at the date Origin Energy achieves this milestone 4 hurdle	5	300,000 broadband services customers of Origin Energy on Superloop's broadband platform	The number of Superloop Shares equal to \$5,000,000 divided by the 30-day VWAP as at the date Origin Energy achieves this milestone 5 hurdle	6	350,000 broadband services customers of Origin Energy on Superloop's broadband platform	The number of Superloop Shares equal to \$5,000,000 divided by the 30-day VWAP as at the date Origin Energy achieves this milestone 6 hurdle	7	400,000 broadband services customers of Origin Energy on Superloop's broadband platform	The number of Superloop Shares equal to \$5,000,000 divided by the 30-day VWAP as at the date Origin Energy achieves this milestone 7 hurdle	8	450,000 broadband services customers of Origin Energy on Superloop's broadband platform	The number of Superloop Shares equal to \$5,000,000 divided by the 30-day VWAP as at the date Origin Energy achieves this milestone 8 hurdle
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Term	Description
	<ul style="list-style-type: none"> <li>• The above Superloop Shares will be subject to voluntary escrow for a period of 12 months commencing on the relevant milestone date (subject to customary carve-outs).</li> <li>• The Superloop Shares set out in Milestone 2B to Milestone 8 above will not be issued until Shareholder approval has been obtained, noting that: <ul style="list-style-type: none"> <li>◦ the issue of the 9,847,690 Superloop Shares under Milestone 1 and the agreement to issue (and issue of) the 8,156,489 Superloop Shares under Part A of Milestone 2 were completed or entered into (as the case may be) by Superloop using Superloop's Placement Capacity;</li> <li>◦ the 1,691,201 Superloop Shares to be issued under Part B of Milestone 2 are the subject of resolution 4 in this Notice of Meeting; and</li> <li>◦ the Superloop Shares to be issued under Milestone 3 (with the number of Superloop Shares equal to \$5,000,000 divided by the 30-day VWAP as at the date Origin Energy achieves 200,000 of its broadband services customers on Superloop's broadband platform) are the subject of resolution 5 in this Notice of Meeting.</li> </ul> </li> <li>• The issue of Superloop Shares to Origin Energy is also subject to receipt of requisite regulatory approvals.</li> <li>• Superloop is required to take certain steps if it is unable to issue the Superloop Shares set out above (for example, because it is restricted by law from doing so or requires but has not obtained Shareholder approval), including the making of an equivalent cash payment to Origin Energy (if applicable).</li> <li>• Superloop must also grant Origin Energy 55,672,002 Superloop Options (i.e. the Superloop Options that were granted to Origin Energy on 15 March 2024).</li> </ul>
Miscellaneous provisions	The subscription agreement entered into between Superloop and Origin Energy contains customary miscellaneous provisions for an agreement of its nature, including as to consequences of termination, warranties given by each party in favour of the other, confidentiality and assignment.

## Schedule 2.

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 <b>Group</b>) who is part of the executive / senior management team of the Group (<b>Executive Employee</b>) as an eligible participant for the purposes of the Executive Performance Rights Plan (<b>Eligible Participant</b>). 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 (<b>Offer</b>) may nominate a body corporate controlled by the Eligible Participant or any other entity as the Board may determine (<b>Permitted Nominee</b>) 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, <b>Participant</b> 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 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 issue, transfer or allocation Superloop Shares.</p>
Establishment of Trust	<p>The Board may, in its sole and absolute discretion, use a trust for the purpose of delivering Superloop Shares to Participants and holding Superloop Shares for Participants of the Executive Performance Rights Plan (<b>Trust</b>).</p>



Cessation of employment prior to vesting of Performance Rights	<p>The Executive Performance Rights Plan provides for the treatment for Performance Rights where the Eligible Participant ceases employment before the vesting date.</p> <p>Unless the Board determines otherwise, the following treatment applies to the Performance Rights:</p>						
	<table border="1"> <thead> <tr> <th>Reason for cessation</th> <th>Treatment of Performance Rights</th> </tr> </thead> <tbody> <tr> <td>Lawful termination or resignation</td> <td>Lapse immediately</td> </tr> <tr> <td>Redundancy, disability causing an inability to perform normal duties, or death</td> <td>Remain on foot</td> </tr> </tbody> </table>	Reason for cessation	Treatment of Performance Rights	Lawful termination or resignation	Lapse immediately	Redundancy, disability causing an inability to perform normal duties, or death	Remain on foot
	Reason for cessation	Treatment of Performance Rights					
Lawful termination or resignation	Lapse immediately						
Redundancy, disability causing an inability to perform normal duties, or death	Remain on foot						
Adjustment for reconstruction of issued capital of Superloop	<p>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.</p>						
No dividend rights	<p>A Participant does not have the right to participate in dividends on Superloop Shares until Superloop Shares are issued, transferred or allocated.</p>						
No voting rights	<p>A Participant does not have the right to vote in respect of a Performance Right.</p>						
Participation in pro rata or bonus issues of Superloop Shares	<p>A Participant cannot participate in a pro rata or bonus issue of Superloop Shares without being issued, transferred or 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.</p>						
Non-transferability of Performance Rights	<p>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.</p>						
Unquoted Performance Rights	<p>Superloop will not apply to ASX for official quotation of any Performance Rights.</p>						
No interest in Superloop Shares	<p>A Participant has no interest in Superloop Shares the subject of Performance Rights unless and until Superloop Shares are issued, transferred or allocated to that Participant.</p>						

<p>Change of Control Trigger Event and / or actual change in the control of Superloop</p>	<p>If a Change of Control Trigger Event (as defined below) occurs, the Board has discretion to determine that all or a specified number or proportion of a Participant's unvested Performance Rights vest.</p> <p>'Change of Control Trigger Event' means:</p> <ul style="list-style-type: none"> <li>(a) a person acquires voting power (within the meaning of section 610 of the Corporations Act) in more than 50% of the Superloop Shares;</li> <li>(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;</li> <li>(c) Superloop disposes of the whole or a substantial part of its assets or undertaking;</li> <li>(d) a person with voting power (within the meaning of section 610 of the Corporations Act) in more than 25% of the Superloop 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 (<b>Board Spill Event</b>); or</li> <li>(e) an event set out in paragraph (a) or (b) above is, in the opinion of the Board, likely to occur in the near future and the Board decides to nominate a date on which a Change of Control Trigger Event is taken to have occurred, <p>(Change of Control Trigger Event).</p> <p>Without limiting the above, if there is an actual change in the control of Superloop, then unless the Board determines otherwise, a pro-rata number (having regard to the proportion of the vesting period that has elapsed) of a Participant's unvested Performance Rights will vest immediately.</p> </li></ul>
<p>Clawback, forfeiture and divestment</p>	<p>In certain circumstances, for example in the event of the relevant Eligible Participant's fraud, unlawful behaviour, wilful default, or conduct in material breach of the Superloop's policies and codes of conduct which contributed to that Eligible Participant gaining particular unfair benefits, the Board may determine to apply certain clawback, forfeiture and divestment mechanisms (in respect of Performance Rights, and Superloop Shares issued, transferred or allocated, or cash payment made, on exercise of any Performance Rights).</p>
<p>Issue, transfer or allocation of Superloop Shares on exercise</p>	<p>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 issued, transferred or 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.</p>
<p>Ranking of Superloop Shares issued, transferred or allocated</p>	<p>A Superloop Share issued, transferred or 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).</p>
<p>Disposal restrictions</p>	<p>Any 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.</p>

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"><li>(a) to comply with the Constitution or certain other legal and regulatory requirements;</li><li>(b) to correct a manifest error; or</li><li>(c) to address potential adverse tax implications arising from certain changes, 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.</li></ul> <p>The Board may otherwise amend the Executive Performance Rights Plan in any manner it decides.</p>
Administration of the Executive Performance Rights Plan	<p>The Board is responsible for administering the Executive Performance Rights Plan in accordance with its terms.</p>



superloop