



Notice of Meeting.

Wednesday, 12th June 2024

Chair's Letter.

13 May 2024

Dear Shareholders

On behalf of the Board, I am pleased to invite you to an Extraordinary General Meeting of Superloop Limited (ACN 169 263 094) (Superloop) to be held at 2.00pm (Sydney time) on Wednesday, 12 June 2024 online via the share registry's virtual meeting platform at <https://meetings.linkgroup.com/SLCEGM2024>, 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 Extraordinary General Meeting.

Shareholders participating in the Extraordinary General Meeting online will be able to vote and ask questions during the Extraordinary General Meeting. To participate, 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 Monday, 10 June 2024 to register your participation and obtain the required access code.

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

You may vote online or lodge your questions in advance prior to the Extraordinary 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 Extraordinary General Meeting at <https://investorcentre.linkgroup.com> as well.

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

- ratifying the previous grant of 55,672,002 Superloop Options to Origin Energy; and
- ratifying the previous issue of 9,847,690 Superloop Shares to Origin Energy.

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

In addition to hard copies of the Notice of Meeting and Explanatory Memorandum being sent to Shareholders who have elected for a copy to be mailed to them, both the Notice of Meeting and Explanatory Memorandum will be available on ASX's market announcement platform and on Superloop's website at

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

If you have any queries on how to cast your votes, please contact Link Market Services Limited on 1300 554 474 or email registrars@linkmarketservices.com.au.

If you have any comments or questions on the formal business of the Extraordinary General Meeting, please call Tina Ooi (Chief Legal & Corporate Officer / Company Secretary) on +61 404 857 816 or send an email to company.secretary@superloop.com on or before 2.00pm (Sydney time) on Monday, 10 June 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 online participation at the Extraordinary General Meeting.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'Peter O'Connell', with a large circular flourish at the end.

Peter O'Connell
Chair
Superloop Limited

Notice of Meeting.

Superloop Limited (ACN 169 263 094)

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

Date	Wednesday, 12th June 2024
Time	2:00 PM (Sydney time)
Place	Online via https://meetings.linkgroup.com/SLCEGM2024

Shareholders can participate in the Extraordinary General Meeting online via the share registry's virtual meeting platform at <https://meetings.linkgroup.com/SLCEGM2024>, 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 Extraordinary General Meeting.

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

Extraordinary General Meeting considerations and Shareholder questions

All Shareholders will have a reasonable opportunity to ask questions during the Extraordinary General Meeting (via the online platform, or orally via the 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 Monday, 10 June 2024 to register your participation and obtain the required access code.

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

- all Shareholder questions should be stated clearly and should be relevant to the business of the Extraordinary General Meeting;
- 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 Extraordinary General Meeting regarding personal matters or those that are commercial in confidence.

Shareholders who prefer to register their questions in advance of the Extraordinary 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 Extraordinary General Meeting. Each resolution considered at the Extraordinary 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 Extraordinary General Meeting.

How to vote

Shareholders may vote either by:

- using the online platform; or
- appointing a proxy to attend the Extraordinary General Meeting on their behalf.

Using the online platform.

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

- enter <https://meetings.linkgroup.com/SLCEGM2024> 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 Extraordinary General Meeting.

Online voting will be open between the commencement of the Extraordinary General Meeting at 2.00pm (Sydney time) on Wednesday, 12 June 2024 and the time at which the Chair announces the close of the Extraordinary General Meeting.

More information about online participation in the Extraordinary 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 Extraordinary 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 Monday, 10 June 2024 (that is, at least 48 hours before the Extraordinary 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 Extraordinary General Meeting as the Shareholder's proxy and does not specify how the Chair is to vote on an item of business, the Chair will vote, as a proxy for that Shareholder, in favour of the item on a poll.

SPECIAL BUSINESS

Resolution 1: Ratification of previous grant of Superloop Options

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

1. 'That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the previous grant of 55,672,002 Superloop Options with an exercise price equal to the prevailing VWAP of Superloop Shares on ASX on the trading day before exercise per Superloop Option to Origin Energy, as set out in the Explanatory Memorandum.'

Note: Further information in relation to this resolution is set out in the Explanatory Memorandum. Persons who participated in the grant of the Superloop Options, 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 1.

Resolution 2: Ratification of previous issue of Superloop Shares

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

2. 'That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the previous issue of 9,847,690 Superloop Shares to Origin Energy, as set out 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, 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 2.

Dated 13 May 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 Extraordinary 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 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 Extraordinary 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 Extraordinary 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 Extraordinary General Meeting and a poll is demanded and either:
 - (1) the proxy is not recorded as attending; or
 - (2) the proxy does not vote,the Chair of the Extraordinary 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 Extraordinary 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 Monday, 10 June 2024.
- (j) Superloop has determined under regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that for the purpose of voting at the Extraordinary 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 Monday, 10 June 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.

Voting restrictions

<p>Resolution 1 - Ratification of previous grant of Superloop Options</p>	<p>In accordance with ASX Listing Rule 14.11, Superloop will disregard any votes cast in favour of resolution 1 by or on behalf of any person who participated in the grant of the Superloop Options the subject of resolution 1 (being Origin Energy) or any Associate of any such person.</p> <p>However, Superloop need not disregard a vote cast in favour of resolution 1 if it is cast by:</p> <ul style="list-style-type: none"> (a) a person as proxy or attorney for a person who is entitled to vote on resolution 1, in accordance with directions given to the proxy or attorney to vote on resolution 1 in that way; or (b) the Chair of the Extraordinary General Meeting as proxy or attorney for a person who is entitled to vote on resolution 1, in accordance with a direction given to the Chair to vote on resolution 1 as the Chair decides; or (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided that: <ul style="list-style-type: none"> (1) 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 1; and (2) the holder votes on resolution 1 in accordance with directions given by the beneficiary to the holder to vote in that way.
<p>Resolution 2 - Ratification of previous issue of Superloop Shares</p>	<p>In accordance with ASX Listing Rule 14.11, Superloop will disregard any votes cast in favour of resolution 2 by or on behalf of any person who participated in the issue of the Superloop Shares the subject of resolution 2 (being Origin Energy) or any Associate of any such person.</p> <p>However, Superloop need not disregard a vote cast in favour of resolution 2 if it is cast by:</p> <ul style="list-style-type: none"> (a) a person as proxy or attorney for a person who is entitled to vote on resolution 2, in accordance with directions given to the proxy or attorney to vote on resolution 2 in that way; or (b) the Chair of the Extraordinary General Meeting as proxy or attorney for a person who is entitled to vote on resolution 2, in accordance with a direction given to the Chair to vote on resolution 2 as the Chair decides; or (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided that: <ul style="list-style-type: none"> (1) 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 2; and (2) the holder votes on resolution 1 in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting intentions of the Chair

The Chair of the Extraordinary 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 Meeting of Superloop to be held at 2.00pm (Sydney time) on Wednesday, 12 June 2024 online via <https://meetings.linkgroup.com/SLCEGM2024>

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.

SPECIAL BUSINESS

Resolution 1: Ratification of previous grant of Superloop Options

General

1. As announced by Superloop to ASX on 14 March 2024, Superloop granted 55,672,002 Superloop Options with an exercise price equal to the prevailing VWAP of Superloop Shares on ASX on the trading day before exercise per Superloop Option to Origin Energy 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. The grant of these Superloop Options was completed in reliance on Superloop's Placement Capacity (as defined at paragraph 2 of this Explanatory Memorandum below).

ASX Listing Rule 7.4

2. ASX Listing Rule 7.1 permits an ASX-listed company to issue, without obtaining shareholder approval over any 12 month period, up to 15% of its issued share capital it had on issue at the start of that period, subject to certain exceptions (Placement Capacity).
3. The grant of the Superloop Options the subject of resolution 1 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.
4. Resolution 1 therefore seeks approval from Shareholders under ASX Listing Rule 7.4 to ratify the previous grant of the 55,672,002 Superloop Options.

Information required by ASX Listing Rule 14.1A

5. If resolution 1 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 grant of the Superloop Options the subject of resolution 1. If resolution 1 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 grant of the Superloop Options the subject of resolution 1 without first obtaining Shareholder approval.

Information required by ASX Listing Rule 7.5

6. In accordance with ASX Listing Rule 7.5, the following information is provided in relation to resolution 1:

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	55,672,002 Superloop Options
Terms of securities	<p>Each Superloop Option the subject of resolution 1:</p> <ul style="list-style-type: none"> (a) confers a right to acquire one Superloop Share, ranking equally with all existing Superloop Shares then on issue; (b) has an exercise price equal to the prevailing VWAP of Superloop Shares on ASX on the trading day before exercise; and (c) has an expiry date of 12 months after its date of grant, with the full terms of grant set out in Annexure 1
Date on which securities were or will be issued	15 March 2024
Issue price	The Superloop Options the subject of resolution 1 were not granted for cash consideration
Purpose of issue / intended use of funds raised	The Superloop Options the subject of resolution 1 were granted 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
Summary of material terms of agreement	The Superloop Options the subject of resolution 1 were granted in accordance with the subscription agreement entered into between Superloop and Origin Energy, the material terms of which are summarised in Annexure 2 (and in Superloop's announcement to ASX on 14 March 2024)

Directors' recommendation

7. The Directors unanimously recommend that you vote in favour of resolution 1.

Resolution 2: Ratification of previous issue of Superloop Shares

General

8. As announced by Superloop to ASX on 14 March 2024, Superloop issued 9,847,690 Superloop Shares to Origin Energy 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. The issue of these Superloop Shares was completed in reliance on Superloop's Placement Capacity.

ASX Listing Rule 7.4

9. ASX Listing Rule 7.1 permits an ASX-listed company to issue, without obtaining shareholder approval over any 12 month period, up to 15% of its issued share capital it had on issue at the start of that period, subject to certain exceptions (Placement Capacity).
10. The issue of the Superloop Shares the subject of resolution 2 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.
11. Resolution 2 therefore seeks approval from Shareholders under ASX Listing Rule 7.4 to ratify the previous issue of the 9,847,690 Superloop Shares.

Information required by ASX Listing Rule 14.1A

12. If resolution 2 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 issue of the Superloop Shares the subject of resolution 2. If resolution 2 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 issue of the Superloop Shares the subject of resolution 2 without first obtaining Shareholder approval.

Information required by ASX Listing Rule 7.5

13. In accordance with ASX Listing Rule 7.5, the following information is provided in relation to resolution 2:

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	9,847,690 Superloop Shares
Terms of securities	The Superloop Shares the subject of resolution 2 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	15 March 2024
Issue price	The Superloop Shares the subject of resolution 2 were not issued for cash consideration
Purpose of issue / intended use of funds raised	The Superloop Shares the subject of resolution 2 were issued 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
Summary of material terms of agreement	The Superloop Shares the subject of resolution 2 were issued in accordance with the subscription agreement entered into between Superloop and Origin Energy, the material terms of which are summarised in Annexure 2 (and in Superloop's announcement to ASX on 14 March 2024)

Directors' recommendation

14. The Directors unanimously recommend that you vote in favour of resolution 2.

Definitions.

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

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.
Constitution	means Superloop's constitution.
Corporations Act	means Corporations Act 2001 (Cth).
Directors	means the directors of Superloop.
Explanatory Memorandum	means the explanatory statement accompanying the resolutions contained in this Notice of Meeting.
Extraordinary General Meeting	means Superloop's extraordinary general meeting the subject of this Notice of Meeting.
Notice of Meeting	means this notice of meeting and includes the Explanatory Memorandum.
Origin Energy	means Origin Energy Retail Limited (ACN 078 868 425).
Placement Capacity	has the meaning given to that term at paragraph 2 of the Explanatory Memorandum.
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.
VWAP	means volume weighted average price.

Annexure 1.

The Superloop Options the subject of resolution 1 (Subscription Options) are subject to the following terms:

1. DEFINITIONS

The meanings of the terms used in these Option Terms are set out below.

Term	Meaning
ASX	ASX Limited (ACN 008 624 691).
ASX Listing Rules	the official listing rules of ASX as amended from time to time.
Business Day	a day on which banks are open for business in Sydney and Melbourne excluding a Saturday, Sunday or public holiday.
Company	Superloop Limited (ACN 169 263 094).
Constitution	the constitution of the Company as amended or varied from time to time.
Corporations Act	the Corporations Act 2001 (Cth).
Encumbrance	<p>any interest or power:</p> <ol style="list-style-type: none"> 1. reserved in or over any interest in any asset, including any retention of title; or 2. created or otherwise arising in or over any interest in any asset under a bill of sale, mortgage, charge, lien, pledge, trust or power, <p>by way of, or having similar commercial effect to, security for payment of a debt, any other monetary obligation or the performance of any other obligation, or any trust or any retention of title, and includes any agreement to grant or create any of the above.</p>
Exercise Notice	has the meaning given in clause 5(c) of these Option Terms.
Exercise Period	has the meaning given in clause 3 of these Option Terms.
Exercise Price	has the meaning given in clause 4 of these Option Terms.
Nominee	any Related Body Corporate of the Optionholder nominated by the Optionholder by notice in writing to the Company at least three Business Days prior to the Option Shares Completion Date to acquire the Option Shares.
One-day VWAP	in respect of any particular reference date, the daily volume weighted average market price of all Shares sold on ASX's trading platform over the trading day 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 Shares, and any other trades that the Company and the Subscriber (each acting reasonably) agree should otherwise be excluded on the basis that the trades are not fairly reflective of supply and demand.
Optionholder	has the meaning given in clause 2 of these Option Terms.
Option Share	a fully paid ordinary share in the capital of the Company to be issued on exercise of a Subscription Option, subject to payment of the Exercise Price.
Option Share Issue	the issue of Option Shares upon the exercise of the Subscription Options in accordance with these Option Terms.
Option Shares Completion Date	has the meaning given in clause 6(a) of these Option Terms.
Option Terms	these terms and conditions of the Subscription Options.
Related Body Corporate	has the same meaning as in the Corporations Act.
Shares	ordinary shares in the Company.
Subscriber	Origin Energy Retail Limited (ACN 078 868 425).
Subscription Options	55,672,002 options, each of which entitles the Subscriber (or its Nominee) to subscribe for one Share in accordance with the Option Terms.
Subscription Options Completion	completion of the issue of the Subscription Options, which must take place by way of electronic exchange of documents two Business Days following the date that the subscription agreement and the exclusive broadband services agreement between the Company and the Subscriber are executed, at the time (during business hours) that the parties agree in writing.

2. NATURE OF SUBSCRIPTION OPTIONS

Each Subscription Option entitles the Subscriber (or its Nominee) (Optionholder) to subscribe for one Share.

3. EXERCISE PERIOD AND LAPSE AND EXPIRY OF SUBSCRIPTION OPTIONS

The Subscription Options will be issued at Subscription Options Completion and can be exercised by the Optionholder in accordance with clause 5 of these Option Terms at any time during the period commencing on the date of Subscription Options Completion and ending on the date which is 12 months after the date of Subscription Options Completion (Exercise Period). Any Subscription Options not exercised by the Optionholder during the Exercise Period in accordance with clause 5 of these Option Terms automatically lapse and expire on the first day following the end of the Exercise Period.

4. EXERCISE PRICE

The exercise price for each Subscription Option is the One-day VWAP as at the date the Optionholder exercises the Subscription Options (Exercise Price).

5. EXERCISE OF SUBSCRIPTION OPTIONS

- (a) The Optionholder can, at any time during the Exercise Period, exercise the Subscription Options.
- (b) The Subscription Options may only be exercised on any one occasion.
- (c) The Subscription Options may be exercised by the Optionholder giving notice to the Company specifying the number of Subscription Options being exercised (and, if applicable, the Nominee to whom the Option Shares will be issued) (Exercise Notice).
- (d) Any Subscription Options not exercised by the Optionholder in the Exercise Notice will automatically lapse and expire in accordance with clause 3 of these Option Terms.
- (e) The Exercise Notice serves as an application by the Optionholder for issue of the Option Shares and accordingly, it will not be necessary for the Optionholder to provide a separate (additional) application for the Option Shares.

6. COMPLETION OF ISSUE OF OPTION SHARES

- (a) Completion of the issue of the Option Shares will occur three Business Days following:
 - (1) the date of the Exercise Notice; and
 - (2) if applicable, such later date that approval is received in accordance with clause 6(b) of these Option Terms,or such later date that the parties agree in writing, at the time (during business hours) that the parties agree in writing (Option Shares Completion Date).
- (b) Where, following exercise of the Subscription Options by the Optionholder in the Exercise Notice, the Company cannot issue Option Shares to the Subscriber (or its Nominee) because of rule 12A.2 of the Constitution, the Company must issue the maximum number of Option Shares that can be issued to the Subscriber (or its Nominee) without causing a breach of rule 12A.2 of the Constitution, and issue the balance of the Option Shares to the Subscriber (or its Nominee) following receipt of the approval required by the Subscriber in accordance with rule 12A.2 of the Constitution.
- (c) On or before the Option Shares Completion Date, the Company must procure that a meeting of directors of the Company is convened and approves, or that a circular resolution of directors of the Company is prepared and signed which approves, the issue of the Option Shares to the Optionholder (or its Nominee).
- (d) On the Option Shares Completion Date:
 - (1) the Company must:
 - (A) issue or procure the issue of the Option Shares to the Optionholder (or its Nominee) free from any Encumbrance or other third party rights;
 - (B) procure and ensure that the Optionholder (or its Nominee) is registered as the holder of the Option Shares in the register of members of the Company; and
 - (C) provide an allotment confirmation statement in respect of the Option Shares to the Optionholder (or its Nominee) and instruct its registry to issue a holding statement for the Option Shares to the Optionholder (or its Nominee); and
 - (2) the Optionholder must:
 - (A) pay, or procure that its Nominee pays, the Exercise Price for the Option Shares to the Company in cleared funds (to the account provided to the Subscriber as at the date of the subscription agreement between the Company and the Subscriber or as updated by notice at least five Business Days prior to the date of payment); and
 - (B) subscribe for and accept the issue of, or procure that its Nominee subscribes for and accepts the issue of, the Option Shares.

- (e) The actions to take place on the Option Shares Completion Date are interdependent and must take place, as nearly as possible, simultaneously. If one action does not take place, then without prejudice to any rights available to any party as a consequence:
 - (1) there is no obligation on any party to undertake or perform any of the other actions; and
 - (2) to the extent that such actions have already been undertaken, the parties must do everything reasonably required to reverse those actions.
- (f) As soon as practicable, and in any event within two Business Days following the Option Shares Completion Date, the Company must:
 - (1) apply to ASX for official quotation of the Option Shares; and
 - (2) give to ASX a notice under section 708A(5)(e)(i) of the Corporations Act in respect of the Option Shares that complies with section 708A(6) of the Corporations Act (or, if at the time the Company receives the Exercise Notice, the Company is prevented from giving to ASX a notice under section 708A(5)(e)(i) of the Corporations Act because of the application of section 708A(5)(b), (c) or (d) of the Corporations Act, the Company must lodge a prospectus that qualifies the Option Shares for resale under section 708A(11) of the Corporations Act within 30 Business Days after receiving the Exercise Notice, and within two Business Days thereafter issue the Option Shares to the Optionholder (or its Nominee)).
- (g) As soon as practicable following the Option Shares Completion Date, the Company must ensure that an ASIC Form 484 is lodged with ASIC to evidence the issue of the Option Shares.
- (h) On issue of the Option Shares on exercise of the Subscription Options, the Optionholder agrees, or must procure that its Nominee agrees, to be bound by the Constitution.

7. OPTION SHARES ISSUED UPON EXERCISE

All Option Shares issued to the Optionholder (or its Nominee) must:

- (a) be issued as fully paid;
- (b) be free of Encumbrances; and
- (c) rank equally with the other Shares as at the Option Shares Completion Date.

8. NEW ISSUES AND REORGANISATIONS OF CAPITAL

- (a) There are no participation rights or entitlements inherent in the Subscription Options and the Optionholder will not be entitled to participate in new issues of capital offered to shareholders of the Company unless the Optionholder has exercised the Subscription Options before the record date for determining entitlements to the new issue of securities and participates as a result of holding Shares.
- (b) If there is a re-organisation of the issued capital of the Company, the terms of the Subscription Options and the rights of the Optionholder under these Option Terms will be varied in accordance with the ASX Listing Rules.
- (c) Whenever the number of Shares over which a Subscription Option is exercisable is adjusted pursuant to these Option Terms, the Company must give notice of the adjustment to the Optionholder as soon as reasonably practicable and in any event, within three Business Days.

9. NO TRANSFER

The Subscription Options are not transferable by the Optionholder.

10. NO QUOTATION OF SUBSCRIPTION OPTIONS

No application for quotation of the Subscription Options will be made by the Company.

11. AMENDMENTS

- (a) These Option Terms may only be amended by written agreement between the Company and the Optionholder and subject to compliance with the ASX Listing Rules.
- (b) If ASX requires amendments to these Option Terms, the Company and the Optionholder must consult in good faith to agree the amendments to the extent necessary in order to comply with the ASX Listing Rules.

12. GOVERNING LAW

These Option Terms and the rights and obligations of the Optionholder are governed by the laws of New South Wales, Australia. The parties irrevocably and unconditionally submit to the non-exclusive jurisdiction of the courts of New South Wales and waive any claim or objection based on absence of jurisdiction or inconvenient forum.

ANNEXURE 2.

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	<p>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:</p> <table border="1"> <thead> <tr> <th style="color: #4b4b9b;">Milestone</th> <th style="color: #4b4b9b;">Hurdle</th> <th style="color: #4b4b9b;">Superloop Shares issued</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">1</td> <td>Signing of the exclusive broadband services agreement</td> <td>9,847,690 Superloop Shares (i.e. the Superloop Shares the subject of resolution 2)</td> </tr> <tr> <td style="text-align: center;">2</td> <td>130,000 subscribers</td> <td>Part A: 8,156,489 Superloop Shares Part B: 1,691,201 Superloop Shares</td> </tr> <tr> <td style="text-align: center;">3</td> <td>200,000 subscribers</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 200,000 subscribers</td> </tr> <tr> <td style="text-align: center;">4</td> <td>250,000 subscribers</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 250,000 subscribers</td> </tr> <tr> <td style="text-align: center;">5</td> <td>300,000 subscribers</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 300,000 subscribers</td> </tr> <tr> <td style="text-align: center;">6</td> <td>350,000 subscribers</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 350,000 subscribers</td> </tr> <tr> <td style="text-align: center;">7</td> <td>400,000 subscribers</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 400,000 subscribers</td> </tr> <tr> <td style="text-align: center;">8</td> <td>450,000 subscribers</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 450,000 subscribers</td> </tr> </tbody> </table> <ul style="list-style-type: none"> • 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). • 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"> • the 9,847,690 Superloop Shares issued under Milestone 1 have been issued to Origin Energy and are the subject of resolution 2 in this Notice of Meeting; and • the 8,156,489 Superloop Shares to be issued under Part A of Milestone 2 will be issued by Superloop using its Placement Capacity. 	Milestone	Hurdle	Superloop Shares issued	1	Signing of the exclusive broadband services agreement	9,847,690 Superloop Shares (i.e. the Superloop Shares the subject of resolution 2)	2	130,000 subscribers	Part A: 8,156,489 Superloop Shares Part B: 1,691,201 Superloop Shares	3	200,000 subscribers	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 subscribers	4	250,000 subscribers	The number of Superloop Shares equal to \$5,000,000 divided by the 30-day VWAP as at the date Origin Energy achieves 250,000 subscribers	5	300,000 subscribers	The number of Superloop Shares equal to \$5,000,000 divided by the 30-day VWAP as at the date Origin Energy achieves 300,000 subscribers	6	350,000 subscribers	The number of Superloop Shares equal to \$5,000,000 divided by the 30-day VWAP as at the date Origin Energy achieves 350,000 subscribers	7	400,000 subscribers	The number of Superloop Shares equal to \$5,000,000 divided by the 30-day VWAP as at the date Origin Energy achieves 400,000 subscribers	8	450,000 subscribers	The number of Superloop Shares equal to \$5,000,000 divided by the 30-day VWAP as at the date Origin Energy achieves 450,000 subscribers
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	<ul style="list-style-type: none">• The issue of Superloop Shares to Origin Energy is also subject to receipt of requisite regulatory approvals.• 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).• Superloop must also grant Origin Energy 55,672,002 Superloop Options (i.e. the Superloop Options that have been issued to Origin Energy and are the subject of resolution 1).
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.

