superloop

Notice of Annual General Meeting.

Thursday 19 November 2026

Chair's Letter.

20 October 2026

Dear Shareholders,

On behalf of the Board, I am pleased to invite you to the 2026 Annual General Meeting of Superloop Limited (ACN 169 263 094) (**Superloop**) to be held at 2.00pm (Sydney time) on Thursday, 19 November 2026 at the offices of Baker McKenzie, Tower One – International Towers Sydney, 100 Barangaroo Avenue, Barangaroo, New South Wales, 2000, and online via https://meetings.openbriefing.com/slc26.

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 either in writing or orally through online platform.

More information regarding online participation at the Annual General Meeting (including how to vote and ask questions online either in writing, 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://au.investorcentre.mpms.mufg.com.

I also encourage you to submit any questions you may have on matters of concern, or matters for which you are seeking clarification, prior to the Annual General Meeting at https://au.investorcentre.mpms.mufg.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. Vivian Stewart, Mr. Drew Kelton, Ms. Helen Livesey and Mr. Gareth Turner as Directors;

- approving the grant of 1,224,799 Superloop Performance Rights under Superloop's Executive Performance Rights Plan to Mr. Paul Tyler;
- approving the issue of 1,932,741 Superloop Shares (calculated by dividing $5,000,000 by the 30-day VWAP as at the date Origin Energy achieved 250,000 of its broadband services customers on Superloop's broadband platform, being $2.587) to Origin Energy;
- approving the giving of financial assistance by ILT Holdings Pty Ltd (**ILT Holdings**) and each of the ILT Subsidiaries to assist Superloop's acquisition of ILT Holdings;
- approving the giving of financial assistance by Lynham Networks Pty. Ltd. (**Lynham**) and each of the Lynham Subsidiaries to assist Superloop's acquisition of Lynham;
- approving the issue of Equity Securities pursuant to the General Performance Rights Plan; and
- approving the renewal of the proportional takeover approval provisions in Superloop's Constitution.

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

A hard copy of the Notice of Meeting and Explanatory Memorandum will be 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 Superloop's Investor Centre.

If you have any queries on how to cast your votes, please contact MUFG Corporate Markets (AU) Limited on +61 1300 554 474 or email support@cm.mpms.mufg.com. If you have any comments or questions on the formal business of the Annual General Meeting, please send an email to company.secretary@superloop.com on or before 2.00pm (Sydney time) on Tuesday, 17 November 2026.

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://au.investorcentre.mpms.mufg.com.

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

Yours faithfully

Peter O'Connell
Chair
Superloop Limited

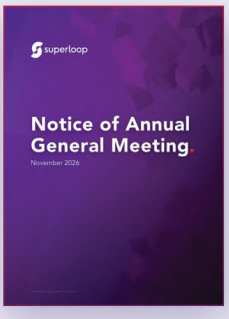
About Superloop.

Founded in 2014, and listed on the ASX since 2015, Superloop's purpose is to enable better internet for Australian homes and businesses through reimagining how telco should be delivered. We enable challenger retail brands (including Superloop and Exetel brands) to take a larger share of the market, leveraging Superloop's Infrastructure-on-Demand platform. Superloop provides connectivity and services to customers in three segments of the market: Consumer, Business and Wholesale.

Through Smart Communities, we own and operate extensive fibre to the premises (FTTP) and managed Wi-Fi networks that service residential and commercial communities including multi-unit dwellings. Through Neoloop we offer open access to our FTTP networks to other Retail Service Providers.

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 FY26.

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

ENVIRONMENT, SOCIAL & GOVERNANCE UPDATE

Our Environment, Social & Governance Update, 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 FY26.

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

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Performance Highlights.

Customers

935k

↑ 28%

Reported Revenue[1]

$664m

↑ 21.6%

Underlying EBITDA[2]

$123m

↑ 33%

Net Profit After Tax

$17.5m

↑ +$16.3m

Gross Operating Cash Flow[3]

$123m

↑ 40%

1 Reported Revenue is segment revenue (FY26: $674m) after elimination of inter-segment revenue (FY26: $2.4m) and net of the amortised Origin share-based payment (FY26: $7.2m) which reduces revenue.

2 Calculated as Net Profit After Tax adjusted for tax, interest, depreciation & amortisation, share-based consideration, restructuring costs and M&A related costs.

3. Gross Operating Cash Flow is calculated as receipts from customers minus payments to suppliers and employees, per Statement of Cash Flows.

Notice of Annual General Meeting.

Superloop Limited (ACN 169 263 094)

Notice is given that the 2026 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, 19 November 2026
Time	2.00pm (Sydney time)
Place	Offices of Baker McKenzie, Tower One – International Towers Sydney, 100 Barangaroo Avenue, Barangaroo, New South Wales, 2000, and online via https://meetings.openbriefing.com/slc26

VIEWING THE MEETING BY WEBCAST

Shareholders can participate in the Annual General Meeting in person in Sydney, online at https://meetings.openbriefing.com/slc26, or through the appointment of a proxy. Proxyholders will be provided with their proxy code via email by MUFG Corporate Markets (AU) 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 available at https://investors.superloop.com/Investors/?page=agm.

ANNUAL GENERAL MEETING CONSIDERATIONS AND SHAREHOLDER QUESTIONS

All Shareholders will have a reasonable opportunity to ask questions during the Annual General Meeting (whether in person or via the online platform either in writing or orally). This includes an opportunity to ask questions of Superloop's external auditor. For guidance on how to ask a question or make a comment either in writing or orally through the online platform, please refer to the Online Platform Guide available at https://investors.superloop.com/Investors/?page=agm.

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://au.investorcentre.mpms.mufg.com.

All resolutions by poll

The Chair of the Annual General Meeting 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 of the Annual General Meeting 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.openbriefing.com/slc26 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 MUFG Corporate Markets (AU) Limited will provide via email on the day prior to the Annual General Meeting (if the proxyholder's email address has been provided to the share registry).

Voting through the online platform will be open between the commencement of the Annual General Meeting at 2.00pm (Sydney time) on Thursday, 19 November 2026 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, MUFG Corporate Markets (AU) Limited, on +61 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, MUFG Corporate Markets (AU) Limited, no later than 2.00pm (Sydney time) on Tuesday, 17 November 2026 (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 2026.

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 2026 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. Vivian Stewart

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

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

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

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

Resolution 3: Re-election of Mr. Drew Kelton

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

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

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

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

Resolution 4: Re-election of Ms. Helen Livesey

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

4 'That Ms. Helen Livesey, being a Director 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 Ms. Livesey's qualifications, experience and skills appears in the Explanatory Memorandum.

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

Resolution 5: Re-election of Mr. Gareth Turner

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

5 'That Mr. Gareth Turner, being a Director 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. Turner's qualifications, experience and skills appears in the Explanatory Memorandum.

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

Special Business.

Resolution 6: Approval of grant of Superloop Performance Rights to Mr. Paul Tyler

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

6 'That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the grant of 1,224,799 Superloop Performance Rights, and the issue of up to 1,224,799 Superloop Shares on vesting and exercise of those Superloop 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 2027 to Mr. Paul Tyler under the Executive Performance Rights Plan, as described in the Explanatory Memorandum.'

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

The Directors (with Mr. Tyler abstaining) recommend that you vote in favour of resolution 6.

Resolution 7: Approval of issue of 1,932,741 Superloop Shares to Origin Energy

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

7 'That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 1,932,741 Superloop Shares (calculated by dividing $5,000,000 by the 30-day VWAP as at the date Origin Energy achieved 250,000 of its broadband services customers on Superloop's broadband platform, being $2.587) 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 7.

Resolution 8: Approval of the giving of financial assistance for Superloop's acquisition of ILT Holdings

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

8 'That, for the purposes of section 260B(2) of the Corporations Act and for all other purposes, Shareholders approve the giving of financial assistance by ILT Holdings and each of the ILT Subsidiaries to assist Superloop's acquisition of ILT Holdings, and all elements of that transaction and any other transactions that may constitute financial assistance in connection with Superloop's acquisition of ILT Holdings, as described in the Explanatory Memorandum.'

Note: Further information in relation to this resolution is set out in the Explanatory Memorandum. This resolution must be approved by at least 75% of the votes cast by Shareholders entitled to vote on this resolution.

The Directors unanimously recommend that you vote in favour of resolution 8.

Resolution 9: Approval of the giving of financial assistance for Superloop's acquisition of Lynham

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

9 'That, for the purposes of section 260B(2) of the Corporations Act and for all other purposes, Shareholders approve the giving of financial assistance by Lynham and each of the Lynham Subsidiaries to assist Superloop's acquisition of Lynham, and all elements of that transaction and any other transactions that may constitute financial assistance in connection with Superloop's acquisition of Lynham, as described in the Explanatory Memorandum.'

Note: Further information in relation to this resolution is set out in the Explanatory Memorandum. This resolution must be approved by at least 75% of the votes cast by Shareholders entitled to vote on this resolution.

The Directors unanimously recommend that you vote in favour of resolution 9.

Resolution 10: Approval of issue of Equity Securities pursuant to the General Performance Rights Plan

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

10 'That, for the purposes of ASX Listing Rule 7.2 (Exception 13) and for all other purposes, the issue of Equity Securities pursuant to the General Performance Rights Plan, the details of which are set out in the Explanatory Memorandum, be approved as an exception to ASX Listing Rule 7.1.'

Note: Information about this resolution appears in the Explanatory Memorandum. A summary of the terms of the General Performance Rights Plan is set out in Schedule 4.

The Directors unanimously recommend that you vote in favour of resolution 10.

Resolution 11: Renewal of proportional takeover approval provisions

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

11 'That the proportional takeover approval provisions contained in rule 15 of the Constitution be granted effect for three years effective on the day on which this Resolution is passed.'

Note: Further information in relation to this resolution is set out in the Explanatory Memorandum. This resolution must be approved by at least 75% of the votes cast by Shareholders entitled to vote on this resolution.

The Directors unanimously recommend that you vote in favour of resolution 11.

Dated 20 October 2026

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, MUFG Corporate Markets (AU) Limited, no later than 2.00pm (Sydney time) on Tuesday, 17 November 2026.

(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, 17 November 2026.

(k) If you have any queries on how to cast your votes, please call MUFG Corporate Markets (AU) Limited on +61 1300 554 474 during business hours.

VOTING RESTRICTIONS

Resolution 1 – Adoption of Remuneration Report	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: (a) the proxy appointment is in writing and specifies the way the proxy is to vote on resolution 1; or (b) the vote is cast by the Chair of the Annual General Meeting and the appointment of the Chair of the Annual General Meeting as proxy: (i) does not specify the way the proxy is to vote on resolution 1; and (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. 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.
Resolution 6 – Approval of grant of Superloop Performance Rights to Mr. Paul Tyler	In accordance with ASX Listing Rule 14.11, Superloop will disregard any votes cast in favour of resolution 6 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. However, Superloop need not disregard a vote cast in favour of resolution 6 if it is cast by: (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 (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 (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided that: (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 (ii) the holder votes on resolution 6 in accordance with directions given by the beneficiary to the holder to vote in that way. 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.

Resolution 7 – Approval of issue of 1,932,741 Superloop Shares to Origin Energy	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 who is expected to participate in the issue of the Superloop Shares the subject of resolution 7 (being Origin Energy) and any other person who will obtain a material benefit as a result of the issue of the Superloop Shares the subject of resolution 7 (except a benefit solely by reason of being a holder of Superloop Shares) or any Associate of any such person. However, Superloop need not disregard a vote cast in favour of resolution 7 if it is cast by: (a) a person as proxy or attorney for a person who is entitled to vote on resolution 7, in accordance with directions given to the proxy or attorney to vote on resolution 7 in that way; or (b) the Chair of the Annual General Meeting as proxy or attorney for a person who is entitled to vote on resolution 7, in accordance with a direction given to the Chair of the Annual General Meeting to vote on resolution 7 as the Chair of the Annual General Meeting decides; or (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided that: (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on resolution 7; and (ii) the holder votes on resolution 7 in accordance with directions given by the beneficiary to the holder to vote in that way.
Resolution 10 – Approval of issue of Equity Securities pursuant to the General Performance Rights Plan	In accordance with ASX Listing Rule 14.11, Superloop will disregard any votes cast in favour of resolution 10 by or on behalf of any person who is eligible to participate in the General Performance Rights Plan the subject of resolution 10 or any Associate of any such person. However, Superloop need not disregard a vote cast in favour of resolution 10 if it is cast by: (a) a person as proxy or attorney for a person who is entitled to vote on resolution 10, in accordance with directions given to the proxy or attorney to vote on resolution 10 in that way; or (b) the Chair of the Annual General Meeting as proxy or attorney for a person who is entitled to vote on resolution 10, in accordance with a direction given to the Chair to vote on resolution 10 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: (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 10; and (ii) the holder votes on resolution 10 in accordance with directions given by the beneficiary to the holder to vote in that way.

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, 19 November 2026 at the offices of Baker McKenzie, Tower One – International Towers Sydney, 100 Barangaroo Avenue, Barangaroo, New South Wales, 2000, and online via https://meetings.openbriefing.com/slc26.

The Explanatory Memorandum has been prepared to assist Shareholders in determining how to vote on the resolutions set out in the Notice of Meeting and is intended to be read in conjunction with the Notice of Meeting.

ORDINARY BUSINESS

Financial statements and reports

1 The Corporations Act requires that Superloop's financial report, the Directors' report, and the auditor's report be laid before the Annual General Meeting.

2 Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Constitution requires a Shareholders' vote on the financial statements and reports.

3 Shareholders will be given reasonable opportunity at the Annual General Meeting to raise questions and make comments on these reports.

4 In addition to asking questions at the Annual General Meeting, Shareholders may address written questions to the Chair about the management of Superloop or to Superloop's auditor, Deloitte Touche Tohmatsu, if the question is relevant to:

- the content of the auditor's report; or
- the conduct of its audit of the annual financial report to be considered at the Annual General Meeting.

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

5 Written questions for Deloitte Touche Tohmatsu must be given to Superloop by no later than 5.00pm (Sydney time) on Thursday, 12 November 2026 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 2026. This Remuneration Report is included in the Directors' report in Superloop's 2026 Annual Report. A copy of Superloop's 2026 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 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. Vivian Stewart

12 In accordance with ASX Listing Rule 14.4, a Director must not hold office (without re-election) past the third annual general meeting following the Director's appointment or three years, whichever is longer. Rule 19.3(b) of the Constitution also restricts any Director who is not the Managing Director from holding office without re-election beyond the third annual general meeting following their election or last re-election (as the case may be). Mr. Vivian Stewart was last re-elected at Superloop's 2023 annual general meeting. As such, Mr. Stewart 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. Stewart has an extensive background in the technology and software industries, venture capital and corporate advisory services. He co-founded pioneering ISP Magna Data, venture capital firm Tinshed, corporate advisory firm Callafin, and angel investment group Sydney Angels and its two sidecar funds. Mr. Stewart was most recently the Chief Operating Officer of Bigtincan Holdings Ltd, an ASX-listed global enterprise AI/software company focused on the sales enablement market, where he led M&A, IR, capital markets and special projects. Prior to Bigtincan Holdings Ltd, Mr. Stewart spent 10 years as an independent corporate advisor specialising in sales, M&A transactions and related strategy for public and private companies. Mr. Stewart served on fixed wireless and broadband telco BigAir Group Limited's board of directors from June 2008 to 2016 as a non-executive director and Chair. Mr. Stewart brings over 17 years' experience on ASX-listed boards, together with extensive experience in technology, software, strategy, finance, risk and governance, capital markets and stakeholder management. On 15 October 2025, Mr. Stewart was appointed to the board of directors of Tabcorp Holdings Limited (ASX: TAH), subject to the receipt of the required regulatory approvals (and Mr. Stewart formally commenced as a non-executive director on 7 August 2026).

14 Mr. Stewart has a Bachelor of Arts (Honours) from The University of Sydney and an eMBA from the Australian Graduate School of Management. He is a Fellow of the Australian Institute of Company Directors and the Governance Institute of Australia.

15 Mr. Stewart is the Chair of the Risk and Compliance Committee, a member of the Audit Committee, and a member of the Remuneration and Nomination Committee.

Directors' recommendation

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

Resolution 3: Re-election of Mr. Drew Kelton

17 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. Drew Kelton was last re-elected at Superloop's 2023 annual general meeting. As such, Mr. Kelton 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.

18 Mr. Kelton is a global business leader and professional board director. With over 40 years' experience in the ICT and telecommunications arena, he held senior operational roles in the United Kingdom, Europe, India, Australasia and, most recently, the United States of America. In addition to executive leadership roles in global organisations, he has also been responsible for startups and M&A transactions, and involved in the IPOs of several companies. Mr. Kelton would describe himself as a 'professional entrepreneur'. Mr. Kelton has recently joined the board of directors of Sharon AI (NASDAQ: SHAZ). He is also a director of Locate Technologies Limited (NZX: LOC).

19 Mr. Kelton holds a Bachelor of Science with a commendation in Electrical and Electronic Engineering from the University of Western Scotland. He is also a Chartered Engineer with the Institute of Electrical and Electronic Engineers.

20 Mr. Kelton is a member of the Risk and Compliance Committee and a member of the Audit Committee.

Directors' recommendation

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

Resolution 4: Re-election of Ms. Helen Livesey

22 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). Ms. Helen Livesey was elected at Superloop's 2023 annual general meeting. As such, Ms. Livesey 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.

23 Ms. Livesey is an experienced non-executive director across listed, private and not-for-profit boards of directors, with deep sector exposure spanning financial services, loyalty and telecommunications. She serves on the board of directors of L Founders, a private, loyalty-focused, global scale-up, where she brings governance discipline and growth expertise. Ms. Livesey's executive background spans human resources, brand and marketing, strategy and corporate affairs, including senior leadership roles at AMP Limited such as Chief People & Reputation Officer. This experience gives her a distinctive lens on remuneration, culture, reputation and stakeholder dynamics at board of director level. Ms. Livesey is the founder of Reuleaux Corporate Advisory and is known for driving business integration, transformation, strengthening brand and enterprise culture.

24 Ms. Livesey holds a BSc Management Sciences (Hons), is a Graduate of the Australian Institute of Company Directors, and is a member of Chief Executive Women.

25 Ms. Livesey is the Chair of the Remuneration and Nomination Committee and a member of the Risk and Compliance Committee.

Directors' recommendation

26 The Directors (with Ms. Livesey abstaining) recommend the re-election of Ms. Livesey to the Board.

Resolution 5: Re-election of Mr. Gareth Turner

27 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. Gareth Turner was elected at Superloop's 2023 annual general meeting. As such, Mr. Turner 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.

28 Mr. Turner is a senior finance executive with deep experience in the technology and telecommunications sectors over the past 20 years at ASX-listed and private-equity owned businesses. He is currently a non-executive director of Flight Centre Travel Group Limited (ASX: FLT), a travel retailer and corporate travel management company, and of Autosports Group Limited (ASX: ASG), a premium prestige and luxury retail automotive group operating across Australia and New Zealand, where Mr. Turner chairs the Audit & Risk Committee. Mr. Turner is also a non-executive director of Padua Solutions, an Australian fintech business. Prior to this, Mr. Turner was Chief Financial Officer of Infomedia Limited (ASX: IFM), a leading global provider of DaaS and SaaS solutions for the automotive industry, amaysim Australia Limited (ASX: AYS), an Australian challenger telco, GBST Holdings (ASX:GBT), an Australian fintech business, and Hills Limited (ASX: HIL), an Australian tech and retail business.

29 Mr. Turner is a Chartered Accountant (Australia & New Zealand), holds a Master of Business Administration degree from the University of Oxford, United Kingdom, and is a graduate of the Australian Institute of Company Directors.

30 Mr. Turner is the Chair of the Audit Committee and a member of the Risk and Compliance Committee.

Directors' recommendation

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

SPECIAL BUSINESS

Resolution 6: Approval of grant of Superloop Performance Rights to Mr. Paul Tyler

General

32 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.

33 For FY27 only, the annual LTI grant will be replaced by the SuperCharge Growth Incentive, which is a single long-term incentive award with a grant value equal to 3x the annual LTI opportunity. The SuperCharge Growth Incentive is designed to align executives directly to delivery of the SuperCharge29 strategy and longer term value creation from Smart Communities in particular, with focus on the end outcomes. The Plan creates strong alignment with sustainable value creation for shareholders via significant equity exposure.

34 The Board has agreed, subject to obtaining Shareholder approval, to grant 1,224,799 Superloop Performance Rights to Mr. Paul Tyler in respect of the SuperCharge Growth Incentive for the financial year ending 30 June 2027 under the Executive Performance Rights Plan. The Superloop Performance Rights may vest subject to achievement of the vesting conditions described in paragraph 36 below. The Board will determine the extent to which the Superloop Performance Rights vest when the Board tests the vesting conditions for the Superloop Performance Rights following the release of the annual results for the financial year ending 30 June 2029.

35 The FY27 SuperCharge Growth Incentive will be assessed over a three-year period against Relative Total Shareholder Return, revenue, Underlying EBITDA and Earnings Per Share (**EPS**) performance measures. The SuperCharge29 growth strategy is designed to deliver above average market returns. Targets have been set which are aligned to the publicly stated FY29 ambition and with an understanding of current consensus and market expectations. Targets are set above market average ASX101-200 performance over the last three years. Across Revenue, EBITDA and EPS, Superloop's targets sit at or above the upper-quartile of three-year historical ASX outcomes, demonstrating top-quartile performance expectations rather than "business-as-usual" growth.

36 The key terms of Mr. Tyler's proposed Superloop Performance Rights offer in respect of the SuperCharge Growth Incentive for the financial year ending 30 June 2027 are as follows:

- the Superloop Performance Rights will be granted for no consideration;
- to the extent the Superloop 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 Superloop Performance Rights);
- upon exercise, each Superloop 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 Superloop Performance Rights are settled in Superloop Shares, Superloop may procure the allocation of Superloop Shares by way of new issue, on-market acquisition, or via an employee share trust; and
- the vesting conditions for the Superloop Performance Rights are as follows:

A Up to 40% of the Superloop Performance Rights will vest subject to Superloop achieving the relative total shareholder return (**Relative TSR**) targets below, assessed against the constituents of the S&P / ASX200 Index, measured over the three-year performance period to financial year ending 30 June 2029:

Superloop's Relative TSR performance	% of Superloop Performance Rights that will vest
Below 50th percentile	Nil
At 50th percentile	33%
Between 50th and 75th percentile	Pro rata vesting from 33% to 100% on a straight-line basis
75th percentile or above	100%

B Up to 20% of the Superloop Performance Rights will vest subject to Superloop achieving Reported EPS growth for the financial year ending 30 June 2029 (calculated against the financial year ending immediately prior to Grant Date) as set out in the table immediately below. 'Reported EPS' is defined and explained below. Reported EPS growth is calculated using the 'Compound Annual Growth Rate' (**CAGR**) and is metric used to evaluate this Vesting Condition. The CAGR calculation methodology is also explained further below.

Reported EPS growth (CAGR)	% of Superloop Performance Rights that will vest
Below 25%	Nil
25%	33%
Between 25% and 35%	Pro rata vesting from 33% to 100% on a straight-line basis
35% or above	100%

The CAGR (which stands for 'Compound Annual Growth Rate' and is the metric used to measure Reported EPS Growth) is calculated using Reported EPS for the financial year ended 30 June 2026, being the financial year ending immediately prior to the proposed date of grant of Superloop Performance Rights determined by the Board as a base (**EPS Base**). Vesting is calculated on the Reported EPS for the financial year ending 30 June 2029 relative to the EPS Base, annualised over the three financial year period commencing on 1 July 2026 and ending on 30 June 2029.

Reported 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 ordinary shares on issue on the last day of that financial year.

C. Up to 20% of the Superloop Performance Rights will vest subject to Superloop achieving the Annual Revenue performance hurdle, as follows:

Revenue	% of Superloop Performance Rights that will Vest
Below $920 million	Nil
$920 million	33%
Between $920 million and $1.0 billion	Pro rata vesting from 33% to 100% on a straight-line basis
$1.0 billion or above	100%

Revenue means, the Annual Revenue for the financial year ended 30 June 2029.

D. Up to 20% of the Superloop Performance Rights will vest subject to Superloop achieving the underlying earnings before interest, taxes, depreciation, and amortisation (**Underlying EBITDA**) performance hurdle, in the financial year ended 30 June 2029, as follows:

Underlying EBITDA	% of Superloop Performance Rights that will Vest
Below $185 million	Nil
$185 million	33%
Between $185 million and $200 million	Pro rata vesting from 33% to 100% on a straight-line basis
$200 million or above	100%

Underlying EBITDA, in respect of a particular financial year is calculated, as Net Profit After Tax adjusted for tax, interest, depreciation and amortisation, foreign exchange gains and losses, share-based considerations, restricting costs and M&A-related costs.

Subject to compliance with applicable laws and the ASX Listing Rules, the Board retains discretion to adjust the Vesting Conditions, vesting schedule or vesting outcomes to ensure that participants are neither advantaged nor disadvantaged by matters that may materially affect achievement of the Vesting Conditions. In making any adjustment, the Board acting reasonably, may take into account any matter that it considers relevant, including, but not limited to, matters outside of management's influence, the impact of any material acquisitions, divestments or corporate activity, one-off non-recurrent items or a broader assessment of Superloop's performance outcomes.

In addition, 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.

37 The Superloop 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 3.

ASX Listing Rule 10.14

38 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.

39 The proposed grant of Superloop 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 6 seeks the required Shareholder approval for the grant of 1,224,799 Superloop Performance Rights to Mr. Paul Tyler under the Executive Performance Rights Plan and to the extent those Superloop 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.

40 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

41 If resolution 6 is passed, the Superloop Performance Rights the subject of resolution 6 will be granted to Mr. Tyler on the basis set out above. If resolution 6 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 Superloop Performance Rights.

Information required by ASX Listing Rule 10.15

42 Pursuant to and in accordance with ASX Listing Rule 10.15, the following information is provided in relation to resolution 6:

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	1,224,799 Superloop Performance Rights
Information required in accordance with ASX Listing Rules 10.15.4, 10.15.5 and 10.15.10	Mr. Tyler's current total remuneration consists of the following:

Remuneration element	Opportunity
Total fixed annual remuneration (inclusive of superannuation guarantee) (**TFR**)	$973,144
Short-term incentive opportunity	80% of TFR
Long-term incentive opportunity	125% of TFR, with the FY27 SuperCharge Growth Incentive Performance rights with a grant value of 3x the annual LTI opportunity

Further details of Mr. Tyler's remuneration package are set out on page 32 of the Remuneration Report, part of the Directors' report, released to ASX on 19 August 2026 (a copy of which is available on Superloop's website: Superloop's Investor Centre)

Mr. Tyler has previously been granted 3,833,324 Superloop Performance Rights, and issued, transferred or allocated 1,101,349 Superloop Shares on vesting and exercise of Superloop Performance Rights granted, under the Executive Performance Rights Plan (with no amount payable by Mr. Tyler for the grant of those Superloop Performance Rights or the issue, transfer or allocation of those Superloop Shares)

No loan will be made to Mr. Tyler in relation to the grant of the Superloop Performance Rights the subject of resolution 6

Material terms of securities and other information required in accordance with ASX Listing Rule 10.15.6	Refer to paragraph 36 above Superloop Performance Rights are proposed to be granted in this case to strengthen the alignment between performance-related remuneration and Shareholder returns, ensuring that remuneration outcomes for Mr. Tyler are directly linked to performance in a manner that is ultimately aligned to Shareholder interests Superloop attributes a value to the Superloop Performance Rights of $3,649,289 on the basis of a 10-day volume weighted average price per Superloop Share of $2.9795, measured over the 10 trading days period commencing the business day after the release of the Company's FY26 full year results on 19 August 2026
Date on which securities will be issued	Assuming resolution 6 is approved by Shareholders, the Superloop Performance Rights the subject of resolution 6 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 Superloop Performance Rights the subject of resolution 6
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 3

43 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

44 The Directors (with Mr. Tyler abstaining) recommend that you vote in favour of resolution 6.

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 issue of 1,932,741 Superloop Shares to Origin Energy

General

45 Superloop proposes to issue 1,932,741 Superloop Shares (calculated by dividing $5,000,000 by the 30-day VWAP as at the date Origin Energy achieved 250,000 of its broadband services customers on Superloop's broadband platform, being $2.587) to Origin Energy as consideration for the transition of no less than 250,000 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 250,000 broadband services customers milestone on 4 March 2026. The issue of these Superloop Shares cannot be completed in reliance on Superloop's Placement Capacity.

ASX Listing Rule 7.1

46 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**).

47 The issue of the Superloop Shares the subject of resolution 7 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 7, Superloop agreed to issue the Superloop Shares the subject of resolution 7 to Origin Energy in reliance on ASX Listing Rule 7.2 (Exception 17), which permits entry into an agreement to issue

shares which is 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 7 to Origin Energy without Shareholder approval.

48 Resolution 7 therefore seeks approval from Shareholders under ASX Listing Rule 7.1 to permit the issue of the 1,932,741 Superloop Shares (calculated by dividing $5,000,000 by the 30-day VWAP as at the date Origin Energy achieved 250,000 of its broadband services customers on Superloop's broadband platform, being $2.587).

Information required by ASX Listing Rule 14.1A

49 If resolution 7 is passed, the Superloop Shares the subject of resolution 7 will be issued to Origin Energy on the basis set out above. If resolution 7 is not passed, the Superloop Shares the subject of resolution 7 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

50 Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to resolution 7:

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	1,932,741 Superloop Shares (calculated by dividing $5,000,000 by the 30-day VWAP as at the date Origin Energy achieved 250,000 of its broadband services customers on Superloop's broadband platform, being $2.587)
Material terms of securities	The Superloop Shares the subject of resolution 7 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 7 is approved by Shareholders, the Superloop Shares the subject of resolution 7 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 7 will not be issued for cash consideration
Purpose of issue / intended use of funds raised	The Superloop Shares the subject of resolution 7 will be issued as consideration for the transition of no less than 250,000 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 7 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 7 will not be issued under, or to fund, a reverse takeover

Directors' recommendation

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

Resolution 8: Approval of the giving of financial assistance for Superloop's acquisition of ILT Holdings

General

52 Superloop's acquisition of ILT Holdings Pty Ltd (ACN 166 825 430) (**ILT Holdings**), which was subject to a number of conditions precedent, completed on 31 October 2025. The purpose of resolution 8 is for Shareholders to approve the giving of financial assistance to Superloop by ILT Holdings and each of the ILT Subsidiaries under or in connection with Superloop's acquisition of ILT Holdings. Resolution 8 will be passed if at least 75% of the votes cast by Shareholders entitled to vote on resolution 8 vote in favour of it.

53 As required by section 260B(4) of the Corporations Act, all the information known to Superloop that is material to the decision on how to vote on resolution 8, other than information that would be unreasonable to require Superloop to set out because it has previously disclosed that information to Shareholders, is set out below in this Explanatory Memorandum.

54 The consideration for Superloop's acquisition of ILT Holdings (being $11.5 million in cash consideration, subject to customary completion adjustments and a holdback mechanism) was funded by Superloop's existing cash reserves, as well as by funds available under Superloop's existing bilateral debt facility agreements (**Facility Agreements**), under which Superloop gives representations, warranties and undertakings customary for facilities of this nature, each of which is subject to the common terms set out in Superloop's common terms deed poll (**CTDP**) and secured under the security trust deed (**STD**). As is customary in such financing arrangements, Superloop is required to ensure that ILT Holdings and each of the ILT Subsidiaries become obligors, guarantors and security providers under the CTDP, STD and each Facility Agreement, including by (amongst other things) executing and providing an accession deed under the CTDP and providing security over all of their assets and undertakings in favour of Global Loan Agency Services Australia Nominees Pty Limited (ACN 608 945 008) as security trustee (**Security Trustee**). The Security Trustee holds the security for the benefit of certain beneficiaries from time to time, which currently include Commonwealth Bank of Australia (ABN 48 123 123 124), Australia and New Zealand Banking Group Limited (ABN 11 005 357 522), Deutsche Bank AG, Sydney Branch (ABN 13 064 165 162), and Westpac Banking Corporation (ABN 33 007 457 141), being the lenders under their respective Facility Agreements (together, the **Lenders**). Upon execution of the accession deed, ILT Holdings and each of the ILT Subsidiaries will (amongst other things) guarantee the payment of the secured money in accordance with the 'Finance Documents' as that term is defined in the STD (**Finance Documents**) and the performance by each obligor of all of its other obligations under the Finance Documents, and give the customary representations, warranties and undertakings referred to above (including but not limited to those undertakings summarised at paragraph 55 below).

55 In particular, by becoming obligors, guarantors and security providers under the CTDP, STD and Facility Agreements, ILT Holdings and each of the ILT Subsidiaries will provide a number of undertakings, including but not limited to that they will:

- promptly at their own cost do anything whenever a Lender reasonably requests to ensure any security of the Lenders is fully effective, enforceable and perfected with the contemplated priority; and
- ensure that at all times any unsecured and unsubordinated claims of a Lender against them rank at least *pari passu* with the claims of all its other unsecured and unsubordinated creditors (except those creditors whose claims are mandatorily preferred by laws of general application to companies).

Shareholder approval under the Corporations Act

56 Under the CTDP, Superloop is obliged to comply with all relevant procedures (including the passing of resolution 8) under section 260B of the Corporations Act.

57 Section 260A(1) of the Corporations Act provides that a company may only provide financial assistance to a person to acquire shares in a company or a holding company of that company in certain circumstances, including where the giving of the assistance does not materially prejudice the interests of the company or its shareholders or the company's ability to pay its creditors, or where the assistance is approved by the company's shareholders under section 260B of the Corporations Act.

58 Financial assistance is interpreted broadly and may include the provision of anything needed in order to carry out a transaction, including giving security over assets or giving a guarantee or indemnity in respect of another person's liability. Noting that the consideration for Superloop's acquisition of ILT Holdings (being $11.5 million in cash consideration, subject to customary completion adjustments and a holdback mechanism)

was funded partly by funds available under the Facility Agreements (in addition to Superloop's existing cash reserves), by becoming obligors, guarantors and security providers under the CTDP, STD and each Facility Agreement, ILT Holdings and each of the ILT Subsidiaries may be considered to be providing 'financial assistance' to Superloop to acquire shares in ILT Holdings.

59 Superloop, the sole shareholder of ILT Holdings, has passed, or will pass, a resolution approving the giving of this financial assistance as required by sections 260A and 260B(1) of the Corporations Act. ILT Holdings, the sole shareholder of Frontier Networks Pty Ltd (ACN 161 016 664) and Virelle Networks Pty Ltd (ACN 684 216 644) (two of the three ILT Subsidiaries), has passed, or will pass, a resolution approving the giving of this financial assistance as required by sections 260A and 260B(1) of the Corporations Act, and Frontier Networks Pty Ltd (ACN 161 016 664), the sole shareholder of Veda Networks Pty Ltd (ACN 635 371 194) (the third of the three ILT Subsidiaries), has passed, or will pass, a resolution approving the giving of this financial assistance as required by sections 260A and 260B(1) of the Corporations Act.

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

Effect of financial assistance

61 The advantage for Superloop of receiving the financial assistance is that it and other members of the Group will continue to have the benefit of the facilities made available in connection with the Finance Documents and will continue to be in compliance with their respective obligations under the Finance Documents.

62 Superloop is already liable for the amounts payable under the Finance Documents, so the provision of financial assistance by ILT Holdings and each of the ILT Subsidiaries is unlikely to materially prejudice Superloop, ILT Holdings, any of the ILT Subsidiaries, their respective shareholders, or the ability for them to repay their respective creditors, except that the operations of ILT Holdings and each of the ILT Subsidiaries will be restricted by the representations, warranties and undertakings given by ILT Holdings and each of the ILT Subsidiaries under the CTDP and related Finance Documents.

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

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

64 The disadvantages for ILT Holdings and each of the ILT Subsidiaries in giving the financial assistance include that:

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

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

Notices to ASIC

66 A copy of this Notice of Meeting was lodged with ASIC before being sent to Shareholders as required by section 260B(5) of the Corporations Act.

67 If resolution 8 is passed by Shareholders, a copy of the special resolution will be lodged with ASIC by Superloop within 14 days of being passed as required by 260B(7) of the Corporations Act.

Directors' recommendation

68 The Directors unanimously recommend that you vote in favour of resolution 8.

Resolution 9: Approval of the giving of financial assistance for Superloop's acquisition of Lynham

General

69 On 18 February 2026, Superloop announced its proposed acquisition of the entire issued share capital in Lynham Networks Pty. Ltd. (ACN 602 258 337) (**Lynham**). Superloop's acquisition of Lynham, which was subject to a number of conditions precedent, completed on 29 May 2026. The purpose of resolution 9 is for Shareholders to approve the giving of financial assistance to Superloop by Lynham and each of the Lynham Subsidiaries under or in connection with Superloop's acquisition of Lynham. Resolution 9 will be passed if at least 75% of the votes cast by Shareholders entitled to vote on resolution 9 vote in favour of it.

70 As required by section 260B(4) of the Corporations Act, all the information known to Superloop that is material to the decision on how to vote on resolution 9, other than information that would be unreasonable to require Superloop to set out because it has previously disclosed that information to Shareholders, is set out below in this Explanatory Memorandum.

71 The consideration for Superloop's acquisition of Lynham (being $165 million in cash consideration, subject to customary completion adjustments) was funded by Superloop's existing cash reserves, as well as by funds available under the Facility Agreements under which Superloop gives representations, warranties and undertakings customary for facilities of this nature, each of which is subject to the common terms set out in Superloop's common terms deed poll (**CTDP**) and secured under the security trust deed (**STD**). As is customary in such financing arrangements, Superloop is required to ensure that Lynham and each of the Lynham Subsidiaries become obligors, guarantors and security providers under the CTDP, STD and each Facility Agreement, including by (amongst other things) executing and providing an accession deed under the CTDP and providing security over all of their assets and undertakings in favour of the Security Trustee. The Security Trustee holds the security for the benefit of the beneficiaries, which includes the Lenders. Upon execution of the accession deed, Lynham and each of the Lynham Subsidiaries will (amongst other things) guarantee the payment of the secured money in accordance with the Finance Documents and the performance by each obligor of all of its other obligations under the Finance Documents, and give the customary representations, warranties and undertakings referred to above (including but not limited to those undertakings summarised at paragraph 72 below).

72 In particular, by becoming obligors, guarantors and security providers under the CTDP, STD and Facility Agreements, Lynham and each of the Lynham Subsidiaries will provide a number of undertakings, including but not limited to that they will:

- promptly at their own cost do anything whenever a Lender reasonably requests to ensure any security of the Lenders is fully effective, enforceable and perfected with the contemplated priority; and
- ensure that at all times any unsecured and unsubordinated claims of a Lender against them rank at least *pari passu* with the claims of all its other unsecured and unsubordinated creditors (except those creditors whose claims are mandatorily preferred by laws of general application to companies).

Shareholder approval under the Corporations Act

73 Under the CTDP, Superloop is obliged to comply with all relevant procedures (including the passing of resolution 9) under section 260B of the Corporations Act.

74 Section 260A(1) of the Corporations Act provides that a company may only provide financial assistance to a person to acquire shares in a company or a holding company of that company in certain circumstances, including where the giving of the assistance does not materially prejudice the interests of the company or its shareholders or the company's ability to pay its creditors, or where the assistance is approved by the company's shareholders under section 260B of the Corporations Act.

75 Financial assistance is interpreted broadly and may include the provision of anything needed in order to carry out a transaction, including giving security over assets or giving a guarantee or indemnity in respect of another person's liability. Noting that the consideration for Superloop's acquisition of Lynham (being $165 million in cash consideration, subject to customary completion adjustments) was funded partly by funds available under the Facility Agreements (in addition to Superloop's existing cash reserves), by becoming obligors, guarantors and security providers under the CTDP, STD and each Facility Agreement, Lynham and each of the Lynham Subsidiaries may be considered to be providing 'financial assistance' to Superloop to acquire shares in Lynham.

76 Superloop, the sole shareholder of Lynham, has passed, or will pass, a resolution approving the giving of this financial assistance as required by sections 260A and 260B(1) of the Corporations Act, and Lynham, the sole

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

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

Effect of financial assistance

78 The advantage for Superloop of receiving the financial assistance is that it and other members of the Group will continue to have the benefit of the facilities made available in connection with the Finance Documents and will continue to be in compliance with their respective obligations under the Finance Documents.

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

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

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

81 The disadvantages for Lynham and each of the Lynham Subsidiaries in giving the financial assistance include that:

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

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

Notices to ASIC

83 A copy of this Notice of Meeting was lodged with ASIC before being sent to Shareholders as required by section 260B(5) of the Corporations Act.

84 If resolution 9 is passed by Shareholders, a copy of the special resolution will be lodged with ASIC by Superloop within 14 days of being passed as required by 260B(7) of the Corporations Act.

Directors' recommendation

85 The Directors unanimously recommend that you vote in favour of resolution 9.

Resolution 10: Approval of issue of Equity Securities pursuant to the General Performance Rights Plan

General

86 Resolution 10 seeks Shareholder approval of the General Performance Rights Plan for the purposes of ASX Listing Rule 7.2 (Exception 13). The General Performance Rights Plan was last approved by Shareholders at Superloop's 2022 annual general meeting held on 11 October 2022.

87 The General Performance Rights Plan was established by Superloop to offer eligible participants across Superloop's business the opportunity to become Shareholders of Superloop and enhance employee engagement by aligning employees' interests with Superloop's performance and the interests of Shareholders.

88 A summary of the terms of the General Performance Rights Plan is set out in Schedule 4.

ASX Listing Rule 7.2 (Exception 13)

89 ASX Listing Rule 7.1 provides that (subject to certain exceptions) prior approval of Shareholders is required for an issue of Equity Securities if the Equity Securities will, exceed 15% of the number of securities on issue at the commencement of that 12 month period.

90 Under ASX Listing Rule 7.2 (Exception 13), Shareholders may approve issues of Equity Securities under an employee incentive scheme as an exception to the 15% Rule. This means that Equity Securities issued under such an employee incentive scheme are not considered for the purposes of calculating the capacity of Superloop to issue Equity Securities under ASX Listing Rule 7.1. This approval continues for three years, at which time it must be renewed, or it will expire. It is only available if and to the extent that the number of Equity Securities issued by Superloop under the General Performance Rights Plan does not exceed the maximum number of Equity Securities set out at paragraph 93 below, and will cease to be available if there is a material change to the terms of the General Performance Rights Plan from those summarised in Schedule 4.

Information required by ASX Listing Rule 14.1A

91 If resolution 10 is passed, Superloop can issue Equity Securities under the General Performance Rights Plan without such issues counting towards the 15% Rule. If resolution 10 is not passed, issues of Equity Securities under the General Performance Rights Plan may be made, but must fall within and be permitted by the 15% Rule at the time of issue (unless another exception under ASX Listing Rule 7.2 applies).

Securities issued under the General Performance Rights Plan

92 As noted at paragraph 86 above, the General Performance Rights Plan was last approved by Shareholders at Superloop's 2022 annual general meeting held on 11 October 2022. The following Superloop Performance Rights have been granted or have vested under the General Performance Rights Plan since the date of last approval:

Financial Year	Date of grant	Number granted	Vesting Date	Vested (and corresponding number of Superloop Shares issued)	Balance
FY24	1 July 2023	564,000	1 July 2024	388,000	82,000
		564,000	1 July 2025	313,200	96,800
FY25	1 July 2024	648,000	1 July 2025	451,400	118,600
		648,000	1 July 2026	None	472,000
FY26	1 July 2025	325,380	1 July 2026	None	307,530
		325,380	1 July 2027	None	307,530

93 Subject to the passing of resolution 10, the theoretical maximum number of Equity Securities which may be issued by Superloop under the General Performance Rights Plan in the following three-year period is 25,759,905 (equivalent to 5% of Superloop's current issued capital). However, Superloop does not currently intend to issue such number of Equity Securities under the General Performance Rights Plan in the following three-year period.

Directors' recommendation

94 The Directors unanimously recommend that you vote in favour of resolution 10.

Resolution 11: Renewal of proportional takeover approval provisions

General

95 The Constitution contains provisions dealing with proportional takeover bids for Superloop Shares in accordance with the Corporations Act. The proportional takeover approval provisions, which are set out in rule 15 of the Constitution, are designed to assist Shareholders to receive proper value for their Superloop Shares if a proportional takeover bid is made for Superloop.

96 Under the Corporations Act, the proportional takeover approval provisions must be renewed every three years or they will cease to have effect. The proportional takeover approval provisions have not recently been renewed by Superloop and have therefore ceased to have effect. If resolution 11 is approved by Shareholders, the proportional takeover approval provisions will be renewed on exactly the same terms as set out in rule 15 of the Constitution and will have effect for a three year period from the date of the Annual General Meeting. Resolution 11 will be passed if at least 75% of the votes cast by Shareholders entitled to vote on resolution 11 vote in favour of it.

97 Rule 15 of the Constitution is set out in Schedule 2.

What is a proportional takeover bid?

98 A proportional takeover bid is a takeover offer made to all Shareholders for the acquisition of their Superloop Shares, however the takeover offer made to each Shareholder is only for a specified proportion of that Shareholder's Superloop Shares (and that proportion is the same for all Shareholders). Accordingly, if a Shareholder accepts in full the takeover offer under a proportional takeover bid, the Shareholder will dispose of the specified proportion of their Superloop Shares and retain the balance of their Superloop Shares.

Effect of the proportional takeover approval provisions

99 If renewed, under existing rule 15 of the Constitution, and if a proportional takeover bid is made, the Board is required to convene a meeting of Shareholders to vote on a resolution to approve the proportional takeover bid. That meeting must be held at least 14 days before the proportional takeover bid closes.

100 The resolution is taken to have been passed if a majority of securities voted at the meeting, excluding the securities of the bidder and its associates, vote in favour of the resolution. If no resolution is voted on at least 14 days before the close of the proportional takeover bid, the resolution is deemed to have been passed. Where the resolution approving the proportional takeover bid is passed or deemed to have been passed, transfers of securities resulting from accepting the takeover offer under the proportional takeover bid are registered provided they otherwise comply with the Corporations Act, the ASX Listing Rules and the Constitution. If the resolution is rejected, then under the Corporations Act, the proportional takeover bid is deemed to be withdrawn.

101 The proportional takeover approval provisions do not apply to full takeover bids, and only apply for three years after the date they are approved by Shareholders. The proportional takeover approval provisions may be refreshed for a further three-year period, but only by a special resolution passed by Shareholders.

Reasons for proposing resolution 11

102 The Directors consider that Shareholders should have the opportunity to renew rule 15 in the Constitution. Without rule 15 of the Constitution, a proportional takeover bid for Superloop may enable effective control of Superloop to be acquired without Shareholders having the opportunity to dispose of their securities to the bidder. Shareholders could be at risk of passing control to the bidder without payment of an adequate control premium for their securities whilst leaving themselves as part of a minority interest in Superloop.

103 Without rule 15 of the Constitution, if there was a proportional takeover bid and Shareholders considered that control of Superloop was likely to pass, Shareholders would be placed under pressure to accept the takeover offer under the proportional takeover bid even if they did not want control of Superloop to pass to the bidder.

104 Renewing rule 15 of the Constitution will make this situation less likely by permitting Shareholders to decide whether a proportional takeover bid should be permitted to proceed.

Potential advantages and disadvantages

105 The renewal of rule 15 of the Constitution will enable the Directors to formally ascertain the views of Shareholders about a proportional takeover bid. Without these proportional takeover approval provisions, the Directors are dependent upon their perception of the interests and views of Shareholders. Other than this advantage, the Directors consider that renewal of rule 15 of the Constitution has no potential advantages or potential disadvantages for them, as they remain free to make a recommendation on whether a proportional takeover bid should be accepted.

106 The Directors consider that renewing rule 15 of the Constitution benefits all Shareholders in that they will have an opportunity to consider a proportional takeover bid and then attend or be represented by proxy at a meeting of Shareholders called specifically to vote on the proposal. Accordingly, Shareholders are able to prevent a proportional takeover bid proceeding if there is sufficient support for the proposition that control of Superloop should not be permitted to pass under the proportional takeover bid. Furthermore, knowing the view of Shareholders assists each individual Shareholder to assess the likely outcome of the proportional takeover bid and whether to accept or reject that proportional takeover bid.

107 As to the possible disadvantages to Shareholders renewing rule 15 of the Constitution, it may be argued that the proposal makes a proportional takeover bid more difficult and that proportional takeover bids will therefore be discouraged. This may reduce the opportunities which Shareholders may have to sell all or some of their securities at a premium to persons seeking control of Superloop and may reduce any takeover speculation element in the Superloop Share price. Rule 15 of the Constitution may also be considered an additional restriction on the ability of individual Shareholders to deal freely on their securities.

108 The Directors consider that there are no other advantages and disadvantages of the proportional takeover approval provisions for Directors and Shareholders during the period during which the proportional takeover approval provisions have been in effect, other than those discussed in the Explanatory Memorandum for resolution 11.

109 On balance, the Board considers that the potential advantages for Shareholders of the proportional takeover approval provisions outweigh the potential disadvantages.

No knowledge of present acquisition proposals

110 As at the date of this Explanatory Memorandum, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in Superloop.

Directors' recommendation

111 The Directors unanimously recommend that you vote in favour of resolution 11.

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 2026 annual general meeting the subject of this Notice of Meeting.
Annual Report	means Superloop's 2026 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 36 of the Explanatory Memorandum.
Closely Related Party	has the meaning given to that term in the Corporations Act.
Constitution	means Superloop's constitution.
Corporations Act	means *Corporations Act 2001 (Cth)*.
CTDP	has the meaning given to that term in paragraph 54 of the Explanatory Memorandum.
Directors	means the directors of Superloop.
Equity Securities	has the meaning given to that term in Chapter 19 of the ASX Listing Rules.
Executive Performance Rights Plan	means Superloop's Executive Performance Rights Plan, the terms of which are summarised in Schedule 3.
Explanatory Memorandum	means the explanatory statement accompanying the resolutions contained in this Notice of Meeting.
EPS	has the meaning given to that term in paragraph 35 of the Explanatory Memorandum.
EPS Base	has the meaning given to that term in paragraph 36 of the Explanatory Memorandum.
Facility Agreements	has the meaning given to that term in paragraph 54 of the Explanatory Memorandum.
Finance Documents	has the meaning given to that term in paragraph 54 of the Explanatory Memorandum.
General Performance Rights Plan	means Superloop's General Performance Rights plan, the terms of which are summarised in Schedule 4.
Group	means Superloop and its subsidiaries.
ILT Holdings	has the meaning given to that term in paragraph 52 of the Explanatory Memorandum.

ILT Subsidiaries	means Frontier Networks Pty Ltd (ACN 161 016 664), Veda Networks Pty Ltd (ACN 635 371 194), and Virelle Networks Pty Ltd (ACN 684 216 644), being the wholly-owned subsidiaries of ILT Holdings, and **ILT Subsidiary** means any one of them.
Key Management Personnel or KMP	means those persons having authority and responsibility for planning, directing and controlling the activities of Superloop, directly or indirectly, including any Director (whether executive or otherwise).
Lenders	has the meaning given to that term in paragraph 54 of the Explanatory Memorandum.
Lynham	has the meaning given to that term at paragraph 69 of the Explanatory Memorandum.
Lynham Subsidiaries	means Lightning Broadband Pty Ltd (ACN 616 449 266), Lightning Group Pty Ltd (ACN 676 339 058), Lightning Wholesale Pty Ltd (ACN 649 615 529), Lightning Energy Pty Ltd (ACN 609 724 254), and Space Connect Group Pty Ltd (ACN 614 009 460), being the wholly-owned subsidiaries of Lynham, and **Lynham Subsidiary** means any one of them.
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 46 of the Explanatory Memorandum.
Relative TSR	has the meaning given to that term in paragraph 36 of the Explanatory Memorandum.
Remuneration Report	means the section of the Directors' report for the 2025-2026 financial year that is included under section 300A(1) of the Corporations Act.
Security Trustee	has the meaning given to that term in paragraph 54 of the Explanatory Memorandum.
Shareholder	means a person who is a registered holder of Superloop Shares.
STD	has the meaning given to that term in paragraph 54 of the Explanatory Memorandum.
Superloop	means Superloop Limited (ACN 169 263 094).
Superloop Options	means options in respect of Superloop Shares.
Superloop Performance Rights or Performance Rights	means performance rights 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 42 of the Explanatory Memorandum.
Underlying EBITDA	has the meaning given to that term in paragraph 36 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:

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) Part B: 1,691,201 Superloop Shares (i.e. the Superloop Shares that were issued to Origin Energy on 18 November 2024)
3	200,000 broadband services customers of Origin Energy on Superloop's broadband platform	2,162,350 Superloop Shares (calculated by dividing $5,000,000 by the 30-day VWAP as at the date Origin Energy achieved this milestone 3 hurdle) (i.e. the Superloop Shares that were issued to Origin Energy on 14 November 2025)
4	250,000 broadband services customers of Origin Energy on Superloop's broadband platform	1,932,741 Superloop Shares (calculated by dividing $5,000,000 by the 30-day VWAP as at the date Origin Energy achieved this milestone 4 hurdle) (i.e. the Superloop Shares the subject of resolution 7 in this Notice of Meeting)
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

Term	Description

	• 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:
	  o 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;
	  o the issue of the 1,691,201 Superloop Shares under Part B of Milestone 2 occurred on 18 November 2024 following receipt of Shareholder approval;
	  o the issue of the 2,162,350 Superloop Shares under Milestone 3 occurred on 14 November 2025 following receipt of Shareholder approval; and
	  o the 1,932,741 Superloop Shares to be issued under Milestone 4 (calculated by dividing $5,000,000 by the 30-day VWAP as at the date Origin Energy achieved 250,000 of its broadband services customers on Superloop's broadband platform, being $2.587) are the subject of resolution 7 in this Notice of Meeting.
	• 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 were granted to Origin Energy on 15 March 2024).

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.

RULE 15 OF THE CONSTITUTION

15 Proportional takeover bids

15.1 Definitions

In this rule:

Term	Definition
Approving Resolution	means a resolution to approve the Proportional Takeover Bid passed in accordance with rule 15.3.
Approving Resolution Deadline	means the day that is 14 days before the last day of the bid period, during which the offers under the Proportional Takeover Bid remain open or a later day allowed by the Australian Securities and Investments Commission.
Proportional Takeover Bid	means a takeover bid that is made or purports to be made under section 618(1)(b) Corporations Act for securities included in a class of securities in the company.
Relevant Class	means the class of securities in the company in respect of which offers are made under the Proportional Takeover Bid.

15.2 Transfers not to be registered

Despite rules 12.2(c) and 12.3, a transfer giving effect to a contract resulting from the acceptance of an offer made under a Proportional Takeover Bid must not be registered unless an Approving Resolution has been passed or is taken to have been passed under rule 15.3.

15.3 Approving Resolution

(a) Where offers have been made under a Proportional Takeover Bid, the directors must, before the Approving Resolution Deadline:

  (i) convene a meeting of the persons entitled to vote on the Approving Resolution for the purpose of approving the Proportional Takeover Bid; and

  (ii) ensure that the resolution is voted on under rule 15.3.

(b) The provisions of this constitution about general meetings apply, modified as the circumstances require, to a meeting that is convened under rule 15.3(a), as if that meeting were a general meeting of the company.

(c) The bidder under a Proportional Takeover Bid and any associates of the bidder are not entitled to vote on the Approving Resolution and if they do vote, their votes must not be counted.

(d) Subject to rule 15.3(c), a person who, as at the end of the day on which the first offer under the Proportional Takeover Bid was made, held securities of the Relevant Class, is entitled to vote on the Approving Resolution for the Proportional Takeover Bid.

(e) An Approving Resolution that has been voted on is taken to have been passed if the proportion that the number of votes in favour of the resolution bears to the total number of votes on the resolution is greater than 50%, and otherwise is taken to have been rejected.

(f) If an Approving Resolution has not been voted on under rule 15.3 as at the end of the day before the Approving Resolution Deadline, an Approving Resolution is taken to have been passed under rule 15.3 on the Approving Resolution Deadline.

15.4 Sunset

Rules 15.1, 15.2 and 15.3 cease to have effect on the third anniversary of the later of the date of adoption or last renewal of rule 15 under the Corporations Act.

Schedule 3.

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

Eligible Participant	The Board may designate an employee of Superloop or any of its related bodies corporate (Superloop and its related bodies corporate together, the **Group**) who is part of the executive / senior management team of the Group (**Executive Employee**) as an eligible participant for the purposes of the Executive Performance Rights Plan (**Eligible Participant**). A Director who is also an Executive Employee is able to participate in the Executive Performance Rights Plan and may be designated an Eligible Participant for the purposes of the Executive Performance Rights Plan, but any other Director may not be designated an Eligible Participant for the purposes of the Executive Performance Rights Plan. An Eligible Participant that receives a written offer to participate in the Executive Performance Rights Plan (**Offer**) may nominate a body corporate controlled by the Eligible Participant or any other entity as the Board may determine (**Permitted Nominee**) to hold Superloop Performance Rights on their behalf, though the Board can, in its absolute discretion and without providing an explanation, decide whether or not to accept the nomination of a Permitted Nominee by an Eligible Participant. For the purposes of this summary, **Participant** means an Eligible Participant or its Permitted Nominee (as the case requires).
Offer of Superloop Performance Rights	The Board may offer any number of Superloop 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 Superloop Performance Right will entitle the Eligible Participant to receive one Superloop Share upon the exercise of the Superloop 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 Superloop 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 Superloop Performance Rights.
Acceptance of Offer by Eligible Participant	To accept an Offer, an Eligible Participant must complete, sign and return the acceptance form annexed to their Offer.
No payment for grant of Superloop Performance Rights or issue, transfer or allocation of Superloop Shares	A Participant is not required to pay for the grant of any Superloop Performance Rights or the issue, transfer or allocation of Superloop Shares.
Establishment of Trust	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 (**Trust**).

Cessation of employment prior to vesting of Superloop Performance Rights	The Executive Performance Rights Plan provides for the treatment for Superloop Performance Rights where the Eligible Participant ceases employment before the vesting date. Unless the Board determines otherwise, the following treatment applies to the Superloop Performance Rights: **Reason for cessation** / **Treatment of Superloop 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	If there is a reconstruction of the issued capital of Superloop (including consolidation, subdivision, reduction or return), the number of Superloop Shares over which a Superloop Performance Right exists will be adjusted (as appropriate) to the extent necessary to comply with the ASX Listing Rules applying to a reorganisation of capital.
No dividend rights	A Participant does not have the right to participate in dividends on Superloop Shares until Superloop Shares are issued, transferred or allocated.
No voting rights	A Participant does not have the right to vote in respect of a Superloop Performance Right.
Participation in pro rata or bonus issues of Superloop Shares	A Participant cannot participate in a pro rata or bonus issue of Superloop Shares without being issued, transferred or allocated Superloop Shares for their Superloop Performance Rights. If a pro rata bonus or cash issue of securities is awarded by Superloop, the number of Superloop Shares over which a Superloop Performance Right exists will be adjusted as specified in the ASX Listing Rules and written notice will be given to the Participant.
Non-transferability of Superloop Performance Rights	With the exception of transmission of Superloop 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, Superloop Performance Rights, or any interest in Superloop Performance Rights, without the prior written consent of the Board.
Unquoted Superloop Performance Rights	Superloop will not apply to ASX for official quotation of any Superloop Performance Rights.
No interest in Superloop Shares	A Participant has no interest in Superloop Shares the subject of Superloop Performance Rights unless and until Superloop Shares are issued, transferred or allocated to that Participant.

Change of Control Trigger Event and / or actual change in the control of Superloop	If a Change of Control Trigger Event (as defined below) occurs, the Board has discretion to determine that all or a specified number or proportion of a Participant's unvested Superloop Performance Rights vest. 'Change of Control Trigger Event' means: (a) a person acquires voting power (within the meaning of section 610 of the Corporations Act) in more than 50% of the Superloop Shares; (b) an order of the court made for the purposes of section 411(4)(b) of the Corporations Act, in connection with a members' scheme of arrangement to effect a change of control of Superloop, is lodged with ASIC under section 411(10) of the Corporations Act; (c) Superloop disposes of the whole or a substantial part of its assets or undertaking; (d) a person with voting power (within the meaning of section 610 of the Corporations Act) in more than 25% of the 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 (**Board Spill Event**); or (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, **(Change of Control Trigger Event).** 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 Superloop Performance Rights will vest immediately.
Clawback, forfeiture and divestment	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 Superloop Performance Rights, and Superloop Shares issued, transferred or allocated, or cash payment made, on exercise of any Superloop Performance Rights).
Issue, transfer or allocation of Superloop Shares on exercise	Superloop will issue, transfer or allocate Superloop Shares to a Participant at the next Board meeting, or within five business days, whichever first occurs after exercise of a Superloop 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 Superloop Performance Rights within the time prescribed by the ASX Listing Rules but, in any event, within ten business days of the issue, transfer or allocation of those Superloop Shares.
Ranking of Superloop Shares issued, transferred or allocated	A Superloop Share issued, transferred or allocated in respect of a Superloop Performance Right ranks equally with all existing Superloop Shares from the date of allotment, subject to the terms of the trust deed constituting the Trust (if relevant).
Disposal restrictions	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 Superloop Performance Rights on the occurrence of a Board Spill Event.

Amending the Executive Performance Rights Plan	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 Superloop Performance Rights at the relevant time, except for amendments: (a) to comply with the Constitution or certain other legal and regulatory requirements; (b) to correct a manifest error; or (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. The Board may otherwise amend the Executive Performance Rights Plan in any manner it decides.
Administration of the Executive Performance Rights Plan	The Board is responsible for administering the Executive Performance Rights Plan in accordance with its terms.

Schedule 4.

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

Eligible Participant	The Board may designate an employee of Superloop or any of its related bodies corporate (Superloop and its related bodies corporate together, the **Group**) who is not part of the executive / senior management team of the Group (**Non-Executive Employee**) as an eligible participant for the purposes of the General Performance Rights Plan (**Eligible Participant**). For the avoidance of doubt, a Director may not be designated an Eligible Participant for the purposes of the General Performance Rights Plan. An Eligible Participant that receives a written offer to participate in the General Performance Rights Plan (**Offer**) may nominate a body corporate controlled by the Eligible Participant or any other entity as the Board may determine (**Permitted Nominee**) to hold Superloop Performance Rights on their behalf, though the Board can, in its absolute discretion and without providing an explanation, decide whether or not to accept the nomination of a Permitted Nominee by an Eligible Participant. For the purposes of this summary, **Participant** means an Eligible Participant or its Permitted Nominee (as the case requires).
Offer of Superloop Performance Rights	The Board may offer any number of Superloop Performance Rights to an Eligible Participant on the terms the Board decides by giving the Eligible Participant an Offer, subject to the General Performance Rights Plan and any applicable law or the ASX Listing Rules. Subject to the terms of the Offer, each Superloop Performance Right will entitle the Eligible Participant to receive one Superloop Share upon the exercise of the Superloop 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 Superloop 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 Superloop Performance Rights.
Acceptance of Offer by Eligible Participant	To accept an Offer, an Eligible Participant must complete, sign and return the acceptance form annexed to their Offer.
No payment for grant of Superloop Performance Rights or issue, transfer or allocation of Superloop Shares	A Participant is not required to pay for the grant of any Superloop Performance Rights or the issue, transfer or allocation of Superloop Shares.
Establishment of Trust	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 General Performance Rights Plan (**Trust**).
Cessation of employment prior to vesting of Superloop Performance Rights	The General Performance Rights Plan provides for the treatment for Superloop Performance Rights where the Eligible Participant ceases employment before the vesting date. Unless the Board determines otherwise, the following treatment applies to the Superloop Performance Rights:

Reason for cessation	Treatment of Superloop 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	If there is a reconstruction of the issued capital of Superloop (including consolidation, subdivision, reduction or return), the number of Superloop Shares over which a Superloop Performance Right exists will be adjusted (as appropriate) to the extent necessary to comply with the ASX Listing Rules applying to a reorganisation of capital.
No dividend rights	A Participant does not have the right to participate in dividends on Superloop Shares until Superloop Shares are issued, transferred or allocated.

No voting rights	A Participant does not have the right to vote in respect of a Superloop Performance Right.
Participation in pro rata or bonus issues of Superloop Shares	A Participant cannot participate in a pro rata or bonus issue of Superloop Shares without being issued, transferred or allocated Superloop Shares for their Superloop Performance Rights. If a pro rata bonus or cash issue of securities is awarded by Superloop, the number of Superloop Shares over which a Superloop Performance Right exists will be adjusted as specified in the ASX Listing Rules and written notice will be given to the Participant.
Non-transferability of Superloop Performance Rights	With the exception of transmission of Superloop 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, Superloop Performance Rights, or any interest in Superloop Performance Rights, without the prior written consent of the Board.
Unquoted Superloop Performance Rights	Superloop will not apply to ASX for official quotation of any Superloop Performance Rights.
No interest in Superloop Shares	A Participant has no interest in Superloop Shares the subject of Superloop Performance Rights unless and until Superloop Shares are issued, transferred or allocated to that Participant.
Change of Control Trigger Event	If a Change of Control Trigger Event (as defined below) occurs, the vesting date of all Superloop Performance Rights is the date on which the Change of Control Trigger Event occurs. 'Change of Control Trigger Event' means: (a) a person acquires voting power (within the meaning of section 610 of the Corporations Act) in more than 50% of the Superloop Shares; (b) an order of the court made for the purposes of section 411(4)(b) of the Corporations Act, in connection with a members' scheme of arrangement to effect a change of control of Superloop, is lodged with ASIC under section 411(10) of the Corporations Act; (c) Superloop disposes of the whole or a substantial part of its assets or undertaking; (d) 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, **(Change of Control Trigger Event).**
Issue, transfer or allocation of Superloop Shares on exercise	Superloop will issue, transfer or allocate Superloop Shares to a Participant at the next Board meeting, or within five business days, whichever first occurs after exercise of a Superloop 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 Superloop Performance Rights within the time prescribed by the ASX Listing Rules but, in any event, within ten business days of the issue, transfer or allocation of those Superloop Shares.
Ranking of Superloop Shares issued, transferred or allocated	A Superloop Share issued, transferred or allocated in respect of a Superloop Performance Right ranks equally with all existing Superloop Shares from the date of allotment, subject to the terms of the trust deed constituting the Trust (if relevant).
Disposal restrictions	Any disposal restriction ceases to apply immediately upon a Change of Control Trigger Event occurring.
Amending the General Performance Rights Plan	The Board must not make any amendment to the General Performance Rights Plan which would have the effect of materially adversely affecting or prejudicing the rights of any Participant holding Superloop Performance Rights at the relevant time, except for amendments: (a) to comply with the Constitution or certain other legal and regulatory requirements; (b) to correct a manifest error; or (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. The Board may otherwise amend the General Performance Rights Plan in any manner it decides.
Administration of the General Performance Rights Plan	The Board is responsible for administering the General Performance Rights Plan in accordance with its terms.

superloop

SUPERLOOP LIMITED & CONTROLLED ENTITIES

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