



Announcement Summary

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**Entity name**

SUPERLOOP LIMITED

**Announcement Type**

New announcement

**Date of this announcement**

15/3/2024

**The Proposed issue is:**

A placement or other type of issue

**Total number of +securities proposed to be issued for a placement or other type of issue**

ASX +security code	+Security description	Maximum Number of +securities to be issued
New class-code to be confirmed	Options	55,672,002
SLC	ORDINARY FULLY PAID	48,266,810

**Proposed +issue date**

15/3/2024

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

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**1.1 Name of +Entity**

SUPERLOOP LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

**1.2 Registered Number Type**

ABN

**Registration Number**

96169263094

**1.3 ASX issuer code**

SLC

**1.4 The announcement is**

New announcement

**1.5 Date of this announcement**

15/3/2024

**1.6 The Proposed issue is:**

A placement or other type of issue



## Part 7 - Details of proposed placement or other issue

## Part 7A - Conditions

**7A.1 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis?**

Yes

7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
Other (please specify in comment section)	15/11/2024	Estimated	No

**Comments**

Total shares: 48,266,810. Total options: 55,672,002.  
 55,672,002 options & 9,847,690 shares (milestone 1) - using 15% placement capacity (PC), issued immediately  
 8,156,489 (milestone 2) - using PC, issued subject to milestone 2 achievement  
 1,691,201 (milestone 2) - subject to shareholder approval (SA) & milestone 2 achievement  
 28,571,430 (split equally between milestones 3-8) - subject to SA & milestones 3-8 (as applicable) achievement, with the number of shares calculated based on a recent trading price of AUD 1.05 for illustrative purposes (subject to change based on 30-day VWAP preceding date of relevant milestone achievement)  
 The issues are also subject to any required approvals of the Info-communications Media Development Authority (Singapore).

## Part 7B - Issue details

**Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?**

Existing class

**Will the proposed issue of this +security include an offer of attaching +securities?**

No

## Details of +securities proposed to be issued

**ASX +security code and description**

SLC : ORDINARY FULLY PAID

**Number of +securities proposed to be issued**

48,266,810

**Offer price details**

**Are the +securities proposed to be issued being issued for a cash consideration?**

No

**Please describe the consideration being provided for the +securities**

As consideration for the transition of broadband services customers of the Origin Energy onto Superloop's broadband platform in accordance with the exclusive broadband services agreement entered into between the parties.

**Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities**

45,000,000.000000

**Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?**

Yes

**Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?**

New class

**Will the proposed issue of this +security include an offer of attaching +securities?**

No

Details of +securities proposed to be issued

**ISIN Code (if Issuer is a foreign company and +securities do not have +CDIs issued over them)**

**Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?**

No

**Will the entity be seeking quotation of the 'new' class of +securities on ASX?**

No

**ASX +security code**

New class-code to be confirmed

**+Security description**

Options

**+Security type**

Options

**Number of +securities proposed to be issued**

55,672,002

**Offer price details**

**Are the +securities proposed to be issued being issued for a cash consideration?**

No

**Please describe the consideration being provided for the +securities**

Granted 55,672,002 options upfront on signing, entitling Origin Energy to purchase the same number of Superloop shares at the prevailing volume weighted average price (VWAP) of Superloop shares on the trading day before Origin Energy exercises its option.

**Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities**

**Will all the +securities issued in this class rank equally in all respects from their issue date?**

Yes

## Options details

<b>+Security currency</b>	<b>Exercise price</b>	<b>Expiry date</b>
AUD - Australian Dollar	AUD 1.0500	14/3/2025

**Details of the type of +security that will be issued if the option is exercised**

SLC : ORDINARY FULLY PAID

**Number of securities that will be issued if the option is exercised**

55,672,002 options, each entitles to subscribe 1 SLC share. The exercise price (EP) above is a recent trading price, the actual EP is the prevailing VWAP on the trading day before exercise.

**Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.**

1. The Optionholder can, at any time during the Exercise Period (the period commencing on the date of the issue of the options and ending 12 months following that date), exercise the Subscription Options.
2. The Subscription Options may only be exercised on any one occasion.
3. The Subscription Options may be exercised by the Optionholder giving notice to the Company specifying the number of Subscription Options being exercised (and, if applicable, the Nominee to whom the Option Shares will be issued) (Exercise Notice).
4. Any Subscription Options not exercised by the Optionholder in the Exercise Notice will automatically lapse and expire.
5. The Exercise Notice serves as an application by the Optionholder for issue of the Option Shares and accordingly, it will not be necessary for the Optionholder to provide a separate (additional) application for the Option Shares.

## Part 7C - Timetable

**7C.1 Proposed +issue date**

15/3/2024

## Part 7D - Listing Rule requirements

**7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?**

No

**7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?**

Yes

**7D.1b ( i ) How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?**

55,672,002 options  
 9,847,690 shares (milestone 1)  
 8,156,489 shares (milestone 2)



Total: 73,676,181 (shares + options)

**7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?**

No

**7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?**

No

**7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?**

No

**7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?**

Yes

**7D.4a Please enter the number and +class of the +securities subject to +voluntary escrow and the date from which they will cease to be subject to +voluntary escrow**

Shares issued are subject to a voluntary lock-up of 12 months from the relevant milestone date.

#### Part 7E - Fees and expenses

**7E.1 Will there be a lead manager or broker to the proposed issue?**

No

**7E.2 Is the proposed issue to be underwritten?**

No

**7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue**

Customary legal fees.

#### Part 7F - Further Information

**7F.01 The purpose(s) for which the entity is issuing the securities**

ASX announcement dated 13 March 2024: <https://spr.as/origin>

**7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?**

No

**7F.2 Any other information the entity wishes to provide about the proposed issue**

None

**7F.3 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:**

The publication of a cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)