

## Equity Capital Raising

8 August 2018

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## LiveTiles today announced a capital raising by way of an Institutional Placement of \$20m (“Placement”)

- LiveTiles is experiencing growing demand for its products and is raising funds to support continued strong growth in customers and revenue. Funds raised via the Placement will applied towards:
  - increased investment in direct sales and customer success teams;
  - further development of the Microsoft channel and partner channel;
  - marketing; and
  - working capital
- Capital will be flexibly allocated across each of the items above taking into account relative growth opportunities and return on investment
- Placement to institutional and other sophisticated investors to be conducted under LiveTiles’ unconditional placement capacity under ASX Listing Rule 7.1 and 7.1A
- The Company will be placed in trading halt whilst the Placement is undertaken

## Transaction structure

- Placement to institutional and other sophisticated investors to raise \$20 million (non-underwritten)
- ~33.9 million new shares to be issued under the Placement, representing up to 6.7% of LiveTiles' currently issued share capital
- The shares under the Placement will be issued utilising the Company's existing capacity under ASX Listing Rules 7.1 and 7.1A

## Issue price

- Fixed price bookbuild at \$0.59 per share with existing and new eligible institutional and other sophisticated investors
- The fixed price bookbuild represents a:
  - 22% discount to last traded on 8 August 2018;
  - 18% discount to the close price on 7 August 2018; and
  - 14% discount to the 5-day VWAP<sup>1</sup>

## Key dates<sup>2</sup>

Event	Date
Trading halt and announcement of Placement	Wednesday, 8 August 2018
Institutional Placement bookbuild	Wednesday, 8 August 2018
Announcement of completion of Placement and trading halt lifted	Thursday, 9 August 2018
Settlement of new shares issued under the Placement	Monday, 13 August 2018
Allotment and normal trading of new shares under the Placement	Tuesday, 14 August 2018

## Ranking

- New shares issued under The Placement will rank equally with existing fully paid ordinary LiveTiles' shares on issue

## Syndicate

- Citigroup Global Markets Australia Pty Limited ("Citi") is acting as financial advisor to LiveTiles, with Citi and Blue Ocean Equities Pty Limited acting as Joint Lead Managers and Bookrunners to the Placement

1. 5 day Volume Weighted Average Price (VWAP) from Wednesday 1 August 2018 – Tuesday 7 August 2018 (inclusive).

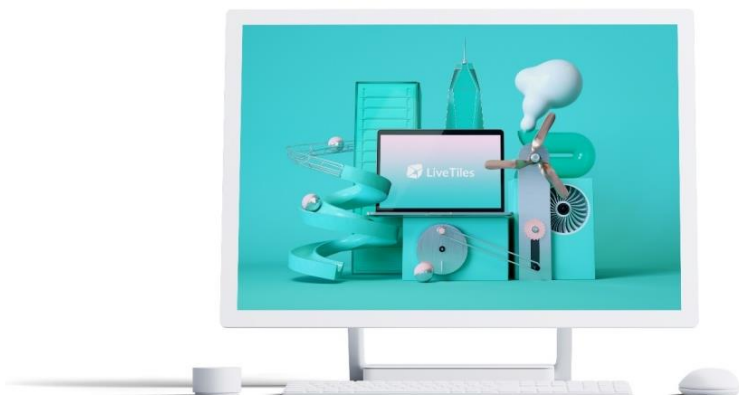
2. This timetable is subject to change without notice. All references are to Sydney Time. The JLMs and LVT reserve the right to close the book early or keep the book open later than the indicative closing time.

Placement proceeds will drive continued customer and revenue growth through further investment in sales and marketing

Pro-forma cash	\$m
Cash as at 30 June 2018	17.8
Institutional placement (before costs)	20.0
<b>Pro-forma cash as at 30 June 2018</b>	<b>37.8</b>

#### Uses of proceeds

- Funds raised via the Placement will applied towards:
  - increased investment in direct sales and customer success teams;
  - further development of the Microsoft channel and partner channel;
  - marketing; and
  - working capital
- Capital will be flexibly allocated across each of the items above taking into account relative growth opportunities and return on investment



**1 Market leading products**

- Simple, rapidly deployable and cost effective intelligent workplace platform driving organisational productivity

**2 Rapid growth**

- Annualised Recurring Revenue (ARR) growth of +275% in FY18 to \$15.0m
- 536 paying customers in just over 3 years
- ARR per customer +154% in FY18

**3 Strong industry tailwinds underpinning ongoing growth**

- US\$160bn global public cloud market with ~22% CAGR (2016 to 2021)<sup>1</sup>
- AI to grow 20x to US\$3 trillion by 2024<sup>2</sup>

**4 Multiple channels driving leads monetisation**

- Direct – 25 sellers (+17 in FY18)
- N3 – dedicated team of 60 on-boarded in Q4 to provide outsourced sales, marketing and execution
- Microsoft – partnership since inception for co-marketing and promotion
- Partner channel – 94 transacting partners (+40% in FY18)

**5 Experienced management team**

- Led by management team with significant technology background and with material vested interest in driving growth

**6 Flexible balance sheet**

- No debt, highly flexible balance sheet to pursue substantial growth opportunities

<b>Competition and technologies</b>	<ul style="list-style-type: none"><li>The industry in which LiveTiles operates is subject to rapid change. LiveTiles will have no influence over the activities of its competitors, whose activities may negatively affect operating and financial performance of LiveTiles. For example, new technologies could overtake LiveTiles' products, in which case the Group's revenue and profitability could adversely affected. Existing or future competitors may have greater financial and other resources than LiveTiles and, as a result, may be in a better position to compete for business opportunities.</li></ul>
<b>Microsoft</b>	<ul style="list-style-type: none"><li>LiveTiles has a close relationship with Microsoft and LiveTiles' products currently integrate with various Microsoft products including SharePoint, Office365 and Azure. If is unable to maintain a close relationship with Microsoft, or if any such Microsoft products are discontinued or experience declining market share, the Company's market and financial performance may be adversely affected.</li></ul>
<b>Reliance on key personnel</b>	<ul style="list-style-type: none"><li>The development of LiveTiles' business has been largely due to the effort, experience and leadership of its management team including Karl Redenbach (co-founder and CEO) and Peter Nguyen-Brown (co-founder and CXO). LiveTiles is also dependent on the continued service of its existing development personnel because of the complexity of its technologies.</li></ul>
<b>Reliance on partners</b>	<ul style="list-style-type: none"><li>LiveTiles relies on partners to distribute the LiveTiles product to their underlying customers. If LiveTiles is not able to attract and retain suitably qualified and productive it may not be able to implement its business plan.</li></ul>
<b>Intellectual property risks</b>	<ul style="list-style-type: none"><li>If LiveTiles fails to protect its intellectual property rights adequately, competitors or potential competitors may gain access to its technology which could harm the LiveTiles business. LiveTiles currently has no granted patents (only patent applications) and LiveTiles may not be able to obtain patent protection in the future. If any patents are in the future, they may not provide LiveTiles with any competitive advantages, or may be challenged by third parties.</li></ul>
<b>Product faults</b>	<ul style="list-style-type: none"><li>Software products frequently contain undetected defects or bugs when first introduced or when new versions or enhancements are released. LiveTiles has on occasions defects and bugs in its products and new defects or bugs may be detected in its existing or future products. If that occurs, LiveTiles' revenue may be adversely affected.</li></ul>
<b>Completion risk</b>	<ul style="list-style-type: none"><li>LVT has entered into a placement agreement with Citigroup Global Markets Australia Pty Limited ("Citi") and Blue Ocean Equities Pty Limited ("Blue Ocean Equities) in with the Placement (Placement Agreement) under which Citi and Blue Ocean Equities have agreed to use best endeavours to secure potential investors and provide support under the Placement. Citi and Blue Ocean Equities obligations under the Placement Agreement are subject to satisfaction of standard conditions and certain termination events and rights. If the Placement Agreement is terminated, investors in the Placement would be released from their commitments to acquire Placement Shares and therefore such termination would affect the amount raised by LiveTiles.</li></ul>
<b>Future capital requirements</b>	<ul style="list-style-type: none"><li>Further funding may be required by the Company to support its ongoing activities and operations, including the need to develop new products, improve existing products, enhance its operating infrastructure and to acquire complementary businesses and technologies. Accordingly, the Company may need to engage in further equity or debt financings to secure additional funds. There can be no assurance that such future funding will be available on satisfactory terms (or at all) at the relevant time. Any inability to obtain additional funding (or inability to obtain funding on reasonable terms) will adversely affect the financial condition and financial performance of the Company.</li></ul>
<b>Currency risk</b>	<ul style="list-style-type: none"><li>A large proportion of LiveTiles' revenue and expenses are denominated in US dollars, whereas the Company reports in Australian dollars. LiveTiles also generates revenue in other foreign currencies including the British Pound and the Euro. The Company is therefore subject to foreign currency fluctuations which may materially affect its financial position and operating results. For example, a depreciation of the US dollar relative to the Australian dollar may result in lower than anticipated revenue as a result of the translation of the US dollar revenue into Australian dollars. Conversely, an appreciation of the US dollar relative to the Australian dollar may result in higher than anticipated expenses as a result of the translation of the US dollar expenses into Australian dollars.</li></ul>
<b>General economic and political risks</b>	<ul style="list-style-type: none"><li>Changes in the general economic and political climate in Australia and on a global basis may impact economic growth interest rates, the rate of inflation, taxation and tariff and domestic security, any of which may affect the value and viability of the Company's activities.</li></ul>



## **International Offer Restrictions**

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No advertisement, invitation or document relating to the New Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to New Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors. No person allotted New Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

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- is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

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This document has not been approved by, or registered with, any Norwegian securities regulator under the Norwegian Securities Trading Act of 29 June 2007. Accordingly, this document shall not be deemed to constitute an offer to the public in Norway within the meaning of the Norwegian Securities Trading Act of 2007.

The New Shares may not be offered or sold, directly or indirectly, in Norway except to "professional clients" (as defined in Norwegian Securities Regulation of 29 June 2007 no. 876 and including non-professional clients having met the criteria for being deemed to be professional and for which an investment firm has waived the protection as non-professional in accordance with the procedures in this regulation).

## **Singapore**

This document and any other materials relating to the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of New Shares, may not be issued, circulated or distributed, nor may the New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part XIII of the Securities and Futures Act, Chapter 289 of Singapore (**SFA**), or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA.

This document has been given to you on the basis that you are (i) an existing holder of the Company's shares, (ii) an "institutional investor" (as defined in the SFA) or (iii) a "relevant person" (as defined in section 275(2) of the SFA). In the event that you are not an investor falling within any of the categories set out above, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

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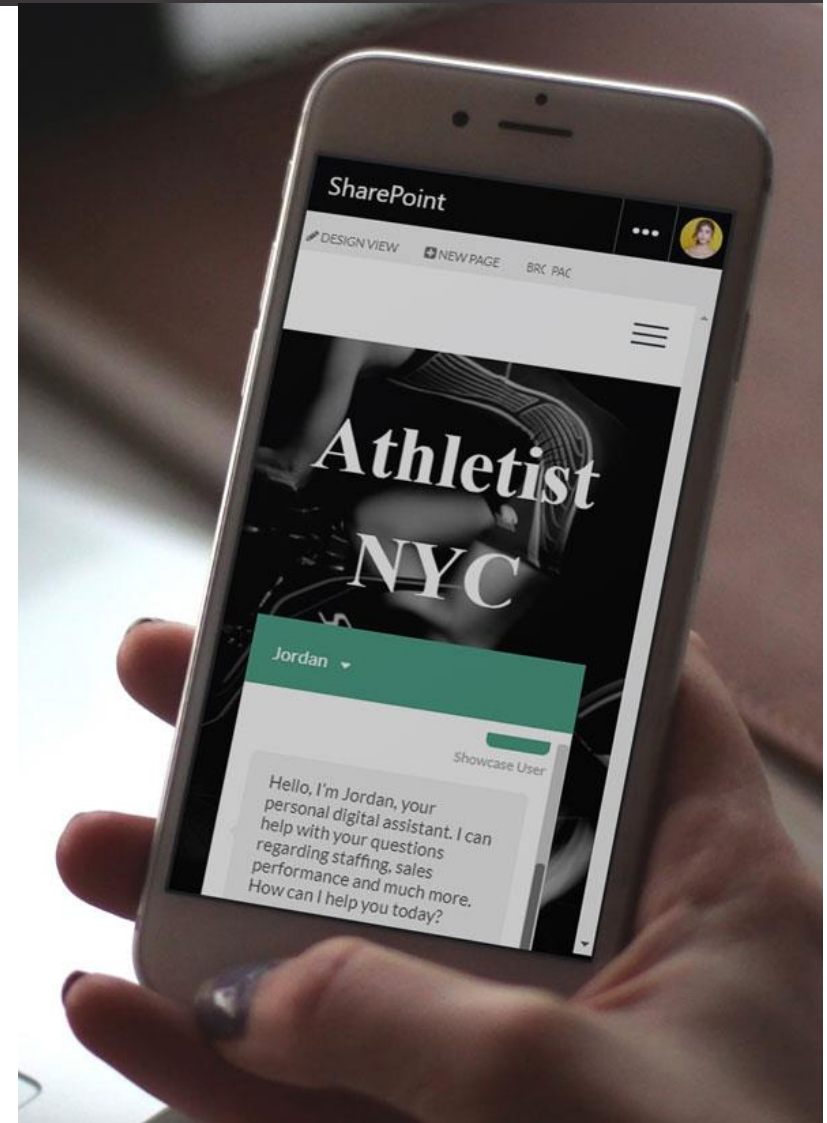


## Appendix – Company Overview

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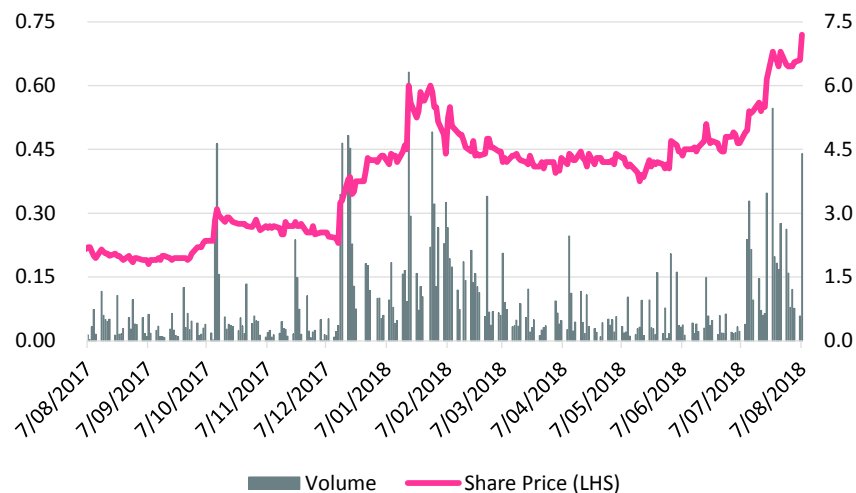
## LiveTiles is a fast-growing cloud subscription software company headquartered in New York

- Monetisation of product commenced in February 2015
- Listed on ASX in September 2015
- 275% y-o-y growth in annualised recurring revenue<sup>1</sup> to \$15.0m<sup>2</sup>
- 536 paying customers<sup>2</sup>
- Very large and growing addressable market
- Strong emphasis on product innovation, including Artificial Intelligence
- Close alignment and unique global relationship with Microsoft
- Directors (including founders) own 44%



1. Annualised recurring revenue (ARR) represents committed, recurring revenue on an annualised basis  
2. As at 30 June 2018

## Share Price Performance<sup>(1)</sup>



## Global Presence

- **USA** (New York, Seattle, Tri-Cities (Washington State), San Francisco, Los Angeles, Chicago, Minneapolis, North Carolina)
- **Australia** (Sydney, Melbourne, Geelong, Hobart, Brisbane)
- **United Kingdom** (London)
- **Europe** (Sligo, Switzerland, The Netherlands)

1. Iress data.

## Capital Structure, pre Placement

ASX:LVT

Share price as at 7 August 2018	\$0.72
Shares on issue, pre Placement	506m
Market capitalisation	\$364m
Cash as at 30 June 2018, pre Placement	\$18m
Enterprise value	\$346m

## Major Shareholders, pre Placement

Holder	%
Karl Redenbach (CEO & Co-Founder)	21.9
Peter Nguyen-Brown (CXO & Co-Founder)	19.3
Other directors	2.8
Directors (including Co-Founders)	44.0

Annualised recurring revenue (ARR)<sup>1</sup>

+275%

in FY18 to \$15.0m

Paying customers

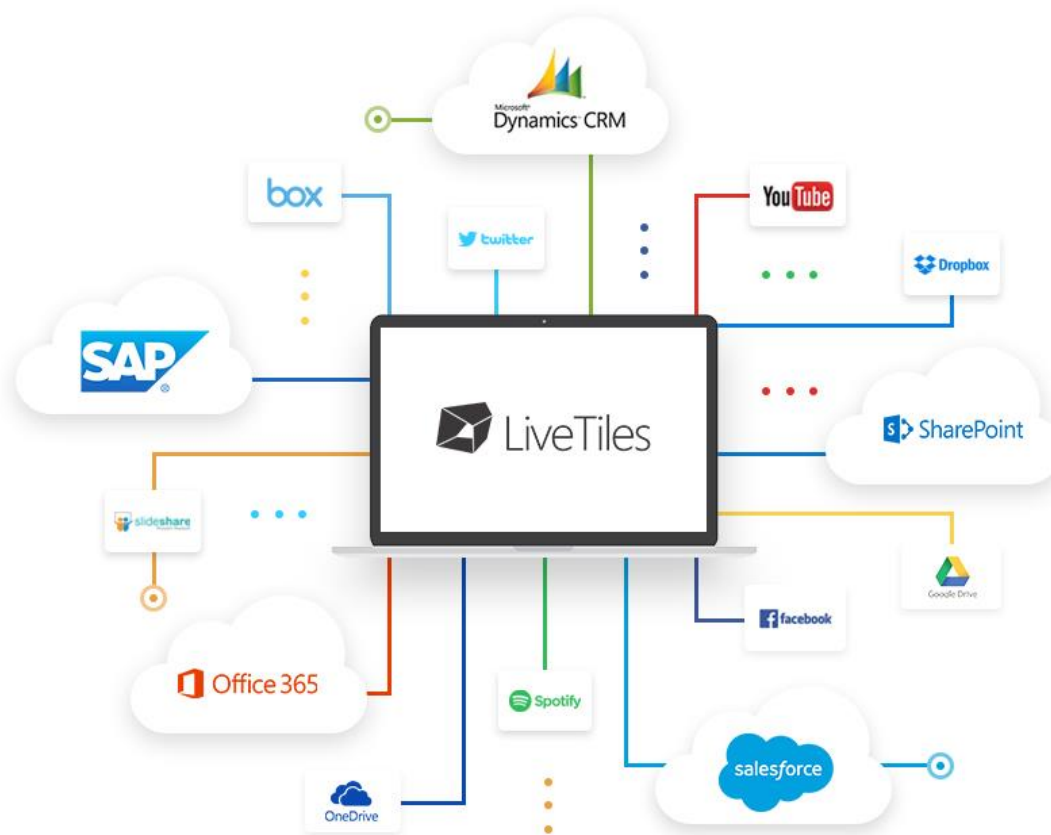
536

in just over 3 years

ARR per customer

+154%

in FY18



LiveTiles provides the **flexible intelligent workplace platform** to enable organisations to drive greater productivity and embrace constant change in a fast-paced modern world

- ✓ Integrates seamlessly
- ✓ Rapid deployment
- ✓ Easy to use & configure
- ✓ Employee engagement & adoption
- ✓ Mobile friendly & device agnostic
- ✓ Cost effective
- ✓ Incorporates Bots and Artificial Intelligence

**Large and fast-growing global market opportunity****US\$160b**

global public cloud market

21.9% CAGR from 2016 to 2021<sup>1</sup>**20x**

growth in AI industry

from 2015>2024<sup>2</sup>**200+million**

SharePoint users

major investment by Microsoft

**+89%**

YoY growth

Microsoft Azure Revenue<sup>3</sup>

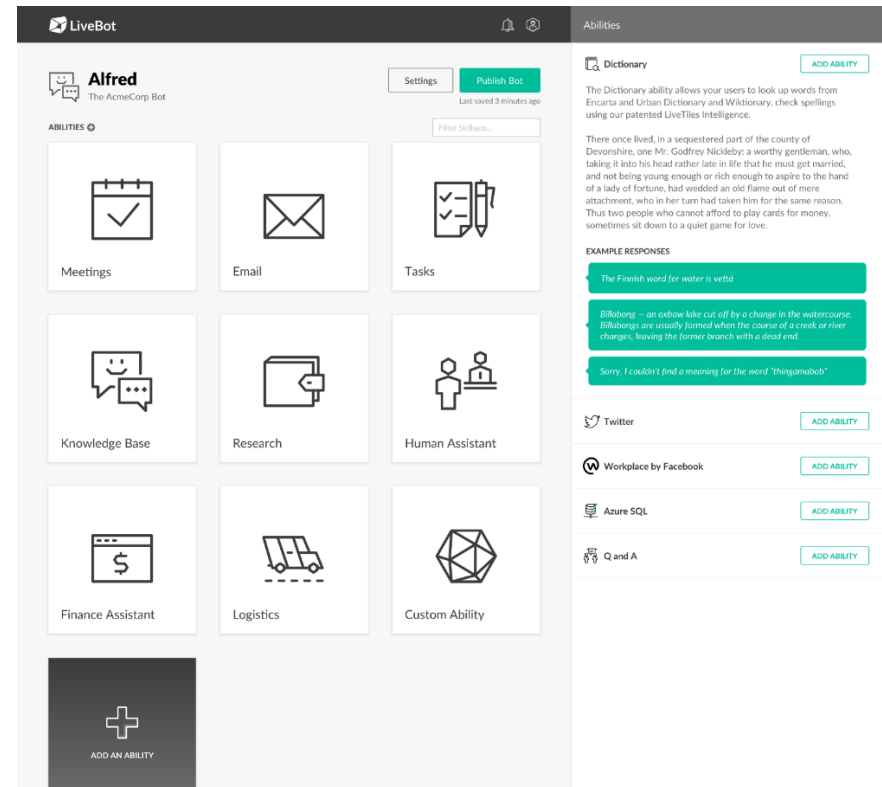


## LiveTiles Bots positions LiveTiles at the forefront of the rapidly emerging Artificial Intelligence market

The AI industry is expected to grow more than **20-fold** between 2015 and 2024, from US\$126 billion to **US\$3 trillion**<sup>1</sup>

**81%** of IT leaders are currently investing in or planning to invest in AI<sup>2</sup>


By 2019, **40%** of enterprises will be actively using chatbots to facilitate business processes<sup>3</sup>



1. Transparency Market Research
2. Forbes, Louis Columbus, How Artificial Intelligence is Revolutionizing Enterprise Software in 2017 (11 Jun 2017)
3. Gartner, Four Use Cases for Chatbots in the Enterprise Now (16 February 2017)

Multiple channels driving lead generation and monetisation with new and existing customers

PRODUCTS	LiveTiles Design, LiveTiles MX, LiveTiles for SAP, LiveTiles Bots, LiveTiles Intelligence, LiveTiles RAISE			
CHANNEL	1 Direct	2 N3	3 Microsoft	4 Partner Channel
KPIs	<ul style="list-style-type: none"> <li># of paying customers</li> <li>ARR</li> </ul>	<ul style="list-style-type: none"> <li># of qualified opportunities</li> <li>ARR</li> </ul>	<ul style="list-style-type: none"> <li># of leads</li> <li>ARR</li> </ul>	<ul style="list-style-type: none"> <li># of transacting partners</li> <li>ARR</li> </ul>
Progress in FY18	<ul style="list-style-type: none"> <li>✓ 25 direct sellers (+17 in FY18)</li> <li>✓ Driving growth in deal size</li> </ul>	<ul style="list-style-type: none"> <li>✓ Dedicated team of 60 onboarded in Q4</li> <li>✓ Over \$10m of sales opportunities created in last 2 months</li> </ul>	<ul style="list-style-type: none"> <li>✓ Several co-marketing initiatives</li> <li>✓ AI campaign in USA</li> <li>✓ Frequent leads and customer references</li> </ul>	<ul style="list-style-type: none"> <li>✓ 94 transacting partners (+40% in FY18)</li> </ul>



Paying Customers (ARR)

Expand with existing customers

## 2018 awards



**MSUS Partner Award Winner**  
**MODERN WORKPLACE  
TRANSFORMATION**








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**The Alconics**

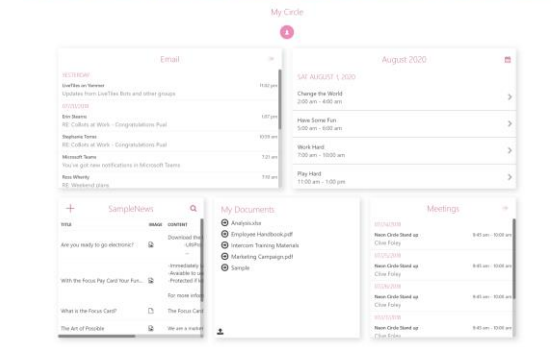
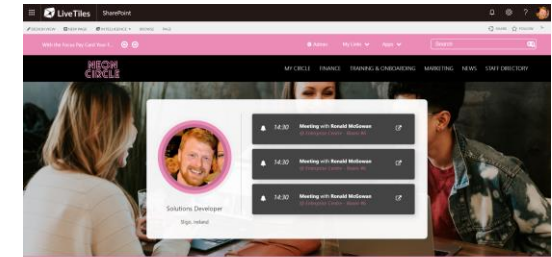
**Third Annual Alconics Winner**  
**BEST APPLICATION  
OF AI IN THE ENTERPRISE**



LiveTiles provides intelligent workplace software for the commercial, government and education markets

	Product	Description	Pricing Model
Software Platforms	 <b>LiveTiles Design</b>	<ul style="list-style-type: none"> <li>Digital workplace on top of Microsoft SharePoint/Office 365 or hosted in Azure</li> <li>Targeting 200+ million SharePoint users and rapidly growing Azure platform</li> </ul>	Subscription per user (~US\$2/user/month with volume discounts)
	 <b>LiveTiles Bots</b>	<ul style="list-style-type: none"> <li>An intuitive web-based tool built on Microsoft's Azure Bot Service, enabling users to quickly and easily create customised bots</li> </ul>	Subscription per organisation
	 <b>LiveTiles Mosaic</b>	<ul style="list-style-type: none"> <li>Digital classroom software for the K-12 education market</li> </ul>	Currently free
	 <b>hyperfish™</b>	<ul style="list-style-type: none"> <li>Next generation employee profile and directory management software</li> </ul>	Subscription per employee
Add-On Products	 <b>LiveTiles MX</b>	<ul style="list-style-type: none"> <li>Customised mobile apps built from the LiveTiles responsive page canvas</li> </ul>	Subscription per mobile app (US\$490/month)
	 <b>LiveTiles for SAP software</b>	<ul style="list-style-type: none"> <li>Easily integrates and surfaces content from SAP applications within LiveTiles pages</li> </ul>	Subscription per user (equivalent to LiveTiles Design pricing)
	 <b>LiveTiles Intelligence</b>	<ul style="list-style-type: none"> <li>Provides insights and analytics into how a digital workplace is performing</li> </ul>	Subscription per user (50% uplift on LiveTiles Design Pricing)
Bundle	<b>LiveTiles Intelligence Workplace</b>	<ul style="list-style-type: none"> <li>Combines LiveTiles Design, LiveTiles Bots, LiveTiles Intelligence, LiveTiles MX and</li> </ul>	Subscription per organisation

LiveTiles is creating pre-built solutions on top of our platforms to target specific industries or roles



Solution	Description	Pricing Model
Neon Circle	<ul style="list-style-type: none"> <li>Intelligent Intranet solution built on top of LiveTiles Design, LiveTiles Intelligence, LiveTiles Bots &amp; Microsoft SharePoint/Office 365 or hosted in Azure</li> <li>Targeting fast-growing Intranet-in-a-box market</li> <li>Launched August 1 2018</li> <li>Neon Circle is LiveTiles' first ready-to-go, customisable intranet-in-a-box for small &amp; medium-sized enterprises (SMEs)</li> <li>Neon Circle is more than an intranet – it is a shared employee experience connecting colleagues on an emotional level and strong networks of trust across an organisation</li> </ul>	Subscription. Details to be released in near term
LiveTiles RAISE	<ul style="list-style-type: none"> <li>Intelligent Retail solution built on top of LiveTiles Design, LiveTiles Intelligence, LiveTiles Bots &amp; Microsoft SharePoint/Office 365 or hosted in Azure</li> <li>Targeting rapidly transforming retail sector</li> <li>Leveraging Microsoft relationships to generate opportunities with major retailers</li> </ul>	Subscription. Pricing not currently publicised



**KARL REDENBACH**  
**CEO & Executive Director**

- LiveTiles Co-Founder
- Awarded CEO of the Year in 2014 (Australian Human Resources Institute)
- Co-founder & CEO of nSynergy Group
- OPM, Harvard Business School
- BA/LLB (Monash University)



**PETER NGUYEN-BROWN**  
**CXO & Executive Director**

- LiveTiles Co-Founder
- Co-founder and COO of nSynergy Group
- 20+ years of IT experience, with 15 years consulting and managing teams for enterprise solution deployment
- Bachelor of Applied Science in Computer Science and Software Engineering (Swinburne University)



**MATT BROWN**  
**CFO & Executive Director**

- 20 years of finance and corporate experience in Australia and USA
- Previously Managing Director, Macquarie Capital (Sydney and New York)
- Advised on over \$10 billion of mergers, acquisitions, divestments and capital raising transactions
- B.Com/LLB (University of Sydney)



**CASSANDRA KELLY**  
**Non-Executive Chair**

- 22 years of leadership and executive roles at global organisations, including GMAC Commercial Mortgage, Deutsche Bank, HSBC and McKinsey
- Founder of Pottinger Global, a global advisory firm combining expertise in strategy, innovation, financial analysis, M&A and big data analytics
- Chair of Treasury Corporation Victoria and a former director of Flight Centre
- Voted one of Australia's Top 10 Chairs in 2017 by The Australian



**ANDY MCKEON**  
**Non-Executive Director**

- 25+ years of global marketing experience
- Global Chief Creative Officer at Genero, a global video production marketplace
- Previously Global Accounts and Agencies Lead for Facebook and Instagram, managing relationships with Facebook's most important customers, including Amazon, Nike, Apple, Microsoft and Walmart
- Prior to Facebook, Andy was Creative Director at Apple where he worked under Steve Jobs to help launch iPhones, iPads, Macs and iOS software