



15 July 2019

Maria Clemente
Adviser, Listings Compliance
Australian Securities Exchange
Level 5, 20 Bridge Street
SYDNEY NSW 2000

By email: **Maria.Clemente@asx.com.au**

Dear Maria

LiveTiles Limited (ASX: LVT) – Response to ASX Aware Query

We refer to the letter from ASX dated 12 July 2019.

Following the same numbering, the Company responds as follows:

1. Does LVT consider the Information to be information that a reasonable person would expect to have a material effect on the price or value of its securities?

Yes.

2. If the answer to question 1 is “no”, please advise the basis for that view.

Not applicable.

3. When did LVT first become aware of the Information?

LVT finalised the preparation and review of its Annualised Recurring Revenue (“ARR”) schedule as at 30 June 2019 in the early evening of 11 July 2019.

4. If the answer to question 1 is “yes” and LVT first became aware of the Information before the relevant date, did LVT make any announcement prior to the relevant date which disclosed the information?

LVT released the information promptly and without delay prior to trading on 12 July 2019. LVT has consistently made quarterly ARR announcements following each quarter end. This announcement follows this precedent. Recent dates:

Quarter ended	ARR announcement date
<i>30 June 2018</i>	<i>10 July 2018</i>
<i>30 September 2018</i>	<i>12 October 2018</i>
<i>31 December 2018</i>	<i>15 January 2019</i>
<i>31 March 2019</i>	<i>10 April 2019</i>
<i>30 June 2019</i>	<i>12 July 2019</i>

5. Please confirm that LVT is complying with the Listing Rules and, in particular, Listing Rule 3.1.

Confirmed.

6. Please confirm that LVT’s responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of LVT with delegated authority from the board to respond to ASX on disclosure matters.

Confirmed, LVT’s response has been authorised and approved by the board.



For more information, please contact the undersigned on (+61) 2 8072 1400.

Yours faithfully

A handwritten signature in black ink, appearing to read "Andrew Whitten".

Andrew Whitten
Company Secretary

About LiveTiles:

LiveTiles is a global software company headquartered in New York, with operations in Seattle, Tri-Cities (Washington State), San Francisco, Los Angeles, Chicago, North Carolina, Rochester, London, Sligo, Copenhagen, Amsterdam, Sydney, Melbourne, Brisbane, Geelong and Hobart. LiveTiles offers intelligent workplace software for the commercial, government and education markets, and is an award-winning Microsoft Partner. LiveTiles' products comprise LiveTiles Intelligent Workplace, LiveTiles Design, LiveTiles Bots, LiveTiles Intelligence, LiveTiles for SAP Software, LiveTiles MX, LiveTiles Mosaic, Hyperfish and Wizdom. LiveTiles' customers represent a diverse range of sectors and are spread throughout the United States, United Kingdom, Europe, the Middle East and Asia-Pacific.



12 July 2019

Reference: 04094

Mr David Hwang
Chief Compliance Officer
Automic Group

By email: David.Hwang@automicgroup.com

Dear Mr Hwang

LiveTiles Limited ('LVT'): Aware Query

ASX refers to the following:

- A. LVT's announcement entitled "Record quarter delivers \$40.1m ARR, up 10x in 2 years" lodged on the ASX Market Announcements Platform [and released at 8:25AM] on 12 July 2019 (the 'Announcement'), disclosing it has achieved \$40.1 million annual recurring revenue as at 30 June 2019, representing an increase of 10 times in comparison to two years ago ('Information').
- B. Listing Rule 3.1, which requires a listed entity to immediately give ASX any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities.
- C. The definition of "aware" in Chapter 19 of the Listing Rules, which states that:
"an entity becomes aware of information if, and as soon as, an officer of the entity (or, in the case of a trust, an officer of the responsible entity) has, or ought reasonably to have, come into possession of the information in the course of the performance of their duties as an officer of that entity" and section 4.4 in Guidance Note 8 Continuous Disclosure: Listing Rules 3.1 – 3.1B "When does an entity become aware of information."
- D. Listing Rule 3.1A, which sets out exceptions from the requirement to make immediate disclosure, provided that each of the following are satisfied.
"3.1A Listing rule 3.1 does not apply to particular information while each of the following is satisfied in relation to the information:
 - 3.1A.1 *One or more of the following applies:*
 - *It would be a breach of a law to disclose the information;*
 - *The information concerns an incomplete proposal or negotiation;*
 - *The information comprises matters of supposition or is insufficiently definite to warrant disclosure;*
 - *The information is generated for the internal management purposes of the entity; or*
 - *The information is a trade secret; and*
 - 3.1A.2 *The information is confidential and ASX has not formed the view that the information has ceased to be confidential; and*
 - 3.1A.3 *A reasonable person would not expect the information to be disclosed."*

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- E. ASX's policy position on the concept of "confidentiality", which is detailed in section 5.8 of Guidance Note 8 *Continuous Disclosure*: Listing Rules 3.1 – 3.1B. In particular, the Guidance Note states that:

"Whether information has the quality of being confidential is a question of fact, not one of the intention or desire of the listed entity. Accordingly, even though an entity may consider information to be confidential and its disclosure to be a breach of confidence, if it is in fact disclosed by those who know it, then it ceases to be confidential information for the purposes of this rule."

Request for Information

Having regard to the above, ASX asks LVT to respond separately to each of the following questions and requests for information:

1. Does LVT consider the Information to be information that a reasonable person would expect to have a material effect on the price or value of its securities?
2. If the answer to question 1 is "no", please advise the basis for that view.
3. When did LVT first become aware of the Information?
4. If the answer to question 1 is "yes" and LVT first became aware of the Information before the relevant date, did LVT make any announcement prior to the relevant date which disclosed the information? If so, please provide details. If not, please explain why this information was not released to the market at an earlier time, commenting specifically on when you believe LVT was obliged to release the information under Listing Rules 3.1 and 3.1A and what steps LVT took to ensure that the information was released promptly and without delay.
5. Please confirm that LVT is complying with the Listing Rules and, in particular, Listing Rule 3.1.
6. Please confirm that LVT's responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of LVT with delegated authority from the board to respond to ASX on disclosure matters.

When and where to send your response

This request is made under Listing Rule 18.7. Your response is required as soon as reasonably possible and, in any event, by no later than **3:00PM AEST Tuesday, 16 July 2019**.

You should note that if the information requested by this letter is information required to be given to ASX under Listing Rule 3.1 and it does not fall within the exceptions mentioned in Listing Rule 3.1A, LVT's obligation is to disclose the information "immediately". This may require the information to be disclosed before the deadline set out in the previous paragraph and may require LVT to request a trading halt immediately.

If you wish to request a trading halt, you must tell us:

- the reasons for the trading halt;
- how long you want the trading halt to last;
- the event you expect to happen that will end the trading halt;
- that you are not aware of any reason why the trading halt should not be granted; and
- any other information necessary to inform the market about the trading halt, or that we ask for.

We require the request for a trading halt to be in writing. The trading halt cannot extend past the commencement of normal trading on the second day after the day on which it is granted.

You can find further information about trading halts in Guidance Note 16 *Trading Halts & Voluntary Suspensions*.

ASX reserves the right to release a copy of this letter and your response on the ASX Market Announcements Platform under Listing Rule 18.7A. Accordingly, your response should be in a form suitable for release to the market.

Your response should be sent to me by e-mail. It should not be sent directly to the ASX Market Announcements Office. This is to allow me to review your response to confirm that it is in a form appropriate for release to the market, before it is published on the ASX Market Announcements Platform.

Listing Rules 3.1 and 3.1A

In responding to this letter, you should have regard to LVT's obligations under Listing Rules 3.1 and 3.1A and also to Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 – 3.1B*. It should be noted that LVT's obligation to disclose information under Listing Rule 3.1 is not confined to, nor is it necessarily satisfied by, answering the questions set out in this letter.

Suspension

If you are unable to respond to this letter by the time specified above ASX will likely suspend trading in LVT's securities under Listing Rule 17.3.

Enquiries

If you have any queries or concerns about any of the above, please contact me immediately.

Yours sincerely

Maria Clemente
Adviser, Listings Compliance (Sydney)