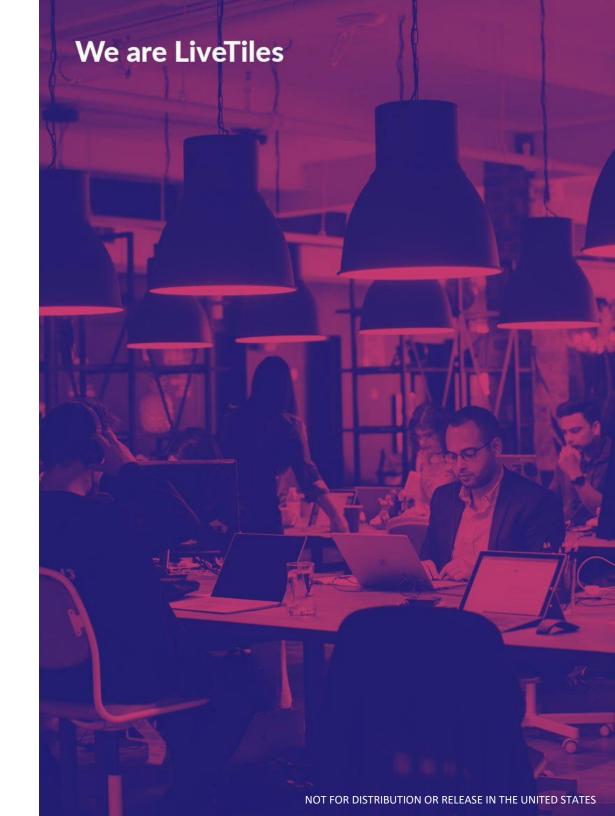


LiveTiles Limited

Investor Presentation 18 September 2019



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Transaction Overview



Issuer	LiveTiles Limited (ASX: LVT)
Type of Offering	Australia: Placement to sophisticated and professional investors
Transaction structure	 Placement to institutional and other sophisticated investors to raise up to \$50 million (non-underwritten) Up to 142.9 million new shares to be issued under the Placement, representing up to 21.6% of LiveTiles' currently issued share capital
	 Shares to be issued under LiveTiles' available unconditional placement capacity as per ASX Listing Rules 7.1 and 7.1A LiveTiles will also conduct a non-underwritten Share Purchase Plan to existing eligible shareholders (SPP) capped at a total aggregate of \$5 million
Use of Proceeds	 Sales and marketing resources Partner channel development
	Ongoing product development and enhancement
	 Business integration, including supporting systems and processes
	General working capital purposes
ASX Trading Halt ¹	Wednesday 18 September
Placement Completed / Trading Halt Lifted ¹	Thursday 19 September
Settlement of New Shares ¹	Monday 23 September
Allotment and Normal Trading of New Shares ¹	Tuesday 24 September
Issue Price	Fixed price bookbuild at \$0.35 per share
	The fixed price bookbuild represents a:
	– 12.5% discount to the last closing price; and
	– 12.7% discount to the 5-day VWAP ²
Ranking	New shares issued under the Placement will rank equally with existing fully paid ordinary LiveTiles' shares on issue

- 1. This timetable is indicative only and LVT reserves the right to change the timetable without notice or consultation.
- 2. 5 day Volume Weighted Average Price (VWAP) from Wednesday 11 September Tuesday 17 September (inclusive).

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- 1. Snapshot and Key Highlights
- 2. Business Overview
- 3. Case Studies
- 4. Global Market Opportunity
- 5. Business Update





1. Snapshot and Key Highlights

LiveTiles Snapshot



LiveTiles is a rapidly growing enterprise SaaS company headquartered in New York City

- Cloud-based intelligent workplace software for organisations
- First paying customer in February 2015
- Listed on ASX in September 2015 (ASX: LVT)
- \$40.1m of annualised recurring revenue (ARR)¹, with stated target of achieving \$100m of ARR by June 2021²
- 919 paying customers across most major industry verticals³
- ~180 employees in the US, UK/Europe and Australia
- Co-founders own 32%



^{1.} As at 30 June 2019. Annualised recurring revenue (ARR) represents committed, recurring revenue on an annualised basis.

^{2.} The Company's ARR target is not a forecast or a guarantee of future performance. It depends on a number of assumptions and is subject to risks, including the risk factors set out under "Key Risks".

^{3.} Refer to pages 26 and 27.



Clear global market leader

#1 global market position ¹; ARR up 10x in 2 years to \$40 million; Recurring SaaS subscription revenue with strong gross margins at an efficient customer acquisition cost; Targeting \$100m ARR by 30 June 2021²

Strong customer value proposition

LiveTiles software deploys intranets swiftly, at significantly lower cost, with a superior employee experience than custom-developed intranets

Intranet "home page" strategic value

Intranets are the "home page" of an organisation. LiveTiles connects employees with their workplace technology, enabling them to do more within a common platform



Extending the intranet platform

The LiveTiles intranet platform includes integrations to 3rd party applications, analytics and AI-powered employee profiles and chatbots

Close Microsoft alignment

Strong Microsoft relationship, product fit and roadmap alignment

Large addressable market

Targeting a ~\$13 billion addressable market of ~300k potential customers ¹

Global presence

~180 employees in the US, UK/Europe and Australia, augmented by partner channel

^{1.} Refer to pages 26 and 27.

^{2.} The Company's ARR target is not a forecast or a guarantee of future performance. It depends on a number of assumptions and is subject to risks, including the risk factors set out under "Key Risks".

Corporate Overview



Capital Structure	
Ticker	ASX:LVT
Share price as at 17 Sept 2019	\$0.40
Shares on issue	661m
Market capitalisation	\$264m
Cash as at 30 June 2019 (zero debt)	\$14.9m
Enterprise value	\$250m
Co-Founder Shareholdings	
Holder	%
Karl Redenbach (CEO & Co-Founder)	16.7
Peter Nguyen-Brown (CXO & Co-Founder)	
Total	31.5



2. Business Overview

Addressing Customer Problems



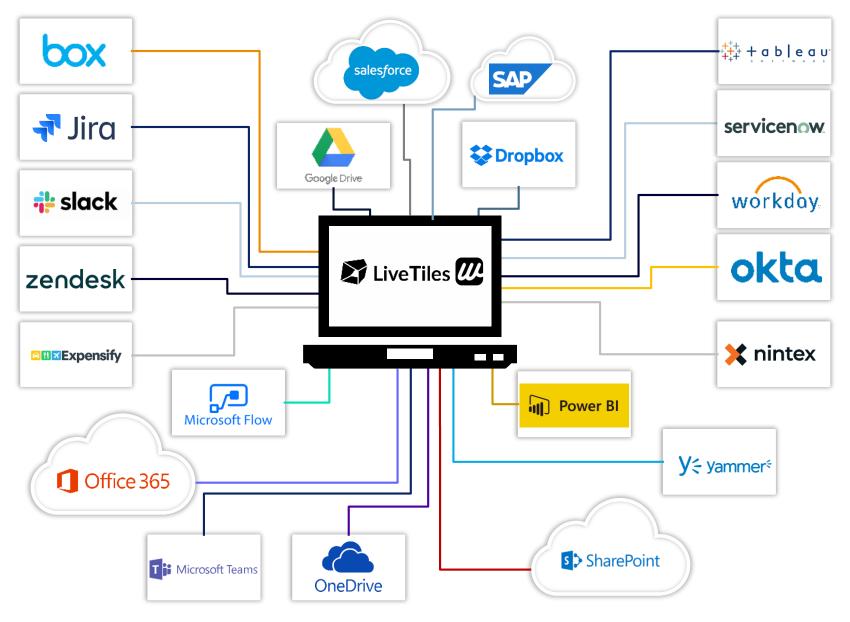
Our Intelligent Intranet Platform solves a range of critical problems and opportunities faced by organisations around the world

Customer Problems... ...Solved by LiveTiles ✓ Significantly reduces custom coding – disrupting High cost to build and maintain – customised coding and project management for new intranets and ongoing traditional intranet model – far more cost effective changes to content Long project delivery timeframes – delivered product Rapid deployment out of date by completion Old world intranets lack integration to modern ✓ Integrations to 3rd party apps enable a single user workplace applications – employees must switch experience and enable organisations to control the between a growing number of applications, hampering chaos with supported workplace applications productivity Poor employee experience, engagement and adoption Employee engagement, adoption and productivity Intranets typically not mobile friendly ✓ Mobile friendly and device agnostic Intranets are the home page of the organisation and ✓ Incorporates Bots and Artificial Intelligence have not kept pace with modern public cloud and SaaS offerings, including Al

What LiveTiles Does: Redefining the Intranet



Our Intelligent Intranet Platform is the foundation of LiveTiles, connecting many disparate applications through a single user experience



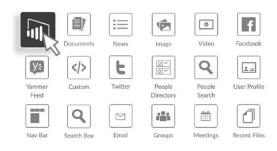
What LiveTiles Does: Page Designer & Wizdom



Design simple yet intuitive intranets on Office 365, Azure or Microsoft Teams with Page Designer & Wizdom

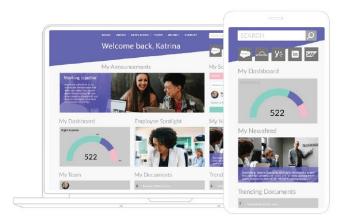
Intuitive

Design at the speed of thought using 70+ preconfigured tiles and a drag-and-drop interface. Intranets, portals, team and communication sites, business dashboards, among others.



Adaptable and Platform Agnostic

Empower employees to work anytime, anywhere with a seamless experience across devices.



Integrated

Easily integrate pages with third-party business apps, DMS, CRM and more.







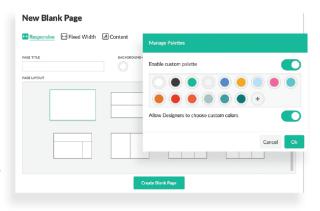






On brand

Maintain a strong and consistent brand identity with an intranet design tailored by colors, styles and templates in a central con.



Engaging

Boost adoption by providing employees with personalized, intuitive, data-rich user experiences.

Extensible

Deploy flexible solutions within intranet design that can easily evolve with the changing needs of a business.

What LiveTiles Does: Hyperfish

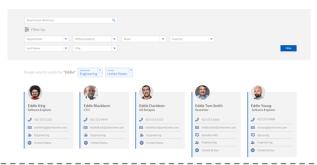


LiveTiles' employee directory service brings your company directory to life by ensuring profile information is always complete and up-to-date

Hyperfish understands what's missing or incorrect, and automatically starts a conversation with employees to collect and validate their information. Improve IT service delivery, employee engagement and unlock opportunities for greater personalisation.

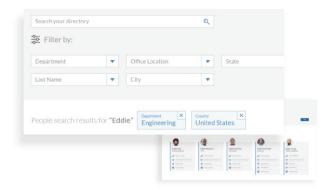
Real time search & org charts

The directory searches employee profiles—directly from the information's source, not from an out of date search index.



Advanced filtering

LiveTiles' directory allows employees to apply multiple filters to quickly find the right people.



Advanced configuration

The employee profile cards can be configured to display the most important information, right where people want it.





Classic & modern

The web part works in both classic and modern SharePoint pages and LiveTiles Page Designer.

All in one place

Through Integration Framework, all systems can be connected to where employee information lives, including HRIS.





Employee engagement

The directory software enables employees to quickly find and learn about colleagues.

What LiveTiles Does: Intelligence



Intranet analytics help evolve content and UX based on user feedback, analytics and insights

Detailed insights

Dig deep into granular data, with the ability to see users' departments, geolocations, device types and page interactions to pinpoint where to target page improvements.



Broad scope

Gain a birds-eye view of user activity across site pages, as well as a granular view of specific page components. Using these intranet analytics allows admins to quickly make changes to improve user experiences.



Adapt quickly

Continuously evolve pages to meet employees' changing needs to create more engaging sites they'll readily consume.





Test changes

Measure the impact of a redesign over three weeks, three months, or more. Site wide usage metrics are available for any time period.

Boost ROI

Save on costly redesign or redevelopment projects by making smart changes on the fly, delivering a more robust process for ROI.



What LiveTiles Does: AI Chatbots



Al Chatbots serve as automated personal assistants to get workplace technology conversing with employees and double down on productivity

Boost productivity

Let employees focus on the work that matters most by automating mundane, repetitive tasks. Create personal, team, enterprise and external assistants to fulfill a range of

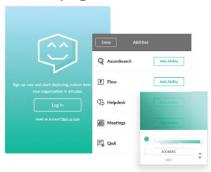
productive roles.



Customized

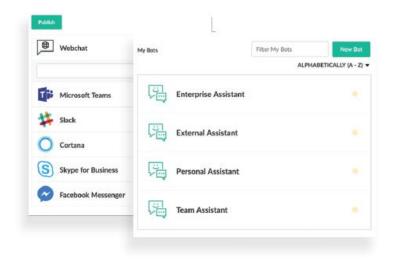
Customize each bot to unique business needs by:

- Adding abilities
- Modifying natural language parameters
- Deploying to multiple channels including Microsoft Teams, Outlook, webpages and more



Centrally managed

Centralize control over an organisation's AI chatbots and overall governance by the Azure Bot Framework. Easily modify and evolve Bots to match the changing needs of the business.



Low risk, low cost

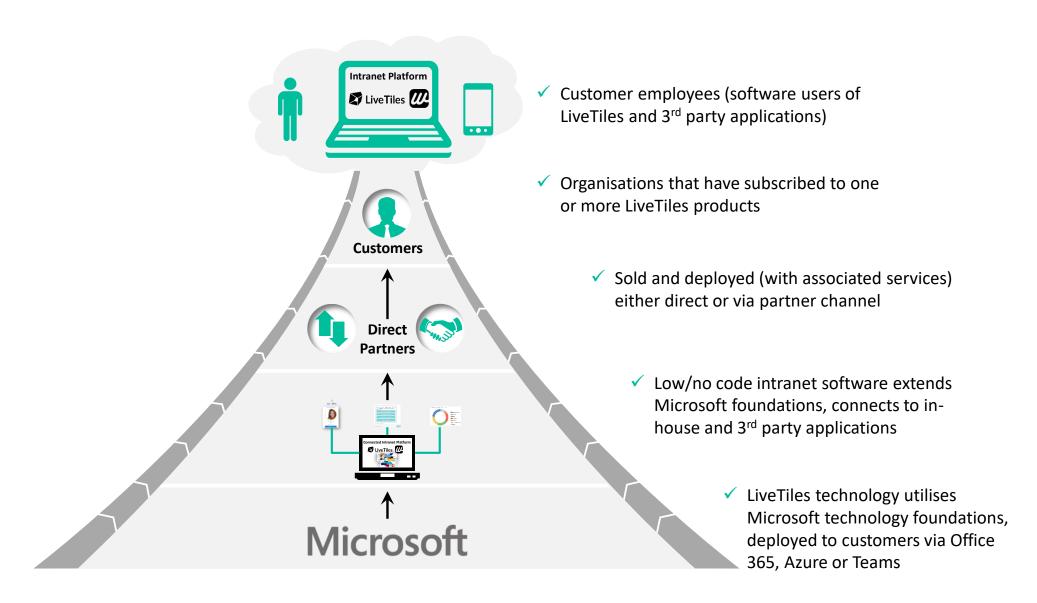
Remove the time, cost and risk associated with implementing an AI chatbot.



Business Model



LiveTiles sells directly and through a growing network of partners to reach our customers



Partner Channel and Alliances



Partner Channel

LiveTiles is growing its network of reseller and services partners, extending the global reach of its platform with customers

- Our reseller and services partners help deliver LiveTiles products into customer workplaces
- Services include project management, custom integrations (eg. to legacy internal applications), security testing, deployment testing
- The number of transacting partners⁽¹⁾ grew to 178 as at 30 June 2019 (up 89% year-on-year)
- LiveTiles is committed to broadening and deepening its global partner network to drive growth and customer outcomes













Alliances

LiveTiles has a growing portfolio of alliances with uniquely positioned software vendors

- Extends customer experience within LiveTiles platform through complementary and integrated technology
- Expands LiveTiles market reach



Operator of an artificial intelligence and cognitive computing company in Switzerland.



Developer of tools and AI engine designed to use natural-language processing and ML to capture meeting summaries, based in Canada.



Company at the forefront of AI, advanced search algorithms, ML and natural language processing, based in Australia.



Developer of an onboarding, compliance and prof. development platform to educate and train employees, based in Australia.



Developer of a data visualization platform designed to enable search and analysis on structured/unstructured visual data, UK-based.



Developer of security sheriff platform to provide intelligent security that minimizes data loss and misuses, based in Boston.

Close Alignment with Microsoft



High-impact campaigns and go-to-market initiatives contributing to strong customer and revenue growth

- Successfully aligning itself with Microsoft's 'Al-first' vision, LiveTiles
 has become one of Microsoft's key strategic partners in the data and
 Al space
- LiveTiles, Wizdom and Hyperfish partnering with Microsoft on SharePoint "home sites" launch (May 2019)
- 2018 Microsoft US Partner of the Year Award for Modern Workplace
 Transformation (Microsoft has ~100,000 US-based partners)
- Microsoft Teams co-selling LiveTiles solution for Microsoft's rapidly growing Teams collaboration platform
- Al Spark Partner Program: designed by LiveTiles and Microsoft to accelerate the pace at which Al can be deployed by enterprises
- Al Inner Circle Partner Program: LiveTiles invited as the first software company following independent customer evaluations
- LiveTiles Bots heavily showcased by Microsoft at its global Inspire conference in Las Vegas in July 2018
- Access to Microsoft's partner co-sell program to accelerate leads and new customer growth
- P2P Global Integrated Solution: co-creation of IP with select partners to deliver industry solutions via Microsoft's Marketplace (AppSource)
- LiveSmiles intelligent employee wellness solution based on LiveTiles technology platform; Microsoft global launch partner



MSUS Partner Award Winner

MODERN WORKPLACE TRANSFORMATION



LiveTiles showcased at Microsoft Inspire keynote (July 2018, Las Vegas)



3. Case Studies

Customer Case Study: PepsiCo



PepsiCo's teams around the world access the latest information and business applications through the LiveTiles platform, improving the productivity and collaboration across 300,000 employees



"PepsiCo looked to the LiveTiles solution to increase collaboration and gain alignment between disparate business units"

John Phillips, PepsiCo's SVP Customer
 Supply Chain and Global Go-to-Market

Problem

 As a large organisation, PepsiCo faced challenges with collaboration and connecting its business units scattered across the globe

Solution

- Looking for a tool to unite its resources and bring teams together, PepsiCo used LiveTiles to build a mobilefriendly intelligent workplace for its 300,000 people
- Non-technical employees are empowered to build and maintain engaging sites that integrate a growing range of third party business applications such as SalesForce, WorkDay, Dropbox, Google Drive and social media feeds, powered by AI technology

Customer Case Study: UK Ministry of Defence



With LiveTiles, the UK Ministry of Defence built an active online community and an engaging communications portal in just four weeks. LiveTiles helped bring together the customer's operating units and partner network to ensure communications continuity and security of sensitive data



"LiveTiles has helped us produce an excellent website. They have done what they said they would do, when they said they would do it, and, I suspect, have gone 'above and beyond' on occasion"

Lieutenant Colonel Julian Salusbury

Problem

- Outdated and segmented digital environment with resources, information and news items scattered among teams and a vast network of specialist partners
- With complex internal processes and the need to secure privileged information, the UK Ministry of Defence ("MoD") needed a way to consolidate classified data and create a platform to ensure an efficient line of communication between its business units without compromising security

Solution

- MoD built a reliable and secure communications platform called Nexus in just four weeks
- MoD integrated applications, resources and news items on a custom-branded dashboard to ensure no one misses out on vital information

Customer Case Study: Tuck Business School



Dartmouth's Tuck Business School chose LiveTiles to replace its in-house built legacy intranet. LiveTiles gave the Dartmouth team the power to deliver an enhanced mobile-friendly user experience, integrated with the full Office 365 productivity set, as well as introducing an enterprise social network



Key Takeaway – Tuck reports that they are beginning to see a range of benefits from the combination of Office 365 and LiveTiles, with improved collaboration among student project teams and school staff.

Problem

- Incumbent intranet that had been built in-house and integrated with several other campus systems
- Solution was heavily used by necessity, with certain critical services only available via this intranet
- Site user experience (UX) was outdated, and the lack of mobile support was giving rise to an increasing number of issues

Solution

- New portal offers improved navigation with a comprehensive mega-menu and space for internal branding and marketing information
- Ability to edit section pages quickly has delivered productivity gains to Tuck's internal IT team, enabling them to rapidly respond to user needs without external assistance

Industry Recognition



Recent Awards

Winner

Homegrown Export (ARN Innovation Awards)

Winner

Top 50 SaaS CEOs 2018 (The SaaS Report)

Finalist

Emerging Vendor of the Year (UK) (CRN Channel Awards)

Finalist

Greatest Contribution to Ethics, Gender Equality and Diversity in AI (Alconics San Francisco)

Finalist

Best Application of AI in a Large Enterprise (Ireland)
(AI Ireland)





4. Global Market Opportunity

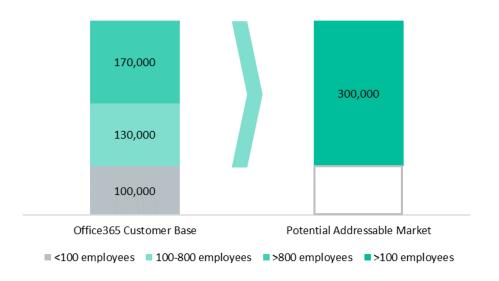
Global Market Opportunity



Large and rapidly-growing addressable market of ~300,000 organisations

Microsoft Office365 Customer Base 1

Total Potential Addressable Market



300,000 Potential Customers

Χ

\$43.6k Average ARR per Customer ²

=

~\$13 billion pa

- ✓ Almost all organisations with >100 employees utilise some form of intranet or employee portal
- ✓ Strong growth in Microsoft's Office365 Commercial revenue: +34% YoY³

Each 1% market penetration = ~\$130m ARR

^{1.} LiveTiles estimates based on industry knowledge.

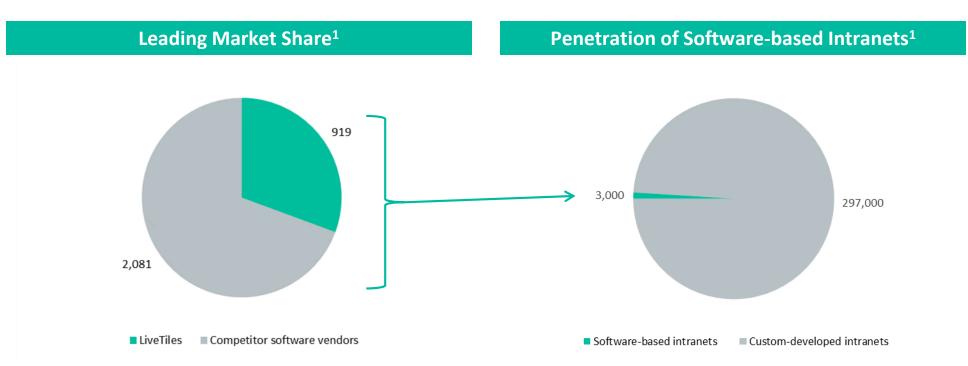
LiveTiles' average annualised recurring revenue (ARR) per customer as at 30 June 2019.

^{3.} Microsoft Q4 FY19 earnings release (constant currency basis).

Clear Global Market Leader



Software-based intranets are in the early stages of replacing custom-coded intranets



- ✓ LiveTiles is more than 4x larger than its nearest competitor (by revenue)
- Most competitor software vendors are embedded within systems integrator (consulting) businesses
- ✓ Internal organisation intranets and portals have historically been custom-coded common frustrations with cost, lack of features and lack of dynamic change
- ✓ LiveTiles pioneered the market for low/no-code intranet software in 2015



5. Business Update

Growth Outlook



LiveTiles expects to deliver another year of strong customer and revenue growth in FY20

- ✓ Large and growing addressable market
- Focused direct sales & marketing strategy targeting larger enterprises
- Conversion of large pipeline generated by inside sales team in the United States
- ✓ High-impact co-marketing initiatives with Microsoft

- ✓ Continued growth in partner/reseller distribution channel
- ✓ Growing demand for Artificial Intelligence products
- Substantial expansion opportunity with existing customers via cross-sell, bundling and increased penetration
- ✓ Strategic technology alliances

LiveTiles' target is to organically grow ARR to at least \$100m by 30 June 20211

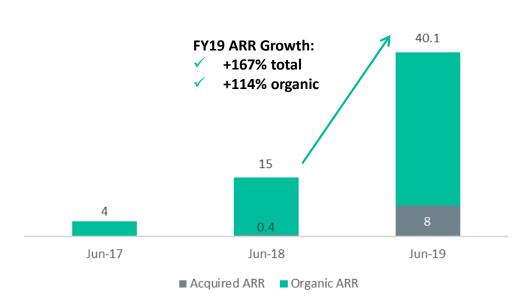


^{1.} The Company's ARR target is not a forecast or a guarantee of future performance. It depends on a number of assumptions and is subject to risks, including the risk factors set out under "Key Risks".

Strong Recurring Revenue Growth

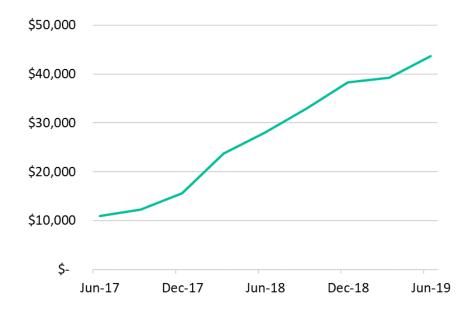


Year-on-year ARR growth¹



- ✓ One of the world's fastest-growing SaaS companies
- Acquisition of Wizdom, Europe's leading 'plug and play', Microsoft-aligned digital workplace software business, completed in Feb 2019
- Strong pipeline of sales opportunities

Average ARR per customer up 56% in FY19



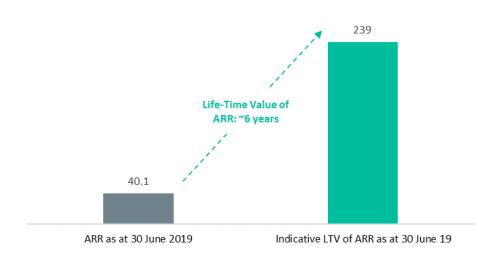
- Strong growth in average ARR per customer driven by:
 - ✓ A higher proportion of new enterprise customers
 - Product cross-sell / bundling
 - ✓ Increased penetration of existing customers

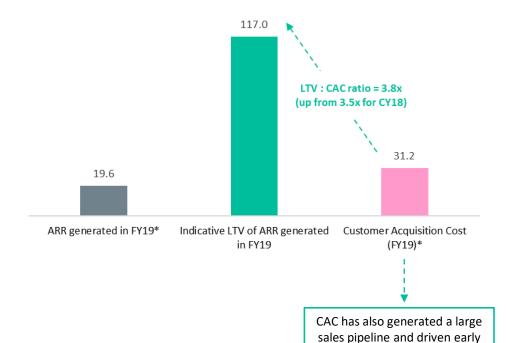
Investing in Long-term Recurring Revenue



Indicative Life-Time Value of ARR base (\$m)

Efficiency of Customer Acquisition Cost (\$m)





ARR = Annualised Recurring Revenue.

LTV = Life-Time Value. Assumes 95% gross margin, 92.5% net retention and a 10% discount rate.

Net retention = (ARR expansion from existing customers less churn in trailing 12 months) / ARR at beginning of 12 month period.

CAC = Customer Acquisition Cost. Comprises 100% of sales and marketing costs and 50% of customer success costs.

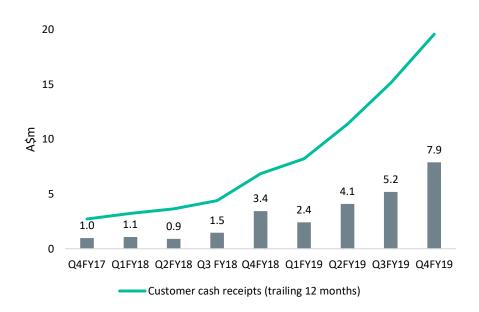
demand for AI products

^{*} Adjusted to annualise Wizdom ARR generation and CAC

Substantial Cash Flow Improvement

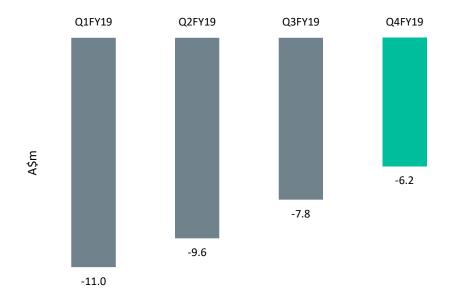


Strong Growth in Customer Cash Receipts



Strong growth in customer cash receipts throughout FY2019 and in Q4 FY19

Improving Net Operating Cash Flow



- Consistent improvement in net operating cash flow
- ✓ Further improvement in net operating cash flow achieved in June 2019 quarter
- √ \$1.4m grant received from NY State in Q4 FY19

Operational Growth Priorities



LiveTiles has a clear roadmap to drive operational execution in support of our growth strategy

Recent developments...

- Customer success team established and integrated with sales and marketing teams
- Partner channel growth (off a small base) with substantial future revenue opportunity via partners
- Product roadmap execution, including Bots launch, new 3rd party integrations, Microsoft Teams features, Page Designer version 5. Bundling of product portfolio across LiveTiles Page Designer, Wizdom, Bots and Hyperfish

- Acquired businesses (Hyperfish and Wizdom) are key components of an increasingly integrated product portfolio with acquired products performing strongly
- Business integration of Hyperfish is complete, with Wizdom integration underway

...and current priorities

- Increasing capacity and capability of internal and partner services to support customer onboarding and adoption. Strong focus on growing partner reseller and services network supported by direct sales and account management channels in each region
- Realising bundling benefits in all regions, including Wizdom and Hyperfish. Further substantial opportunities to drive differentiation in our product portfolio, further deepening product integration and connections to 3rd party applications, further enhancements to user experience and design, substantial AI opportunities, further automation of product deployment to enhance customer experience
- Integration and consolidation of supporting systems and processes (across the integrated LiveTiles, Wizdom and Hyperfish operations). Clear plans to realise efficiency benefits and more effective customer, people and partner outcomes with completion anticipated by 30 June 2020



Appendix

Key Risks



Competition and new technologies	The industry in which LiveTiles operates in is subject to rapid change. LiveTiles will have no influence over the activities of its competitors may negatively affect the operating and financial performance of LiveTiles. For example, new technologies could overtake products for n which case the Group's revenue and profitability could be adversely affected. Existing or future competitors may have greater fin esources than LiveTiles and, as a result, may be in a better position to compete for future business opportunities.	both companies,
Microsoft relationship	iveTiles has a close relationship with Microsoft and the company's products currently integrate with various Microsoft products inclu Office365 and Azure. If LiveTiles is unable to maintain a close relationship with Microsoft, or if any such Microsoft products are experience declining market share, the company's market position and financial performance may be adversely affected.	
Reliance on key personnel	The development of LiveTiles' business has been largely due to the effort, experience and leadership of its management team including co-founder, CEO and executive director) and Peter Nguyen-Brown (co-founder, CXO and executive director). LiveTiles is also de ontinued service of skilled development personnel because of the complexity of its technologies. Further, there is a reliance on sa ontinue driving LiveTiles growth.	pendent on the
Reliance on partners	iveTiles relies on partners to distribute their products to their underlying customers. If LiveTiles is not able to attract and retain suital productive partners, they may not be able to implement its business plan.	bly qualified and
Intellectual property risks	f LiveTiles fails to protect its intellectual property rights adequately, competitors or potential competitors may gain access to their to ould harm both companies businesses. LiveTiles currently has no granted patents (only patent applications) and LiveTiles may not b patent protection in the future. If any patents are granted in the future, they may not provide LiveTiles with any competitive advant hallenged by third parties.	e able to obtain
Product faults	oftware products frequently contain undetected defects or bugs when first introduced or when new versions or enhancements are related on occasion found defects and bugs in their products and new defects or bugs may be detected in their existing or future product he Group's revenue may be adversely affected.	
Litigation risk	as outlined in the Company's ASX announcements of 2 May 2018 and 1 June 2018, four subsidiaries of the Company, among a lefendants, were added as parties to litigation in Australia relating to a dispute involving the Company's founders and former sha ounders' previous business. As with any litigation, the outcome and timing of any resolution is inherently uncertain.	
Future capital requirements	further funding may be required by the Company to support its ongoing activities and operations, including the need to develop new poxisting products, enhance its operating infrastructure and to acquire complementary businesses and technologies. Accordingly, the Corologies in further equity or debt financings to secure additional funds. There can be no assurance that such future funding will atisfactory terms (or at all) at the relevant time. Any inability to obtain additional funding (or inability to obtain funding on reasond versely affect the financial condition and financial performance of the Company.	npany may need be available on
Currency risk	iveTiles' reporting currency is Australian dollars, and it operates a global business with revenues and expenses denominated in a ran- ncluding US dollars, Danish kroner, Euros and British Pounds. The Group is therefore subject to foreign currency fluctuations which may its financial position and operating results. For example, a depreciation of these currencies relative to the Australian dollar may resunticipated revenue as a result of the translation of foreign currency revenue into Australian dollars. Conversely, an appreciation of forelative to the Australian dollar may result in higher than anticipated expenses as a result of the translation of foreign currency expenses alollars.	materially affect ult in lower than preign currencies
General economic and political risks	Changes in the general economic and political climate in Australia and on a global basis may impact economic growth interest rates, the axation and tariff laws and domestic security, any of which may affect the value and viability of the Group's activities.	rate of inflation,

International Offer Restrictions



International Offer Restrictions

This document does not constitute an offer of new fully paid ordinary shares (New Shares) of the Company in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the New Shares may not be offered or sold, in any country outside Australia except to the extent permitted below.

Hong Kong

WARNING: This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (**SFO**). No action has been taken in Hong Kong to authorise or register this document or to permit the distribution of this document or any documents issued in connection with it. Accordingly, the New Shares have not been and will not be offered or sold in Hong Kong other than to "professional investors" (as defined in the SFO and any rules made under that ordinance).

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.

New Zealand

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (New Zealand) (**FMC Act**). The New Shares are not being offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) other than to a person who:

- 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.

Norway

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).

International Offer Restrictions (cont.)



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.

Any offer is not made to you with a view to the New Shares being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

United States

This document may not be released or distributed in the United States.

This document does not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States or any other jurisdiction in which such an offer would be illegal. The New Shares have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (**Securities Act**) or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Shares may not be offered or sold, directly or indirectly, to persons in the United States except in a transaction exempt from, or not subject to, the registration requirements of the Securities Act and the applicable securities laws of any state or other jurisdiction of the United States.