

04 January 2017

**ASX Announcement
Urbanise.com Limited**

Please find attached the following announcements from Urbanise.com Limited (ASX: UBN):

- Urbanise announces share placement to support technology acquisition and fund business growth; and
- Urbanise.com announces fully underwritten Rights Issue to raise circa \$7.259 million.

For further information contact:

Investor Relations

Michael Waymark
Chief Operating Officer
Telephone +61 447 447 000

Kim Clark
Company Secretary
Telephone +61 7 3010 9393

04 January 2017

Urbanise announces share placement to support technology acquisition and fund business growth

- Private investment company to subscribe for 63.5M Urbanise shares at 22.5 cents per share to raise A\$14.287M.
- Shares will be subject to a voluntary restriction deed (escrow) for a period of 18 months.
- Proceeds of share placement to fund acquisition of complementary technology platforms and fund business growth.
- Placement subject to the completion of Business Sale Agreement.

Urbanise.com Limited (Urbanise) (ASX:UBN) today announced that Argosy Capital Limited, a private investment company, has agreed to subscribe for 63.5M Urbanise shares at an issue price of 22.5 cents per share to raise A\$14.287M. Demonstrating their long-term shareholder commitment to Urbanise, the shares issued will be voluntarily escrowed for a period of 18 months from the date of issue.

The proceeds of the share placement will be used to fund the acquisition of *Wattkeeper*[™] and *Intelligen* intellectual property and certain business assets from Infotech (Pty) Limited (Infotech) and related entities (\$12M), general operating capital to meet transaction costs, along with normal operating expenses including employees, corporate administration, travel and marketing costs. Urbanise today executed the Business Sale Agreement (BSA) in respect of the intellectual property and business assets discussed above.

The technology Urbanise proposes to acquire comprises:

- A cloud based micro-utility billing solution that enables the rapid deployment, billing and reading of smart meters for electricity, water and gas. Designed specifically to enable strata managers to deliver price optimised utility charging and smart consumption plans for their communities and buildings;
- A suite of smart meter devices that are designed to enable automated meter reading, pre-paid and post-paid business models and smart automation models that can limit utility consumption (peak demand control), shift utility consumption (load shifting) or intelligently detect water leaks or improper electricity consumption;
- A route optimisation, prioritisation and dispatching solution. Designed to enable service providers with a mobile workforce to optimise delivery costs and provide real time distance from and time to arrival information to their customers who are receiving delivered goods.
- A mobile asset tracking solution that enables owners and operators of large fleets, rental equipment and critical personnel to ensure they are operating in a specific location and to alert and track them when they are not.

Commenting on the technology-fit, Urbanise's Chief Product Officer Rob Cumming said, *"The functionality of these technologies not only expands the market segments that can use the Urbanise Building Service Delivery Platform, but also fill gaps in our solution set that our customers ask us for every day. Specifically designed for sub-metered communities and buildings, Wattkeeper[™] extends our utility reporting functionality to include residential and commercial meter reading and billing. Smart metered Utility operation is the number one request we receive from our Strata Manager customers in every region. Intelligen, on the other hand, supercharges our Service Operations Platform – delivering an optimized "Uber-*

like” experience for every one of our service providers using our mobile apps for delivery and our customer portals and apps for ordering services.”

Urbanise CEO Ben Churchill added, “We are confident that this acquisition will result in immediate benefits for Urbanise. The financial impact of offering Utility billing to our existing South African sectional (strata) title customers alone is significant. In recent market testing, we received five signed expressions of interest from current South African customers to whom we presented the potential new features. Each of the five customers have expressed an interest in using the new modules as they become available. The potential annual recurring revenue from these five customers alone, is around US\$3 million.”

The private placement is subject to the BSA proceeding to completion. The BSA is subject to South African regulatory approval which the Company anticipates receiving within the next four weeks.

Further details regarding *Wattkeeper™* and *Intelligen* are included in the presentation released to the ASX today.

About Argosy

Established in 2008, Argosy Capital Limited is a privately-owned business headquartered in the Isle of Man. Argosy invests off a proprietary balance sheet in opportunities across a range of industries and jurisdictions. Their focus is predominantly on private equity investments, including limited exposure to venture capital. Argosy does not have a fixed investment horizon and does not raise or manage investments for the public.

www.argosy.co.im

About Urbanise

Urbanise is the creator of a cloud-based platform for delivering building services. Designed for service providers, the Urbanise Industry Cloud software-as-a-service platform is transforming the traditional engineering approach to building operations – improving customer service, removing operational costs and enabling new revenue streams. Urbanise technology is used in some of the tallest towers and most prestigious communities around the globe. www.urbanise.com

Urbanise announces fully underwritten Rights Issue to raise circa \$7.259 million

Urbanise.com Limited (**Urbanise** or the **Company**) is pleased to announce that it is undertaking a pro-rata fully Underwritten non-renounceable Rights Issue (**Offer** or **Rights Issue**).

Key highlights of the Rights Issue:

- **Fully underwritten non-renounceable Rights Issue to raise \$7,259,692**
- **Rights issue on a 1:8 basis at an issue price of \$0.225 per share**
- **The Offer is fully Underwritten by Argosy Capital Limited (Argosy)**
- **Funds raised from the Offer will be used to pay transaction costs, employee costs, sales & marketing, travel expenses, finance and administration expenses and to fund strategic market development and expansion activities.**

Commenting on the Rights Issue, Urbanise CEO Ben Churchill said: *"We are pleased to provide shareholders the opportunity to participate in the future growth of Urbanise. Following conclusion of the transaction, Urbanise will be well placed to execute its strategic market development and expansion activities."*

The Rights Issue will raise approximately \$7.259 million before costs and the new shares will rank equally with shares currently on issue. All shareholders are encouraged to take part in the Rights Issue. The Rights Issue is fully underwritten by Argosy. If the issuance of shares to Argosy in connection with the rights issue would cause Argosy to be in breach of section 606 of the Corporations Act, Urbanise will seek shareholder approval of the issuance of the relevant additional shares (**Delayed Shares**) in accordance with item 7 of section 611 of the Corporations Act. If shareholder approval is not obtained by 31 March 2017 then the delayed Shares will not be issued to Argosy and the rights issue will not be fully underwritten.

The Offer Document including an Entitlement and Acceptance Form will be mailed to shareholders on **23 January 2017**.

Indicative timetable

EVENT	DATE
Announcement of the Offer	04 January 2017
Lodgement of the following documents with ASX: <ul style="list-style-type: none"> • an Appendix 3B; • the Offer Document; and • a cleansing notice under section 708AA(2)(f) of the Corporations Act. 	04 January 2017
Letter sent to Option holders	04 January 2017
Notice sent to Shareholders containing ASX Appendix 3B details and indicative timetable	09 January 2017
“Ex” date where the Company’s existing shares will commence trading without the entitlement to participate in the Offer	17 January 2017
Record date to determine Entitlements under the Offer	5.00pm (Sydney time) 18 January 2017
Mailing of Offer Document and Entitlement and Acceptance Form to Eligible Shareholders	23 January 2017
Opening Date for the Rights Issue	24 January 2017
Last day to extend Rights Issue Closing Date	01 February 2017
Closing Date for the Rights Issue	06 February 2017
Shares quoted on a deferred settlement basis	07 February 2017
ASX notified of under subscriptions	09 February 2017
New Shares for which valid applications have been received and accepted by the Company will be issued	13 February 2017
Deferred settlement trading ends	13 February 2017
Normal trading of New Shares on ASX expected to commence	14 February 2017
Mail out of holding statements for the New Shares	15 February 2017

*Dates and times are indicative only and subject to change without notice.

*Detailed information regarding the Rights Issue will be sent to shareholders in accordance with the timetable above.

For more information, contact:

Kim Clark
Company Secretary
kim.clark@urbanise.com
+61 7 3010 9393