



ASX RELEASE
17 February 2016

OtherLevels Holdings Limited Investor Presentation

Please find attached the OtherLevels Holdings Limited Investor Presentation contained in the Information Booklet.

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About OtherLevels

OtherLevels is a leading second-generation digital marketing platform with offices in San Francisco, London, Brisbane and Melbourne. OtherLevels is at the forefront of the enterprise marketing transformation being driven by the massive shift to mobile.

The OtherLevels digital marketing platform enables marketers to engage and retain their audience across desktop, mobile web and apps. For more information, please visit <http://otherlevels.com>, OtherLevels Holdings Limited ACN 603 987 266.

OtherLevels Holdings Limited

Investor Presentation, 17th February 2016

OTHERLEVELS

Brendan O'Kane
Managing Director and CEO

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highlights - 2015

- ✓ OtherLevels Holdings listed on ASX March 31, 2015
- ✓ Strong growth in key metrics in past 18 months
- ✓ Expanded sales and marketing with additional hires
- ✓ Largest ever single transaction, being greater than \$1.1m
- ✓ Launch of OtherLevels Intelligent Messaging
- ✓ Featured in Forrester Report “Vendor Landscape: Mobile Engagement Automation Solutions” alongside Oracle, Salesforce, Adobe and IBM
- ✓ Developed strategic partnership agreements to expand market



highlights - strong start to 2016 !

- ✓ 3 enterprise deals signed in January:
 - 2 in UK, 1 in US.
 - UK deals of \$65k and \$130k – far higher than first year average
 - US deal \$40k, as first transaction with a leading US global games company
- ✓ Strong Q1 new deal pipeline
- ✓ OtherLevels cash management focus
 - Cash receipts in December quarter of \$1.38m
 - Burn reduction over past 3 quarters of \$2.29m → \$1.83m → \$1.48m
- ✓ Continued expansion of existing customers

financials and metrics

Revenue FY15 *	\$2.69m
Net Loss FY15 *	\$5.23m
Enterprise customers	30
Growth in Average Annualised Recurring Revenue per customer from US \$86k (Dec 2014) to US \$115k (Dec 2015)**	33.7%
Non AUD\$ revenue (Dec 2015)	> 85%
Cash collected H1 FY16	\$2.11m

(*) Combines unaudited and audited periods

(**) Excludes one off transactions, and is for customers using the platform for more than 1 year.

about OtherLevels

- ✓ We are a digital marketing SaaS company
 - Messaging platform across Web/Desktop/App
 - Integrated location based marketing
- ✓ We are global – 37 staff in San Francisco, London and Melbourne; engineering in Brisbane.
- ✓ We support three of the largest social casino companies in the world
- ✓ We are a leading vendor to Sports Book gaming companies in the UK
- ✓ We support 3 of the top 10 games companies in the world
- ✓ We support 2 leading lottery operators
- ✓ IHG is our marque hospitality client, and Coles, Halfbrick, Yarra Trams, Tatts and Guvera are all Australian customers.



why OtherLevels wins

- ✓ Cross channel support to reach 100% of the audience – desktop, mobile web and app
- ✓ Technical leadership – OtherLevels attributes every message enabling the marketer to link campaigns to actual outcomes
- ✓ Real-time results – no delays for the marketer
- ✓ Strong custom reporting capability highlights results
- ✓ Proven professional services meets enterprise expectations and ensures customer success
- ✓ Enterprise level support and customer focus.

why OtherLevels wins (2)

- ✓ Sector focus drives domain knowledge – OtherLevels understands customer needs
- ✓ Clear ROI measurement and returns to justify the financial investment by customers
- ✓ Very experienced enterprise level sales skills within OtherLevels
- ✓ On the ground presence in key markets – OtherLevels looks, feels and behaves like larger U.S. competitors

sample customers



MATCHBOOK

Ladbrokes

The **LADbible**

BETFRED

TROPICANA
ENTERTAINMENT



IHG

InterContinental Hotels Group

GUVERA
★

bwin



TattsGroup

**GOLDEN
NUGGET**
CASINO.COM



INTERCONTINENTAL
HOTELS & RESORTS

CROWNE PLAZA
HOTELS & RESORTS
THE PLACE TO MEET.

FANATICS

CANDLEWOOD
SUITES

hotel INDIGO

**WorldSingles
Networks**

STAYBRIDGE
SUITES

Holiday Inn Express

Holiday Inn



coles

OTHERLEVELS

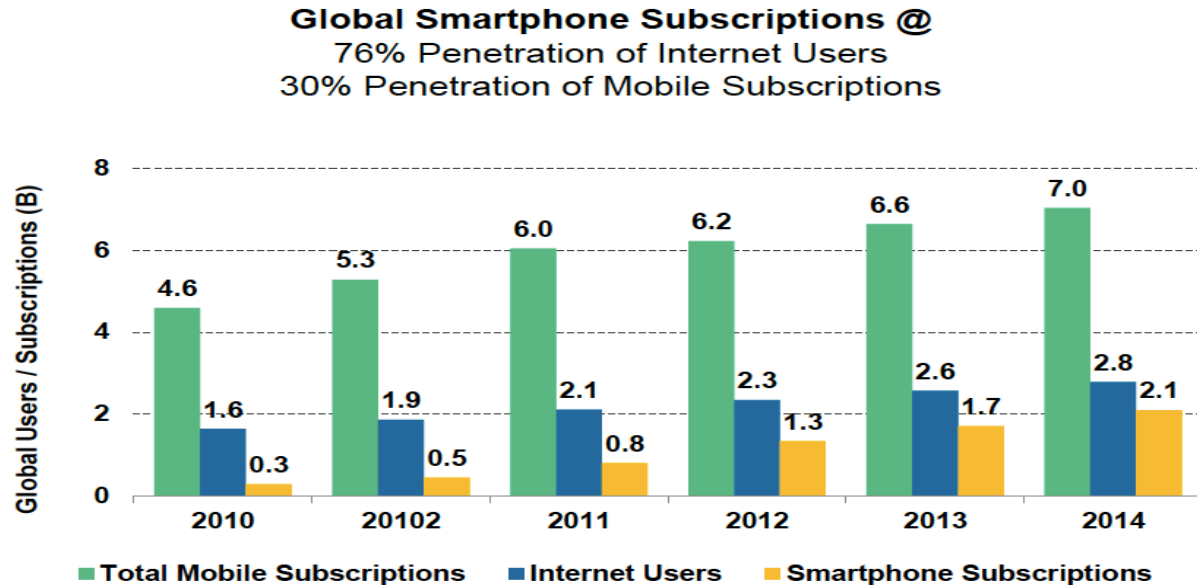
yarra trams

how we help our customers

- ✓ We help enterprises communicate more effectively with **100% of their audience**
- ✓ We are mobile specialists and solve their mobile challenges
- ✓ We empower marketers to achieve better engagement and ROI
- ✓ We provide the tools to test, analyze, measure and report
- ✓ We have consulting services to ensure customer success

opportunity - dramatic market growth

- ✓ Explosive growth in mobile and smart devices



600% growth in
smartphone
adoption in 5
years

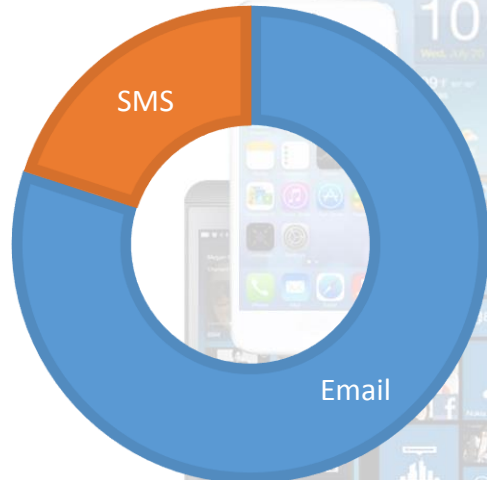
Source. KPCB 2015
Internet Trends Report

OtherLevels platform

- ✓ OtherLevels is a 2nd generation messaging platform
- ✓ 1st generation messaging platforms were email based

	First Generation	Second Generation
Desktop	✓	✓
Mobile web	✗	✓
Apps	✗	✓
Message types	1 (email)	6+
Analytics	✗	✓
Location services	✗	✓
Anonymous (no opt-in) users	✗	✓

2nd generation messaging



1st generation

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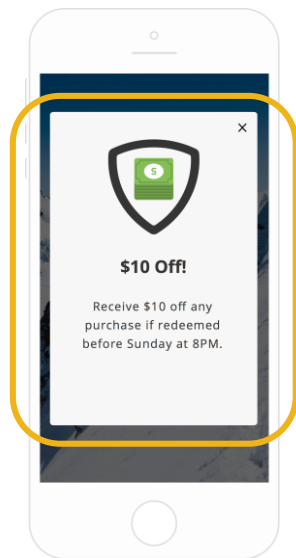
Anonymous (no opt-in)



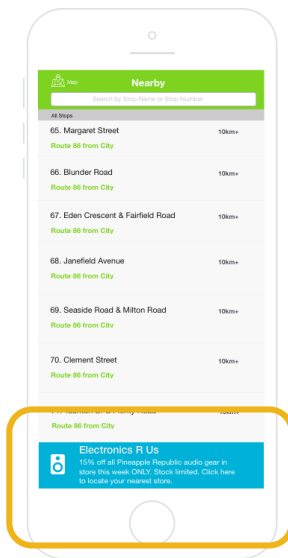
2nd generation

messaging examples (1)

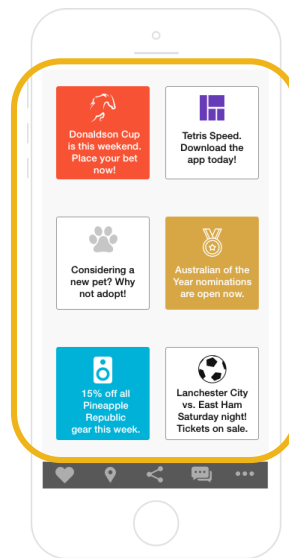
Interstitial



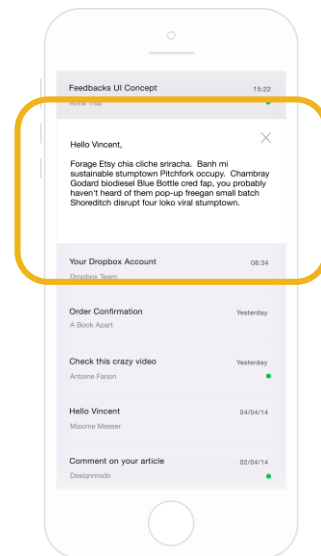
Ticker



Tile

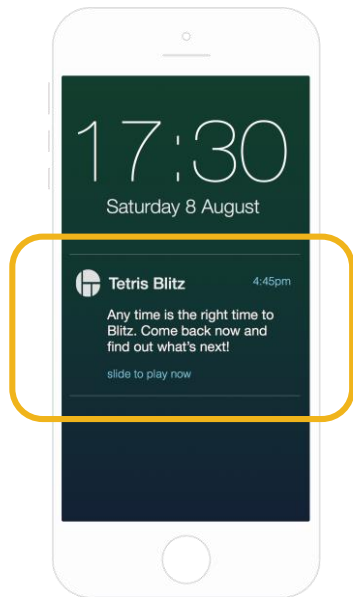


Rich Inbox Message

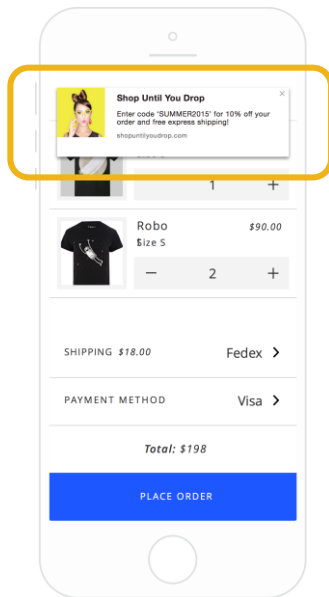


messaging examples (2)

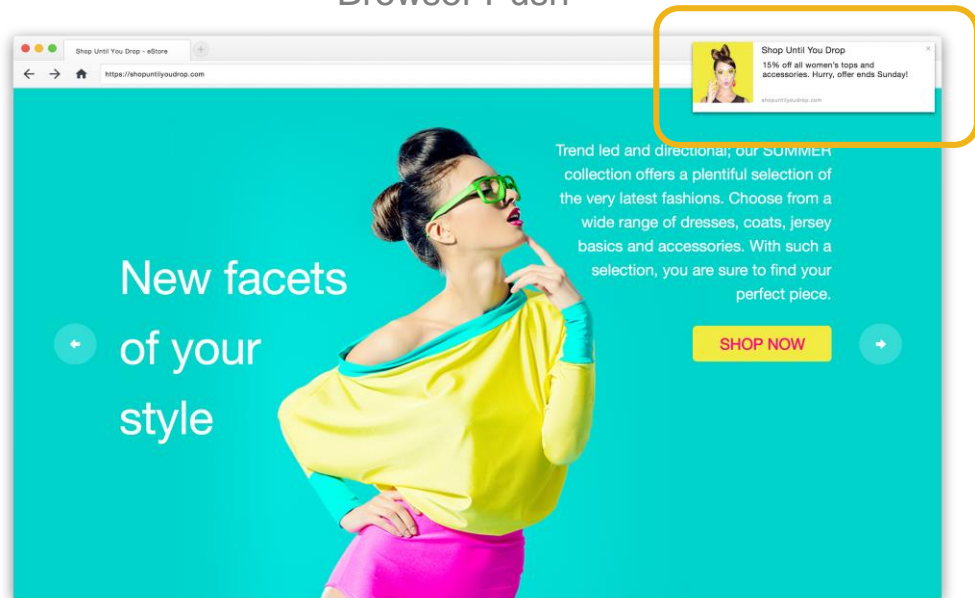
Push Notification



Browser Push



Browser Push



strategy - sector focus



Multi-billion dollar sectors with mobile centric audiences

new customer acquisition

- ✓ Strong sector focus
- ✓ Be on the ground near markets – London, San Francisco
- ✓ Direct sales to win first customers and secure the sector
- ✓ Referral partners for further expansion in sector
- ✓ Deep customer engagement to grow sector knowledge
- ✓ Innovative lead generation strategies



existing customer retention



- ✓ Build domain expertise; becoming the “go to” vendor
- ✓ Create reference customers
- ✓ Increase recurring revenues through:
 - Product expansion - more message types and chargeable modules. Eg. Intelligent Messaging
 - Customers use more messages as their audiences grow
 - Professional services to ensure customers are successful

Increase in Average Annualised Recurring Revenue from US\$ 86k to US\$ 115k, reflects the focus on existing customers and results in deeper, higher value and more strategic relationships with our customers

competition

FORRESTER®

FOR B2C MARKETING PROFESSIONALS

Vendor Landscape: Mobile Engagement Automation Solutions

Mobile Moments Demand Speed, Speed Demands Automation

by Jennifer Wise and Julie A. Ask

November 5, 2015

- ✓ November 2015, featured in Forrester Report “Vendor Landscape: Mobile Engagement Automation Solutions”
- ✓ Identified 20 leading vendors and confirmed the market opportunity.
- ✓ **OtherLevels is alongside the biggest enterprise vendors such as Oracle, Salesforce, Adobe and IBM**
- ✓ OtherLevels was in the top 3 vendors, for “Campaign Actions Offered”

competition

Forrester Report: *Vendor Landscape: Mobile Engagement Automation Solutions*

Campaign actions offered									
	SMS AND/OR MMS	PUSH NOTIFICATIONS (RICH OR SIMPLE)	IN-APP MESSAGING	EMAIL	APP/WEB CONTENT	MOBILE WEB MESSAGING	SOCIAL	IN-APP DISPLAY	WALLET
OtherLevels	✓	✓	✓	✓	—	—	✓	—	—
	✓	✓	✓	✓	✓	✓	—	✓	—
	✓	✓	✓	✓	✓	—	✓	✓	—

offer details

Details	A placement to institutional and sophisticated investors of 10 million shares at an offer price of \$0.08 per new ordinary share (Offer Price) to raise \$800,000 (Placement), followed by a non-renounceable entitlement offer to existing shareholders (Entitlement Offer) (together the Offer). The Entitlement Offer will be offered at a ratio of 1 new share for every 3 shares held.
Pricing	<p>The Offer Price of \$0.08 represents:</p> <ul style="list-style-type: none">• 13.5% discount to the 10 business day volume Weighted Average Price up to and including 12th February 2016 of \$0.0925• 25.2% discount to the 30 business day volume Weighted Average Price up to and including 12th February 2016 of \$0.107• 15.8% discount to the theoretical ex rights price• 20% discount to the closing price on 12th February 2016 of \$0.10
Use of funds	<p>As well as providing the Company with working capital to meet operational costs, OtherLevels intends to use existing cash and proceeds to:</p> <ul style="list-style-type: none">• Expand the direct sales team to 8, plus sales support (4 UK, 3 USA, 1 Australia)• Continue to develop commercial and contract expertise to ensure faster deal closure• Strengthen partner ecosystem to leverage sales• Continue to expand Intelligent Messaging and add further optional modules, creating upsell opportunities
Other	<ul style="list-style-type: none">• New securities issued pursuant to the placement will rank equally with OtherLevels existing securities• Lodge Corporate Pty Ltd are Lead Manager to the Offer

timetable

Activity	Date
Announcement of the Entitlement Offer	17 th February 2016
Mailing of the Entitlement Offer details	18 th February 2016
Ex date	19 th February 2016
Record Date for Entitlement Offer (7.00pm (AEDT))	23 rd February 2016
Information Booklet and Entitlement & Acceptance Form despatched	26 th February 2016
Entitlement Offer opens	26 th February 2016
Closing date for acceptances under Entitlement Offer (5.00pm (AEDT))	11 th March 2016
New Shares quoted on deferred settlement basis	15 th March 2016
Company notifies ASX of under subscriptions	17 th March 2016
Allotment of New Shares under the Entitlement Offer	18 th March 2016
Despatch of holding statements for New Shares issued under the Entitlement Offer	21 st March 2016
Normal ASX trading for New Shares issued under the Entitlement Offer commences	21 st March 2016

This timetable is indicative only and subject to change. The Directors may vary these dates, subject to the Listing Rules. The last date to extend the closing date is 11th March 2106. An extension of the Closing Date will delay the anticipated date for issue of the New Shares. The Directors also reserve the right not to proceed with the whole or part of the Entitlement Offer any time prior to issue of the New Shares. In that event, the relevant Application Monies (without interest) will be returned in full to Applicants.

Pro forma balance sheet

Effect on the Company's financial position

Set out below is the Historical and Pro Forma Consolidated Statements of Financial Position as at 31 December 2015. These statements comprise the Historical Consolidated Statement of Financial Position as at 31 December 2015 adjusted for significant transactions as detailed in Note 1 below. The Historical Consolidated Statement of Financial Position has been extracted from the Company's draft interim consolidated financial statements for the half year ended 31 December 2015. As at the date of this Information Booklet, the Company's draft interim consolidated financial statements for the half year ended 31 December 2015 is in the process of review. No adjustments are expected to the Historical Consolidated Statement of Financial Position as a result of the completion of the review and finalisation of the Company's interim consolidated financial statements for the half year ended 31 December 2015.

The review report on the Company's interim consolidated financial statements for the half year ended 31 December 2015 is expected to include an unmodified opinion

Pro forma balance sheet

Historical and Pro Forma Consolidated Statement of Financial Position:

	31-Dec-15 Historical \$ 000's	Placement \$800k \$ 000's	Entitlement Offer \$4.2M \$ 000's	31-Dec-15 Pro-Forma \$ 000's
Current Assets				
Cash and cash equivalents	1,825	756 ^a	3,983 ^b	6,564
Trade and other receivables	673	-	-	673
Current tax assets	84	-	-	84
Total Current Assets	2,582	756	3,983	7,321
Non-Current Assets				
Property, plant and equipment	34	-	-	34
Intangible assets	1,977	-	-	1,977
Total Non-Current Assets	2,011	-	-	2,011
Total Assets	4,593	756	3,983	9,332
Current Liabilities				
Payables	2,283	-	-	2,283
Provisions	156	-	-	156
Total Current Liabilities	2,440	-	-	2,440
Total Liabilities	2,440	-	-	2,440
Net Assets	2,153	756	3,983	6,892
Equity				
Contributed equity	7,606	756	3,983	12,345
Reserves	7,503	-	-	7,503
Accumulated losses	(12,956)	-	-	(12,956)
Total Equity	2,153	756	3,983	6,892

Notes to the Pro Forma Consolidated Statement of Financial Position

Note 1: Pro Forma Adjustments

The Pro Forma Consolidated Statement of Financial Position has been prepared on the basis that the following significant transactions occurred as at 31 December 2015:

Material transactions since 31 December 2015:

- a. the issue of 10,000,000 Shares at \$0.08 each arising from the Placement, raising gross proceeds of \$800,000 less issue costs of \$44,020. Settlement date for the Placement is 7 March 2016.

The Entitlement Offer

- b. the issue of 52,683,100 New Shares under the Entitlement Offer, expected to raise gross proceeds of up to \$4,214,648 less estimated issue costs of \$231,913.

Note 2: Cash and cash equivalents

The pro forma consolidated cash balance has been calculated after the following pro forma transactions:

	\$ 000's
Cash as at 31 December 2015	1,825
Placement proceeds (to be received 7 March 2016)	800
Costs of Placement	(44)
Entitlement Offer proceeds	4,215
Costs of Entitlement Offer	(232)
Pro forma cash balance	<u>6,564</u>

Until utilised, the funds will remain as a cash balance as reflected by the increase in cash assets.

Key risks for investors

- ✓ **Technology and information systems performance** - *OtherLevels' business and operations are highly dependent on the ability of its information technology systems to process various transactions across different markets and solutions in a timely manner. The performance of OtherLevels' platform will be vitally important to the reputation of the Company, its ability to attract customers and its ability to make sales of its products and services. An irrecoverable loss of any programs, systems, or the digital marketing platform, would be expensive to remedy, would have a material adverse effect on OtherLevels' operations and financial position, and would damage its business reputation and brand name.*
- ✓ **Loss of customers** - *The Company has contracts with a number of customers to provide them with OtherLevels' digital marketing platform solution. OtherLevels must maintain its service quality and close relationships with those customers. The agreements between OtherLevels and its customers are short term and generally for a period of 12 months.. Failure to maintain customer relationships or renew agreements could result in OtherLevels' revenues declining and operating results being materially and adversely affected.*
- ✓ **Competition** - *The technology industry is intensely competitive and subject to rapid and significant change. If OtherLevels is significantly slower than its competitors to adapt to technological change, it could lead to a reduction in the use of its platform.*
- ✓ **Dependence upon key personnel** - *OtherLevels depends on the talent and experience of its personnel as its primary asset. There may be a negative impact on OtherLevels if any of its key personnel leave. It may be difficult to replace them, or to do so in a timely manner or at comparable expense. Additionally, any key personnel of the Company who leave work for a competitor may adversely impact the Company.*
- ✓ **Growth and potential market failure** - *There is a risk that the Company may be unable to manage its future growth successfully. The ability to hire and retain skilled personnel as outlined above may be a significant obstacle to growth. The Company is also dependent on commercially attractive markets remaining available to it and there is a risk that commercial sales, to fund sufficient revenues for continued operations and growth, may not be achieved.*

Key risks for investors cont.

- ✓ **Hacking and vandalism** - *OtherLevels may be adversely affected by malicious third party applications that interfere with, or exploit, security flaws in the digital marketing platform. Viruses, worms and other malicious software programs could, among other things, jeopardise the security of information stored in a customer's or OtherLevels' computer systems.*
- ✓ **Disruption to internet and mobile services** - *OtherLevels' customers are in a number of countries. The Company also has staff located in a number of countries, the three principal ones being Australia, the UK and the USA. Disruption to internet or mobile services in countries where OtherLevels' customers or staff are based, for example as a result of technical outages or catastrophic destruction of infrastructure following natural disasters, could significantly impact upon the use of OtherLevels' platform and business continuity.*
- ✓ **Intellectual property** - *The Company's ability to leverage its innovation and expertise depends upon its ability to protect its intellectual property and any improvements to it. The intellectual property may not be capable of being legally protected, it may be the subject of unauthorised disclosure or be unlawfully infringed, or the Company may incur substantial costs in asserting or defending its intellectual property rights.*
- ✓ **Regulatory environment** - *OtherLevels has operations based in the USA which are subject to US laws and regulations. The Company also has operations in other jurisdictions outside of Australia, such as the UK. Customers, users, competitors, members of the public, or regulators, could allege breaches of applicable laws and regulations against OtherLevels in such jurisdictions. This could result in remedial action or litigation, which could lead to the Company being required to pay compensation or a fine.*

Key risks for investors cont.

- ✓ **OtherLevels may need to raise additional funds** - *The Company may be required to raise additional equity or debt capital in the future. There is no assurance that it will be able to raise that capital when it is required or that it will be able to raise that capital on satisfactory terms. If OtherLevels is unsuccessful in obtaining funds when required, it may need to delay or eliminate its activities, or other aspects of its business, or have to license or sell its technologies on unfavourable terms, or scale down or cease operations. If OtherLevels raises funds by issuing shares, it may dilute the ownership of existing Shareholders.*
- ✓ **Mergers and acquisitions** - *The Company's growth strategy may include pursuing suitable mergers and acquisitions. The Company's due diligence processes may not be successful and a merger or acquisition may not perform to the level expected.*
- ✓ **Capital structure risk** - *The Directors and management team have retained a significant holding in OtherLevels and will therefore have a significant influence over the Company, including in relation to resolutions requiring the approval of Shareholders.*
- ✓ **Escrow arrangements** - *Certain Shareholders of the Company continue to be subject to escrow requirements restricting their ability to deal in shares by them, designed to protect the integrity of the market and allow the Company to develop a track record. At the end of applicable escrow periods, a number of Shares will be released from escrow at the same time, which may impact the Company's share price if relevant persons seek to trade their Shares at that time.*
- ✓ **Limited operating history** - *An investment in OtherLevels should be evaluated in light of the risks and difficulties often encountered by emerging companies and particularly by companies in a rapidly evolving and technologically advanced environment. As there is limited operating history, there is low visibility and predictability of demand for products offered by OtherLevels within Australia and in other countries.*
- ✓ **Speculative nature of investment** - *Any potential investor should be aware that subscribing for shares involves various risks. The shares to be issued pursuant to the offer carry no guarantees with respect to the payment of dividends, return of capital or market value. The success of the Company is dependent on the commercialisation of its products and market adoption of those products. An investment in OtherLevels should therefore be considered speculative in nature.*

summary

- ✓ Strong revenue growth
- ✓ Executing same plan as laid out in Prospectus
- ✓ Operating in high growth global markets
- ✓ Experienced “enterprise hardened” executives and sales team
- ✓ Increasing opportunity pipeline in all regions
- ✓ Clear go to market strategy
 - Sector focus
 - Target leading enterprise customers
 - Direct sales
 - Referral Partners
 - Strong existing presence on the ground in US and UK
- ✓ Solid sustainable business model
 - Excellent revenue growth from existing customers creates recurring revenue

summary

OtherLevels is at the forefront of the market automation revolution being driven by smart device adoption. As a second generation platform, OtherLevels is perfectly placed to drive substantial shareholder value, through the acquisition of new customers, the growth in revenues from existing customers, and the broadening in revenue opportunities through new product and services. OtherLevels looks forward to a very exciting 2016 as it continues to execute on the strategies outlined in this presentation.