

Letter to ineligible overseas shareholders – OtherLevels Holdings Limited (ASX Code: OLV)

Dear Shareholder

OtherLevels Entitlement Offer – notice to ineligible shareholders

On 17 February 2016, OtherLevels Holdings Limited (**OtherLevels**) announced a A\$4.2 million equity raising via a 1 for 3 non-renounceable entitlement offer of fully paid ordinary shares in OtherLevels (**New Shares**) (**Entitlement Offer**).

The Entitlement Offer will allow OtherLevels to:

- expand the direct sales team from 6 to 8 (4 UK, 3 USA, 1 Australia), along with associated sales support and professional services;
- add commercial and contractual expertise to further support the final stages of enterprise licence negotiations and accelerate deal closure;
- grow the partner ecosystem resulting in increased lead generation and deal flow;
- continue to expand Intelligent Messaging and introduce further add-on modules, creating upsell revenue opportunities; and
- provide working capital to meet operational needs.

Terms of the Entitlement Offer

Under the Entitlement Offer, Eligible Shareholders will be invited to subscribe for 1 New Share for every 3 existing ordinary shares in OtherLevels held at 7.00pm (AEDT) on 23 February 2016 (**Record Date**) at an offer price of \$0.08 per New Share (**Entitlement**).

The Entitlement Offer is being made by OtherLevels without a disclosure document or product disclosure statement in accordance with section 708AA of *the Corporations Act 2001* (Cth) (**Corporations Act**).

Documents relating to the Entitlement Offer were lodged with ASX on 17 February 2016 and are being mailed to Eligible Shareholders.

Shareholder approval is not required for OtherLevels to make the offer under the Entitlement Offer.

Eligibility of shareholders to participate in the Entitlement Offer

OtherLevels has determined, pursuant to ASX Listing Rule 7.7.1(a) and section 9A(3) Corporations Act, that it would be unreasonable to make offers to shareholders in all countries in connection with the Entitlement Offer. Accordingly, in compliance with ASX Listing Rule 7.7.1(b) and section 9A(3)(b) Corporations Act, this letter is to inform you that OtherLevels has determined that you are not an Eligible Shareholder and therefore are ineligible to apply for New Shares under the Entitlement Offer.

You are not required to do anything in response to this letter.

The Entitlement Offer is only available to Eligible Shareholders. An Eligible Shareholder means a holder of OtherLevels shares at 7.00pm (AEDT) on the Record Date who:

- has a registered address in Australia or New Zealand or is a Shareholder that OtherLevels has otherwise determined is eligible to participate; and
- is eligible under all applicable securities laws to receive an offer under the Entitlement Offer without any requirement for a prospectus to be lodged or registered.

As you do not satisfy the criteria for eligibility, OtherLevels is unfortunately unable to extend the Entitlement Offer to you.

New Shares equivalent to the number of New Shares you would have been entitled to if you were an Eligible Shareholder will be allocated to Eligible Shareholders who subscribe for New Shares in excess of their entitlement under the Entitlement Offer or in accordance with the underwriting agreement.

As the Entitlement Offer is non-renounceable, you will not receive any payment or value for these entitlements in respect of any New Shares that would have been offered to you if you were eligible.

Further information

Should you have any queries, please do not hesitate to contact the share registry on 1300 859 277 (within Australia) or +61 1300 859 277 (outside Australia) at any time from 8.30am to 5.00pm (AEDT) Monday to Friday.

On behalf of the Directors, I thank you for your continued support of OtherLevels.



Brenda O'Kane
Managing Director
OtherLevels Holdings Limited

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.

Important information

This letter does not constitute an offer to sell or the solicitation of an offer to buy, any securities in the United States. No action has been or will be taken to register, qualify or otherwise permit a public offering of the New Shares in any jurisdiction outside Australia and New Zealand. In particular, the new shares under the Entitlement Offer have not been, and will not be, registered under the US Securities Act of 1933 (US Securities Act) or the securities laws of any state or other jurisdiction of the United States. The Entitlements may not be offered, sold or resold in the United States or to, or for the account or benefit of, a person in the United States, except in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act and any applicable securities laws of any state or other jurisdiction of the United States.