

LiveTiles Limited

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16 October 2017

Mr George Tharian
ASX Compliance Pty Ltd
20 Bridge Street
Sydney NSW 2000

By email

Dear George,

Re: Letter of 12 October 2017

We refer to your letter of 12 October 2017 to LiveTiles Limited ("LiveTiles" or "the Company") and adopting similar paragraph numbering as contained therein we respond as follows:

1. Senior management suspected that following the end of the quarter (30 September 2017) the Company may have exceeded \$5m of Annual Subscription Revenue (ASR), however following the usual end of quarter processes and reconciliation the Company was sure of this position on 11 October 2017, in New York, being 12 October 2017 in Sydney, Australia.
2. No.
3. Not applicable.
4. The information that the Company is seeking growth in its ASR and that growth is expected in ASR is in the public domain and has been for some time. The Company has been regularly and consistently increasing its ASR over the previous 12 months. This can be evidenced in the Appendix 4C lodged 24 July 2017 which refers to the growth in ASR of \$2million since 1 January 2017 and \$1.4m added in the June quarter. In addition, the investor presentation lodged by the Company with ASX on 24 July 2017 referred to a 5x growth in sales pipeline (slide 14), six consecutive quarters of ASR growth (slide 15) and customer growth accelerating & a significant uplift in sales pipeline (page 26).
5. We confirm that the Company is in compliance with the ASX Listing Rules and in particular Listing Rule 3.1.
6. We confirm that this response has been approved by the Board of Directors of the Company.

In addition to the above the Company is aware that on 11 October 2017 a broker released a 'buy' recommendation in the Company's securities which may explain the recent share price and volume increase.

We trust this answers your queries.

Yours faithfully

Andrew Whitten
Company Secretary



12 October 2017

Mr Andrew Whitten
Company Secretary
LiveTiles Limited
c/- Whittens & McKeough Lawyers and Consultants
Level 29
201 Elizabeth Street
Sydney NSW 2000

By email

Dear Mr Whitten

LiveTiles Limited ("LVT"): aware query

ASX Limited ("ASX") refers to the following:

- A. LVT's announcement entitled "Annualised subscription revenue reaches \$5million, up 252% year-on-year" lodged on the ASX Market Announcements Platform and released at 9:18 am today, 12 October 2017 (the "Announcement"), disclosing annualised subscription revenue reaching the \$5.0 million milestone as at 30 September 2017, representing annual growth of 252%, and an expectation of strong annual subscription growth in FY2018.
- B. The change in price of LVT securities from a low of \$0.235 to an intra-day high of \$0.29 on 11 October 2017, and the significant increase in the volume of LVT securities traded on the same day.
- C. Listing Rule 3.1, which requires a listed entity to give ASX immediately 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.
- D. 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"*.

- E. 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.”*

- F. 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.”

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

1. When did LVT first become aware of the annualised subscription revenue reaching \$5 million as at 30 September 2017?
2. Does LVT consider reaching the \$5 million annualised subscription revenue milestone to be information that a reasonable person would expect to have a material effect on the price or value of its securities?
3. If the answer to question 2 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.
4. If the answer to question 2 is “no”, please advise the basis for that view.
5. Please confirm that LVT is in compliance 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, and in accordance with, Listing Rule 18.7. Your response is required as soon as reasonably possible and, in any event, by not later than half an hour before the start of trading (**i.e. before 9.30 a.m. AEDT) on Monday 16 October 2017**). If we do not have your response by then, ASX will have no choice but to consider suspending trading in LVT's securities under Listing Rule 17.3.

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.

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.

Trading halt

If you are unable to respond to this letter by the time specified above, you should discuss with us whether it is appropriate to request a trading halt in LVT's securities under Listing Rule 17.1.

If you wish 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 may 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*.

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

Yours sincerely

[Sent electronically without signature]

George Tharian

Adviser, Listings Compliance (Sydney)