

25th May 2017: OtherLevels Holdings Limited (ASX: OLV) (OtherLevels) today releases its updated Securities Trading Policy (attached) to the market as required by ASX Listing Rule 12.10.

This policy supersedes the pre-existing Securities Trading Policy released by OtherLevels on 27th March 2015.

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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.

Securities trading policy

OtherLevels Holdings Limited ACN 603 987 266

1 Who does this Policy apply to?

- 1.1 This Policy applies to all employees of OtherLevels, including directors, senior management, consultants and contractors.
- 1.2 An Employee who would be prohibited from trading under this Policy must not trade through any member of their family, or through a trust or company over which they have influence or control.

2 Which securities does this Policy apply to?

- 2.1 This Policy applies to:
 - (a) all securities issued by OtherLevels of any kind, including ordinary or preference shares, debentures, convertible notes, options and hedging or derivative instruments; and
 - (b) to the securities of other companies if:
 - (i) the company is a joint venture or collaborative partner of OtherLevels;
 - (ii) OtherLevels has made (or is planning to make) a takeover offer; or
 - (iii) OtherLevels has a substantial interest (5% or more) in the company.
- 2.2 There are some circumstances in which this Policy does not apply, a full list of which can be found in paragraph 7.

3 Restrictions on trading in OtherLevels Securities

- 3.1 If you are an Employee, you must not trade:
 - (a) if you have inside information; or
 - (b) during a Restricted Period; or
 - (c) in OtherLevels Securities for short term or speculative gain.
- 3.2 Outside of the Restricted Periods, you may trade in OtherLevels Securities so long as you are not prohibited from trading under another rule in this Policy and you have obtained Prior Approval.

4 Prior written approval for trading

- 4.1 If you wish to trade in OtherLevels Securities, you must seek prior written approval irrespective of whether the proposed trading occurs outside of a Restricted Period (**Prior Approval**).

Who can give Prior Approval?

- 4.2 An Authorised Officer can give Prior Approval. The table below sets out who is an Authorised Officer:

Person seeking approval	Authorised Officer
The Chairman	Another non-executive director
The CEO, or a director other than the Chairman	The Chairman, or in the absence of the Chairman, a non-executive director nominated by the Chairman
Any other person	The CEO, or in the absence of the CEO, a non-executive director nominated by the CEO

Process for obtaining Prior Approval

- 4.3 In order to seek Prior Approval, an Employee must submit a written request to the Authorised Officer. The Authorised Officer may request any further information he or she considers appropriate in the circumstances, and the Authorised Officer's discretion will be exercised in his or her sole discretion and without giving reasons for the decision.
- 4.4 The Company's decision to refuse Prior Approval is final and binding on the person seeking the approval and, if the approval is refused, the person seeking the approval must keep that information confidential and not disclose it to anyone.
- 4.5 Prior Approval may be withdrawn by the Company at any time before the occurrence of the trade to which it relates if new circumstances arise.
- 4.6 Prior Approval for each trade will remain effective for seven days from the date it is given (unless the approval is withdrawn in accordance with paragraph 4.5, and subject always to the Employee not becoming aware of any inside information during that time).

Prior Approval to trade during a Restricted Period

- 4.7 If you wish to trade in OtherLevels Securities during a Restricted Period, but cannot do so because of this Policy, you may apply for permission to trade if exceptional circumstances exist.

When can Prior Approval to trade during a Restricted Period be given?

- 4.8 Prior Approval to trade during a Restricted Period can only be given if the proposed trade:
 - (a) is not:
 - (i) contrary to law;
 - (ii) for speculative gain;
 - (iii) to take advantage of inside information; or
 - (iv) likely to be seen by the public, press, other shareholders or ASX as unfair; and
 - (b) exceptional circumstances exist justifying the issue of the Prior Approval.

What are exceptional circumstances?

- 4.9 What constitutes an exceptional circumstance is a matter for the discretion of the Authorised Officer. However, exceptional circumstances may exist where the proposed trade is:
 - (a) to realise cash in a time of exceptional financial hardship;
 - (b) to comply with the requirement of a court order or enforceable undertaking; or
 - (c) sought because delaying the trade would:
 - (i) cause greater exceptional financial hardship;
 - (ii) be exceptionally detrimental to the person's family affairs; or
 - (iii) be a breach of a court order.

5 Inside information

What is inside information?

- 5.1 Inside information is information that is not generally available, and which, if it were generally available:
- (a) a reasonable person would expect it would have a material effect on the price or value of OtherLevels Securities; or
 - (b) would, or would be likely to, influence persons who commonly invest in securities in deciding whether to acquire or dispose of OtherLevels Securities.
- 5.2 Information is considered 'generally available' if it is readily observable, or if it has been made known in a manner likely to bring it to the attention of persons who commonly invest in securities of the relevant type.
- ### Restrictions on using inside information
- 5.3 Paragraph 3.1(a) of this Policy prohibits you (as an Employee) from trading in OtherLevels Securities if you have inside information.
- 5.4 The Corporations Act also makes insider trading illegal. You commit insider trading if you have information about a company which you know to be, or ought reasonably know to be, inside information and you:
- (a) trade in that company's securities;
 - (b) procure another person to trade in that company's securities; or
 - (c) communicate the information, directly or indirectly, to another person who you know, or ought reasonably to know, is likely to trade in those securities or procure another person to trade in those securities.
- 5.5 Insider trading is prohibited at all times under this Policy.

6 Notification of trades

- 6.1 If you trade in OtherLevels Securities you must notify the Company Secretary of the details of all completed transactions within fourteen days after each transaction. This is necessary whether or not Prior Approval was obtained.
- 6.2 The Company Secretary will maintain a register of securities transactions under this Policy.

Trading by directors

- 6.3 If you are a director and trade in OtherLevels Securities, you must notify the Company Secretary as soon as practicable so that an Appendix 3Y or other prescribed form notifying ASX of the trade can be lodged.

7 Securities to which this Policy does not apply

- 7.1 This Policy does not apply:
- (a) to a transfer of OtherLevels Securities already held by you into a superannuation fund or other saving scheme in which you are a beneficiary;
 - (b) undertakings to accept, or the acceptance of, a takeover offer;
 - (c) trading under an offer or invitation made to all or most of the existing security holders in a company, such as a pro-rata rights issue, a security purchase plan, a dividend or distribution reinvestment plan and an equal access buy-back; or
 - (d) the exercise (but not the sale of securities following exercise) of an option or a right under an employee incentive scheme, or the conversion of a convertible security, where the final date for the exercise of the

8 Glossary

Term	Definition
ASX	means ASX Limited ACN 008 624 691 and the exchange operated by it.
Authorised Officer	means the person identified in paragraph 4.2.
Board	means the Company's board.
CEO	means the executive officer (by whatever title known, whether chief executive officer, managing director or otherwise) with sole responsibility for the strategic and operational management of the Company.
Chairman	means the chairman of the Board.
Company	means OtherLevels Holdings Limited ACN 603 987 266 and, as the context requires, its controlled entities.
Company Secretary	means the secretary of the Company.
Corporations Act	means <i>Corporations Act 2001</i> (Cth).
Employee	means a person to whom this Policy applies identified in paragraph 1.
Inside information	has the meaning given to that term in section 1042A Corporations Act .
Insider trading	has the meaning given to that term under Part 7.10, Division 3 Corporations Act.
Prior Approval	means the authority in written or electronic format to trade given under paragraph 4.
OtherLevels Securities	means securities to which this Policy applies identified in paragraph 2, but excluding securities identified in paragraph 7.
Policy	means the policy contained in this document or in any amending or replacement document.
Restricted Period	means the period: <ul style="list-style-type: none"> (a) between 1 January and the day of release of the Appendix 4D Half Year Report to ASX; (a) between 1 July and the day of release of the Appendix 4E Full Year Report to ASX; and (b) any other periods imposed by the Board from time to time.