

LiveTiles Limited

2 Riverside Quay
Southbank VIC 3006
ACN: 066 139 991

<https://livetilesglobal.com/>



LiveTiles Limited

Notice of 2023 Extraordinary General Meeting Explanatory Statement | Proxy Form

20 January 2023

10:00AM AEDT

Address

To be held at FEM Meeting Room, 477 Collins Street,
Melbourne, VIC 3000 and as a virtual meeting.

The Directors recommend that you vote AGAINST resolutions 1 to 5.

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

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Important Information for Shareholders about the Company's 2023 EGM

This Notice is given based on circumstances as at 12 December 2022. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at <https://livetilesglobal.com/>. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

Venue and Voting Information

The Extraordinary General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 10:00am (AEDT) on Friday, 20 January 2023 at FEM Meeting Room, 477 Collins Street, Melbourne, VIC 3000 and as a virtual meeting (Hybrid Meeting).

If you wish to virtually attend the EGM (which will be broadcast as a live webinar), please **pre-register** in advance for the virtual meeting here:

https://us02web.zoom.us/webinar/register/WN_-sDSKMA1RfyOuO5QKRvvZg

After registering, you will receive a confirmation containing information on how to attend the virtual meeting on the day of the EGM. Shareholders will be able to vote (see the "Voting virtually at the Meeting" section of this Notice of Meeting below) and ask questions at the virtual meeting.

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company. Questions must be submitted in writing to the Company Secretary at meetings@automicgroup.com.au at least 48 hours before the EGM.

The Company will also provide Shareholders with the opportunity to ask questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business.

Your vote is important

The business of the Extraordinary General Meeting affects your shareholding and your vote is important.

Voting in person

To vote in person, attend the Extraordinary General Meeting on the date and at the place set out above.

Voting virtually at the Meeting

Shareholders who wish to vote virtually on the day of the EGM will need to login to the online meeting platform powered by Automic.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account **as soon as possible and well in advance of the Meeting** to avoid any delays on the day of the Meeting. An account can be created via the following link investor.automic.com.au and then clicking on “**register**” and following the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

To access the virtual meeting on the day:

1. Open your internet browser and go to investor.automic.com.au
2. Login with your username and password or click “**register**” if you haven’t already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**
3. After logging in, a banner will display at the bottom of your screen to indicate that the meeting is open for registration, click on “**Register**” when this appears. Alternatively, click on “**Meetings**” on the left-hand menu bar to access registration.
4. Click on “**Register**” and follow the steps
5. Once the Chair of the Meeting has declared the poll open for voting click on “Refresh” to be taken to the voting screen
6. Select your voting direction and click “confirm” to submit your vote. Note that you cannot amend your vote after it has been submitted

For further information on the live voting process please see the **Registration and Voting Guide** at <https://www.automicgroup.com.au/virtual-agms/>

Voting by proxy

To vote by proxy, please use one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on ‘View Meetings’ – ‘Vote’. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. For further information on the online proxy lodgement process please see the Online Proxy Lodgement Guide at https://www.automicgroup.com.au/virtual-agms/
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

Letter from the Chairman

12 December 2022

Dear Shareholders,

This year you are being asked to vote on five resolutions that will determine the Company's future direction. On behalf of the Board, I encourage you to consider all meeting materials carefully and participate in this decision by attending in person or lodging the proxy form attached to the Notice of Meeting.

The Requisitioning Shareholder has proposed resolutions to remove all of the existing Directors and to appoint two new directors.

We strongly consider it is in the best interests of the Company and all shareholders to vote AGAINST All Resolutions.

LiveTiles Board's key achievements

We have the right Board in place to execute on our highly attractive strategy, as we consolidate our place as a leader in the Employee Experience market. Under the Board's stewardship, in FY22, LiveTiles delivered:

- Excellent financial performance, with revenue growing 17% to \$52.8 million, culminating in an underlying EBITDA of \$3.0 million, and a 10% increase in cash receipts from customers, to a record \$56.7 million
- A strategic review, which resulted in annual savings of A\$3.5 million. The initiatives put in place to reduce costs, resulted in the Company significantly reducing cash burn
- Value enhancing acquisitions, including The Human Link, BindTuning and My Net Zero, and minority investments in BrainPac and Hide & Seek. These investments leave us very well placed to grow over the long term in our key strategic markets.
- Appointment of a new Chief Executive Officer, David Vander, with significant experience in SaaS sales.

In FY23 the Board has already completed a second Strategic Review identifying an additional \$6.48 million in annual savings, further preserving cash and creating the foundation for future success.

Having a refocused strategy in place, the Board was significantly enhanced to ensure it has the right mix of skills and experience to execute on our strategic goals. Accordingly, Vanessa Ferguson and Kevin Young were invited to join the Board, while I was appointed interim Chair.

Importance of maintaining Board stability

Having highlighted the key achievements of your Board, which has been further enhanced and affirmed by shareholders at our recent AGM, it is critically important that we maintain our current Board structure, for two key reasons:

1. Atlas Technology Group, a specialist US-based SaaS and enterprise technology strategic advisor is exploring strategic options to maximise shareholder value. It is crucial that Board stability be maintained to maximise the attractiveness of LiveTiles to other parties
2. Potential customers are deferring the signing of material contracts, until the Board situation is resolved

The current issue is causing reputational damage and is an unnecessary distraction for the business. In summary, attempts by the Requisitioning Shareholder to appoint two directors, and

remove the current directors, would jeopardise LiveTiles' ability to execute on our attractive growth strategy.

I look forward to the current issue being resolved, to avoid wasting precious time and resources, as your Board maintains its sharp focus on building shareholder value. Accordingly, your Directors (with each relevant Director abstaining from the resolutions regarding them) unanimously recommend that you vote **AGAINST All Resolutions**.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Jesse Todd', written over a horizontal line.

Mr Jesse Todd

Chairman

Notice of Extraordinary General Meeting

Notice is hereby given that an Extraordinary General Meeting of Shareholders of LiveTiles Limited ACN 066 139 991 will be held at 10:00am (AEDT) on Friday, 20 January 2023 at FEM Meeting Room, 477 Collins Street, Melbourne, VIC 3000 and as a virtual meeting (**Meeting**).

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Extraordinary General Meeting. The Explanatory Statement and the Proxy Form forms part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Extraordinary General Meeting are those who are registered Shareholders at 7.00pm (AEDT) on Wednesday, 18 January 2023.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

Resolutions

1. **Resolution 1** – Removal of Jesse Todd as a Director

To consider and, if thought fit, to pass with or without amendment the following resolution as an **Ordinary Resolution**:

“That, pursuant to section 203D of the Corporations Act 2001 (Cth), Mr Jesse Todd be removed as a director of the Company with immediate effect.”

Your Board is not proposing Resolution 1. The Company is required to put Resolution 1 to Shareholders due to the request made by the Requisitioning Shareholder.

Your Board (with Mr Todd abstaining) recommends Shareholders vote AGAINST this Resolution 1 and each Director will be voting all Shares that he or she holds or controls AGAINST this Resolution 1.

2. **Resolution 2** – Removal of Ms Vanessa Ferguson as a Director

To consider and, if thought fit, to pass with or without amendment the following resolution as an **Ordinary Resolution**:

“That, pursuant to section 203D of the Corporations Act 2001 (Cth), Ms Vanessa Ferguson be removed as a director of the Company with immediate effect.”

Your Board is not proposing Resolution 2. The Company is required to put Resolution 2 to Shareholders due to the request made by the Requisitioning Shareholder.

Your Board (with Ms Ferguson abstaining) recommends Shareholders vote AGAINST this Resolution 2 and each Director will be voting all Shares that he or she holds or controls AGAINST this Resolution 2.

3. **Resolution 3 – Removal of Kevin Young as a Director**

To consider and, if thought fit, to pass with or without amendment the following resolution as an **Ordinary Resolution**:

“That, pursuant to section 203D of the Corporations Act 2001 (Cth), Mr Kevin Young be removed as a director of the Company with immediate effect.”

Your Board is not proposing Resolution 3. The Company is required to put Resolution 3 to Shareholders due to the request made by the Requisitioning Shareholder.

Your Board (with Mr Young abstaining) recommends Shareholders vote AGAINST this Resolution 3 and each Director will be voting all Shares that he or she holds or controls AGAINST this Resolution 3.

4. **Resolution 4 – Appointment of Michael Ryan as a Director**

To consider and, if thought fit, to pass with or without amendment the following resolution as an **Ordinary Resolution**:

“That Mr Michael Ryan, having consented to act, be elected as an independent non-executive director of the Company with immediate effect.”

Your Board is not proposing Resolution 4. The Company is required to put Resolution 4 to Shareholders due to the request made by the Requisitioning Shareholder.

Your Board recommends Shareholders vote AGAINST this Resolution 4 and each Director will be voting all Shares that he or she holds or controls AGAINST this Resolution 4.

5. **Resolution 5 – Appointment of Peter George as a Director**

To consider and, if thought fit, to pass with or without amendment the following resolution as an **Ordinary Resolution**:

“That Mr Peter George, having consented to act, be elected as an independent non-executive director of the Company with immediate effect.”

Your Board is not proposing Resolution 5. The Company is required to put Resolution 5 to Shareholders due to the request made by the Requisitioning Shareholder.

Your Board recommends Shareholders vote AGAINST this Resolution 5 and each Director will be voting all Shares that he or she holds or controls AGAINST this Resolution 5.

BY ORDER OF THE BOARD

Elizabeth Spooner
Company Secretary

Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Extraordinary General Meeting to be held at 10:00am (AEDT) on Friday, 20 January 2023 at FEM Meeting Room, 477 Collins Street, Melbourne, VIC 3000 and as a virtual meeting.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting. If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the Extraordinary General Meeting are set out below.

Resolutions

Resolution 1 to 5 – Resolutions pursuant to the Requisition Notice

Introduction

On 21 November 2022, the Company received a notice of requisition of meeting under section 249D of the Corporations Act (**Requisition Notice**) from the Requisitioning Shareholder who held in aggregate approximately 6.78% of the Company's Shares.¹

The Requisition Notice requested that the Company call a general meeting of Shareholders to consider five resolutions.

A copy of the Requisition Notice is set out in Annexure A of this Notice.

Proposed Resolutions

The Requisitioning Shareholder proposed resolutions (**Removal Resolutions**) to remove all of the existing Non-Executive Directors and to appoint two new directors (**Appointment Resolutions**).

Removal Resolutions (1 to 3) – Details of the Existing Directors

The current Board consists of the following Directors:

- (a) Mr Jesse Todd, Interim Chairman and Non-Executive Director
- (b) Mr Karl Redenbach, Executive Director
- (c) Ms Vanessa Ferguson, Non-Executive Director
- (d) Mr Kevin Young, Non-Executive Director

Biographies and backgrounds for each of the existing Directors are as follows:

Name	Mr Jesse Todd
Title	Interim Chairman and Non-Executive Director
Experience and expertise	Jesse is a global technology leader specialising in governance technology solution for enterprise companies and public sector organisations across the world. Jesse is the co-founder and current CEO of compliance software consultancy firm

¹ The Board notes that according to the substantial holding notice lodged by Regal Funds Management Pty Ltd and its associates on 1 September 2022, Regal Funds Management Pty Ltd and its associates together hold 6.78% of Shares in LiveTiles Limited.

	Information and SaaS compliance platform EncompaaS. Prior to that Jesse served as Head of Group Technology for the Royal Bank of Scotland where he was responsible for technology across all the non-trading functions. In addition, Jesse has previously worked for some of the largest financial companies including BT, Deutsche Bank and ABN AMRO.
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Name	Mr Karl Redenbach
Title	Executive Director
Experience and expertise	Karl Redenbach co-founded the LiveTiles concept, together with Peter NguyenBrown, in 2012. Karl was also a co-founder and the former CEO of the nSynergy Group, a global technology consulting business. Karl was awarded CEO of the year by the Australian Human Resources Institute in December 2014. Karl holds a Bachelor of Laws and a Bachelor of Arts from Monash University and completed the Owner/President Management program at Harvard Business School.

Name	Ms Vanessa Ferguson
Title	Non-Executive Director
Experience and expertise	Vanessa is an experienced human resources professional who holds a Bachelor of Applied Science (Psychology) (Honours) and a Postgraduate Diploma in Secondary Education. With a teaching background, and expertise in change management and organisational transition, Vanessa joined LiveTiles in 2014 as the Company's first employee. Before joining the Board of Directors, Vanessa was a member of the Executive Leadership team and the leader of People and Experience at LiveTiles.

Name	Mr Kevin Young
Title	Non-Executive Director
Experience and expertise	Kevin is a product management executive with over 20 years' experience in financial technology, he has a proven track record of defining and executing product roadmaps and managing the full software development life cycle from vision/strategy through production. Kevin is the Founder/CEO of Young FinTech, LLC providing advisory services and project management for trading technology, exchange infrastructure and marketplaces. Previously, Kevin was an Executive Director of algorithmic and automated trading risk at Morgan Stanley. Prior to that, Kevin has held senior product management, management consulting and strategy roles at EY, Bloomberg and Sungard/FIS.

Appointment Resolutions (4 to 5) – Details of the Proposed Directors

As of the date of this Notice, the Requisitioning Shareholder have not submitted information about the qualifications and/or experience of the Proposed Directors for inclusion in this Notice of Meeting. Each of the Proposed Directors has provided their consent to act.

Section 249P of the Corporations Act permits the shareholders who have requisitioned the meeting to submit a statement for circulating to shareholders regarding the resolutions and any other matter that may be properly considered at the meeting. As of the date of this Notice, the Requisitioning Shareholder have not submitted any valid statement for inclusion in this Notice of Meeting.

Recommendation of Directors

The Directors, with Mr Todd abstaining, unanimously recommend that Shareholders vote **AGAINST** Resolution 1.

The Directors, with Ms Ferguson abstaining, unanimously recommend that Shareholders vote **AGAINST** Resolution 2.

The Directors, with Mr Young abstaining, unanimously recommend that Shareholders vote **AGAINST** Resolution 3.

The Directors **DO NOT** support any of the Appointment Resolutions and recommend you vote **AGAINST** Resolutions 4 through to 5 for the following reasons:

- (a) the Company considers that the resolutions proposed by the Requisitioning Shareholder represent an attempt by those minority shareholders to control your Board and take effective control of your Company;
- (b) Following an operational review the Board was substantially enhanced to ensure it has the right mix of skills and experience to execute on its strategic goals. The Board now contains extensive US SaaS experience required to successfully grow in its key strategic markets.
- (c) On 10 November 2022, LiveTiles announced a leading US advisor has been appointed to explore opportunities to maximise shareholder value. It is critical that Board stability be maintained during this period, as any perceived instability will negatively impact LiveTiles attractiveness to other parties and therefore negatively impact the company's ability to negotiate the best possible outcome for shareholders.

Additionally, should the Appointment Resolutions succeed but the Removal Resolutions fail, the Company will end up with an unnecessarily large Board of six people. On the other hand, should the Removal Resolutions succeed but the Appointment Resolutions fail, the Company would end up with one director, necessitating action to ensure compliance with the Corporations Act and obviously lacking the desired mix of skills and experience.

Enquiries

Shareholders are asked to contact the Company Secretary on +61 2 8072 1400 if they have any queries in respect of the matters set out in these documents.

Glossary

AEDT means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

ASIC means Australian Securities and Investment Commission.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

ASX Listing Rules or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

Board means the current board of Directors of the Company.

Business Day means a day on which trading takes place on the stock market of ASX.

Chair means the person chairing the Meeting.

Company means Livetiles Limited ACN 066 139 991.

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

Director means a current director of the Company.

Dollar or "\$" means Australian dollars.

Explanatory Statement means the explanatory statement accompanying this Notice of Meeting.

Extraordinary General Meeting or **EGM** or **Meeting** means an Extraordinary General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

Notice of Meeting or **Notice of Extraordinary General Meeting** means this notice of Extraordinary general meeting dated 12 December 2022 including the Explanatory Statement.

Ordinary Resolution means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Proxy Form means the proxy form attached to this Notice of Meeting.

Resolutions means the resolutions set out in this Notice of Meeting, or any one of them, as the context requires.

Requisition Notice means the notice received by the Company on 21 November 2022 pursuant to section s249D of the Corporations Act.

Requisitioning Shareholder means Regal Funds Management Pty Ltd.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

Share Registry means Automatic Share Registry.

Trading Day has the meaning given to that term in ASX Listing Rule 19.12.

ANNEXURE A - REQUISITION NOTICE

Livetiles Limited
Level 14
175 Pitt Street
Sydney NSW 2000

By Email

21 November 2022

Dear Directors

Notice under Section 249D of the Corporations Act

We refer to our notices to Livetiles Limited (the **Company**) under section 203D(2) of the *Corporations Act 2001* (Cth) (the **Act**) dated 26 October 2022 and 27 October 2022. We also refer to the email dated 18 November 2022 from Mr Alex Cox to Ms Kristie Harpley confirming that the previous section 249D notice dated 31 October 2022 had been withdrawn and foreshadowing the issue of this letter this week.

This letter constitutes a request from Regal Funds Management Pty Limited (**Regal**) under section 249D of the Act that the directors of the Company call and arrange to hold a general meeting of the Company to consider and vote upon the following resolutions:

1. *That, pursuant to section 203D of the Corporations Act 2001 (Cth), Mr Jesse Todd be removed as a director of the Company with immediate effect.*
2. *That, pursuant to section 203D of the Corporations Act 2001 (Cth), Ms Vanessa Ferguson be removed as a director of the Company with immediate effect.*
3. *That, pursuant to section 203D of the Corporations Act 2001 (Cth), Mr Kevin Young be removed as a director of the Company with immediate effect.*
4. *That Mr Michael Ryan, having consented to act, be elected as an independent non-executive director of the Company with immediate effect.*
5. *That Mr Peter George, having consented to act, be elected as an independent non-executive director of the Company with immediate effect.*

Regal confirms that it holds greater than 5% of the votes that may be cast in relation to the resolutions above.

Yours sincerely



Brendan O'Connor

Chief Executive Officer
Regal Funds Management Pty Limited

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **10.00am (AEDT) on Wednesday, 18 January 2023**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at

<https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE: <https://automicgroup.com.au/>

PHONE: 1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

STEP 1 – How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Extraordinary General Meeting of LiveTiles Limited, to be held at **10.00am (AEDT) on Friday, 20 January 2023 at FEM Meeting Room, 477 Collins Street, Melbourne, VIC 3000 & virtually** hereby:

Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair’s nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

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The Chair intends to vote undirected proxies AGAINST all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the “for,” “against” or “abstain” box you will be authorising the Chair to vote in accordance with the Chair’s voting intention.

VIRTUAL PARTICIPATION AT THE EGM:

The company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic, where shareholders will be able to watch, listen, and vote online.

To access the virtual meeting:

1. Open your internet browser and go to **investor.automic.com.au**
2. Login with your username and password or click “register” if you haven’t already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**

Further information on how to do this is set out in the Notice of Meeting. The Explanatory Notes that accompany and form part of the Notice of Meeting describe the various matters to be considered.



STEP 2 – Your voting direction

Resolutions	For	Against	Abstain
1. Removal of Jesse Todd as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Removal of Ms Vanessa Ferguson as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Removal of Kevin Young as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Appointment of Michael Ryan as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Appointment of Peter George as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 – Signatures and contact details

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<input type="text"/>	<input type="text"/>	<input type="text"/>
Sole Director and Sole Company Secretary	Director	Director / Company Secretary
Contact Name:		
<input type="text"/>		
Email Address:		
<input type="text"/>		
Contact Daytime Telephone	Date (DD/MM/YY)	
<input type="text"/>	<input type="text"/> / <input type="text"/> / <input type="text"/>	

By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).

LVT