



NOTICE OF ANNUAL GENERAL MEETING

LIVEHIRE LTD ACN 153 266 605

TIME: 2:00pm AEDT

DATE: Wednesday, 7 November 2018

PLACE: Australian Institute of Company Directors, Level 26,
367 Collins Street, Melbourne, Victoria, 3000

Important notice

This Notice should be read in conjunction with the Explanatory Memorandum. The Explanatory Memorandum contains important information about the matters to be considered at the Annual General Meeting of LiveHire Limited to assist shareholders to determine how to vote on the resolutions set out in this Notice.

Should you wish to discuss any of the matters detailed in this Notice, please do not hesitate to contact the Company Secretary on +61 3 9614 2444 or charly@livehire.com.

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Notice of Annual General Meeting of Shareholders of LiveHire Limited

Notice is given that the annual general meeting of shareholders of LiveHire Limited (ACN 153 266 605) (**LiveHire** or the **Company**) will be held:

- on **Wednesday, 7 November 2018 at 2:00pm AEDT**
- at **Australian Institute of Company Directors, Level 26, 367 Collins Street, Melbourne, Victoria, 3000**

Important Information

Your vote is important

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

Voting eligibility

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7:00pm AEDT on Monday, 5 November 2018.

Voting in person

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

Voting online

To vote online, please go to <https://www.votingonline.com.au/livehireagm2018> and follow the instructions on your Proxy Form.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy; and
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular Resolution and if it does:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (ie. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the Resolution, the proxy must not vote on a show of hands; and
- if the proxy is the Chair, the proxy must vote on a poll, and must vote that way (ie. as directed); and
- if the proxy is not the Chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (ie as directed).

Transfer of non-chair proxy to Chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular Resolution at the Meeting; and
- the appointed proxy is not the Chair; and
- at the Meeting, a poll is duly demanded on the Resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the Meeting; or
 - the proxy does not vote on the Resolution,

the Chair is taken, before voting on the Resolution closes, to have been appointed as the proxy for the purposes of voting on the Resolution at the Meeting.

Corporate representatives

A Shareholder that is a body corporate may appoint an individual to act as its representative at the Meeting by providing a duly executed Certificate of Appointment of Corporate Representative (**Certificate**). Unless otherwise specified in the Certificate, the representative may exercise all or any of the powers that the body corporate may exercise at the Meeting or in voting on a Resolution. A Certificate is available upon request from the Share Registry.

Appointments may be lodged in advance of the meeting with the Company's Share Registry, or handed in at the Meeting when registering.

BUSINESS OF THE ANNUAL GENERAL MEETING

Ordinary business

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Annual Report of the Company for the financial year ended 30 June 2018, including the financial statements, Directors' Report, the Remuneration Report and the auditor's report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as a **non-binding resolution**:

“THAT, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's Annual Report for the financial year ended 30 June 2018.”

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
 - (b) a Closely Related Party of such a member,
- (each a **Restricted KMP Voter**).

However, a Restricted KMP Voter may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (c) the Restricted KMP Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (d) the Restricted KMP Voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR ANTONLUIGI GOZZI

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

“THAT Mr Antonluigi Gozzi, having retired from his office as Director in accordance with Article 6.13 of the Constitution and ASX Listing Rule 14.4, and being eligible, having offered himself for election, be elected as a Director of the Company.”

The Chair intends to vote all undirected proxies in favour of this Resolution.

4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR MICHAEL RENNIE

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

“THAT Mr Michael Rennie, having retired from his office as Director in accordance with Article 6.20 of the Constitution and ASX Listing Rule 14.4, and being eligible, having offered himself for election, be elected as a Director of the Company.”

The Chair intends to vote all undirected proxies in favour of this Resolution.

5. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF PERFORMANCE RIGHTS TO SENIOR EMPLOYEE

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

“THAT, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 240,000 Performance Rights in the Company to a senior employee of the Company on 1 August 2018 on the terms and conditions as set out in the Explanatory Memorandum.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by, or on behalf of, the person who participated in the issue of the securities and any of his Associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

The Chair intends to vote all undirected proxies in favour of this Resolution

6. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF PERFORMANCE RIGHTS TO SENIOR EMPLOYEE

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

“THAT, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 175,000 Performance Rights in the Company to a senior employee of the Company on 18 September 2018 on the terms and conditions as set out in the Explanatory Memorandum.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by, or on behalf of, the person who participated in the issue of the securities and any of his Associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

The Chair intends to vote all undirected proxies in favour of this Resolution

7. RESOLUTION 6 – APPROVAL OF VARIATION OF OPTION TERMS TO PERMIT CASHLESS EXERCISE

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

“THAT, for the purposes of ASX Listing Rule 6.23.4, and for all other purposes, Shareholders approve the amendment of the terms of the Participant Options to incorporate the cashless exercise facility provisions as set out in the Explanatory Memorandum.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by, or on behalf of, any person who holds a Participant Option that is the subject of this Resolution and any of their Associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Further, a vote must not be cast on this Resolution by a member of the Key Management Personnel or a Closely Related Party of such a member acting as a proxy if their appointment does not specify the way the proxy is to vote on this Resolution. However, a vote may be cast by such persons if:

- (a) it is cast by a member of the Key Management Personnel or their Closely Related Parties as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, and it is not cast on behalf of a member of the Key Management Personnel who holds a Participant Option that is the subject of this Resolution or their Affiliates; or
- (b) it is cast by the Chair (who is a member of the Key Management Personnel) as a proxy and the proxy appointment expressly authorises the Chair to exercise the proxy even though this resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

The Chair intends to vote all undirected proxies in favour of this Resolution.

8. RESOLUTION 7 – APPROVAL OF 10% PLACEMENT CAPACITY

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as a **Special Resolution**:

“THAT, for the purposes of ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the Company having the additional capacity to issue equity securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 over a 12 month period from the date of the Annual General Meeting, at a price no less than that determined pursuant to ASX Listing Rule 7.1A.3 and otherwise on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour on this Resolution by any person who may participate in the issue of equity securities under this Resolution and a person who may obtain a benefit, except a benefit solely in the capacity of a security holder, if the Resolution is passed and any Associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

The Chair intends to vote all undirected proxies in favour of this Resolution.

9. OTHER BUSINESS

To transact any other business which may legally be brought before the Meeting.

Dated: 5 October 2018

By order of the Board

A handwritten signature in black ink, appearing to read 'Charly Duffy', written in a cursive style.

Charly Duffy

Company Secretary

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the Annual Report of the Company for the financial year ended 30 June 2018 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Annual Report to Shareholders unless specifically requested to do so. The Annual Report is available on its website at www.livehire.com/investors.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that, at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and Key Management Personnel of the Company. The Remuneration Report is part of the Directors' Report contained in the Annual Report. The Chair must allow a reasonable opportunity for its Shareholders to ask questions about or make comments on the Remuneration Report at the Annual General Meeting.

2.2 Voting consequences

Under the Corporations Act, a company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at two consecutive annual general meetings, at least 25% of the votes cast on a resolution in respect of a remuneration report vote against the adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to a vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting. If a Spill Resolution is put to shareholders, all of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting. Following the Spill Meeting, each person whose election or re-election as a director of the company was approved will continue as a director of the company.

2.3 Previous voting restrictions

At LiveHire's previous annual general meeting, the votes cast against the Remuneration Report considered at that annual general meeting were less than 25% of the votes cast. Accordingly, a Spill Resolution is not required for this Annual General Meeting.

2.4 Proxy voting restrictions

Shareholders appointing a proxy for this Resolution should note the following:

Person appointed as proxy	Where directions are given on Proxy Form	Where no directions are given on Proxy Form
Key Management Personnel ¹	Vote as directed	Unable to vote ³
Chair ²	Vote as directed	Able to vote at discretion of proxy if expressly authorised to do so under the Proxy Form ⁴
Other	Vote as directed	Able to vote at discretion of Proxy

Notes:

¹ Refers to Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of that Key Management Personnel.

² Refers to the Chair (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report), or a Closely Related Party of the Chair.

³ Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.

⁴ The Proxy Form notes it is the Chair's intention to vote all undirected proxies in favour of all Resolutions.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR ANTONLUIGI GOZZI

3.1 General

Article 6.13 of the Constitution requires that a Director must retire from office no later than the longer of the third annual general meeting or three years following that Director's last election or appointment. Article 6.17 of the Constitution allows such Director who retires under article 6.13 to be eligible for re-election at that meeting.

Mr Antonluigi Gozzi, who was appointed on 16 September 2011 and held the office of managing director of the Company until 12 June 2018, will retire as Director at the Meeting and, being eligible, will stand for re-election. Personal particulars of Mr Gozzi are set out below.

3.2 Mr Antonluigi Gozzi

Antonluigi is Founder, Executive Director and Chief Products Officer of LiveHire.

As Chief Products Officer, Antonluigi will focus on all aspects of product, technology, infrastructure and innovation for LiveHire.

Antonluigi leads the development team and has managed the in-house development of LiveHire's technology platform and proprietary intellectual property since the incorporation of the Company.

Antonluigi's passions are technology, big data and network analytics, and businesses that use technology to improve the quality of life of their users and make society more efficient and transparent for all.

Prior to founding LiveHire in 2011, Antonluigi worked in management consulting and delivered projects for some of Australia's largest corporates, including BHP Billiton, Leighton and Fairfax, both in Australia and overseas.

Antonluigi has a Masters of Engineering from the University of Parma, Italy, and is a member of the Australian Institute of Company Directors.

3.3 Board Recommendation

The Board (other than Mr Gozzi) recommends that you vote in favour of this Resolution.

4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR MICHAEL RENNIE

4.1 General

Article 6.20 of the Constitution requires that, if a person has been appointed as a Director by the Board, that Director may retire at the Company's next annual general meeting, and is eligible for re-election at that meeting. Mr Rennie was appointed as a Director by the Board under Article 6.6 of the Constitution on 5 March 2018. Personal particulars for Mr Rennie are set out below.

4.2 Mr Michael Rennie

Michael is an independent Non-Executive Director of LiveHire. Michael spent 33 years with McKinsey & Company, the world's leading management consultancy. He held various roles including Managing Partner of McKinsey in Australia for six years and a global leader of the organisation, people and HR practise for ten years. He also served on McKinsey's global board.

Michael's work has been focused around four themes: Human Resources, People and Change, Technology, and Growth and Innovation.

Michael oversaw McKinsey's global research on the future of technology in HR, which examined the top 50 major technology innovations that would impact clients of McKinsey in HR over the next 20 years, led by a Silicon Valley-based team.

Michael's experience and reputation led him to be put in charge of all of McKinsey's development programs globally for McKinsey's Cell Leaders (CEO style roles) and the most 500 senior partners from 2010 to 2017. Michael's reputation with national global leaders, his deep knowledge and appreciation of the future of HR and technology, and his leadership coaching ability, will be a tremendous asset for the LiveHire team.

4.3 Board Recommendation

The Board (other than Mr Rennie) recommends that you vote in favour of this Resolution.

5. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF PERFORMANCE RIGHTS TO SENIOR EMPLOYEE

5.1 General

On 1 August 2018, the Company announced the issue of 240,000 Performance Rights to a senior employee as a short-term incentive under the Company's 15% Placement Capacity (as defined below).

The issue of the Performance Rights did not breach ASX Listing Rule 7.1.

Approval is now sought pursuant to ASX Listing Rule 7.4 for the ratification of the issue of the Performance Rights which, if approved, will refresh the Company's ability to issue that number of securities in the future under its 15% Placement Capacity (as defined below) without seeking Shareholder approval.

5.2 ASX Listing Rules 7.1 and 7.4

Other than in respect of the exceptions prescribed under the ASX Listing Rules, ASX Listing Rule 7.1 limits the number of securities that a company may issue without shareholder approval in any 12-month period to 15% of its issued securities as at the date that is 12 months prior to the issue date plus the number of:

- shares issued under an exception in ASX Listing Rule 7.2;
- partly paid shares that become fully paid; and
- shares issued with shareholder approval under ASX Listing Rule 7.1 or 7.4,

in that 12-month period, less any shares cancelled in that 12-month period (**15% Placement Capacity**).

ASX Listing Rule 7.4 allows for shareholders to subsequently approve an issue of securities made under the company's 15% Placement Capacity, provided the issue did not breach ASX Listing Rule 7.1 at the time of issue.

Under Resolution 4, Shareholders are being asked to ratify the issue of 240,000 Performance Rights issued under the Company's 15% Placement Capacity in accordance with ASX Listing Rule 7.4.

If the issue of Performance Rights under this Resolution is ratified pursuant to ASX Listing Rule 7.4, the Company's capacity to issue further securities under its 15% Placement Capacity will be restored.

The Directors consider it prudent to retain the flexibility and capacity to issue additional securities in accordance with ASX Listing Rules 7.1 if circumstances require and, accordingly, seek Shareholders' ratification of the issue of the Placement Shares as set out in Resolution 4.

5.3 Summary of the issue of Performance Rights under this Resolution

The following information is provided to Shareholders for the purpose ASX Listing Rule 7.5:

- the number of Performance Rights for which Shareholder ratification is being sought under this Resolution is 240,000;
- the Performance Rights were granted as a short-term incentive to a senior employee of the Company. Accordingly, the Performance Rights were issued for nil consideration;
- the Performance Rights will vest in two (2) equal tranches on 1 August 2019 and 1 August 2020;
- the Performance Rights were issued on such other terms as detailed in Annexure A;
- the Performance Rights were issued to a senior manager of the Company;
- no funds were raised by the issue of the Performance Rights as they were issued as a short-term incentive component of the senior employee's remuneration package. No funds will be raised by the Company on conversion of Performance Rights into Shares; and
- a voting exclusion statement is included in the Notice for the purpose of Resolution 4.

5.4 Board Recommendation

The Board recommends that you vote in favour of Resolution 4. Each of the Directors currently intends to vote their respective shareholdings in favour of this Resolution.

6. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF PERFORMANCE RIGHTS TO SENIOR EMPLOYEE

6.1 General

On 18 September 2018, the Company announced the issue of 175,000 Performance Rights to a senior employee as an incentive component of his remuneration package under the Company's 15% Placement Capacity.

The issue of the Performance Rights did not breach ASX Listing Rule 7.1.

Approval is now sought pursuant to ASX Listing Rule 7.4 for the ratification of the issue of the Performance Rights which, if approved, will refresh the Company's ability to issue that number of securities in the future under its 15% Placement Capacity without seeking Shareholder approval.

6.2 ASX Listing Rules 7.1 and 7.4

Under Resolution 5, Shareholders are being asked to ratify the issue of 175,000 Performance Rights issued under the Company's 15% Placement Capacity in accordance with ASX Listing Rule 7.4. Please see section 5.2 of the Explanatory Memorandum for a summary of ASX Listing Rules 7.1 and 7.4.

If the issue of Performance Rights under this Resolution is ratified pursuant to ASX Listing Rule 7.4, the Company's capacity to issue further securities under its 15% Placement Capacity will be restored.

The Directors consider it prudent to retain the flexibility and capacity to issue additional securities in accordance with ASX Listing Rules 7.1 if circumstances require and, accordingly, seek Shareholders' ratification of the issue of the Placement Shares as set out in Resolution 5.

6.3 Summary of the issue of Performance Rights under this Resolution

The following information is provided to Shareholders for the purpose ASX Listing Rule 7.5:

- the number of Performance Rights for which Shareholder ratification is being sought under this Resolution is 175,000;
- the Performance Rights were granted to a senior employee of the Company as an incentive component of his remuneration package. Accordingly, the Performance Rights were issued for nil consideration;
- the Performance Rights will vest on 18 September 2019, being the date that is 12 months from the date of issue;
- the Performance Rights were issued on such other terms as detailed in Annexure A;
- the Performance Rights were issued to a senior manager of the Company;
- no funds were raised by the issue of the Performance Rights as they were issued as an incentive component of the senior employee's remuneration package. No funds will be raised by the Company on conversion of Performance Rights into Shares; and
- a voting exclusion statement is included in the Notice for the purpose of Resolution 5.

6.4 Board Recommendation

The Board recommends that you vote in favour of Resolution 5. Each of the Directors currently intends to vote their respective shareholdings in favour of this Resolution.

7. RESOLUTION 6 – APPROVAL OF VARIATION OF OPTION TERMS TO PERMIT CASHLESS EXERCISE

7.1 Background

As at the date of this Notice, LiveHire currently has on issue 21,678,725 Options.

Of these Options, LiveHire has issued the following Options to certain participants (**Participants**) on the terms and conditions set out in the applicable Option Terms (**Participant Options**):

Unlisted Participant Options on issue	Exercise Price (per Share)	Quantity
Exercisable on or before 1 June 2020 ¹	\$0.25	12,600,000

Exercisable on or before 14 October 2020 ²	\$0.18446	2,500,000
Exercisable on or before 12 January 2021 ³	\$0.3814	1,000,000
Exercisable on or before 1 August 2021 ⁴	\$0.6036	578,725
Exercisable on or before 10 August 2021 ⁵	\$0.6927	1,000,000
Total		17,678,725

¹ The terms of which are summarised in the replacement prospectus lodged with the ASX on 23 May 2016 (**Prospectus**).

² The terms of which are summarised in Annexure D of the notice of 2016 annual general meeting dated 21 October 2016.

³ The terms of which are summarised in Annexure C of the notice of 2017 annual general meeting dated 23 October 2017 (**2017 Notice**).

⁴ The terms of which are summarised in Annexure C of the 2017 Notice.

⁵ The terms of which are summarised in Annexure C of the 2017 Notice.

7.2 Proposed amendment

For the purposes of ASX Listing Rule 6.23.4, Resolution 6 seeks to amend the terms of all Participant Options on issue as at the date of this Notice of Meeting. The proposed amendment to the terms of Participant Options seeks to introduce a Cashless Exercise Facility (defined below) that is consistent with the terms of the cashless exercise provisions included in the EIP.

Resolution 6 does not seek approval for the issuing of further Options, nor does it seek to amend the vesting period, the exercise price or the expiry date, or increase the number of securities to be received on exercise of any Participant Option already on issue as at the date of this Notice of Meeting.

The Directors propose to give Participants the ability to be offered by the Board (at its sole discretion) the right to exercise their Participant Options without payment of the Exercise Price (and the need to sell Shares to fund payment of the Exercise Price), by allotting a lesser number of Shares to the Participant (**Resulting Shares**) that is equal in value to the difference between the Exercise Price of their respective Participant Options and the then market value of the Shares (determined by application of a valuation methodology approved by the Board with the number of Resulting Shares rounded down) (**Cashless Exercise Facility**). The terms of the Participant Options do not currently allow such choice. All Participant Options currently on issue only permit exercise by paying the full cash amount of the Exercise Price. Adoption of the Cashless Exercise Facility would enable the Participant to achieve the same net result in Share value, without any payment of the Exercise Price changing hands, Share trading and/or unnecessary Share price volatility.

By way of example:-

If a Participant holds 1,000 vested Options, each with an Exercise Price of \$1.00, and they elect to exercise all of their Options, they would pay the Company \$1,000 and receive 1,000 Shares. If, however, the Board offers the Participant the right to elect to use the Cashless Exercise Facility and the Company's Share price (as determined by application of a valuation methodology approved by the Board) is \$1.50, the Participant will pay no cash and receive 333 Shares (being $(1,000 \times (\$1.50 - \$1.00)) / \$1.50 = 333.33$, rounded down to 333 Shares).

The proposed Cashless Exercise Facility will:

- not alter the fundamental entitlements of the Participants;

- not make any other amendment to the terms and conditions of the Participant Options currently on issue, beyond the introduction of the Cashless Exercise Facility;
- offer an alternative tool for a Participant to manage the exercise of their Participant Options (provided that the Board has offered such right to the Participant, at its sole discretion) from a cashflow perspective and potentially reduce the number of Shares that may be offered for sale by Participants to fund the Exercise Price. As the Participant Options are due to expire on various dates between 1 June 2020 and 10 August 2021, there is a risk that if a Participant is unable to fund the Exercise Price, it could result in the Participant selling large volumes of Shares in LiveHire prior to that date in order to fund the payment of the Exercise Price;
- not provide an additional economic advantage to the Participant on the basis that the net benefit that the Participant will receive would be the same as if they had exercised their Participant Options by paying the Exercise Price and receiving a larger number of Shares; and
- if the Board offers a Participant the right to use the Cashless Exercise Facility, it will result in a lesser number of Shares being issued upon exercise of the Participant Options and, accordingly, will result in less dilution for Shareholders.

If the Resolution is approved, the Participant Option terms may be amended to incorporate the Cashless Exercise Facility. The terms of the Participant Options will be amended with the written agreement of each Participant.

7.3 Summary of ASX Listing Rule 6.23.4

Shareholder approval is being sought to approve the amendment of the terms of Participant Options already on issue as at the date of the Notice of Meeting in accordance with the requirements of ASX Listing Rule 6.23.4.

ASX Listing Rule 6.23.4 provides that a change to the terms of existing Options which is not prohibited under the ASX Listing Rules, can only be made if Shareholders have first approved the change.

The proposed amendments to the terms of the Participant Options would not have the effect of reducing the exercise price, increasing the period for exercise or increasing the number of securities received on exercise, which are prohibited by ASX Listing Rule 6.23.3.

7.4 Summary of Chapter 2E of the Corporations Act

Under section 208 of the Corporations Act, for a public company to give a financial benefit to a related party (such as a Director of the Company), the public company must obtain the approval of the company's members unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act. The exception set out in section 210 of the Corporations Act provides that shareholder approval is not required for a public company to give a financial benefit to a related party on terms which would be reasonable in the circumstance if the public company and the related party were dealing at arm's length (**Arm's Length Exception**).

The following Participants are considered related parties of LiveHire:

- Antonluigi Gozzi, a Director;
- Michael Haywood, a Director;
- Adam Zorzi, a Director;
- GK Morgan Investments Pty Ltd, an entity controlled by Chairman, Geoff Morgan; and

- Patrick Grant Galvin who was a Director in the past 6 months, (together, the **Related Party Participants**).

Section 229 of the Corporations Act includes as an example of a “financial benefit”, releasing an obligation. In this situation, notwithstanding that each Related Party Participant would receive fewer Shares and no increase in value of their Participant Options or Resulting Shares, each Related Party Participant would be released from their obligation to pay the Exercise Price to exercise their Participant Options should the Board offer the Cashless Exercise Facility.

The Board has considered the application of Chapter 2E of the Corporations Act and is satisfied that the proposed amendments to the terms of Participant Options held by the Related Party Participants fall within the Arm’s Length Exception on the basis that the proposed variation to the terms will apply equally to all Participants (most of whom are not related parties), and that the amendment does not offer any more of an economic benefit to a Related Party Participant than any other Participant, as there is no difference to the net benefit obtained from the exercise of the Participant Options by accepting the offer to use the Cashless Exercise Facility.

Accordingly, the Company will not seek approval pursuant to section 208 of the Corporations Act and Shareholders are being asked to approve the variation of the terms of the Participant Options to permit the Cashless Exercise Facility in accordance with ASX Listing Rule 6.23.4 only.

7.5 Board Recommendation

The Board (other than Geoff Morgan, Michael Haywood, Antonluigi Gozzi and Adam Zorzi (**Interested Directors**)) recommends that you vote in favour of this Resolution. Each of the disinterested Directors currently intend to vote their respective shareholdings in favour of this Resolution. Each Interested Director has abstained from making a recommendation to Shareholders in respect of this Resolution due to their personal interest in the outcome of the Resolution.

8. RESOLUTION 7 – APPROVAL OF 10% PLACEMENT CAPACITY

8.1 General

ASX Listing Rule 7.1A provides that an eligible entity may seek shareholder approval at its annual general meeting to allow it to issue equity securities (which term has the meaning given to it in the ASX Listing Rules) to up to 10% of its issued capital over a period up to 12 months after its annual general meeting (**10% Placement Capacity**). The 10% Placement Capacity is in addition to the capacity to issue securities under ASX Listing Rule 7.1 without shareholder approval.

If Shareholders approve this Resolution, the number of equity securities LiveHire may issue under its 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer to section 8.2 below). This Resolution is a Special Resolution.

8.2 ASX Listing Rule 7.1A

The ASX Listing Rules provide that an entity that satisfies both of the following tests may seek shareholder approval under ASX Listing Rule 7.1A:

- the entity is not included in the S&P/ASX 300 Index; and
- the entity’s market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) is not greater than \$300,000,000.

LiveHire is not included in the S&P/ASX 300 Index and has a market capitalisation, as at 28 September 2018, of approximately \$158.8 million.

Any equity securities issued in reliance of ASX Listing Rule 7.1A must be in the same class as an existing class of quoted equity securities. LiveHire currently has one class of equity securities on issue which are quoted, being the Shares.

ASX Listing Rule 7.1A.2 provides that an eligible entity which has obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12-month period after the date of the annual general meeting, a number of equity securities calculated in accordance with the following formula:

$$(A \times D) - E$$

Where:

A is the number of shares on issue 12 months before the date of issue or agreement:

- (1) plus the number of shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2;
- (2) plus the number of partly paid shares that became fully paid in the previous 12 months;
- (3) plus the number of shares issued in the previous 12 months with the approval of shareholders under ASX Listing Rules 7.1 and 7.4; and
- (4) less the number of shares cancelled in the previous 12 months.

D is 10%.

E is the number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of holders of shares under ASX Listing Rule 7.1 or 7.4.

8.3 Information required by ASX Listing Rule 7.1A

ASX Listing Rule 7.3A requires the following information to be provided in relation to Resolution 6:

8.3.1. Minimum Price

The minimum price at which the equity securities may be issued under the 10% Placement Capacity is 75% of the VWAP of equity securities in that class, calculated over the 15 trading days on which trades in that class were recorded on the ASX immediately before:

- (a) the date on which the price at which the equity securities are to be issued is agreed; or
- (b) if the equity securities are not issued within 5 trading days of the date in paragraph (a) above, the date on which the equity securities are issued.

8.3.2. 10% placement period

The equity securities may be issued under the 10% Placement Capacity commencing on the date of the Annual General Meeting and expiring on the first to occur of:

- (a) 12 months after the date of the Annual General Meeting; or
- (b) the date of approval by Shareholders of any transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of the Company's activities) or ASX Listing Rule 11.2 (disposal of the Company's main undertaking).

8.3.3. Risk of voting dilution

Any issue of equity securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive their pro rata interest in the Shares allotted under the issue.

If this Resolution is approved by Shareholders and the Company issues the maximum number of equity securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below, in the circumstances set out in the table below. The table below shows the dilution of existing shareholders on the basis of the closing price of the Shares on the ASX on 28 September 2018 (**Closing Price**) and the number of Shares for variable A, calculated in accordance with the formula outlined in ASX Listing Rule 7.1A.2, on the date of this notice.

The table also shows the voting dilution impact where the number of Shares on issue (variable A in the formula) has increased by 50% and by 100% and the economic dilution where the issue price of Shares issued under the 10% Placement Capacity is 50% less than the Closing Price and 100% greater than the Closing Price.

Variable A in ASX Listing Rule 7.1A.2		Dilution		
		\$0.30	\$0.60	\$1.20
		50% decrease in Issue Price	Issue Price	100% increase in Issue Price
Current Variable A = 264,663,576	10% voting dilution (Shares to be issued under 7.1A)	26,466,358	26,466,358	26,466,358
	Funds raised	\$7,939,907.40	\$15,879,814.80	\$31,759,629.60
50% increase in Current Variable A = 396,995,364	10% voting dilution (Shares to be issued under 7.1A)	39,699,537	39,699,537	39,699,537
	Funds raised	\$11,909,861.10	\$23,819,722.20	\$47,639,444.40
100% increase in Current Variable A = 529,327,152	10% voting dilution (Shares to be issued under 7.1A)	52,932,716	52,932,716	52,932,716
	Funds raised	\$15,879,814.80	\$31,759,629.60	\$63,519,259.20

The number of Shares on issue (variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with shareholder approval under ASX Listing Rule 7.1.

The table above has been prepared on the basis of the following assumptions:

- the Issue Price set out in the table is the closing price of the Shares on the ASX on 28 September 2018;
- the Company issues the maximum possible number of equity securities under the 10% Placement Capacity;
- no options or rights convertible into Shares are exercised;
- the Company has not issued any equity securities in the 12 months prior to the date of the Annual General Meeting that were not issued under an exception in ASX Listing Rule 7.2 or which were not

approved under ASX Listing Rule 7.1 or 7.4 and that Resolutions 4 and 5 of this Notice are approved by Shareholders;

- (e) this table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1; and
- (f) the issue of equity securities under the 10% Placement Capacity consists only of Shares.

Shareholders should note that there is a risk that:

- (a) the market price for the Shares may be significantly lower on the issue date than on the date of the Annual General Meeting; and
- (b) the equity securities issued under the 10% Placement Capacity may be issued at a price that is at a discount to the market price for the Shares on the date of issue or the equity securities may be issued as part of the consideration for the acquisition of an asset,

both of which may affect the amount of funds raised by the issue.

Shareholders should also note that the calculations in the table do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.

8.3.4. Purpose of an issue under 10% Placement Capacity

The Company may issue equity securities under the 10% Placement Capacity for the following purposes:

- (a) as cash consideration in which case the Company intends to use funds raised for, either or both of, working capital purposes or to fund growth opportunities; or
- (b) as non-cash consideration for the acquisition of new assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3.

8.3.5. Allocation under the 10% Placement Capacity

The allottees of the equity securities to be issued under the 10% Placement Capacity will depend on prevailing market conditions and will be determined on a case by case basis. However, the allottees of equity securities could consist of current Shareholders, new investors or both. Allottees may also include vendors of assets into the Company.

The Company will determine the allottees at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (a) the purpose of the issue;
- (b) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing shareholders may participate;
- (c) the effect of the issue of the equity securities on the control of the Company;
- (d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (e) prevailing market conditions; and
- (f) advice from corporate, financial and broking advisers (if applicable).

8.4 Previous approval under ASX Listing Rule 7.1A

The Company has previously obtained approval under ASX Listing Rule 7.1A. The following information is provided in accordance with ASX Listing Rule 7.3A.6:

- (a) During the 12 months preceding the date of the Meeting, being on and from 7 November 2017, LiveHire issued a total of 31,175,447 equity securities (excluding issues of Shares on conversion or exercise of Performance Rights or Options) representing 29.55% of the equity securities on issue at the commencement of this 12 month period;
- (b) The equity securities issued in the 12 month period are set out in the following table:

Date	Quantity and class	Recipient(s) or the basis upon which recipient(s) were determined	Issue price	Closing market Price on date of issue	% Discount / Premium to Closing Price on date of issue	Consideration
29 November 2017	7,700,000 Loan Back Shares issued under the EIP	Executive Directors of the Company	\$0.9846	\$1.04	5.33% discount	Non-cash: • Current value of non-cash consideration paid: \$4,620,000.
14 December 2017	19,047,619 Shares	Various institutional and sophisticated investors	\$1.05	\$1.12	6.25% discount	Cash consideration of \$19,999,999.95.
29 March 2018	300,000 Loan Back Shares issued under the EIP	Senior employee of the Company	\$0.9025	\$0.85	6.17% premium	Non-cash consideration: • Current value of non-cash consideration paid: \$180,000.
2 July 2018	800,000 Loan Back Shares issued under the EIP	Senior employees of the Company	\$0.5638	\$0.56	0.67% premium	Non-cash consideration: • Current value of non-cash consideration paid: \$480,000.
2 July 2018	510,000 Performance Rights	Senior employees of the Company	Nil	\$0.56	N/A	Non-cash consideration: • Issued in lieu of salary and as a short-term incentive component of remuneration packages.

						<ul style="list-style-type: none"> Current value of non-cash consideration paid: \$306,000.
1 August 2018	980,000 Loan Back Shares issued under the EIP	Senior employees of the Company	\$0.4583	\$0.48	4.52% discount	Non-cash consideration: <ul style="list-style-type: none"> Current value of non-cash consideration paid: \$588,000.
1 August 2018	240,000 Performance Rights	Senior employee of the Company	Nil	\$0.48	N/A	Non-cash consideration: <ul style="list-style-type: none"> Issued in lieu of salary and as a short-term incentive component of remuneration packages. Current value of non-cash consideration paid: \$144,000.
11 September 2018	1,422,828 Loan Back Shares issued under the EIP	Senior employees of the Company	\$0.5368	\$0.52	3.23% premium	Non-cash consideration: <ul style="list-style-type: none"> Current value of non-cash consideration paid: \$853,697.
18 September 2018	175,000 Performance Rights	Senior employees of the Company	Nil	\$0.60	N/A	Non-cash consideration: <ul style="list-style-type: none"> Issued as an incentive component of remuneration package. Current value of non-cash consideration paid: \$105,000.

Notes

¹ The Closing Market Price is considered to be the closing market price on the last trading day on which a sale was recorded prior to the date of issue of the relevant equity securities.

² Non-cash consideration is based on the closing price of shares on 28 September 2018 of \$0.60.

8.5 Voting exclusion statement

A voting exclusion statement is included in the Notice. As at the date of the Notice, LiveHire has not approached any existing Shareholder, security holder or an identifiable class of existing security holders to participate in any issue of equity securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholder's votes will be excluded under the voting exclusion in the Notice.

8.6 Board Recommendation

The Board recommends that you vote in favour of this Resolution.

Glossary

\$ means Australian dollars.

10% Placement Capacity has the meaning ascribed to it in section 8.1 of the Explanatory Memorandum.

15% Placement Capacity has the meaning ascribed to it in section 5.2 of the Explanatory Memorandum.

AEDT means Australian Eastern Daylight Time as observed in Melbourne, Victoria, Australia.

Annual General Meeting or **Meeting** means the meeting convened by the Notice.

Annual Report means the annual financial report of the Company for the year ended 30 June 2018.

Associate has the meaning given to it in ASX Listing Rule 19.12.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by ASX Limited, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of Directors.

Chair means the chairperson of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001 (Cth)*.

Closing Price has the meaning ascribed to it in section 8.3.3 of the Explanatory Memorandum.

Company or **LiveHire** means LiveHire Ltd ACN 153 266 605.

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001 (Cth)*.

Directors' Report means the directors' report contained in the Annual Report.

Directors means the current directors of the Company.

EIP means the Company's employee incentive plan approved by Shareholders on 23 November 2017.

Exercise Price means the exercise price of Participant Options as set out in Section 7.1 of the Explanatory Memorandum.

Explanatory Memorandum means the explanatory memorandum accompanying the Notice.

Key Management Personnel has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

Loan Back Share means a Share issued under the EIP in respect of which the Company has loaned funds to the holder for the issue price of the share.

Notice or **Notice of Annual General Meeting** means this notice of Annual General Meeting including the Explanatory Memorandum and the Proxy Form.

Options means options exercisable into Shares in the Company.

Participant has the meaning ascribed to it in Section 7.1 of the Explanatory Memorandum.

Participant Options has the meaning ascribed to it in Section 7.1 of the Explanatory Memorandum.

Performance Rights means performance rights convertible into Shares upon performance of the nominated milestone(s).

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Directors' Report contained in the Company's Annual Report.

Resolution 4 Performance Rights means the Performance Rights the subject of Resolution 4;

Resolution 5 Performance Rights means the Performance Rights the subject of Resolution 5;

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

Restricted KMP Voter is one of the following persons who or on whose behalf a vote on a Resolution must not be cast (in any capacity):

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

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

Share Registry means the share registry of the Company, being Boardroom Pty Limited.

Shareholder means a holder of a Share.

Special Resolution means that at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative) must be in favour of a Resolution for it to be passed.

Spill Meeting has the meaning ascribed to it in section 2.2 of the Explanatory Memorandum.

Spill Resolution has the meaning ascribed to it in section 2.2 of the Explanatory Memorandum.

VWAP means volume weighted average price.

ANNEXURE A – SUMMARY OF PERFORMANCE RIGHTS TERMS (RESOLUTIONS 4 AND 5)

The material terms and conditions of the Resolution 4 Performance Rights and the Resolution 5 Performance Rights (together, the **Performance Rights**) are as follows:

- (a) For the purposes of these terms and conditions:
 - (i) in respect of Resolution 4 Performance Rights:
 - (A) **Expiry Date** means 1 August 2022;
 - (B) **Relevant Date** means 1 August 2018; and
 - (C) **Time-Based Vesting Criteria** means the following time-based vesting criteria:
 - (1) 50% of the total number of Resolution 4 Performance Rights will vest on the first anniversary of the Relevant Date; and
 - (2) 50% of the total number of Resolution 4 Performance Rights will vest on the second anniversary of the Relevant Date,provided that in each case the Resolution 4 Performance Rights holder continues to be an employee of the Company on each such relevant date and no notice of termination has been given under the relevant employment agreement; and

Departure Date means the last day of employment of the Resolution 4 Performance Rights holder (or their relevant related party); and

 - (ii) in respect of Resolution 5 Performance Rights:
 - (A) **Expiry Date** means 18 September 2022;
 - (B) **Relevant Date** means 18 September 2018; and
 - (C) **Time-Based Vesting Criteria** means the following time-based vesting criteria:
 - (1) all Resolution 5 Performance Rights will vest on the first anniversary of the Relevant Date, provided that the Resolution 5 Performance Rights holder continues to be an employee of the Company on such relevant date and no notice of termination has been given under the relevant employment agreement.
- (b) Subject to the satisfaction of the Time-Based Vesting Criteria, each Performance Right will vest and become convertible into one fully paid ordinary share in the capital of the Company for nil consideration.
- (c) In respect of the Resolution 4 Performance Rights only, notwithstanding the Time-Based Vesting Criteria, if the employment agreement is terminated by the Company without cause before the second anniversary of the Relevant Date, the Company must vest such number of Resolution 4 Performance Rights held by the Resolution 4 Performance Rights holder after the Departure Date as calculated as follows:

$$A = (B/C) \times D$$

Where:

A = total number of vested Resolution 4 Performance Rights to be held by the Resolution 4 Performance Rights holder after the Departure Date (including any Resolution 4 Performance Rights vested under their terms prior to the Departure Date)

B = total number of Resolution 4 Performance Rights issued to the Resolution 4 Performance Rights holder

C = number of days from the Relevant Date to the second anniversary of the Relevant Date

D = number of days between the Relevant Date and the Departure Date (inclusive)

For the avoidance of doubt, all unvested Resolution 4 Performance Rights held by the Resolution 4 Performance Rights holder after the Departure Date will automatically lapse and be cancelled.

- (d) The Performance Rights will not be quoted on the ASX.
- (e) Vested Performance Rights must be converted into shares on or before the Expiry Date. Vested Performance Rights may be converted into Shares by the Performance Rights holder providing a written conversion notice to the Company, upon which LiveHire will:
 - (i) allot and issue the Shares pursuant to the conversion of the Performance Rights;
 - (ii) give ASX a notice that complies with section 708A(5)(e) of the Corporations Act or lodge a prospectus with ASIC that qualifies the Shares for resale under section 708A(11) of the Corporations Act; and
 - (iii) apply for official quotation on ASX of Shares issued pursuant to the conversion of the Performance Rights.
- (f) Where the Time-Based Vesting Criteria are not satisfied in accordance with the terms of the Time-Based Vesting Criteria, the Performance Rights will automatically lapse. Unless the Board determines otherwise in its sole discretion, any vested Performance Rights not converted into Shares before the Expiry Date, will lapse on the Expiry Date.
- (g) Subject to the foregoing, the Performance Rights which have vested can be exercised in whole or in part.
- (h) The Performance Rights holder will be permitted to participate in any pro-rata issue of securities of the Company on prior conversion of the Performance Rights.
- (i) The Performance Rights do not confer on the holder any right to participate in dividends until Shares are allotted pursuant to the exercise of the Performance Rights.
- (j) In the event of a reorganisation of the issued capital of the Company, the Performance Rights will be reorganised in accordance with the terms set out in the EIP.
- (k) Whilst the Performance Rights were not issued under the EIP, they are to be governed by the same terms as applicable under the EIP, which are available on the Company's website at <https://www.livehire.com/about/investors>.

All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 2:00pm AEDT on Monday 5 November 2018.**

TO VOTE ONLINE

STEP 1: VISIT <https://www.votingonline.com.au/livehireagm2018>

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):

BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **2:00pm AEDT on Monday 5 November 2018.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

💻 **Online** <https://www.votingonline.com.au/livehireagm2018>

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

☐

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **LiveHire Limited** (Company) and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at the **Australian Institute of Company Directors, Level 26, 367 Collins Street, Melbourne VIC 3000 on Wednesday 7 November 2018 at 2:00pm AEDT** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 1 and 6, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolutions 1 and 6, are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolutions 1 and 6). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director – Mr Antonluigi Gozzi	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Director – Mr Michael Rennie	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of prior issue of Performance Rights to senior employee (1 August 2018)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Ratification of prior issue of Performance Rights to senior employee (18 September 2018)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval of variation of option terms to permit cashless exercise	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval of 10% placement capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2018