

## Appendix 4G

### Key to Disclosures Corporate Governance Council Principles and Recommendations

Name of entity:

LiveHire Limited

ABN / ARBN:

59 153 266 605

Financial year ended:

30 June 2019

Our corporate governance statement<sup>2</sup> for the above period above can be found at:<sup>3</sup>

- ☐ These pages of our annual report:
- ☒ This URL on our website: [www.livehire.com/investors](http://www.livehire.com/investors)

The Corporate Governance Statement is accurate and up to date as at 30 June 2019 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.

Date: 28 August 2019

Name of Director or Secretary authorising lodgement: Charly Duffy (Company Secretary)

<sup>1</sup> Under Listing Rule 4.7.3, an entity must lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of rule 4.10.3.

<sup>2</sup> "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

<sup>3</sup> Mark whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where the entity's corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

## ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>
<b>PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT</b>			
1.1	A listed entity should disclose: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at [insert location] ... and information about the respective roles and responsibilities of our board and management (including those matters expressly reserved to the board and those delegated to management): <input checked="" type="checkbox"/> in the Board Charter (available via the Company's website, <a href="http://www.livehire.com/investors/governance/">www.livehire.com/investors/governance/</a> ).	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at [insert location]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at [insert location]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at [insert location]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

<sup>4</sup> If you have followed all of the Council's recommendations in full for the whole of the period above, you can, if you wish, delete this column from the form and re-format it.

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>
1.5	<p>A listed entity should:</p> <p>(a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;</p> <p>(b) disclose that policy or a summary of it; and</p> <p>(c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them and either:</p> <p>(1) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or</p> <p>(2) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p>	<p>... the fact that we have a diversity policy that complies with paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p>... and a copy of our diversity policy or a summary of it:</p> <p><input checked="" type="checkbox"/> is available via the Company's website <a href="http://www.livehire.com/investors/governance/">www.livehire.com/investors/governance/</a>.</p> <p>... and the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with our diversity policy and our progress towards achieving them:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at [insert location]</p> <p>... and the information referred to in paragraphs (c)(1) or (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at [insert location]</p>	<p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>... the evaluation process referred to in paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at [insert location]</p> <p>... and the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at [insert location]</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>... the evaluation process referred to in paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at [insert location]</p> <p>... and the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at [insert location]</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>
PRINCIPLE 2 - STRUCTURE THE BOARD TO ADD VALUE			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a nomination committee that complies with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> is available via the Company's website, <a href="http://www.livehire.com/investors/governance/">www.livehire.com/investors/governance/</a>.</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have a nomination committee and the processes we employ to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.	<p>... our board skills matrix:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	... the names of the directors considered by the board to be independent directors: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at [insert location] ... and, where applicable, the information referred to in paragraph (b): <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at [insert location] ... and the length of service of each director: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at [insert location]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
2.4	A majority of the board of a listed entity should be independent directors.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at [insert location]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at [insert location]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at [insert location]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
<b>PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY</b>			
3.1	A listed entity should: (a) have a code of conduct for its directors, senior executives and employees; and (b) disclose that code or a summary of it.	... our code of conduct or a summary of it: <input type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input checked="" type="checkbox"/> is available via the Company's website, <a href="http://www.livehire.com/investors/governance/">www.livehire.com/investors/governance/</a> .	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>
PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have an audit committee that complies with paragraphs (1) and (2):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> is available via the Company's website, <a href="http://www.livehire.com/investors/governance/">www.livehire.com/investors/governance/</a>.</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
4.2	<p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>
4.3	A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at [insert location]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity that does not hold an annual general meeting and this recommendation is therefore not applicable
<b>PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE</b>			
5.1	A listed entity should: (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and (b) disclose that policy or a summary of it.	... our continuous disclosure compliance policy or a summary of it: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at [insert location]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
<b>PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS</b>			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	... information about us and our governance on our website: <input checked="" type="checkbox"/> at the Company's website, <a href="http://www.livehire.com/investors/governance/">www.livehire.com/investors/governance/</a> .	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at [insert location]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
6.3	A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	... our policies and processes for facilitating and encouraging participation at meetings of security holders: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at [insert location]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity that does not hold periodic meetings of security holders and this recommendation is therefore not applicable
6.4	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at [insert location]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>
<b>PRINCIPLE 7 – RECOGNISE AND MANAGE RISK</b>			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a committee or committees to oversee risk that comply with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at the Audit and Risk Committee Charter available via the Company's website, <a href="http://www.livehire.com/investors/governance/">www.livehire.com/investors/governance/</a>.</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p>... the fact that board or a committee of the board reviews the entity's risk management framework at least annually to satisfy itself that it continues to be sound:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and that such a review has taken place in the reporting period covered by this Appendix 4G:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>



Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.</p>	<p>[If the entity complies with paragraph (a):] ... how our internal audit function is structured and what role it performs:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>[If the entity complies with paragraph (b):] ... the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
7.4	<p>A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.</p>	<p>... whether we have any material exposure to economic, environmental and social sustainability risks and, if we do, how we manage or intend to manage those risks:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>
<b>PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY</b>			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a remuneration committee that complies with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at the Remuneration and Nomination Committee Charter available via the Company's website, <a href="http://www.livehire.com/investors/governance/">www.livehire.com/investors/governance/</a>.</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have a remuneration committee and the processes we employ for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	<p>... separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p>... our policy on this issue or a summary of it:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at [insert location]</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
<b>ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES</b>			
-	<p><i>Alternative to Recommendation 1.1 for externally managed listed entities:</i></p> <p>The responsible entity of an externally managed listed entity should disclose:</p> <p>(a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity;</p> <p>(b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.</p>	<p>... the information referred to in paragraphs (a) and (b):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at [insert location]</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
-	<p><i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i></p> <p>An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.</p>	<p>... the terms governing our remuneration as manager of the entity:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at [insert location]</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>

## CORPORATE GOVERNANCE STATEMENT

This Corporate Governance Statement sets out the Company's current compliance with the third edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (**Principles and Recommendations**) in respect of the reporting period ended 30 June 2019 (**Reporting Period**).

The Board of the Company currently has in place corporate governance policies and charters which have been posted in a dedicated corporate governance information section on the Company's website at [www.livehire.com/about/investors](http://www.livehire.com/about/investors).

PRINCIPLES AND RECOMMENDATIONS		COMPLY (Yes/No)	EXPLANATION
<b>1.</b>	<b>Lay solid foundations for management and oversight</b>		
1.1	Companies should disclose: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	Yes	Please refer to the Board Charter (available via the Company's website, <a href="http://www.livehire.com/investors/governance">www.livehire.com/investors/governance</a> ) for information about the respective roles and responsibilities of our Board and management (including those matters expressly reserved to the Board and those delegated to management).
1.2	Companies should: (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	Yes	The Remuneration & Nomination Committee Charter delegates responsibility to the Nomination & Remuneration Committee to identify and nominate, for the approval of the Board, candidates to fill Board vacancies as and when they arise, having regard to the desired composition of the Board and undertake appropriate checks before appointing a person or putting forward to shareholders a new candidate for election, as a director.  The Nomination & Remuneration Committee is also responsible for ensuring that the Company provides its security holders with

			<p>all material information in its possession relevant to a decision whether or not to elect or re-elect a director.</p> <p>Please refer to the Remuneration &amp; Nomination Committee Charter (available via the Company's website, <a href="http://www.livehire.com/investors/governance">www.livehire.com/investors/governance</a>) for further details.</p>
1.3	Companies should have a written agreement with each director and senior executive setting out the terms of their appointment.	Yes	The Company has entered into a written agreement with each Director and senior executive setting out the terms of their appointment.
1.4	The company secretary should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	Yes	<p>The Company Secretary is accountable to the Board, through the Chairman, on all matters to do with the proper functioning of the Board, unless delegated by the Board to another appropriate person.</p> <p>Please refer to the Board Charter (available via the Company's website, <a href="http://www.livehire.com/investors/governance">www.livehire.com/investors/governance</a>) for further details.</p>
1.5	<p>Companies should:</p> <p>(a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;</p> <p>(b) disclose that policy or a summary of it; and</p> <p>(c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them and either:</p> <p>(1) the respective proportions of men and women on the board, in senior executive positions and</p>	Partially	<p>The Company has developed a Diversity Policy which includes requirements for the Board to set measurable objectives for achieving gender diversity goals and review the entity's progress in achieving them. The Nomination &amp; Remuneration Committee is responsible for reporting to the Board on the Company's progress towards achieving its measurable objectives on an annual basis and conducting a review of the status of diversity within the Company.</p> <p>The Company recognises that gender diversity amongst its personnel broadens the pool of high-quality directors and employees, is likely to support employee retention, is likely to encourage greater innovation by drawing on different perspectives, is a socially and economically responsible governance practice and will improve the Company's corporate reputation.</p>

	<p>across the whole organisation (including how the entity has defined "senior executive" for these purposes); or</p> <p>(2) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p>		<p>The Board considers that the Company is not currently of a size or complexity to warrant setting measurable objectives to achieve gender diversity and that the requirements of the Company's Diversity Policy are sufficient for the Company's present circumstances to ensure gender diversity remains a priority in the Company's growth and business strategies.</p> <p>The Board assessed the gender diversity of the Company during the Reporting Period and discloses the following proportions of men and women:</p> <ul style="list-style-type: none"> <li>• whole organisation: 51 men and 29 women;</li> <li>• senior executive positions: 7 men and 4 woman;</li> <li>• Board: 5* men and 2 women**.</li> </ul> <p>* As at the date of this Corporate Governance Statement, the Board includes 4 men.  ** Including the Company Secretary.</p> <p>The Board considers 'senior executives' to be those roles which report to the Chief Executive Officer or the Board.</p> <p>Please refer to the Diversity Policy (available via the Company's website, <a href="http://www.livehire.com/investors/governance">www.livehire.com/investors/governance</a>) for further details.</p>
1.6	<p>Companies should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	Yes	<p>The Board, with the advice and assistance of the Nomination &amp; Remuneration Committee, is required to self-evaluate its performance and effectiveness, and the performance of individual Directors on an annual basis. The Nomination &amp; Remuneration Committee is also required to self-evaluate its performance and effectiveness, and the performance of its members on an annual basis.</p> <p>During the Reporting Period, the Board continuously evaluated the Board's performance and processes, including evaluating the process, content and conduct of each Board meeting as a</p>

			<p>standing agenda item and re-structuring and amending the format of the Board meetings.</p> <p>The Directors also undertook an internal skills and competencies self-assessment for the purposes of identifying any gaps in the Boards Skills Matrix for any potential future additions to the Board.</p> <p>The Nomination &amp; Remuneration Committee is responsible for recognising and analysing any gaps in the skills and experience of the current Board.</p> <p>Please refer to the Remuneration &amp; Nomination Committee Charter and the Board Charter (available via the Company's website, <a href="http://www.livehire.com/about/investors">www.livehire.com/about/investors</a>) for further details.</p>
1.7	<p>Companies should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	Yes	<p>With the advice and assistance of the Nomination &amp; Remuneration Committee, the Board is responsible for periodically reviewing and approving the performance of the senior executives and employ such discretionary evaluation techniques as appropriate during each evaluation period.</p> <p>During the Reporting Period, the Company engaged external coaching services in respect of the roles and responsibilities of senior executives and further conducted a 360-degree executive evaluation. The Board believes that such ongoing evaluation is sufficient for the purposes of ASX Corporate Governance.</p> <p>Please refer the Remuneration &amp; Nomination Committee Charter and the Board Charter (available via the Company's website, <a href="http://www.livehire.com/investors/governance">www.livehire.com/investors/governance</a>) for further details.</p>
<b>2.</b>	<b>Structure the board to add value</b>		
2.1	<p>The board should:</p> <p>(a) have a nomination committee which:</p>	Yes	<p>The Company has established the Nomination &amp; Remuneration Committee, and adopted the Remuneration &amp; Nomination Committee Charter. As at the date of this Corporate</p>

	<p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>		<p>Governance Statement, the Nomination &amp; Remuneration Committee is comprised of:</p> <ul style="list-style-type: none"><li>• Adam Zorzi (Chair and independent non-executive Director);</li><li>• Geoff Morgan (Independent non-executive Director); and</li><li>• Michael Rennie (Independent non-executive Director).</li></ul> <p>The Company notes that Michael Rennie was appointment as a member of the Nomination &amp; Remuneration Committee on 18 October 2018 and Christy Forest ceased being a member at that time.</p> <p>In respect of the Reporting Period, the number of Nomination &amp; Remuneration Committee meetings and the individual attendances of the members at those meetings are as follows:</p> <table><tr><th>Director</th><th>Number Eligible to Attend</th><th>Number Attended</th></tr><tr><td>Geoff Morgan</td><td>2</td><td>2</td></tr><tr><td>Mike Rennie</td><td>1</td><td>1</td></tr><tr><td>Adam Zorzi</td><td>2</td><td>2</td></tr><tr><td>Christy Forest</td><td>1</td><td>0</td></tr></table> <p>Please refer the Remuneration &amp; Nomination Committee Charter (available via the Company's website, <a href="http://www.livehire.com/investors/governance">www.livehire.com/investors/governance</a>) for further details.</p>	Director	Number Eligible to Attend	Number Attended	Geoff Morgan	2	2	Mike Rennie	1	1	Adam Zorzi	2	2	Christy Forest	1	0
Director	Number Eligible to Attend	Number Attended																
Geoff Morgan	2	2																
Mike Rennie	1	1																
Adam Zorzi	2	2																
Christy Forest	1	0																
2.2	Companies should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.	Yes	<p>The Nomination &amp; Remuneration Committee is responsible for setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership.</p> <p>The Board Skills Matrix details the collective skills, knowledge, experience, personal attributes and other criteria the Board of</p>															



			<p>Directors. The Board will assess all future candidates for Board positions, and the performance of its current members.</p> <p>Please refer to the Board Skills Matrix at Annexure A to this Corporate Governance Statement and the Remuneration &amp; Nomination Committee Charter (available via the Company's website, <a href="http://www.livehire.com/investors/governance">www.livehire.com/investors/governance</a>) for further details.</p>
2.3	<p>Companies should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	Yes	<p>As at the date of this Corporate Governance Statement, the Board consists of five Directors, three of which are independent Directors - Geoff Morgan, Adam Zorzi and Michael Rennie.</p> <p>No independent Director has any interest, position, association or relationship of the type described in Box 2.3.</p> <p>The length of services for each Director is as follows:</p> <ul style="list-style-type: none"> <li>• Geoff Morgan (Chairman and independent non-executive Director) – appointed 26 November 2015;</li> <li>• Adam Zorzi (Independent non-executive Director) – appointed 05 April 2012;</li> <li>• Antonluigi Gozzi (Executive Director) – appointed 16 September 2011;</li> <li>• Christy Forest (Executive Director) – appointed 1 September 2017; and</li> <li>• Michael Rennie (Independent non-executive Director) – appointed 5 March 2018.</li> </ul>
2.4	A majority of the board should be independent directors.	Yes	As at the date of this Corporate Governance Statement, a majority of the Board is independent.
2.5	The chair of the board should be an independent director and, in particular, should not be the same person as the CEO.	Yes	Geoff Morgan, the Company's chairman, is an independent non-executive Director and is not the same person as the CEO of the Company.

2.6	Companies should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	Yes	<p>The Company's Nomination &amp; Remuneration Committee is responsible for establishing and facilitating an induction program for new directors with all such information and advice which may be considered necessary or desirable for the director to commence their appointment to the Board.</p> <p>Please refer to the Company's Remuneration &amp; Nomination Committee Charter (available via the Company's website, <a href="http://www.livehire.com/investors/governance">www.livehire.com/investors/governance</a>) for further details.</p>
<b>3</b>	<b>Act ethically and responsibly</b>		
3.1	<p>Companies should:</p> <p>(a) have a code of conduct for its directors, senior executives and employees; and</p> <p>(b) disclose that code or a summary of it.</p>	Yes	<p>The Board has adopted a Code of Conduct Policy to be followed by all 'personnel' of the Company, including any director (executive or non-executive), officer, employee, authorised representative, contractor or consultant of the Company (or any subsidiary of the Company).</p> <p>Please refer to the Code of Conduct Policy (available via the Company's website, <a href="http://www.livehire.com/investors/governance">www.livehire.com/investors/governance</a>) for further details.</p>
<b>4</b>	<b>Safeguard integrity in corporate reporting</b>		
4.1	<p>The board should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p>	Partially	<p>The Company has established an Audit &amp; Risk Committee, which is governed by the Audit &amp; Risk Management Committee Charter.</p> <p>The Audit &amp; Risk Committee is currently comprised of Adam Zorzi (Chair and independent non-executive Director), Geoff Morgan (Independent non-executive Director) and Antonluigi Gozzi (Executive Director).</p> <p>The relevant qualifications and experience of each member of the Audit &amp; Risk Committee are set out below:</p> <ul style="list-style-type: none"> <li>Adam Zorzi</li> </ul>

	<p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>		<p>Adam joined the LiveHire board in April 2012, having been a foundational investor in the LiveHire business and served as Chairman prior to the appointment of Geoff Morgan.</p> <p>As an experienced executive, Adam has over 15 years of corporate board experience. Adam is Executive Director of Australian Development Capital, a private fund manager specialising in the acquisition and management of property investment and development assets.</p> <p>Adam also sits on the boards of a number of non-profits and charitable organisations, including Starlight Children's Foundation Australia (WA) and FORM – Building a State of Creativity.</p> <p>Adam holds a Bachelor of Commerce from Curtin University of Technology with Double Majors in Property and Finance.</p> <ul style="list-style-type: none"> <li>• Geoff Morgan</li> </ul> <p>With over 30 years in the industry, Geoff is one of Australia's leading recruitment and human resources executives.</p> <p>He is also a very active philanthropist.</p> <p>Geoff co-founded recruitment firm Morgan &amp; Banks in 1985, building the company into one of the Asia Pacific's most prominent recruitment companies. Geoff floated Morgan &amp; Banks on the ASX in 1994 and grew the company to over \$700 million in revenues before its acquisition by TMP Worldwide, a US company listed on the NASDAQ, for \$380 million.</p>
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			<p>Geoff then co-founded talent management firm Talent2, building it into a leading recruitment HR outsourcing firm and listing it on the ASX in 2004. Talent2 was privatized in 2012, before the company was sold to leading US private talent management firm Allegis Group in 2014.</p> <p>Geoff has co-authored several books on recruiting and is an experienced investor in human resources technology.</p> <p>In 2004, Geoff was the recipient of the "Ernst &amp; Young Master Entrepreneur of the Year Award" given for sustained success in business. Geoff was recognised as a Member of the Order of Australia in 2015, and is also a member of the Australian Institute of Company Directors.</p> <ul style="list-style-type: none"> <li>• Antonluigi Gozzi</li> </ul> <p>Antonluigi is Founder, Executive Director and Chief Products Officer of LiveHire.</p> <p>As Chief Products Officer, Antonluigi focuses 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.</p> <p>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.</p> <p>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.</p>
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			<p>Antonluigi has a Masters of Engineering from the University of Parma, Italy, and is a member of the Australian Institute of Company Directors.</p> <p>Whilst the Audit &amp; Risk Committee is constituted by a majority of independent, non-executive Directors, one of the members of the Audit &amp; Risk Committee is an executive Director. Based on the current composition of the Board and the various responsibilities and commitments of each Director, the Board believes that the Company is not presently of a size or complexity to justify the appointment of an additional independent Director for the purposes of complying with this Recommendation. Consequently, the Company currently does not satisfy the requirement in sub-paragraph 4.1(a)(1) of Recommendation 4.1.</p> <p>The Company otherwise satisfies the other requirements of Recommendation 4.1.</p> <p>In respect of the Reporting Period, the number of the Audit &amp; Risk Committee meetings and the individual attendances of the members at those meetings are as follows:</p> <table><tr><th>Director</th><th>Number Eligible to Attend</th><th>Number Attended</th></tr><tr><td>Geoff Morgan</td><td>3</td><td>3</td></tr><tr><td>Antonluigi Gozzi</td><td>3</td><td>3</td></tr><tr><td>Adam Zorzi</td><td>3</td><td>3</td></tr></table> <p>Please refer to the Audit &amp; Risk Management Committee Charter (available via the Company's website, <a href="http://www.livehire.com/investors/governance">www.livehire.com/investors/governance</a>) for further details.</p>	Director	Number Eligible to Attend	Number Attended	Geoff Morgan	3	3	Antonluigi Gozzi	3	3	Adam Zorzi	3	3
Director	Number Eligible to Attend	Number Attended													
Geoff Morgan	3	3													
Antonluigi Gozzi	3	3													
Adam Zorzi	3	3													
4.2	The board should, before it approves the entity's financial statements for a financial period, receive from	Yes	The Audit & Risk Committee ensures that the Company complies with its legal obligations, including to assist the Chief Executive												

	its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.		<p>Officer and Chief Financial Officer to provide declarations in relation to the Company's financial reports required by both section 295A of the <i>Corporations Act 2001</i> (Cth) and this Recommendation 4.2 (<b>CEO and CFO Declarations</b>).</p> <p>The CFO and CEO Declarations for the Reporting Period were delivered prior to the Board making its declaration under section 295A of the Corporations Act.</p> <p>Please refer to the Audit &amp; Risk Management Committee Charter (available via the Company's website, <a href="http://www.livehire.com/investors/governance">www.livehire.com/investors/governance</a>) for further details.</p>
4.3	Companies should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	Yes	<p>The Audit &amp; Risk Committee is responsible for ensuring that the external auditor attends the annual general meeting of the Company and is available to answer questions from shareholders of the Company relevant to the audit.</p> <p>Please refer to the Audit &amp; Risk Management Committee Charter and the Shareholder Communications Policy (available via the Company's website, <a href="http://www.livehire.com/investors/governance">www.livehire.com/investors/governance</a>) for further details.</p>
<b>5</b>	<b>Make timely and balanced disclosure</b>		
5.1	<p>Companies should:</p> <p>(a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and</p> <p>(b) disclose that policy or a summary of it.</p>	Yes	<p>The Company has adopted a Disclosure Policy to ensure compliance with its continuous disclosure obligations under the Listing Rules. The Policy establishes procedures that seek to ensure that Directors and management are aware of, and fulfil, their obligations in relation to the timely disclosure of material price-sensitive information.</p> <p>Please refer to the Continuous Disclosure Policy (available via the Company's website, <a href="http://www.livehire.com/investors/governance">www.livehire.com/investors/governance</a>) for further details.</p>
<b>6</b>	<b>Respect the rights of security holders</b>		

6.1	Companies should provide information about itself and its governance to investors via its website.	Yes	Information regarding the Company, its business and its governance is available on its website <a href="http://www.livehire.com/investors/shareholders">www.livehire.com/investors/shareholders</a>
6.2	Companies should design and implement an investor relations program to facilitate effective two-way communication with investors.	Yes	The Company's Shareholder Communications Policy establishes procedures to ensure that Shareholders are provided with sufficient information to assess the performance of the Company and are informed of all major developments affecting the affairs of the Company in accordance with all applicable laws.  Please refer to the Shareholder Communications Policy and the Investor Relations page (available via the Company's website, <a href="http://www.livehire.com/investors/governance">www.livehire.com/investors/governance</a> ) for further details.
6.3	Companies should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	Yes	The Company's Shareholder Communications Policy establishes procedures to encourage effective participation at general meetings of the Company.  Please refer to the Shareholder Communications Policy (available via the Company's website, <a href="http://www.livehire.com/investors/governance">www.livehire.com/investors/governance</a> ) for further details.
6.4	Companies should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	Yes	The Company's Shareholder Communications Policy ensures that Shareholders are able to access information relevant to their shareholding in the Company via periodic mail-outs or (on election) to receive email communications. Shareholders are also granted access the Company's share registry.  Please refer to the Shareholder Communications Policy (available via the Company's website, <a href="http://www.livehire.com/investors/governance">www.livehire.com/investors/governance</a> ) for further details.
<b>7</b>	<b>Recognise and manage risk</b>		
7.1	Companies should:  (a) have a committee or committees to oversee risk, each of which:	Yes	The Company has established an Audit & Risk Committee which is governed by the Audit & Risk Management Committee Charter and has also adopted a Risk Management Policy.

	<p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>		<p>The Audit &amp; Risk Committee is constituted by Adam Zorzi (Chair and independent non-executive Director), Geoff Morgan (independent non-executive Director) and Antonluigi Gozzi (executive Director).</p> <p>In respect of the Reporting Period, the number of Audit &amp; Risk Committee meetings and the individual attendances of the members at those meetings are as follows:</p> <table><tr><th>Director</th><th>Number Eligible to Attend</th><th>Number Attended</th></tr><tr><td>Geoff Morgan</td><td>3</td><td>3</td></tr><tr><td>Antonluigi Gozzi</td><td>3</td><td>3</td></tr><tr><td>Adam Zorzi</td><td>3</td><td>3</td></tr></table> <p>Please refer to the Audit &amp; Risk Management Committee Charter and the Risk Management Policy (available via the Company's website, <a href="http://www.livehire.com/investors/governance">www.livehire.com/investors/governance</a>) for further details.</p>	Director	Number Eligible to Attend	Number Attended	Geoff Morgan	3	3	Antonluigi Gozzi	3	3	Adam Zorzi	3	3
Director	Number Eligible to Attend	Number Attended													
Geoff Morgan	3	3													
Antonluigi Gozzi	3	3													
Adam Zorzi	3	3													
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	Yes	<p>In accordance with the Company's Audit &amp; Risk Management Committee Charter, the Audit &amp; Risk Committee is responsible for ensuring that the Company's risk management plan framework is reviewed at least annually.</p> <p>The Company regularly evaluates the effectiveness of its risk management program to ensure that its internal control systems and processes are monitored and updated on an ongoing basis.</p> <p>During the Reporting Period, the Audit &amp; Risk Committee, and the Board, conducted extensive reviews of the Company's risks register and risk reporting framework in order to identify the Company's risks and develop a risk appetite statement for the Company.</p>												



			Please refer to the Audit & Risk Management Committee Charter and the Risk Management Policy (available via the Company's website, <a href="http://www.livehire.com/investors/governance">www.livehire.com/investors/governance</a> ) for further details.
7.3	<p>Companies should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes</p>	Yes	<p>The Company does not have an internal audit function. The Board considers the Audit &amp; Risk Committee and financial control function, in conjunction with its Risk Management Policy, are sufficient processes for evaluating and continually improving the effectiveness of its risk management and internal control processes for a company of its size and complexity.</p> <p>Please refer to the Company's Audit &amp; Risk Management Committee Charter and the Risk Management Policy (available via the Company's website, <a href="http://www.livehire.com/investors/governance">www.livehire.com/investors/governance</a>) for further details.</p>
7.4	Companies should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.	Yes	<p>Currently the Company has no material exposure to any economic, environmental and social sustainability risks to disclose.</p> <p>In accordance with the Audit &amp; Risk Management Committee Charter, the Audit &amp; Risk Committee is responsible for reviewing whether the Company has any material exposure to any economic, environmental and social sustainability risks and, if so, developing strategies to manage such risks.</p> <p>Please refer to the Audit &amp; Risk Management Committee Charter and the Risk Management Policy (available via the Company's website, <a href="http://www.livehire.com/investors/governance">www.livehire.com/investors/governance</a>) for further details.</p>
<b>8</b>	<b>Remunerate fairly and responsibly</b>		
8.1	<p>Companies should:</p> <p>(a) have a remuneration committee which:</p>	Yes	The Company has established a Nomination & Remuneration Committee which is governed by the Remuneration & Nomination Committee Charter.

	<p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>		<p>The Nomination &amp; Remuneration Committee is currently constituted by Adam Zorzi (Chair and independent non-executive Director), Geoff Morgan (independent non-executive Director) and Michael Rennie (independent non-executive Director).</p> <p>In respect of the Reporting Period, the number of Nomination &amp; Remuneration Committee meetings and the individual attendances of the members at those meetings are as follows:</p> <table><tr><th>Director</th><th>Number Eligible to Attend</th><th>Number Attended</th></tr><tr><td>Geoff Morgan</td><td>2</td><td>2</td></tr><tr><td>Michael Rennie*</td><td>1</td><td>1</td></tr><tr><td>Adam Zorzi</td><td>2</td><td>2</td></tr><tr><td>Christy Forest†*</td><td>1</td><td>0</td></tr></table> <p>* The Company notes that Michael Rennie was appointed as a member of the Nomination &amp; Remuneration Committee on 18 October 2018 and Christy Forest ceased being a member at that time.</p> <p>Please refer to Remuneration Policy and the Remuneration &amp; Nomination Committee Charter (available via the Company's website, <a href="http://www.livehire.com/investors/governance">www.livehire.com/investors/governance</a>) for further details.</p>	Director	Number Eligible to Attend	Number Attended	Geoff Morgan	2	2	Michael Rennie*	1	1	Adam Zorzi	2	2	Christy Forest†*	1	0
Director	Number Eligible to Attend	Number Attended																
Geoff Morgan	2	2																
Michael Rennie*	1	1																
Adam Zorzi	2	2																
Christy Forest†*	1	0																
8.2	Companies should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	Yes	The Company's Remuneration Policy and Remuneration & Nomination Committee Charter discloses its policies and practices regarding the remuneration of non-executive Directors and the remuneration of executive Directors and other senior executives.															

			Please see the Remuneration Policy and Remuneration & Nomination Committee Charter (available via the Company's website, <a href="http://www.livehire.com/investors/governance">www.livehire.com/investors/governance</a> ) for further details.
8.3	<p>A company which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	Yes	<p>The Company has adopted an Employee Incentive Plan (<b>EIP</b>) to reward, retain and attract certain employees, consultants and directors of the Company (<b>Participants</b>).</p> <p>The Company's Security Trading Policy prohibits Participants from entering into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the EIP.</p> <p>Please see the Securities Trading Policy (available via the Company's website, <a href="http://www.livehire.com/investors/governance">www.livehire.com/investors/governance</a>) for further details.</p>

**ANNEXURE A:**  
**BOARD SKILLS MATRIX**

This Board skills matrix details the collective skills, knowledge, experience, personal attributes and other criteria the Board of Directors of LiveHire Limited (LVH) currently believe are required for the good governance of LVH. The Board will assess all future candidates for Board positions, and the performance of its current members, against these criteria in accordance with the ASX Corporate Governance Principles and Recommendations.

<b>Skill, Experience or Attribute</b>
<i>Operational, Technical and Industry Skills</i>
1. Industry Experience
2. Knowledge of Sector
3. Profile/Reputation
4. Information Technology
5. Markets Recognition and Influence
6. Public Relations and Marketing
<i>Compliance and Governance Skills</i>
1. Accounting and Finance
2. Legal and Risk
3. Leadership
4. Compliance and Corporate Governance
5. Director Experience
<i>Personal Attributes</i>
1. Innovative and Strategic
2. Common Sense and Sound Judgment
3. Professionalism, Ethics and Integrity
4. Team player/collaborative
5. Commitment to excellence
6. Honest and constructively critical
<i>Diversity</i>
1. Gender Diversity
2. Age Diversity

*NB: The Chairperson should also have the personal attributes to effectively undertake usual Chairperson functions such as: chairing Board meetings; developing a constructive relationship with the CEO; successfully managing Board succession planning and Board performance; and representing/being a spokesperson for the company.*