

ASX: LVH MARKET RELEASE

Completion of Cancellation of Employee Loan Back Shares

26 February 2021 | Melbourne, Victoria

Further to the announcement released on 11 February 2021, LiveHire Limited (ASX: LVH) ("LiveHire" or the "Company") advises that, in accordance with the Company's employee incentive plan ("EIP"), on 25 February 2021 it completed the cancellation of 6,056,891 ordinary shares which were subject to loan-back arrangements under the EIP ("Loan Back Shares"). The total share capital of the Company was reduced to 294,052,098 ordinary shares upon completion of the cancellation of Loan Back Shares.

Further details are set out in the enclosed Appendices 3E and 3F, and ASIC Form 484. Appendices 3Y in respect of the changes to the interests of Executive Directors are also enclosed.

The consideration offered for the Loan Back Shares was the forgiveness of the outstanding loans to the Company in respect of the relevant market price or issue price (as applicable) of the Loan Back Shares. Accordingly, no cash was paid by the Company for the Loan Back Shares and there is no impact on the Company's cash position as a result of the cancellation.

For more information:

Michael Rennie, Chair and Executive Director

investors@livehire.com

Subscribe to LiveHire's newsletter at: <http://eepurl.com/b2EMFL>

www.livehire.com/investor

The Board of LiveHire Limited authorised the release of this announcement to the ASX.

About LiveHire

LiveHire is an award-winning talent acquisition & engagement platform that revolutionises the candidate experience and enables businesses to thrive with talent on demand. Our Talent Acquisition & Engagement platform delivers a proactive sourcing and talent mobility solution called Live Talent Communities. The platform makes managing the flow of talent into and through businesses seamless, delivering value through detailed visibility of talent, shifting recruitment from reactive to proactive, improving fit, reducing time and cost to hire, with an unrivalled candidate experience.

Founded in 2011, LiveHire is an Australian company headquartered in Melbourne, with offices also in Sydney and Perth.

www.livehire.com

Appendix 3E

Daily share buy-back notice (*except* minimum holding buy-back and selective buy-back)

Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/9/99. Origin: rule 3.6, Appendix 7C. Amended 30/9/2001, 11/01/10

| | |
|------------------|-------------|
| Name of entity | ABN/ARSN |
| LiveHire Limited | 153 266 605 |

We (the entity) give ASX the following information.

Information about buy-back

| | | |
|---|-----------------------------------|--------------------------------|
| 1 | Type of buy-back | Employee Share Scheme Buy Back |
| 2 | Date Appendix 3C was given to ASX | 11 February 2021 |

Total of all shares/units bought back, or in relation to which acceptances have been received, before, and on, previous day

| | Before previous day | Previous day |
|---|--|----------------------------------|
| 3 | Number of shares/units bought back or if buy-back is an equal access scheme, in relation to which acceptances have been received | NIL 6,056,891 ordinary shares |

+ See chapter 19 for defined terms.

Appendix 3E

Daily share buy-back notice

| | | | |
|---|--|-----|---|
| 4 | Total consideration paid or payable for the shares/units | NIL | Nil – Consideration is the extinguishment of loans totalling \$1,574,683.98 originally advanced by the Company to the executive directors and former employees of the Company under the employee incentive plan which are equivalent to the issue price or market price (as applicable) of the shares bought back. No cash is payable by the Company for the buyback. |
|---|--|-----|---|

Before previous day

Previous day

| | | | |
|---|--------------------------------------|--|--|
| 5 | If buy-back is an on-market buy-back | <p>highest price paid: N/A date: N/A</p> <p>lowest price paid: N/A date: N/A</p> | <p>highest price paid: N/A</p> <p>lowest price paid: N/A</p> <p>highest price allowed under rule 7.33: N/A</p> |
|---|--------------------------------------|--|--|

Participation by directors

6 Deleted 30/9/2001.

How many shares/units may still be bought back?

7 If the company/trust has disclosed an intention to buy back a maximum number of shares/units – the remaining number of shares/units to be bought back

NIL

Compliance statement

+ See chapter 19 for defined terms.

1. The company is in compliance with all Corporations Act requirements relevant to this buy-back.

or, for trusts only:

1. The trust is in compliance with all requirements of the Corporations Act as modified by Class Order 07/422, and of the trust's constitution, relevant to this buy-back.
2. There is no information that the listing rules require to be disclosed that has not already been disclosed, or is not contained in, or attached to, this form.

Sign here: Date: 26 February 2021
Company secretary

Print name: **Charly Duffy**
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+ See chapter 19 for defined terms.

Appendix 3F

Final share buy-back notice (except minimum holding buy-back)

Introduced 1/9/99. Origin: Appendices 7D and 7E. Amended 30/9/2001, 11/01/10

Information and documents given to ASX become ASX's property and may be made public.

| Name of entity | ABN/ARSN |
|------------------|-------------|
| LiveHire Limited | 153 266 605 |

We (the entity) give ASX the following information.

Description of buy-back

| | | |
|---|------------------|--------------------------------|
| 1 | Type of buy-back | Employee Share Scheme Buy Back |
|---|------------------|--------------------------------|

Details of all shares/units bought back

| | | |
|---|--|---|
| 2 | Number of shares/units bought back | 6,056,891 ordinary shares |
| 3 | Total consideration paid or payable for the shares/units | Nil – Consideration is the extinguishment of loans totalling \$1,574,683.98 originally advanced by the Company to the executive directors and former employees of the Company under the employee incentive plan which are equivalent to the issue price or market price (as applicable) of the shares bought back. No cash is payable by the Company for the buyback. |
| 4 | If buy-back is an on-market buy-back - highest and lowest price paid | highest price: N/A date: N/A lowest price: N/A date: N/A |

+ See chapter 19 for defined terms.

Compliance statement

1. The company is in compliance with all Corporations Act requirements relevant to this buy-back.

or, for trusts only:

1. The trust is in compliance with all requirements of the Corporations Act as modified by Class Order 07/422, and of the trust's constitution, relevant to this buy-back.
2. There is no information that the listing rules require to be disclosed that has not already been disclosed, or is not contained in, or attached to, this form.

Sign here: Date: 26 February 2021
Company secretary

Print name: **Charly Duffy**

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Appendix 3Y

Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available.
Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/09/01 Amended 01/01/11

| | |
|-----------------------|------------------|
| Name of entity | LiveHire Limited |
| ABN | 59 153 266 605 |

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

| | |
|----------------------------|------------------|
| Name of Director | Antonluigi Gozzi |
| Date of last notice | 11 February 2021 |

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

| | |
|--|---|
| Direct or indirect interest | Direct |
| Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest. | N/A |
| Date of change | 25 February 2021 |
| No. of securities held prior to change Antonluigi Gozzi Endeavour Voyager Pty Ltd <Voyager Trust A/C> | 1,900,000 loan back shares 562,500 Performance Rights (subject to performance-based vesting criteria) 22,980,780 fully paid ordinary shares |

+ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

| | |
|--|---|
| Class | Fully paid ordinary shares subject to a loan arrangement issued under the Company's employee incentive plan (Loan Back Shares) |
| Number acquired | Nil |
| Number disposed | 1,500,000 |
| Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small> | N/A |
| No. of securities held after change Antonluigi Gozzi Endeavour Voyager Pty Ltd <Voyager Trust A/C> | 400,000 loan back shares 562,500 Performance Rights (subject to performance-based vesting criteria) 22,980,780 fully paid ordinary shares |
| Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small> | Cashless buy back of Loan Back Shares |

+ See chapter 19 for defined terms.

Part 2 – Change of director’s interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of “notifiable interest of a director” should be disclosed in this part.

| | |
|---|-----|
| Detail of contract | N/A |
| Nature of interest | |
| Name of registered holder (if issued securities) | |
| Date of change | |
| No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small> | |
| Interest acquired | |
| Interest disposed | |
| Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small> | |
| Interest after change | |

Part 3 – ⁺Closed period

| | |
|---|----|
| Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required? | NO |
| If so, was prior written clearance provided to allow the trade to proceed during this period? | |
| If prior written clearance was provided, on what date was this provided? | |

⁺ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available.
Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/09/01 Amended 01/01/11

| | |
|-----------------------|-------------------------|
| Name of entity | LiveHire Limited |
| ABN | 59 153 266 605 |

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

| | |
|----------------------------|--------------------|
| Name of Director | Christy Lyn Forest |
| Date of last notice | 11 February 2021 |

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

| | |
|--|--|
| Direct or indirect interest | Direct |
| Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest. | N/A |
| Date of change | 25 February 2021 |
| No. of securities held prior to change Christy Lyn Forest | 2,242,190 fully paid ordinary shares 2,000,000 loan back shares 2,925,000 Options exercisable at \$0.32 on or before 11 February 2026 (subject to performance-based vesting criteria) 171,875 Service Rights (subject to time-based vesting criteria) |

+ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

| | |
|--|--|
| Class | Fully paid ordinary shares subject to a loan arrangement issued under the Company's employee incentive plan (Loan Back Shares) |
| Number acquired | Nil |
| Number disposed | 1,500,000 |
| Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small> | N/A |
| No. of securities held after change Christy Lyn Forest | 2,242,190 fully paid ordinary shares 500,000 Loan Back Shares 2,925,000 Options exercisable at \$0.32 on or before 11 February 2026 (subject to performance-based vesting criteria) 171,875 Service Rights (subject to time-based vesting criteria) |
| Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small> | Cashless buy back of Loan Back Shares |

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

| | |
|---|-----|
| Detail of contract | N/A |
| Nature of interest | |
| Name of registered holder (if issued securities) | |
| Date of change | |
| No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small> | |
| Interest acquired | |
| Interest disposed | |
| Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small> | |

+ See chapter 19 for defined terms.

| | |
|-----------------------|--|
| Interest after change | |
|-----------------------|--|

Part 3 – ⁺Closed period

| | |
|---|----|
| Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required? | NO |
| If so, was prior written clearance provided to allow the trade to proceed during this period? | |
| If prior written clearance was provided, on what date was this provided? | |

⁺ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available.
Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/09/01 Amended 01/01/11

| | |
|-----------------------|------------------|
| Name of entity | LiveHire Limited |
| ABN | 59 153 266 605 |

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

| | |
|----------------------------|------------------|
| Name of Director | Michael Rennie |
| Date of last notice | 11 February 2021 |

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

| | |
|--|------------------|
| Direct or indirect interest | Direct |
| Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest. | N/A |
| Date of change | 25 February 2021 |

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

| | |
|--|---|
| No. of securities held prior to change Michael Rennie | 2,378,948 fully paid ordinary shares 2,250,000 loan back shares 1,500,000 Options exercisable at \$0.60 on or before 11 December 2023 731,250 Performance Rights (subject to performance-based vesting criteria) 96,094 Service Rights (subject to time-based vesting criteria) |
| Class | Fully paid ordinary shares subject to a loan arrangement issued under the Company's employee incentive plan (Loan Back Shares) |
| Number acquired | Nil |
| Number disposed | 2,250,000 |
| Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small> | N/A |
| No. of securities held after change Michael Rennie | 2,378,948 fully paid ordinary shares 1,500,000 Options exercisable at \$0.60 on or before 11 December 2023 731,250 Performance Rights (subject to performance-based vesting criteria) 96,094 Service Rights (subject to time-based vesting criteria) |
| Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small> | Cashless buy back of Loan Back Shares |

+ See chapter 19 for defined terms.

Part 2 – Change of director’s interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of “notifiable interest of a director” should be disclosed in this part.

| | |
|---|-----|
| Detail of contract | N/A |
| Nature of interest | |
| Name of registered holder (if issued securities) | |
| Date of change | |
| No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small> | |
| Interest acquired | |
| Interest disposed | |
| Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small> | |
| Interest after change | |

Part 3 – ⁺Closed period

| | |
|---|----|
| Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required? | NO |
| If so, was prior written clearance provided to allow the trade to proceed during this period? | |
| If prior written clearance was provided, on what date was this provided? | |

⁺ See chapter 19 for defined terms.

Change to company details

Sections A, B or C may be lodged independently with this signed cover page to notify ASIC of:

A1 Change of address
A2 Change of name - officeholders or proprietary
company members
A3 Change - ultimate holding company

B1 Cease company officeholder
B2 Appoint company officeholder
B3 Special purpose company

C1 Cancellation of shares
C2 Issue of shares
C3 Change to share structure
C4 Changes to the register of members for proprietary
companies

All mandatory fields will be identified with an *.

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) and submit as part of this lodgement

Company details

Refer to guide for information about
corporate key

Company name *

LiveHire Limited

ACN/ABN *

153 266 605

Corporate key *

59876542

Lodgement details

Who should ASIC contact if there is a query about this form?

Firm/organisation

LiveHire Limited

Contact name/position description

Charly Stephens, Company Secretary

ASIC registered agent number (if applicable)

Telephone number

03 9614 2444

Postal or DX address

PO Box 623, Collins Street West, VIC 8007

Total number of pages including this cover sheet

4

Signature

This form must be signed by a current officeholder of the company.

I certify that the information in this cover sheet and the attached sections of this form are true and complete.
Name *

Charly Stephens

Capacity *

☐ Director

☒ Company secretary

Signature



Date signed

~~(current date/time)~~ 25/2/21 (dd/mm/yyyy)

This form must be
SIGNED and
DATED by a current
officeholder after it is
PRINTED

Lodgement

Send completed and signed forms to:
Australian Securities and Investments Commission,
PO Box 4000, Gippsland Mail Centre VIC 3841.

Or lodge the form electronically by visiting the ASIC website
www.asic.gov.au

For help or more information

Telephone 1300 300 630

Email [Click here to send ASIC an email.](#)

Web www.asic.gov.au

Change Notification Page

Please notify the changes you wish to make by selecting at least one of the tick boxes available below. Your tickbox selections will generate the appropriate section(s) which will appear after this page.

- A1 ☐ Change of address
- A2 ☐ Change a name for officeholder or proprietary company members
- A3 ☐ Change of ultimate holding company details
- B1 ☐ Cease an officeholder
- B2 ☐ Appoint an officeholder
- B3 ☐ Change to special purpose company status

Click on the button below if you need assistance in making your selection

Form 484 Guide

Once you have made all your selections, scroll down to complete the required sections

To notify ASIC of changes to the shares and/or members register, select the appropriate tickbox below.

Please wait until the table displays showing the appropriate sections that you should complete.

| | C1 - Cancellation of shares | C2 - Issue of shares | C3 - Change to share structure table | C4 - Change to members register |
|--|-----------------------------|----------------------|--------------------------------------|---------------------------------|
| C <input type="checkbox"/> Issue of shares C <input checked="" type="checkbox"/> Cancellation of shares <ul style="list-style-type: none"> <input type="checkbox"/> Proprietary company <input checked="" type="checkbox"/> Public company <ul style="list-style-type: none"> <input type="checkbox"/> if in response to the Annual company statement <input checked="" type="checkbox"/> if not in response to the Annual company statement | ✓ | Not required | ✓ Preferred | Not required |

- C ☐ Transfer of shares
- C ☐ Changes to amounts paid
- C ☐ Changes to beneficial ownership

Once you have made all your selections, scroll down to complete the required sections

To notify ASIC about a division or conversion of a class of shares, you must lodge a form 211 within 28 days after the change occurring.

To notify ASIC about a conversion of shares into larger or smaller numbers, you must lodge a form 2205B within 28 days after the change occurring.

C1 Cancellation of shares

Reason for cancellation

Please indicate the reason that shares have been cancelled (select one or more boxes)

- ☐ Redeemable preference shares -- S.254J
- ☐ Capital reduction -- S.256A -- S.256E
- ☒ Share buy-back -- ss.257H(3)
- ☐ Minimum holding buy-back by listed company
- ☒ Other buy-back type. A form 280 or 281 must be lodged at least 14 days, and no more than 1 year before the share buy-back can take place.
- ☐ Forfeited shares -- S.258D
- ☐ Shares returned to a public company -- ss.258E(2) & (3)
- ☐ Other

Details of cancelled shares

List the details of shares cancelled in the following table

Share class code Number of shares cancelled Amount paid (cash or otherwise)

| | | |
|-----|---------|------------|
| ORD | 6056891 | 1574683.98 |
|-----|---------|------------|

Earliest date of change

Please indicate the earliest date that any of the above changes occurred *

25/02/2021 (dd/mm/yyyy)

C3 Change to share structure

Where a change to the share structure table has occurred (eg. as a result of the issue or cancellation of shares), please show the updated details for the share classes affected. Details of share classes not affected by the change are not required here.

| Share class code | Full title if not standard | Total number of shares (current after changes) | Total amount paid on these shares | Total amount unpaid on these shares |
|------------------|----------------------------|--|-----------------------------------|-------------------------------------|
| ORD | | 294052098 | 72205522.24 | 0 |

Earliest date of change

Please indicate the earliest date that any of the above changes occurred *

(dd/mm/yyyy)

Lodgement details

Is this document being lodged to update the Annual Company Statement that was sent to you?

☐ Yes

☒ No
