

ASX: LVH MARKET RELEASE

16 August 2022

Entitlement Offer now open and despatch of Offer Booklet

On 8 August 2022, LiveHire Ltd (ASX:LVH) (**LiveHire** or the **Company**) announced a fully underwritten non-renounceable pro rata entitlement offer of fully paid ordinary shares in the Company ("**New Shares**") to raise approximately \$10,080,000 (before costs of the offer) ("**Entitlement Offer**"). The Entitlement Offer will complete on or about 1 September 2022.

Details of how an eligible shareholder can apply for New Shares under the Entitlement Offer are set out in the offer document relating to the Entitlement Offer ("**Offer Booklet**"), and the eligible shareholder's personalised Entitlement and Acceptance Form. The Offer Booklet was lodged with ASX and will be despatched by post to eligible shareholders today, 16 August 2022. Unless extended, the Entitlement Offer closes at 5.00pm (AEST) on 25 August 2022.

Only eligible shareholders holding shares at 7.00pm (AEST) on the record date of 11 August 2022 may participate in the Entitlement Offer. A notification to those shareholders ineligible to participate in the Entitlement Offer will be sent today. A copy of the notice to ineligible shareholders is attached.

Ends

Authorised for release to ASX by the Board of LiveHire Ltd.

For more information:

Christy Forest – CEO and Executive Director

investors@livehire.com

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www.livehire.com/investor

About LiveHire

LiveHire is an award-winning¹, market-leading recruitment, talent mobility and direct sourcing platform. It revolutionises the candidate experience and enables businesses and curation partners to thrive with talent on demand. The platform makes managing the flow of talent into and through businesses seamless, delivering value through detailed visibility of talent, shifting both permanent and contingent 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, Perth and Miami.

Disclaimer

References to currency are expressed in Australian dollars. All amounts provided in this announcement are unaudited. Nothing contained in this announcement constitutes investment, legal, tax or other advice. You should seek appropriate advice before making investment decisions.

This announcement contains "forward-looking statements." These can be identified by words such as "may", "should", "anticipate", "believe", "intend", "estimate", and "expect". Statements which are not based on historic or current facts may be forward-looking statements. Forward-looking statements are based on:

- assumptions regarding the Company's financial position, business strategies, plans and objectives of management for future operations and development and the environment in which the Company will operate; and
- current views, expectations and beliefs as at the date they are expressed and which are subject to various risks and uncertainties.

Actual results, performance or achievements of the Company could be materially different from those expressed in, or implied by, these forward-looking statements. The forward-looking statements contained within the presentations are not guarantees or assurances of future performance and involve known and unknown risks, uncertainties and other factors, many of which are beyond the control of the Company, which may cause the actual results, performance or achievements of the Company to differ materially from those expressed or implied by forward-looking statements. For example, the factors that are likely to affect the results of the Company include general economic conditions in Australia and globally; exchange rates; competition in the markets in which the Company does and will operate; weather and climate conditions; and the inherent regulatory risks in the businesses of the Company. The forward-looking statements contained in this announcement should not be taken as implying that the assumptions on which the projections have been prepared are correct or exhaustive. The Company disclaims any responsibility for the accuracy or completeness of any forward-looking statement. The Company disclaims any responsibility to update or revise any forward-looking statements to reflect any change in the Company's financial condition, status or affairs or any change in the events, conditions or circumstances on which a statement is based, except as required by law. The projections or forecasts included in this presentation have not been audited, examined or otherwise reviewed by the independent auditors of the Company. You must not place undue reliance on these forward-looking statements.

¹ https://drivenxdesign.com/SYD17/winners_list.asp

16 August 2022

ENTITLEMENT OFFER – LETTER TO INELIGIBLE SHAREHOLDERS

Dear Shareholder

On 8 August 2022 LiveHire Ltd (ASX:LVH) ("**LiveHire**" or the "**Company**") announced that it is conducting a fully underwritten non-renounceable pro rata entitlement offer ("**Entitlement Offer**") to eligible shareholders to subscribe for 1 new fully paid ordinary share in LiveHire ("**New Share**") for every 7 existing fully paid ordinary shares in LiveHire ("**Shares**") held as at 7.00pm (AEST) on 11 August 2022 to raise up to approximately \$10,080,000 at a price of \$0.24 per New Share ("**Offer Price**").

The proceeds of the Entitlement Offer will be used on the expansion of US operations due to TAPFIN's accelerated adoption of direct sourcing, expansion into the European direct sourcing market, and working capital coverage. Further information on the use of funds raised can be found in the Investor Presentation released to ASX on 8 August 2022.

Existing Shareholders, Shorebrook Pty Ltd and RAC & JD Brice Superannuation Pty Ltd ATF The Brice Superannuation Fund, have agreed to underwrite the Entitlement Offer.

This notice is to inform you about the Entitlement Offer and to explain why you will not be able to subscribe for New Shares under the Entitlement Offer. This letter is not an offer to issue entitlements or New Shares to you, nor an invitation for you to apply for entitlements or New Shares. **You are not required to do anything in response to this letter but there may be financial implications for you as a result of the Entitlement Offer of which you should be aware.**

The Entitlement Offer is being made without a prospectus or product disclosure document in accordance with section 708AA of the *Corporations Act 2001* (Cth) as modified by the *Australian Securities and Investments Commission (ASIC) Legislative Instrument (Non-Traditional Rights Issues) 2016/84* ("**Corporations Act**"). The Company has today lodged an offer booklet with the ASX which sets out further details in respect of the Entitlement Offer ("**Offer Booklet**").

Eligibility criteria

The Company has determined, pursuant to section 9A(3) of the Corporations Act and ASX Listing Rule 7.7.1(a), that it would be unreasonable to make offers to LiveHire securityholders in certain countries in connection with the Entitlement Offer. This is because of the small number of LiveHire securityholders in each of those countries, the number and value of New Shares those LiveHire securityholders would be entitled to be offered under the Entitlement Offer, and the cost of complying with the applicable laws and regulations of, and the requirements of any regulatory authority in, those countries.

Accordingly, in accordance with section 9A(3) of the Corporations Act and ASX Listing Rule 7.7.1(b), LiveHire Ltd wishes to inform you that it will not be extending the Entitlement Offer to you. The Company will not be sending a copy of the Offer Booklet to you and you will not be able to subscribe for New Shares under the Entitlement Offer.

Eligible Shareholders are those persons who:

- are registered as holders of existing Securities as at 7.00pm (AEST) on 11 August 2022 ("**Record Date**"); and
- as at the Record Date, have a registered address in:
 - Australia or New Zealand; or
 - if the Shareholder is a Professional Investor¹, Hong Kong; and

¹ Professional Investor means an investor who is a resident of, or which is incorporated under the laws of, Hong Kong that is a "professional investor" (as defined in the Securities and Futures Ordinance of Hong Kong, Chapter 571 of the Laws of Hong Kong) and

- are not in the United States and are not acting for the account or benefit of a person in the United States (to the extent that such securityholders hold securities for the account or benefit of such person); and
- are eligible under all applicable securities laws to receive an offer under the Entitlement Offer without any requirement for a prospectus or offer document to be lodged or registered.

Securityholders who are not Eligible Shareholders are ineligible securityholders and are consequently unable to participate in the Entitlement Offer.

Non-renounceable offer

The Entitlement Offer is non-renounceable. Entitlements in respect of New Shares you would have been entitled to if you were an Eligible Shareholder will lapse and you will not receive any payment or value for entitlements in respect of any New Shares that would have been offered to you if you were an Eligible Shareholder.

Any New Shares not applied for by Eligible Shareholders under the Entitlement Offer will form the Shortfall Shares. There is no facility under the Entitlement Offer pursuant to which Shareholders can apply for Shortfall Shares. The Shortfall Shares will be issued to the Underwriters (or sub-underwriters, as applicable) and otherwise dealt with in accordance with the Underwriting Agreement. All Shortfall Shares shall be issued on the same terms as New Shares being offered under the Entitlement Offer (including the Offer Price).

Further details in respect of the Entitlement Offer (including details of eligibility) can be found on the announcements platform of ASX (<https://www2.asx.com.au/markets/company/lvh>).

Further information

If you have any queries regarding the Entitlement Offer, please contact your professional adviser, or Automic Pty Ltd on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) or at corporate.actions@automic.com.au at any time from 8.30am (Sydney time) to 7.00pm (Sydney Time) Monday to Friday, during the Offer Period. For other questions, you should consult your stockbroker, solicitor, accountant, financial adviser or other professional adviser.

On behalf of LiveHire Ltd, we thank you for your continued support.

Yours sincerely,

Charly Duffy
Company Secretary

This letter does not, and is not intended to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this letter. No action has been taken to register or qualify the Entitlement Offer or the New Shares, or otherwise permit the offering of New Shares, in any jurisdiction other than Australia. The New Shares have not been, and will not be, registered under the US Securities Act of 1933 ("US Securities Act") or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Shares may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws. In particular, the New Shares will only be offered and sold outside the United States in "offshore transactions", as defined and in compliance with Regulation S under the US Securities Act.

has executed and delivered to the Company an investor certificate confirming such status (the form of such investor certificate is available from the Company Secretary of the Company).

ABN 59 153 266 6052

Address: Level 5, Safe Deposit Building, 90 Queen Street, Melbourne, Victoria 3000

Website: www.livehire.com