

**LIVEHIRE LIMITED**  
**ACN 153 266 605**  
**CORPORATE GOVERNANCE STATEMENT**



This Corporate Governance Statement sets out the Company's current compliance with the fourth edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (4<sup>th</sup> Ed.) (**Principles and Recommendations**) in respect of the reporting period ended 30 June 2024 (**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 <https://investorhub.livehire.com/governance>.

| PRINCIPLES AND RECOMMENDATIONS |   | COMPLY<br>(Yes/No) | EXPLANATION   |
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| <b>1.</b>                      | <b>Lay solid foundations for management and oversight</b>   |                    |   |
| 1.1                            | Companies should have and disclose a board charter setting out:<br>(a) the respective roles and responsibilities of its board and management; and<br>(b) those matters expressly reserved to the board and those delegated to management.   | Yes                | The Company has adopted a Board Charter that sets out the specific roles and responsibilities of the Board, the Chair and management and includes a description of those matters expressly reserved to the Board and those delegated to management.<br><br>Please refer to the Board Charter (available via the Company's website, <a href="https://investorhub.livehire.com/governance">https://investorhub.livehire.com/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:<br>(a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and<br>(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 Nomination & Remuneration Committee Charter delegates responsibility to the Nomination & Remuneration Committee to:<br><ul style="list-style-type: none"> <li>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</li> <li>undertake appropriate checks before appointing a director or senior executive or putting forward to shareholders a new candidate for election as a director.</li> </ul> The Nomination & Remuneration Committee is also responsible for ensuring that the Company provides its security holders with |

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|     |   |           | <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 Nomination &amp; Remuneration Committee Charter (available via the Company's website, <a href="https://investorhub.livehire.com/governance">https://investorhub.livehire.com/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 Chair 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="https://investorhub.livehire.com/governance">https://investorhub.livehire.com/governance</a>) for further details.</p>   |
| 1.5 | <p>Companies should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally;</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</p> | Partially | <p>The Company has developed a Diversity and Inclusion 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 diversity amongst its personnel, including diversity in backgrounds and ethnicity, qualifications and experiences, and sexual orientation and identification, 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>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 and Inclusion Policy are sufficient for the</p> |

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|     | <p>(B) 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>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 at the end of the Reporting Period and discloses the following proportions of men and women:</p> <ul style="list-style-type: none"> <li>• whole organisation: 26 men and 14 women;</li> <li>• senior executive positions: 3 men and 2 women;</li> <li>• Board: 3 men and 2 women*.</li> </ul> <p>* Including the Company Secretary.</p> <p>The Board considers ‘senior executives’ to be C-level or equivalent roles which report to the Chief Executive Officer.</p> <p>Please refer to the Diversity and Inclusion Policy (available via the Company’s website, <a href="https://investorhub.livehire.com/governance">https://investorhub.livehire.com/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 for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p> | Yes | <p>The Board, with the advice and assistance of the Nomination &amp; Remuneration Committee, is required to evaluate its performance and effectiveness, and the performance of the Board’s committees and individual Directors regularly. The Nomination &amp; Remuneration Committee is responsible critically reviewing the skills, performance, and effectiveness of the Board, its committees, and its individual members annually.</p> <p>The Nomination &amp; Remuneration Committee and the Audit &amp; Risk Committee may also self-evaluate the respective committee’s performance and effectiveness, and the performance of its members, regularly or as required by the Board.</p> <p>During the Reporting Period, the Board, undertook a Board performance evaluation. In addition, the Board and each Committee also continuously evaluated its performance and processes, including evaluating the process, content and conduct of each Board and Committee meeting as a standing agenda item.</p> |

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|           |  |     | Please refer to the Nomination & Remuneration Committee Charter, the Audit & Risk Committee Charter, and the Board Charter (available via the Company's website, <a href="https://investorhub.livehire.com/governance">https://investorhub.livehire.com/governance</a> ) for further details.   |
| 1.7       | <p>Companies should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that reporting period.</p>  | Yes | <p>With the advice and assistance of the Nomination &amp; Remuneration Committee, the Board is responsible for evaluating the performance of the senior executives and employ such discretionary evaluation techniques as appropriate during each evaluation period.</p> <p>During the Reporting Period, senior executives undertook a self-evaluation and manager evaluation.</p> <p>Please refer to the Nomination &amp; Remuneration Committee Charter and the Board Charter (available via the Company's website, <a href="https://investorhub.livehire.com/governance">https://investorhub.livehire.com/governance</a>) for further details.</p>   |
| <b>2.</b> | <b>Structure the board to be effective and add value</b>   |     |   |
| 2.1       | <p>The board should:</p> <p>(a) have a nomination committee which:</p> <ol style="list-style-type: none"> <li>(1) has at least three members, a majority of whom are independent directors; and</li> <li>(2) is chaired by an independent director, and disclose:</li> <li>(3) the charter of the committee;</li> <li>(4) the members of the committee; and</li> <li>(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</li> </ol> <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</p> | No  | <p>Since 2016, the Board has maintained a Nomination &amp; Remuneration Committee and adopted the Nomination &amp; Remuneration Committee Charter. Upon Michael Rennie's resignation on 28 November 2023, the Board comprised only three Directors. Accordingly, since 28 November 2023, the Board has assumed the responsibilities of the Nomination &amp; Remuneration Committee under the Nomination &amp; Remuneration Committee Charter.</p> <p>The Board does not believe that it is of a size or complexity that justifies the cost of a separately constituted remuneration committee. The Board believes that it is able to effectively discharge the responsibilities of the Nomination &amp; Remuneration Committee under the Nomination &amp; Remuneration Committee Charter and Remuneration Policy.</p> <p>The Board meets periodically to discuss matters captured under the terms of reference of the Nomination &amp; Remuneration Committee Charter, including board succession issues and ensuring that the board has the appropriate balance of skills,</p> |

|                             | board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.         |                 | <p>knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p> <p>In respect of the Reporting Period, the number of dedicated 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>Andrew Rutherford</td><td>1</td><td>1</td></tr><tr><td>Cris Buningham</td><td>1</td><td>1</td></tr><tr><td>Christy Forest</td><td>0</td><td>0</td></tr><tr><td>Michael Rennie<sup>1</sup></td><td>1</td><td>1</td></tr><tr><td>Henry Ludski</td><td>0</td><td>0</td></tr></table> <p><sup>1</sup> Michael Rennie resigned as a director of the Board and member of the Nomination &amp; Remuneration Committee effective 28 November 2023.</p> <p>Please refer to Remuneration Policy and the Nomination &amp; Remuneration Committee Charter (available via the Company's website, <a href="https://investorhub.livehire.com/governance">https://investorhub.livehire.com/governance</a>) for further details.</p> | Director | Number Eligible to Attend | Number Attended | Andrew Rutherford | 1 | 1 | Cris Buningham | 1 | 1 | Christy Forest | 0 | 0 | Michael Rennie <sup>1</sup> | 1 | 1 | Henry Ludski | 0 | 0 |
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| Director                    | Number Eligible to Attend   | Number Attended |  |          |                           |                 |                   |   |   |                |   |   |                |   |   |                             |   |   |              |   |   |
| Andrew Rutherford           | 1   | 1               |  |          |                           |                 |                   |   |   |                |   |   |                |   |   |                             |   |   |              |   |   |
| Cris Buningham              | 1   | 1               |  |          |                           |                 |                   |   |   |                |   |   |                |   |   |                             |   |   |              |   |   |
| Christy Forest              | 0   | 0               |  |          |                           |                 |                   |   |   |                |   |   |                |   |   |                             |   |   |              |   |   |
| Michael Rennie <sup>1</sup> | 1   | 1               |  |          |                           |                 |                   |   |   |                |   |   |                |   |   |                             |   |   |              |   |   |
| Henry Ludski                | 0   | 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 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 Nomination &amp; Remuneration Committee Charter (available via the Company's</p>   |          |                           |                 |                   |   |   |                |   |   |                |   |   |                             |   |   |              |   |   |

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|     |  |     | website, <a href="https://investorhub.livehire.com/governance">https://investorhub.livehire.com/governance</a> ) for further details.   |
| 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 or relationship of the type described in Box 2.3 of the Principles and Recommendations but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position 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 four Directors, three of whom are considered to be independent Directors – Cris Buningh, Henry Ludski and Andrew Rutherford.</p> <p>The Board considers that each of Cris Buningh, Henry Ludski and Andrew Rutherford do not have any interest, position, association or relationship of the type described in Box 2.3 of the Principles and Recommendations.</p> <p>The length of service for each Director is as follows:</p> <ul style="list-style-type: none"> <li>• Andrew Rutherford (Chair and Independent Non-Executive Director) – appointed 24 October 2022;</li> <li>• Henry Ludski (Independent Non-Executive Director) – appointed 3 April 2024;</li> <li>• Christy Forest (Executive Director) – appointed 1 September 2017; and</li> <li>• Cris Buningh (Independent Non-Executive Director) – appointed 11 March 2022.</li> </ul> |
| 2.4 | A majority of the board should be independent directors.   | Yes | Three of the four Directors of the Company are considered to be independent, Non-Executive Directors: Cris Buningh, Henry Ludski and Andrew Rutherford.   |
| 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 | Andrew Rutherford, the Chair of the Board, is an Independent Non-Executive Director. He is not the same person as the CEO of the Company.   |
| 2.6 | Companies should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to 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:</p> <ul style="list-style-type: none"> <li>• 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; and</li> </ul>  |

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|          |   |     | <ul style="list-style-type: none"> <li>periodically reviewing the need for existing directors to undertake further professional development to maintain the skills and knowledge needed to perform their role effectively.</li> </ul> <p>Please refer to the Company's Nomination &amp; Remuneration Committee Charter (available via the Company's website, <a href="https://investorhub.livehire.com/governance">https://investorhub.livehire.com/governance</a>) for further details.</p>   |
| <b>3</b> | <b>Instil a culture of acting lawfully, ethically and responsibly</b>   |     |  |
| 3.1      | Companies should articulate and disclose its values.  | Yes | <p>The Company's values are set out in the 'Our Mission' section of the Company's website at <a href="https://www.livehire.com/our-purpose/">https://www.livehire.com/our-purpose/</a></p> <p>Please also refer to the Company's Code of Conduct available via the Company's website, <a href="https://investorhub.livehire.com/governance">https://investorhub.livehire.com/governance</a> for further details.</p>   |
| 3.2      | <p>Companies should:</p> <p>(a) have and disclose a code of conduct for its directors, senior executives and employees; and</p> <p>(b) ensure that the board or a committee of the board is informed of any material breaches of that code.</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>The Code of Conduct Policy requires the Chief Executive Officer or the Chair as appropriate to inform the Nomination &amp; Remuneration Committee of all material breaches of the Code of Conduct.</p> <p>Please refer to the Code of Conduct Policy (available via the Company's website, <a href="https://investorhub.livehire.com/governance">https://investorhub.livehire.com/governance</a>) for further details.</p> |
| 3.3      | <p>Companies should:</p> <p>(a) have and disclose a whistleblower policy; and</p> <p>(b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.</p>                                | Yes | <p>The Company's Whistleblowers Policy is available on the Company's website, <a href="https://investorhub.livehire.com/governance">https://investorhub.livehire.com/governance</a></p> <p>Any complaint lodged by a Whistleblower will be investigated and copies of all investigation reports will be provided to the Audit &amp; Risk Committee by the relevant Whistleblower Protection Officer.</p>   |

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| 3.4               | Companies should:<br><br>(a) have and disclose an anti-bribery and corruption policy; and<br><br>(b) ensure that the board or a committee of the board is informed of any material breaches of that policy.  | Yes             | The Company's Anti-Bribery and Corruption Policy is available on the Company's website,<br><a href="https://investorhub.livehire.com/governance">https://investorhub.livehire.com/governance</a><br><br>All material breaches of the Anti-Bribery and Corruption Policy must be reported immediately to the Board.   |          |                           |                 |                   |   |   |
| 4                 | Safeguard the integrity of corporate reports   |                 |  |          |                           |                 |                   |   |   |
| 4.1               | The board should:<br><br>(a) have an audit committee which:<br><br>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and<br><br>(2) is chaired by an independent director, who is not the chair of the board,<br><br>and disclose:<br><br>(3) the charter of the committee;<br><br>(4) the relevant qualifications and experience of the members of the committee; and<br><br>(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<br><br>(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. | No              | <p>Since 2016, the Board has maintained an Audit &amp; Risk Committee, as governed by the Audit &amp; Risk Committee Charter. Upon Michael Rennie's resignation on 28 November 2023, the Board comprised only three Directors, with the same composition as the then Audit &amp; Risk Committee. Accordingly, since 28 November 2023, the Board has assumed the responsibilities of the Audit &amp; Risk Committee under the Audit &amp; Risk Committee Charter.</p> <p>The Board does not believe that it is of a size or complexity that justifies the cost of a separately constituted Audit &amp; Risk Committee. The Board believes that it is able to effectively discharge the responsibilities of the Audit &amp; Risk Committee under the Audit &amp; Risk Committee Charter, including monitoring and reviewing any matters of significance affecting financial reporting and compliance, the integrity of the financial reporting of the Company, the Company's internal financial control and risk management and audit function. The appointment and removal of the Company's external auditor is subject to approval of the Board and shareholders, and the Company's current external auditors rotate the relevant audit engagement partner every five (5) years.</p> <p>In respect of the Reporting Period, the number of dedicated Audit &amp; Risk Committee meetings and the individual attendances of the members at those meetings are as follows:</p> <table><tr><td>Director</td><td>Number Eligible to Attend</td><td>Number Attended</td></tr><tr><td>Andrew Rutherford</td><td>3</td><td>3</td></tr></table> | Director | Number Eligible to Attend | Number Attended | Andrew Rutherford | 3 | 3 |
| Director          | Number Eligible to Attend  | Number Attended |  |          |                           |                 |                   |   |   |
| Andrew Rutherford | 3  | 3               |  |          |                           |                 |                   |   |   |



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|                             |  |     | <table><tr><td>Michael Rennie<sup>1</sup></td><td>1</td><td>1</td></tr><tr><td>Christy Forest</td><td>3</td><td>3</td></tr><tr><td>Cris Buningh</td><td>2</td><td>2</td></tr><tr><td>Henry Ludski</td><td>1</td><td>1</td></tr></table> <p><sup>1</sup> Michael Rennie resigned as a director of the Board and member of the Audit &amp; Risk Committee effective 28 November 2023.</p> <p>Please refer to the Audit &amp; Risk Committee Charter (available via the Company's website, <a href="https://investorhub.livehire.com/governance">https://investorhub.livehire.com/governance</a>) for further details.</p>  | Michael Rennie <sup>1</sup> | 1 | 1 | Christy Forest | 3 | 3 | Cris Buningh | 2 | 2 | Henry Ludski | 1 | 1 |
| Michael Rennie <sup>1</sup> | 1  | 1   |  |                             |   |   |                |   |   |              |   |   |              |   |   |
| Christy Forest              | 3  | 3   |  |                             |   |   |                |   |   |              |   |   |              |   |   |
| Cris Buningh                | 2  | 2   |  |                             |   |   |                |   |   |              |   |   |              |   |   |
| Henry Ludski                | 1  | 1   |  |                             |   |   |                |   |   |              |   |   |              |   |   |
| 4.2                         | The board 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. | Yes | <p>The Audit &amp; Risk Committee ensures that the Chief Executive Officer and Chief Financial Officer 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>During the Reporting Period, the CFO and CEO Declarations for each relevant financial period were delivered to the Board before it approved the Company's financial statements for each financial period. The Company has also obtained CEO and CFO Declarations before the lodgement of each Appendix 4C relating to the Reporting Period.</p> <p>Please refer to the Audit &amp; Risk Committee Charter (available via the Company's website, <a href="https://investorhub.livehire.com/governance">https://investorhub.livehire.com/governance</a>) for further details.</p> |                             |   |   |                |   |   |              |   |   |              |   |   |
| 4.3                         | Companies should disclose its processes to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.   | Yes | <p>As set out in the Company's Audit and Risk Committee Charter, the Audit and Risk Committee is responsible for ensuring that any periodic corporate report the Company releases to the market that has not been subject to audit or review by an external auditor discloses the process taken to verify the integrity of its content.</p> <p>During the Reporting Period, the Board reviewed and approved the release of each unaudited periodic corporate report to confirm the integrity of the report and was given the opportunity</p>   |                             |   |   |                |   |   |              |   |   |              |   |   |

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|          |   |     | <p>to question management as to its content and review any source documentation (if requested) to ensure that the content is materially accurate and provides investors with appropriate information.</p> <p>Please refer to the Audit &amp; Risk Committee Charter and the Shareholder Communications Policy (available via the Company's website, <a href="https://investorhub.livehire.com/governance">https://investorhub.livehire.com/governance</a>) for further details.</p>   |
| <b>5</b> | <b>Make timely and balanced disclosure</b>  |     |   |
| 5.1      | Companies should have and disclose a written policy for complying with its continuous disclosure obligations under Listing Rules 3.1.   | Yes | <p>The Company has adopted a Continuous 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="https://investorhub.livehire.com/governance">https://investorhub.livehire.com/governance</a>) for further details.</p>  |
| 5.2      | Companies should ensure that its board receives copies of all material market announcements promptly after they have been made.   | Yes | <p>Under the Company's Continuous Disclosure Policy, all members of the Board will receive material market announcements promptly after they have been made.</p> <p>The Company has appointed the Company Secretary as the person responsible for ensuring that the Board receives copies of all material or price sensitive market announcements promptly after they have been released by ASX to the market.</p> <p>Final material market announcements are also circulated to all members of the Board prior to lodgement.</p> <p>Please refer to the Continuous Disclosure Policy (available via the Company's website, <a href="https://investorhub.livehire.com/governance">https://investorhub.livehire.com/governance</a>) for further details.</p> |
| 5.3      | Companies that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation. | Yes | <p>All substantive investor or analyst presentations are, and will be, released on the ASX Markets Announcement Platform ahead of such presentations.</p>   |

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|          |   |     | Please refer to the Continuous Disclosure Policy (available via the Company's website, <a href="https://investorhub.livehire.com/governance">https://investorhub.livehire.com/governance</a> ) for further details.   |
| <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<br><a href="https://investorhub.livehire.com/governance">https://investorhub.livehire.com/governance</a>   |
| 6.2      | Companies should have an investor relations program that facilitates 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. The Policy outlines a range of ways in which information is communicated to shareholders, including but not limited to Company announcements and shareholder meetings.<br><br>The Company has also engaged an investor relations consultant to lead and facilitate communication with investors.<br><br>Please refer to the Shareholder Communications Policy and the Investor Relations page (available via the Company's website, <a href="https://investorhub.livehire.com/governance">https://investorhub.livehire.com/governance</a> ) for further details. |
| 6.3      | Companies should disclose how it facilitates and encourages 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.<br><br>Shareholders are encouraged to submit questions or requests for information directly to the Company and attend and participate at general meetings. At each general meeting, shareholders are also given the opportunity to ask questions on each item of business.<br><br>Please refer to the Shareholder Communications Policy (available via the Company's website, <a href="https://investorhub.livehire.com/governance">https://investorhub.livehire.com/governance</a> ) for further details.  |
| 6.4      | Companies should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands. | Yes | Under the Company's Shareholder Communications Policy, whenever possible and appropriate, the Company will ensure   |

|          |  |     |   |
|----------|--|-----|---|
|          |  |     | <p>that all substantive resolutions at a meeting of shareholders are decided by a poll rather than by a show of hands.</p> <p>Please refer to the Shareholder Communications Policy (available via the Company's website, <a href="https://investorhub.livehire.com/governance">https://investorhub.livehire.com/governance</a>) for further details.</p>   |
| 6.5      | Companies should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.   | Yes | <p>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. Additionally, the Company has established an Investor Hub platform which allows investors to access additional features that facilitate additional channels through which investors can engage and communicate with the Company.</p> <p>Please refer to the Shareholder Communications Policy and the Company's Investor Hub platform (available via the Company's website, <a href="https://investorhub.livehire.com/governance">https://investorhub.livehire.com/governance</a>) for further details.</p>   |
| <b>7</b> | <b>Recognise and manage risk</b>   |     |   |
| 7.1      | <p>Companies should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <ul style="list-style-type: none"> <li>(1) has at least three members, a majority of whom are independent directors; and</li> <li>(2) is chaired by an independent director, and disclose:</li> <li>(3) the charter of the committee;</li> <li>(4) the members of the committee; and</li> <li>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual</li> </ul> | No  | <p>Since 2016, the Board has maintained an Audit &amp; Risk Committee, as governed by the Audit &amp; Risk Committee Charter. Upon Michael Rennie's resignation on 28 November 2023, the Board comprised only three Directors, with the same composition as the then Audit &amp; Risk Committee. Accordingly, since 28 November 2023, the Board has assumed the responsibilities of the Audit &amp; Risk Committee under the Audit &amp; Risk Committee Charter and Risk Management Policy.</p> <p>The Board does not believe that it is of a size or complexity that justifies the cost of a separately constituted risk committee. The Board believes that it is able to effectively discharge the responsibilities of the Audit &amp; Risk Committee under the Audit &amp; Risk Committee Charter and Risk Management Policy, including overseeing the Company's risk management framework.</p> <p>The Board meets periodically to discuss matters captured under the terms of reference of the Audit &amp; Risk Committee Charter</p> |

|                             | <p>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>and Risk Management Policy, including recognition and management of company risk, implementation and review of risk management practices, and management of risk that may impact the Company, its security holders and other stakeholders such as employees, suppliers, creditors and the broader community in which the Company operates.</p> <p>In respect of the Reporting Period, the number of dedicated 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>Andrew Rutherford</td><td>3</td><td>3</td></tr><tr><td>Michael Rennie<sup>1</sup></td><td>1</td><td>1</td></tr><tr><td>Christy Forest</td><td>3</td><td>3</td></tr><tr><td>Cris Buningh</td><td>2</td><td>2</td></tr><tr><td>Henry Ludski</td><td>1</td><td>1</td></tr></table> <p><sup>1</sup> Michael Rennie resigned as a director of the Board and member of the Audit &amp; Risk Committee effective 28 November 2023.</p> <p>Please refer to the Audit &amp; Risk Committee Charter (available via the Company's website, <a href="https://investorhub.livehire.com/governance">https://investorhub.livehire.com/governance</a>) for further details.</p> | Director | Number Eligible to Attend | Number Attended | Andrew Rutherford | 3 | 3 | Michael Rennie <sup>1</sup> | 1 | 1 | Christy Forest | 3 | 3 | Cris Buningh | 2 | 2 | Henry Ludski | 1 | 1 |
|-----------------------------|---|-----------------|---|----------|---------------------------|-----------------|-------------------|---|---|-----------------------------|---|---|----------------|---|---|--------------|---|---|--------------|---|---|
| Director                    | Number Eligible to Attend   | Number Attended |   |          |                           |                 |                   |   |   |                             |   |   |                |   |   |              |   |   |              |   |   |
| Andrew Rutherford           | 3   | 3               |   |          |                           |                 |                   |   |   |                             |   |   |                |   |   |              |   |   |              |   |   |
| Michael Rennie <sup>1</sup> | 1   | 1               |   |          |                           |                 |                   |   |   |                             |   |   |                |   |   |              |   |   |              |   |   |
| Christy Forest              | 3   | 3               |   |          |                           |                 |                   |   |   |                             |   |   |                |   |   |              |   |   |              |   |   |
| Cris Buningh                | 2   | 2               |   |          |                           |                 |                   |   |   |                             |   |   |                |   |   |              |   |   |              |   |   |
| Henry Ludski                | 1   | 1               |   |          |                           |                 |                   |   |   |                             |   |   |                |   |   |              |   |   |              |   |   |
| 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 the entity is operating with due regard to the risk appetite set by the board; 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 Committee Charter, the Audit &amp; Risk Committee is responsible for ensuring that the Company's risk management framework is reviewed at least annually. The Audit &amp; Risk Committee undertakes the initial review with any changes recommended to the Board for adoption.</p>   |          |                           |                 |                   |   |   |                             |   |   |                |   |   |              |   |   |              |   |   |

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|     |  |     | <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 Board reviewed the Company's risk management procedures and overall framework and was satisfied that the risk management framework continues to be sound and that the Company is operating with due regard to the risk appetite set by the Board.</p> <p>Please refer to the Audit &amp; Risk Committee Charter and the Risk Management Policy (available via the Company's website, <a href="https://investorhub.livehire.com/governance">https://investorhub.livehire.com/governance</a>) for further details.</p>   |
| 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 Committee Charter and the Risk Management Policy (available via the Company's website, <a href="https://investorhub.livehire.com/governance">https://investorhub.livehire.com/governance</a>) for further details.</p>  |
| 7.4 | Companies should disclose whether it has any material exposure to economic or social risks and, if it does, how it manages or intends to manage those risks.   | Yes | <p>In accordance with the Audit &amp; Risk Committee Charter, the Audit &amp; Risk Committee is responsible for reviewing whether the Company has any material exposure to any economic and social risks and, if so, developing strategies to manage such risks.</p> <p>Please refer to the Annual Report in respect of the Company's exposure to certain risks. Given the nature and size of the Company's business and operations, the Company has not identified any material environmental risk. The Company is aware of possible material social risks (across areas such as health and safety, the ongoing effects of COVID-19 pandemic and labour management) which form part of the Company's overall risk management framework.</p> <p>Please refer to the Audit &amp; Risk Committee Charter and the Risk Management Policy (available via the Company's website,</p> |

|                             |   |                 | <a href="https://investorhub.livehire.com/governance">https://investorhub.livehire.com/governance</a> ) for further details.  |          |                           |                 |                   |   |   |              |   |   |                |   |   |                             |   |   |              |   |   |
|-----------------------------|---|-----------------|---|----------|---------------------------|-----------------|-------------------|---|---|--------------|---|---|----------------|---|---|-----------------------------|---|---|--------------|---|---|
| 8                           | Remunerate fairly and responsibly   |                 |   |          |                           |                 |                   |   |   |              |   |   |                |   |   |                             |   |   |              |   |   |
| 8.1                         | <p>Companies 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> | No              | <p>Since 2016, the Board has maintained a Nomination &amp; Remuneration Committee and adopted the Nomination &amp; Remuneration Committee Charter. Upon Michael Rennie's resignation on 28 November 2023, the Board comprised only three Directors. Accordingly, since 28 November 2023, the Board has assumed the responsibilities of the Nomination &amp; Remuneration Committee under the Nomination &amp; Remuneration Committee Charter and Remuneration Policy.</p> <p>The Board does not believe that it is of a size or complexity that justifies the cost of a separately constituted remuneration committee. The Board believes that it is able to effectively discharge the responsibilities of the Nomination &amp; Remuneration Committee under the Nomination &amp; Remuneration Committee Charter and Remuneration Policy.</p> <p>The Board meets periodically to discuss matters captured under the terms of reference of the Nomination &amp; Remuneration Committee Charter, including setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</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>Andrew Rutherford</td><td>1</td><td>1</td></tr><tr><td>Cris Buningh</td><td>1</td><td>1</td></tr><tr><td>Christy Forest</td><td>0</td><td>0</td></tr><tr><td>Michael Rennie<sup>1</sup></td><td>1</td><td>1</td></tr><tr><td>Henry Ludski</td><td>0</td><td>0</td></tr></table> | Director | Number Eligible to Attend | Number Attended | Andrew Rutherford | 1 | 1 | Cris Buningh | 1 | 1 | Christy Forest | 0 | 0 | Michael Rennie <sup>1</sup> | 1 | 1 | Henry Ludski | 0 | 0 |
| Director                    | Number Eligible to Attend   | Number Attended |   |          |                           |                 |                   |   |   |              |   |   |                |   |   |                             |   |   |              |   |   |
| Andrew Rutherford           | 1   | 1               |   |          |                           |                 |                   |   |   |              |   |   |                |   |   |                             |   |   |              |   |   |
| Cris Buningh                | 1   | 1               |   |          |                           |                 |                   |   |   |              |   |   |                |   |   |                             |   |   |              |   |   |
| Christy Forest              | 0   | 0               |   |          |                           |                 |                   |   |   |              |   |   |                |   |   |                             |   |   |              |   |   |
| Michael Rennie <sup>1</sup> | 1   | 1               |   |          |                           |                 |                   |   |   |              |   |   |                |   |   |                             |   |   |              |   |   |
| Henry Ludski                | 0   | 0               |   |          |                           |                 |                   |   |   |              |   |   |                |   |   |                             |   |   |              |   |   |

|     |  |     |  |
|-----|--|-----|--|
|     |  |     | <p><sup>1</sup> Michael Rennie resigned as a director of the Board and member of the Nomination &amp; Remuneration Committee effective 28 November 2023.</p> <p>Please refer to Remuneration Policy and the Nomination &amp; Remuneration Committee Charter (available via the Company's website, <a href="https://investorhub.livehire.com/governance">https://investorhub.livehire.com/governance</a>) for further details.</p>  |
| 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 | <p>The Company's policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives is set out in the Remuneration Report contained within the Annual Report each year. Please refer to the Annual Report for the Reporting Period, and the Nomination &amp; Remuneration Committee Charter (available via the Company's website, <a href="https://investorhub.livehire.com/governance">https://investorhub.livehire.com/governance</a>) for further details.</p>  |
| 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="https://investorhub.livehire.com/governance">https://investorhub.livehire.com/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.

| Skill, Experience or Attribute                      | Requirements Overview   |
|---|---|
| <b>Operational, Technical and Industry Skills</b>   |   |
| <i>Talent Acquisition &amp; Management Industry</i> | Experience and knowledge of the Talent Acquisition & Management Industry in Australia or overseas   |
| <i>Global Knowledge of HR Tech Sector</i>           | Knowledge of HR Tech sector structure and participants in Australia and USA market  |
| <i>Information Technology</i>                       | Knowledge of IT products and their use in recruitment, HR management and service delivery   |
| <i>Data Management, Privacy and Security</i>        | Knowledge of Privacy Laws, data management techniques and regulation, and information security  |
| <i>Sales and Marketing</i>                          | Experience in strategic sales, pipeline management and relationship management  |
| <i>Executive Management</i>                         | Experience in evaluating performance of CEO and senior management and overseeing strategic human capital planning.  |
| <i>Change Management</i>                            | Experience in industrial relations and organizational change management programmes.   |
| <i>Channel Partner Networks</i>                     | Experience building relationships and has a professional network in relevant distribution channels.   |
| <i>US-based Skills</i>                              | Experience in contingent market and customer expertise, and building/growing a US-based business.   |
| <b>Compliance and Governance Skills</b>             |   |
| <i>Financial and Audit</i>                          | Experience in accounting and finance to analyse statements, assess financial viability, contribute to financial planning, oversee budgets, oversee funding arrangements. Experience in managing oversight of audit functions through internal and external audit processes. |
| <i>Risk and Compliance</i>                          | Identify key risks to the organisation related to each key area of operations. Ability to monitor risk and compliance and develop strategies to mitigate.   |
| <i>Strategy</i>                                     | Ability to identify and critically assess strategic opportunities and threats to the organisation. Develop strategies in context with policies and business objectives.   |
| <i>Policy Development</i>                           | Ability to identify key issues for the organisation and develop appropriate policy parameters within which the organisation should operate.   |
| <i>CEO Succession Planning and Management</i>       | Experience in identifying key skills and experience required to lead the enterprise and managing an effective recruitment process.  |

|   |  |
|---|--|
| <i>Legal and Corporate Governance</i>                   | Knowledge of legal and regulatory requirements.  |
| <i>Financial and Investor Markets</i>                   |  |
| <i>Capital Markets</i>                                  | Capital raising, debt and banking knowledge and experience.  |
| <i>Mergers &amp; Acquisitions</i>                       | Knowledge and experience of sale and purchase of businesses, companies, or business units.   |
| <i>Previous ASX Board Experience</i>                    | The Board's directors require extensive director experience and have completed formal training in governance and risk.   |
| <i>Investor Relations</i>                               | Experience managing the release of material information to the markets and investor presentations to broker community.   |
| <i>Interpersonal Skills</i>                             |  |
| <i>Leadership</i>                                       | Make decisions and take necessary actions in the best interest of the organisation and represent the organisation favorably. Be a cultural leader within the organisation. |
| <i>Innovative and Strategic</i>                         | Analyse issues, bring innovative ideas to the table and contribute at Board level to solutions.  |
| <i>Common Sense and Sound Judgment</i>                  | Able to prioritise work for the board, focusing on the important. Demonstrates rational thinking and a proportionate response.   |
| <i>Professionalism, Ethics and Integrity</i>            | Understand role as director and continue to self-educate on compliance and legal responsibilities, ability to maintain board confidentiality, declare any conflicts.       |
| <i>Team player and honest constructive communicator</i> | Able to constructively contribute to board discussions, work towards agreement on outcomes and actions, communicate effectively with management and other directors.       |
| <i>Negotiation</i>                                      | Possess excellent negotiation skills, with the ability to drive stakeholder support for board decisions.   |
| <i>Crisis Management</i>                                | Able to constructively manage crises, provide leadership around solutions and contribute to communications strategy with stakeholders.                                     |
| <i>Diversity</i>  |  |
| <i>Gender Diversity</i>                                 |  |
| <i>Age Diversity</i>                                    |  |
| <i>Cultural Diversity</i>                               |  |
| <i>Geographic Diversity</i>                             |  |
| <i>Background and Network Diversity</i>                 |  |

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.