

Market Announcements Office
ASX Limited
Exchange Centre
20 Bridge Street
Sydney NSW 2000

By online lodgement

30 September 2024

FOR IMMEDIATE RELEASE TO THE MARKET

Dear Sir/Madam

Humanforce Holdings Pty Ltd – Supplementary bidder's statement

We act for Humanforce Holdings Pty Ltd ACN 618 020 401 (**Humanforce**) in relation to its on-market takeover bid to acquire all of the ordinary shares in LiveHire Ltd ACN 153 266 605 (**LiveHire**) that Humanforce does not already own (**Takeover Bid**) and have been authorised by the board of Humanforce to provide this release.

On behalf of Humanforce and in accordance with section 647(3)(a)(ii) of the Corporations Act, we attach a second supplementary bidder's statement dated 30 September 2024 (**Second Supplementary Bidder's Statement**), which supplements Humanforce's bidder's statement dated 14 August 2024 and Humanforce's first supplementary bidder's statement dated 3 September 2024 in relation to its Takeover Bid.

The Second Supplementary Bidder's Statement has been lodged with the Australian Securities and Investments Commission and sent to LiveHire today.

Yours sincerely



David Ryan
Partner

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DLA Piper Australia

This document is the second supplementary bidder's statement (**Second Supplementary Bidder's Statement**) issued by Humanforce Holdings Pty Ltd (ACN 618 020 401) (**Humanforce** or **Bidder**) in relation to its on-market takeover offer to acquire all of the ordinary shares in LiveHire Ltd (ACN 153 266 605) (**LiveHire** or **Target**) that Humanforce does not already own (**Offer**) announced to the market on 14 August 2024 and contained in Humanforce's bidder's statement dated 14 August 2024 (**Original Bidder's Statement**).

This Second Supplementary Bidder's Statement supplements, and should be read together with, the Original Bidder's Statement and Humanforce's first supplementary bidder's statement dated 3 September 2024 (**First Supplementary Bidder's Statement**). This Second Supplementary Bidder's Statement will prevail to the extent of any inconsistency with the Original Bidder's Statement or First Supplementary Bidder's Statement.

This Second Supplementary Bidder's Statement is given pursuant to Division 4 of Part 6.5 of the *Corporations Act 2001* (Cth) (**Corporations Act**) and in accordance with the requirements of section 643 of the Corporations Act.



SECOND SUPPLEMENTARY BIDDER'S STATEMENT

30 September 2024

SUPPLEMENTARY INFORMATION

1. Humanforce's voting power in LiveHire

Humanforce is pleased to announce that on Friday 27 September 2024, Humanforce's voting power in LiveHire increased to more than 50%. Humanforce currently has a relevant interest in 59.01% of LiveHire Shares. Humanforce is currently the largest shareholder in LiveHire.

2. Automatic extension of offer period

Following Humanforce's voting power in LiveHire increasing to more than 50% within the last seven days of the Offer Period, the Offer Period has been automatically extended pursuant to section 624(2) of the Corporations Act so that the Offer remains open for acceptance until the close of ordinary trading on Friday, 11 October 2024 (unless further extended in accordance with the Corporations Act).

3. Accept the Offer as soon as possible

LiveHire Shareholders who accept the Offer will be paid on a T+2 Basis (i.e. on the second Trading Day after the Offer is accepted). There are no assurances that shareholders who do not accept the Offer will be able to exit their investment in LiveHire at a price equal to the Offer Price in the future.

4. LiveHire Directors' recommendation

Humanforce notes that LiveHire Directors continue to unanimously recommend that LiveHire Shareholders **ACCEPT** the Humanforce Offer in the absence of a superior proposal and that LiveHire Shareholders sell their LiveHire Shares to Humanforce on-market before the Offer closes. The Offer will now close on 11 October 2024 (unless further extended in accordance with the Corporations Act).



Under Share Purchase Agreements entered into between each LiveHire Director and Humanforce on 14 August 2024, each LiveHire Director has sold all of the LiveHire Shares which they then held or controlled to Humanforce for the Offer Price.

In addition, each LiveHire Director has informed LiveHire that they intend to **ACCEPT** the Offer in the absence of a superior proposal in respect of any LiveHire Shares which they will own or control following the exercise during the Bid Period of any Vested Performance Rights or Vested Services Rights held by them.

5. Likelihood of a Competing Proposal

In LiveHire's sixth Supplementary Target's Statement dated 26 September 2024, LiveHire notes that Humanforce's Offer is the only offer made to acquire all LiveHire Shares and no superior proposal has emerged in ~6 weeks since Humanforce announced the Offer on 14 August 2024. LiveHire also notes that the LiveHire Directors consider it to be highly unlikely that a superior proposal will emerge.

Humanforce notes that if a superior proposal for LiveHire emerges, it would be unlikely to be successful unless it was supported by Humanforce. This is because given Humanforce's current shareholding, Humanforce would be in a position to veto any competing scheme of arrangement that is proposed. If a competing takeover bid is proposed, then the competing bidder would not be able to compulsorily acquire 100% of the LiveHire Shares.

6. Approval of Second Supplementary Bidder's Statement

This Second Supplementary Bidder's Statement has been approved by a resolution passed by the directors of Humanforce.

Dated 30 September 2024

Signed for and on behalf of Humanforce Holdings Pty Ltd (ACN 618 020 401)

Signed by:

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David Pullini
 Chairman
 Humanforce Holdings Pty Ltd (ACN 618 020 401)

Important notices

A copy of this Second Supplementary Bidder's Statement was lodged with the Australian Securities and Investments Commission (**ASIC**) and provided to ASX on 30 September 2024. Neither ASIC, ASX nor any of their respective officers takes any responsibility for the contents of this Second Supplementary Bidder's Statement or the merits of the Offer. This Second Supplementary Bidder's Statement has been approved by a resolution passed by the directors of Humanforce.

This is an important document and requires your immediate attention. If you are in doubt as to how to deal with this document you should consult your legal, financial or other professional adviser.

If you have any enquiries about the Offer, please contact the Offer Information Line on 1300 293 325 (within Australia) or +61 2 8072 1454 (outside Australia) between 8:30am and 7:30pm (Sydney time) Monday to Friday.

Defined terms

Words and phrases defined in this Second Supplementary Bidder's Statement have the same meaning as in the Original Bidder's Statement unless the context requires otherwise. The rules of interpretation



set out in section 12 of the Bidder's Statement also apply to this Second Supplementary Bidder's Statement, unless the context otherwise requires.