

**ASX Release**

(ASX: LVH)

20 September 2017

**Appendix 3B – Issue of equity to employees**

LiveHire Limited (ASX: LVH, “the Company”) has granted equity instruments as long-term incentives for key employees. LiveHire considers its talent as a critical contributing factor to deliver the growth and success of the Live Talent Ecosystem. Aligning key employees to long term value delivery, retention and IP creation is at the core of building a high performing culture and a competitive product in the global enterprise software market.

In addition, LiveHire has also:

- (a) converted 225,446 Performance Rights into that number of fully paid ordinary shares after the satisfaction of the relevant vesting conditions applicable to those Performance Rights; and
- (b) cancelled 500,000 Options with the consent of the relevant Optionholder.

An Appendix 3B and cleansing statement are enclosed.

## Notice given under Section 708A(5) of the Corporations Act

The Company hereby notifies ASX that:

- (a) today, being 20 September 2017, the Company completed the issue and allotment of 2,153,103 fully paid ordinary shares;
- (b) these securities were issued under, or issued on conversion of Performance Rights which were issued under, the Company's Employee Incentive Plan and accordingly, the Company issued the securities without disclosure to investors under Part 6D.2 of the Act;
- (c) the Company provides this notice under section 708A(5)(e) of the Corporations Act 2001 (Cth);
- (d) as at the date of this notice, the Company has complied with the provisions of Chapter 2M of the Act as they apply to the Company;
- (e) as at the date of this notice, the Company has complied with section 674 of the Act;
- (f) as at the date of this notice, there is no information:
  - i. that has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules;
  - ii. that investors and their professional advisors would reasonably require for the purpose of making an informed assessment of:
    - A. the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; or
    - B. the rights and liabilities attaching to the fully paid ordinary shares.

### For more information:

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+61 401 809 653

### About LiveHire

LiveHire is a productivity and collaboration platform for talent management that delivers a proactive sourcing and internal mobility solution called Live Talent Communities. The platform makes managing the flow of talent into and through businesses seamless, delivering value through perfect visibility of existing employees, and shifting recruitment of new talent from reactive to proactive, 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, Brisbane and Perth.

[www.livehire.com/investor](http://www.livehire.com/investor)

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*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 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

LiveHire Limited

ABN

59 153 266 605

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |   |  |
|---|---|--|
| 1 | +Class of +securities issued or to be issued  | 1) Fully paid ordinary shares issued on conversion of performance rights ( <b>Shares</b> )<br>2) Unlisted performance rights ( <b>Performance Rights</b> )<br>3) Unlisted loan back shares ( <b>Loan Back Shares</b> )<br>4) Cancellation of unlisted options ( <b>Options</b> ) |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 1) 225,446 Shares<br>2) 1,107,760 Performance Rights<br>3) 1,927,657 Loan Back Shares<br>4) Cancellation of 500,000 Options  |

<p>3 Principal terms of the <sup>+</sup>securities (e.g. if options, exercise price and expiry date; if partly paid <sup>+</sup>securities, the amount outstanding and due dates for payment; if <sup>+</sup>convertible securities, the conversion price and dates for conversion)</p>	<ol style="list-style-type: none"> <li>1) Fully paid ordinary shares on the same terms as all other ordinary shares on issue.</li> <li>2) Each Performance Right will convert into one ordinary share for nil consideration upon satisfaction of certain performance criteria.</li> <li>3) The Loan Back Shares are ordinary shares which are subject to loan arrangements under the Employee Incentive Plan. The loans relating to the Loan Back Shares must be repaid in accordance with the terms of the Employee Incentive Plan and in any event, within 4 years of the date of issue.</li> <li>4) The Options are exercisable at \$0.188446, expiring on 14 October 2020, cancelled on consent of the Option holder.</li> </ol>
<p>4 Do the <sup>+</sup>securities rank equally in all respects from the <sup>+</sup>issue date with an existing <sup>+</sup>class of quoted <sup>+</sup>securities?</p> <p>If the additional <sup>+</sup>securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<ol style="list-style-type: none"> <li>1) Yes. Shares rank equally with all other ordinary Shares in the Company.</li> <li>2) No. The shares issued on conversion of the Performance Rights will rank equally with existing ordinary shares on issue.</li> <li>3) Yes. The Loan Back Shares will rank equally with existing ordinary shares on issue, however, the Loan Back Shares will be subject to the loan arrangements under the Employee Incentive Plan.</li> <li>4) No. The Options were unlisted.</li> </ol>
<p>5 Issue price or consideration</p>	<ol style="list-style-type: none"> <li>1) Nil.</li> <li>2) Nil.</li> <li>3) \$0.8508. As the issue price for the Loan Back Shares have been loaned to each employee under the Employee Incentive Plan, no funds have been received by the Company in respect of the Loan Back Shares.</li> <li>4) N/A.</li> </ol>

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<sup>+</sup> See chapter 19 for defined terms.

6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<p>1) The Shares have been issued to senior executives upon the conversion of 225,446 unlisted performance rights which were issued under the Company's Employee Incentive Plan.</p> <p>2) The Performance Rights have been issued as a long term incentive component of the remuneration packages of the employees and senior executives to better align their interests with those of shareholders.</p> <p>3) The Loan Back Shares have been issued as a long term incentive component of the remuneration packages of the senior executives to better align with those of shareholders.</p> <p>4) Cancellation of Options on consent of the Option holder.</p>
6a	Is the entity an <sup>+</sup> eligible entity that has obtained security holder approval under rule 7.1A?  If Yes, complete sections 6b – 6h in relation to the <sup>+</sup> securities the subject of this Appendix 3B, and comply with section 6i	Yes.
6b	The date the security holder resolution under rule 7.1A was passed	23 November 2016
6c	Number of <sup>+</sup> securities issued without security holder approval under rule 7.1	900,000 Performance Rights.
6d	Number of <sup>+</sup> securities issued with security holder approval under rule 7.1A	N/A
6e	Number of <sup>+</sup> securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A
6f	Number of <sup>+</sup> securities issued under an exception in rule 7.2	<p>225,446 Shares issued on conversion of that number of Performance Rights.</p> <p>207,760 Performance Rights and 1,927,657 Loan Back Shares issued under the Company's Employee Incentive Plan.</p>

6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	N/A	
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A	
6i	Calculate the entity’s remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	7.1: 4,264,959 7.1A: 11,246,336	
7	+Issue dates  Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.  Cross reference: item 33 of Appendix 3B.	20 September 2017	
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	Number	+Class
		156,114,159	Fully paid ordinary shares
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	Number	+Class
		78,031,021	Fully paid ordinary shares (escrowed to 10 June 2018)
		16,600,000	Unlisted Options (exercisable at \$0.25; expiring 1 June 2020; escrowed to 10 June 2018; subject to vesting conditions)
		2,500,000	Unlisted Options (exercisable at \$0.188446; expiring 14 October 2020; subject to vesting conditions)

+ See chapter 19 for defined terms.

1,690,963	Performance Rights (subject to vesting conditions)
1,000,000	Unlisted Options (exercisable at \$0.3814; expiring 12 January 2021; subject to vesting conditions)
4,500,000	Unlisted Options (exercisable at \$0.6036 expiring 1 August 2021; subject to various vesting conditions)
1,000,000	Unlisted Options (exercisable at \$0.6927; expiring 10 August 2021; subject to various vesting conditions)

- 10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

N/A

## Part 2 - Pro rata issue

- 11 Is security holder approval required?

N/A

- 12 Is the issue renounceable or non-renounceable?

N/A

- 13 Ratio in which the +securities will be offered

N/A

- 14 +Class of +securities to which the offer relates

N/A

- 15 +Record date to determine entitlements

N/A

- 16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?

N/A

- 17 Policy for deciding entitlements in relation to fractions

N/A

18	Names of countries in which the entity has security holders who will not be sent new offer documents  Note: Security holders must be told how their entitlements are to be dealt with.  Cross reference: rule 7.7.	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part of</i>	N/A

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+ See chapter 19 for defined terms.



	their entitlements through a broker and accept for the balance?	<div></div>
32	How do security holders dispose of their entitlements (except by sale through a broker)?	<div>N/A</div>
33	+Issue date	<div>N/A</div>

## Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

34 Type of +securities  
(tick one)

(a) ☐ +Securities described in Part 1

(b) ☒ All other +securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

35 ☐ If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36 ☐ If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories  
1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over

37 ☐ A copy of any trust deed for the additional +securities

### Entities that have ticked box 34(b)

38	Number of +securities for which +quotation is sought	<div>225,446 Shares. 1,927,657 Loan Back Shares.</div>
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+Class of +securities for which quotation is sought

Fully paid ordinary shares.

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Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?

If the additional +securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

Yes, the Shares rank equally with all other ordinary Shares in the Company.

The Loan Back Shares will rank equally with existing ordinary shares on issue, however, the Loan Back Shares will be subject to the loan arrangements under the Employee Incentive Plan.

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Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another +security, clearly identify that other +security)

Conversion of 225,446 Performance Rights into that number of Shares.

Issue of 1,927,657 Loan Back Shares under the Company’s Employee Incentive Plan.

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Number and +class of all +securities quoted on ASX (including the +securities in clause 38)

Number	+Class
156,114,159	fully paid ordinary shares

+ See chapter 19 for defined terms.

## Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
  - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
  - There is no reason why those +securities should not be granted +quotation.
  - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
  - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
  - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: .....  
(Company secretary)

Date: 20 September 2017

Print name: Charly Duffy

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+ See chapter 19 for defined terms.

# Appendix 3B – Annexure 1

## Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

### Part 1

Rule 7.1 – Issues exceeding 15% of capital	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>Insert</b> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	200,000,000
<b>Add</b> the following: <ul style="list-style-type: none"> <li>• Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>• Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval</li> <li>• Number of partly paid +ordinary securities that became fully paid in that 12 month period</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	<p>2,992,077 shares issued on 14 October 2016 under the Employee Incentive Plan.</p> <p>500,000 shares issued upon the exercise of that number of unlisted options on 13 February 2017.</p> <p>225,446 shares issued on conversion of that number of Performance Rights on 20 September 2017.</p> <p>1,927,657 Loan Back Shares issued on 20 September 2017.</p>
<b>Subtract</b> the number of fully paid +ordinary securities cancelled during that 12 month period	N/A
<b>“A”</b>	205,645,180

+ See chapter 19 for defined terms.

<b>Step 2: Calculate 15% of “A”</b>	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply</b> “A” by 0.15	30,846,777
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<p><b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> <li>Under an exception in rule 7.2</li> <li>Under rule 7.1A</li> <li>With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p><b>Note:</b></p> <ul style="list-style-type: none"> <li><i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li><i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li><i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	<p>1,000,000 Options issued 12 January 2017.</p> <p>19,181,818 Shares issued 3 April 2017.</p> <p>4,500,000 Options issued 1 August 2017.</p> <p>1,000,000 Options issued 10 August 2017.</p> <p>900,000 Performance Rights issued 20 September 2017.</p>
“C”	26,581,818
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
<p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	30,846,777
<p><b>Subtract</b> “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	26,581,818
<b>Total</b> [“A” x 0.15] – “C”	<p>4,264,959</p> <p><i>[Note: this is the remaining placement capacity under rule 7.1]</i></p>

+ See chapter 19 for defined terms.

## Part 2

<b>Rule 7.1A – Additional placement capacity for eligible entities</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>“A”</b>  <i>Note: number must be same as shown in Step 1 of Part 1</i>	205,645,180
<b>Step 2: Calculate 10% of “A”</b>	
<b>“D”</b>	0.10  <i>Note: this value cannot be changed</i>
<b>Multiply “A” by 0.10</b>	20,564,518
<b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>	
<b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A  <b>Notes:</b> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities – not just ordinary securities</i></li> <li>• <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	9,318,182 Shares issued 3 April 2017.
<b>“E”</b>	9,318,182

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+ See chapter 19 for defined terms.

<b>Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A</b>	
<b>“A” x 0.10</b>  <i>Note: number must be same as shown in Step 2</i>	20,564,518
<b>Subtract “E”</b>  <i>Note: number must be same as shown in Step 3</i>	9,318,182
<b>Total [“A” x 0.10] – “E”</b>	11,246,336  <i>Note: this is the remaining placement capacity under rule 7.1A</i>

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+ See chapter 19 for defined terms.