Limeade, Inc.
ARBN 637 017 602

ANNUAL REPORT **FY2019**


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LETTER FROM THE CHAIR AND CEO

Dear Fellow Investor,

We are pleased to present the Annual Report for the financial year ended 31 December 2019 (FY19). It was another year of strong growth, highlighted by the IPO of our Company on the ASX on 20 December 2019.

Limeade delivers an integrated suite of mobile-first employee experience software solutions for well-being, engagement, inclusion and communications to many of the biggest and best companies in the world. We added 30 enterprise customers in 2019, ending the year with a total of 173.

We are proud to uphold our brand promise: "*With Limeade, every employee knows their company cares.*" Now more than ever, in the midst of the COVID-19 pandemic, we see companies all over the world showing their employees they care.

FY19 RESULTS

We are pleased to report that we met or exceeded key 2019 financial targets, including:

- **Revenues** up 18% on the previous corresponding period (pcp) to US$47.4 million and 1% ahead of our IPO Prospectus forecast
- **Gross margins** of 76.6% up 3% on the pcp and 1% ahead of IPO Prospectus forecast
- **Pro forma EBITDA** loss of US$2.1 million, a US$1.4 million improvement from the pcp and $2.7 million better than the IPO Prospectus forecast

Core to our success, Limeade excels in ESG, having received several external awards for the strength of our culture, while achieving our internal "Great Company Index" goals.

LOOKING FORWARD TO FY20

Limeade reiterates our financial forecasts for 2020, as set out in our IPO Prospectus:

- **Revenues** of US$56.1 million
- **Gross margins** of 75%
- **Pro forma EBITDA** loss of US$10.7 million

As a company headquartered in Bellevue, Washington, U.S.A, near the initial US epicenter for the COVID-19 pandemic, we are acutely aware of challenges employees and employers worldwide face. We have taken several swift and decisive steps to focus on our culture, serve our customers in challenging times, maintain financial and strategic discipline and pursue continued growth, including:

- Comprehensive actions to protect and serve our **employees** (LimeMates), including temporarily closing our offices, moving to a completely remote working model and providing additional support, tools and resources. Limeade was well-prepared for this transition, having already supported offices in the US, Germany and Canada plus over 100 distributed employees working from home offices. We continue to invest in a strong, engaged culture that, with our technology, remains physically distanced but highly socially connected;
- Comprehensive actions to protect and serve our **customers** and their employees:
  - Created and shared over 160 COVID-19-relevant activities available through the Limeade platform. 100% of our Well-Being customers have COVID-19 activities in their Limeade experiences, and we have seen significant increases in employee participation
  - Hosted several webinars influenced by and featuring science from our Limeade Institute
  - Re-imagined our annual conference, Limeade Engage, to be 100% virtual, which had the positive effect of increasing customer and prospective customer attendees in the new, webinar-based format by 258%
  - Worked with our partners to deliver free emotional health, stress management, sleep and resilience training;

- Comprehensive actions to protect and serve our **investors**. As a company with a long history of capital-efficient growth, a strong enterprise customer base, 96% recurring subscription revenues and US$32 million cash at bank, we are well-prepared to weather the current business disruptions. We remain committed on our growth opportunities and ready for various contingencies of future enterprise customer demand, and potential impact on our business and cashflows. As a cloud-based software business, we face no material supply chain issues; and
- Whilst our focus is on the core Limeade stakeholders – employees, customers and investors – we feel that we have more to offer **the world** in this crisis. On 30 March 2020, we launched the "Limeade Care in Crisis Edition" – a free subset of Limeade platform capabilities laser-focused on helping large companies stay in touch with and show care for all employees, including their deskless, often frontline workforces. This special edition of the Limeade platform is being offered free to new US, Canadian, EU and Australian customers through (at least) the end of August 2020. More details can be found at www.limeade.com

THE FUTURE OF WORK.

Limeade predicts that the COVID-19 crisis will have significant and lasting effects on the employee experience software industry. The long-heralded **digital and cultural transformations** of work are accelerating. As we stated in our Prospectus: Today's workforces increasingly "demand cultures that, put simply, care." Companies all over the world are re-evaluating strategies to support remote work, bi-directional employee communications, meaningful social connection, preventive care and financial and emotional resilience. Their C-Suite executives and Boards of Directors are demanding dashboard insights into key culture health and ESG metrics like employee engagement, burnout, turnover, well-being and inclusion.

Limeade is a clear leader in employee experience software. We have spent 14 years and invested over US$77 million in R&D into the Limeade platform to be ready for this moment. Limeade is committed to making work better for millions of employees worldwide and delivering value to all stakeholders. We thank you for your belief and support.

Onward,

Elizabeth Bastoni

Chair, Limeade Board of Directors

Henry Albrecht

Limeade CEO

ENVIRONMENT, SOCIAL AND GOVERNANCE (ESG) AT LIMEADE

Limeade is an employee experience software company that helps build great places to work. Limeade has operations in the United States, Germany and Canada. Our business model is built on the premise that stronger bonds between employees and their employers, based on care, create better experiences for employees, deliver better business results for companies and their stakeholders and as a result, build stronger communities.

Our dedicated and diverse employees ("LimeMates") are the foundation of our success. From the Board of Directors to the newest hire, Limeade endeavours to build a values-driven, highly intentional culture that provides opportunities for professional and personal growth. We believe we can change the world through our own actions and how these actions influence the millions of employees we serve worldwide.

INTENTIONAL, VALUES-BASED CULTURE

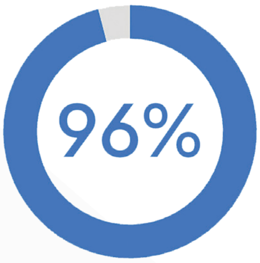
At Limeade, our values guide our actions every day. They help us articulate the Culture of Improvement we need to fulfill our mission: Improve well-being in the world. We operationalize values for leaders, managers and all LimeMates to define expected behaviours, guide strategic decisions and drive aligned execution.

EMPLOYEE WELL-BEING, ENGAGEMENT AND INCLUSION

As a global leader in the delivery of innovative employee experience solutions for well-being, engagement and inclusion, Limeade practices what it preaches with respect to its own dedicated and loyal staff.

Limeade uses the Great Company Index (GCI) as an internal climate and culture measurement tool focused on employee engagement, well-being and turnover. Our CEO reports GCI to the Board of Directors *every quarter*. We achieved 8.4/10 on this index in 2019.

TeamLimeade is our own internal version of our Employee Experience technology platform. We strive to make our internal program the gold standard, and routinely achieve a 100th percentile rank in our book of business for Monthly Active Users (MAU) and other metrics. We use TeamLimeade to measure employee engagement, well-being and inclusion – and, more importantly, to drive action for employees, managers and leaders to achieve the people and business results we seek. We also use TeamLimeade to onboard employees, share essential business updates, deliver e-Learning, sponsor volunteering events, deliver rewards and recognition and provide integrated access to benefits.



Employees say this is a great place to work

Great Place To Work® Certified JUL 2019–JUL 2020 USA

FORTUNE 100 BEST COMPANIES TO WORK FOR® 2018

FORTUNE 100 BEST WORKPLACES FOR MILLENNIALS 2019

Seattle Business WASHINGTON'S 100 BEST COMPANIES TO WORK FOR 2019

100 BEST WORKPLACES FOR MILLENNIALS

2019 Inc. 5000 LIST

Entrepreneur 360 BEST COMPANY 2019

500 Technology Fast 500 2019 NORTH AMERICA Deloitte.

100 BEST WORKPLACES FOR MILLENNIALS

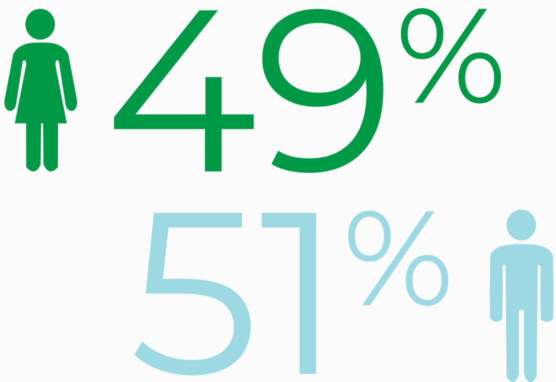
PUGET SOUND BUSINESS JOURNAL BEST 2019 WASHINGTON'S BEST WORKPLACES

FORTUNE BEST WORKPLACES IN TECHNOLOGY 2018

ENVIRONMENT, SOCIAL AND GOVERNANCE (ESG) AT LIMEADE (cont.)

LimeMates bring diverse skills, values, experiences, backgrounds and attributes including those gained on account of their gender, age, physical ability, race, ethnicity, marital or family status, religion, cultural or socioeconomic background, sexual orientation, perspective and experience. Our diversity policy is consistent with and supports the Company's values. Limeade is committed to the principles of employing people with a broad range of experiences, skills and views. All executives, managers and employees are responsible for promoting workplace diversity.

Limeade employed 258 employees as at 31 December 2019, 18% more than the prior corresponding period. Our workforce consists of 49% women and 51% men.



The majority of Limeade employees are full-time employees. Limeade does also employ a small number of contract employees and third-party contractors to assist the Company in the achievement of its strategic objectives.

The Directors of Limeade all bring to the Board diverse experiences and relevant skills, including industry and global business knowledge, financial management and corporate governance. 43% of Limeade Board members, including Board Chair Elizabeth Bastoni, are women, and 57% are men. Two Directors are based in Australia, three in Seattle (including the CEO) and one each in San Diego and Houston.

Kaleidoscope Council is our internal diversity and inclusion council formed by volunteer LimeMates. The mission of the Kaleidoscope Council is to drive intentional action on topics related to Diversity, Equity and Inclusion, including the sponsorship of popular Limeade Employee Resource Groups (ESG): Limeade Womxn, Developing Professionals, African American/Black and Working Parents.

Limeade also launched and sponsored popular external consortia for Caregiver Burnout in the healthcare vertical and Inclusion, each generating hundreds of members and webinar attendees.

Limeade has committed to designing, implementing and maintaining a number of programs and initiatives to assist with improving diversity within the organization, including: (a) mentoring programs and coaching circles; (b) career opportunity and targeted professional development programs; (c) work life balance policies including flexible work options and parental leave; (d) networking opportunities.

ETHICS AND RESPONSIBILITY

Limeade is committed to instilling and continually reinforcing a culture of always acting lawfully, ethically and responsibly, documented in the Limeade Code of Conduct policy. This policy applies to all Directors and employees of the Company, and where relevant and to the extent possible, consultants, secondees and contractors of the Company. These standards are reflected in our values, which are published on our public website. Limeade expects all employees and third parties to commit to upholding values, which include but go beyond compliance with laws and regulations and are consistent with the reasonable expectations of investors and the broader community.

The Limeade Anti-Bribery and Corruption Policy strictly prohibits the offer, provision or acceptance of bribes. The Company has zero tolerance for bribery and corruption and is committed to ensuring the Limeade corporate culture actively discourages corrupt conduct in the strongest possible terms.

Limeade has implemented a Whistleblower policy that complies with the new section 1317AI of the *Corporations Act 2001*.

CORPORATE SOCIAL RESPONSIBILITY

Limeade is committed to supporting charitable causes within the community in which we operate, and also across the globe. In 2019 Limeade and LimeMates made over 200 individual donations across 150 charities.

Limeade and its CEO, Henry Albrecht, founded the **Limeade CARES Foundation** in 2019, inspired by both the Limeade mission (Improve well-being in the world) and Limeade Institute research on the importance of purpose at work, purpose in life and concern for others to overall well-being. By completing science-based improvement activities in TeamLimeade, employees are automatically awarded Limeade Cares Foundation credits which can be directed to the US 501c3 charity of their choice with a single click.

REMUNERATION

The remuneration policies of Limeade are designed to attract, retain and motivate senior managers and employees who are integral to the long term growth and success of the business. Limeade rewards employees through cash and non-cash incentives for meeting or exceeding individual and corporate performance indicators, depending on role. The company offers competitive pay and differentiating benefits, which are illustrated below.

ENVIRONMENT, SOCIAL AND GOVERNANCE (ESG) AT LIMEADE (cont.)

OCCUPATIONAL HEALTH AND SAFETY

Limeade is committed to maintaining a safe and healthy workplace for all our employees. Our Occupational Health and Safety (OH&S) policies and procedures are reviewed at least annually, and all new employees to the organization are required to familiarise themselves with these practices. The prevention of occupational illness and injury across our global workforce is a priority for the Limeade leadership team. During FY19, not a single workplace related injury occurred at any of the Company's offices.

ENVIRONMENT

As a technology-based software-as-a-service (SaaS) organisation, Limeade imparts an environmental footprint that is very small, consisting of the energy used by our offices, 3rd-party cloud-based computing data centers and the typical consumables of an office based business, including travel.

Limeade considers environmental sustainability in its office rental decisions. Our largest office, our headquarters office in Bellevue, Washington is LEED Platinum certified. We use the Limeade platform to promote environmental sustainability both at Limeade and for our customers, including new Limeade activities like "How to Practice Sustainability in Quarantine." We extensively use videoconferencing to minimise the need for travel to multiple sites, reducing our reliance on commercial air travel.

We review our practices at least annually, and we always recognize the need for continued improvement.

PRIVACY AND SECURITY

Limeade takes Privacy and Security very seriously, and has achieved GPRR and Privacy Shield compliance, as well as compliance with HIPAA, GINA, COBRA and other US and international governance. The Company employs a Chief Information Security Officer who produces reports presented regularly to the Limeade Board of Directors.

Limeade proactively considers data security risks and has an Information Security Council that meets regularly to discuss new developments and ways to improve awareness and security. Additionally, Limeade receives an annual data management and protection audit (SOC2) by a third-party firm. Limeade is committed to ensuring it has the right policies, procedures and risk infrastructure in place to mitigate cybersecurity risk, and is actively implementing new security measures to protect against unauthorised access or disclosure of confidential or other proprietary information. The Company is insured against certain cyber risk and security incidents but is pleased to say it did not receive any complaints regarding data breaches or security incidents during the reporting period.

GOVERNANCE

The Limeade Board is committed to strong and effective governance. Limeade believes that commitment to the principles of good governance, including but not limited to, integrity, diversity of thought, accountability, and inclusivity can contribute to building long-term value for the organization.

Limeade has adopted and substantially complies with the *ASX Corporate Governance Principles and Recommendations (3rd Edition)* to the extent appropriate to the size and nature of the Company's operations. The Board intends to adopt the new 4th Edition *ASX Corporate Governance Principles and Recommendations (4th Edition)* released in February 2019 during the 2020 financial year. The 2019 Corporate Governance Statement along with copies of all Board Charters and Policies can be found on the Limeade website at https://investors.limeade.com/investor-relations/.

The Limeade Board maintains oversight of compliance with all company policies. All breaches that are considered material in nature are required to be reported to the Board, who will monitor the handling and outcomes of these breaches. All Company Charters and Policies are reviewed at least annually in order to ensure they are still appropriate for the current legal, ethical and governance environment.

RISK MANAGEMENT

Risk recognition and management are integral to the Company and its objectives of creating and maintaining shareholder value, and the successful execution of the Company's strategies. The Limeade Risk Management Policy was adopted to ensure appropriate systems are in place to identify to the extent reasonably practicable all material risks that may impact the Company's business. Specifically, Limeade ensures the financial and non-financial impact of identified risks is understood and that appropriate internal control systems are in place to limit the Company's exposure to such risks. Appropriate responsibilities are then delegated to control the identified risks effectively and any material changes to the Company's risk profile are disclosed in accordance with the Company's Continuous Disclosure Policy.

DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2019

The Directors present their report on the consolidated entity (referred to as "the Group") consisting of Limeade, Inc. and the entities it controlled at the end of, or during, the financial year ended 31 December 2019.

PRINCIPAL ACTIVITIES AND REVIEW OF THE PERFORMANCE OF THE BUSINESS DURING THE FINANCIAL YEAR.

The principal activities of Limeade, Inc. is the development and sale of enterprise employee experience software. On 20 December 2019 Limeade, Inc. listed on the ASX by means of issuing CHESS Depositary Interests (CDIs).

Limeade is a leading provider of employee experience software solutions to enterprise customers. Through its software solutions, Limeade helps organisations better care for their employees. Limeade believes that when organisations invest in their employees, it is easier for them to attract, retain, engage and enable them to perform better. Limeade solutions are designed to elevate the employee experience and infuse care across all levels of an organisation.

BUSINESS SUMMARY AND KEY PERFORMANCE INDICATORS

The key performance indicators of the financial results are as follows:

- An increase in revenue from $40.1 million for the year ended 31 December 2018 ("2018") to $47.4 million for the year ended 31 December 2019 ("2019") which is an 18.3% improvement.
- The revenue increase of $7.3 million reflects the growth of new customers and increased sales to existing customers.
- The net loss for the year ended 31 December 2019 is $2.2 million compared to a loss of $3.2 million for the year ended 31 December 2018.
- The net cash provided by operating activities for year ended 31 December 2019 is $2.8 million compared to a $1.2 million for the year ended 31 December 2018.

Limeade continued to execute on its growth strategy with investment in sales and marketing. Sales and marketing expenses increasing 36% from $11.6 million for the year ended 31 December 2018 to $15.8 million for the year ended 31 December 2019.

Continued development of the Limeade platform resulted in an increase of research and development expenses growing 8% from $13.9 million for the year ended 31 December 2018 to $15.0 million for the year ended 31 December 2019.

The cash balance was $32.0 million at 31 December 2019 with $0 outstanding on the bank line of credit compared to a $3.7 million cash balance with $2.5 million outstanding on the bank line of credit at 31 December 2018. The bank line of credit was fully paid off following the IPO.

During the year, Limeade raised $30.2 million in primary proceeds, net of underwriter fees and offering costs, through the issuance of 27,060,208 CDIs. Prior to the IPO, all preferred shares were converted to common shares on a 1-to-1 basis. Limeade then effected a 1-to-8 stock split of all issued and outstanding common stock. Additionally, the preferred shareholders were granted an additional amount of common stock in the amount equal to their preferred liquidation preference had there been a liquidation event as defined in the Company's Articles of Incorporation.

DIRECTORS AND SECRETARY

Board of Directors

Elizabeth Bastoni, Chair
Henry Albrecht
Chris Ackerley
Steve Hamerslag
Mia Mends
Lisa MacCallum
Cameron Judson

Elizabeth Bastoni, Cameron Judson, Lisa MacCallum, and Mia Mends were appointed as a member of the board on 2 December 2019.

DIRECTORS' REPORT (cont.)

FOR THE YEAR ENDED 31 DECEMBER 2019

Audit & Risk Management Committee

Chris Ackerley, Chair
Steve Hamerslag
Lisa MacCallum

Remuneration & Nomination Committee

Elizabeth Bastoni, Chair
Cameron Judson
Mia Mends

Company Secretary

Toby Davis, CFO

INFORMATION ON DIRECTORS

Director	Experience
	**Elizabeth Bastoni**/*Chair, Non-executive Director* Based in Seattle, Elizabeth joined the Limeade Board in December 2019. Elizabeth is an experienced board member and executive with over 30 years of experience working in executive compensation, CEO succession, talent development, change management, acquisitions and tax, and brings a broad perspective from diverse businesses and cultural environments in privately held, publicly traded, government-owned and not-for-profit organisations in North America, Asia and Europe. Elizabeth currently holds board roles with France-based Société Bic, which had sales of approximately €2 billion in 2019, and Portugal based Jerónimo Martins, which had sales of approximately €18.5 billion in 2019. In addition, Elizabeth Chairs the Northwest Chapter of the National Association of Corporate Directors. Elizabeth has also previously held a range of other board roles in Europe. Prior to this, Elizabeth served in executive leadership positions at a number of large-scale, global organisations including Carlson, The Coca-Cola Company, Thales, Suez Environment and KPMG. Elizabeth holds a BA degree with a concentration in Accounting from Providence College, Rhode Island. She has a degree from Paris Sorbonne Université (Paris IV) in French Civilization and studied Art History at the Ecole du Louvre in Paris.
	**Henry Albrecht**/*Chief Executive Officer, Executive Director* Based in Seattle, Henry has led Limeade as CEO since 2006 and joined the Limeade Board in 2006. Henry has over two decades of senior management experience in the software industry. Prior to founding Limeade, Henry served as VP of Product Management at Bocada, an enterprise software company. He was a product, brand and business manager at Intuit, a financial software vendor, where he launched several successful new businesses. Henry holds an MBA from Northwestern's Kellogg School of Management with an emphasis in technology and marketing and a BA in economics and literature with honours from Claremont McKenna College.

Director	Experience
	**Chris Ackerley**/*Non-executive Director* Based in Seattle, Chris joined the Limeade Board in 2007. Chris has over 20 years' experience both as a board member and in managing enterprises across the media, entertainment and investment sectors. Chris is a co-founder and Managing Director of Ackerley Partners, a private investment company focused on the media and entertainment sectors. Prior to this, Chris served in a variety of roles, including as President and Director, for over 15 years at The Ackerley Group, where he oversaw the daily operations of the national media and entertainment company and ultimately successfully led the merger of the business with Clear Channel Communications. Through Ackerley Partners, LLC, Chris has completed portfolio company dispositions to enterprises including Amazon, Paramount, CBS and Yahoo. Chris currently serves on a number of boards including Washington Trust Bank, The Four Seasons Hotel & Residences (Seattle), Concure Oncology, Solius and Space Needle Corporation. Chris holds a BA in Political Science from the University of Arizona.
	**Steve Hamerslag**/*Non-executive Director* Based in San Diego, Steve joined the Limeade Board in 2012. Steve has over 34 years' experience starting, growing and leading high tech enterprises. His knowledge of enterprise technology solutions is further leveraged by his extensive sales, marketing and general management experience, having started and acted as CEO of two publicly held companies. Steve is a Managing Director and co-founder of TVC Capital. Prior to founding TVC Capital, Steve was President and CEO of J2 Global Communications, a provider of communication services, and founded MTI Technology, a provider of enterprise storage solutions. Steve was recognized as the Ernst and Young National Entrepreneur of the Year and the Orange County High Technology Entrepreneur of the Year. Steve is on the board of directors of publicly held CorVel Corporation (NASDAQ: CRVL) as well as privately held LiquidPlanner, Celigo, BitTitan, Perspectium and CreatorIQ. Mr. Hamerslag holds a BA in Economics from the University of California, Berkeley.
	**Mia Mends**/*Non-executive Director* Based in Washington D.C., Mia joined the Limeade Board in December 2019. Mia is an experienced executive with over 20 years' experience working in marketing and employee benefits. Mia is currently Chief Administrative Officer in North America of Sodexo, one of the world's largest multinational corporations where she is responsible for driving critical regional initiatives in support of global growth goals. Mia previously held a number of executive roles with Sodexo Benefits & Rewards, including as CEO of Inspirus. Mia has also served in executive roles at Noventis (formerly PreCash) and United Airlines Loyalty Services. Mia co-founded the organization Seven Sisters to Sisters and serves on the boards of Girls Inc. and EMERGE, a nationally-recognised program that helps first-generation and low-income students attend and graduate from top colleges and universities. Mia holds an MBA from Harvard Business School and a BA in Economics from Wellesley College.

DIRECTORS' REPORT (cont.)

FOR THE YEAR ENDED 31 DECEMBER 2019

Director	Experience
	**Lisa MacCallum**/*Non-executive Director* Based in Melbourne, Lisa joined the Board in December 2019. Lisa has worked for over 20 years across a range of sectors including consumer goods, media and education, telecommunications and international development. Lisa is the founder of Inspired Companies, a brand strategy and purposeful business focused enterprise. Before this, Lisa served at Nike for 13 years, including in executive and leadership roles in commercial and brand strategy and as VP of Nike's Corporate Philanthropy and Global Community Investments. Prior to joining Nike, Lisa co-founded a Tokyo-based multi-media and executive education company, Business Breakthrough, Inc. Lisa is a non-executive Director of Bond University Australia Limited, a Global Ambassador for World Benchmarking Alliance and Advisory Board Member of Meaningful Business and KAO Corporation, Japan. Lisa served on the Sustainable Business board committee for British Telecom Committee between 2015 and 2018. Lisa has completed studies at Bond University, Harvard Business School and Oxford University.
	**Cameron Judson**/*Non-executive Director* Based in Sydney, Cameron joined the Board in December 2019. Cameron is an experienced board member and executive with over 30 years of experience across a range of industries including HR, real estate and logistics. Most recently, Cameron held CEO roles with ASX-listed McGrath Estate Agents and Chandler Macleod Group. Prior to these roles, he held a range of leadership roles with Chandler Macleod, UTC Fire & Security and TNT. Cameron currently serves on the board of QANTM IP and is a member of the Australian Institute of Company Directors. He holds an MBA from the Australian Graduate School of Management and a Bachelor of Arts from UNSW.

DIRECTORS' INTERESTS

The Directors who held office at the end of the year had the following interests at the end of the financial year, 31 December 2019.

Director	Securities Held as at the Reporting Date	Options held as at the Reporting Date
Elizabeth Bastoni	—	—
Henry Albrecht	40,311,485	200,000
Chris Ackerley[1]	4,116,360	660,000
Steve Hamerslag[2]	—	—
Lisa MacCallum	10,000	—
Mia Mends	—	—
Cameron Judson[3]	50,000	—

The CDIs offered under the 20 December, 2019 listing were not registered under the United States Securities Act of 1934, as amended (US Securities Act) or any US state securities laws. Without said registration (or applicable exemption from registration), the CDIs could not lawfully be offered under applicable US or state security laws and the Limeade US Directors were therefore not able to purchase or otherwise participate in the CDIs that were offered.

1. Chris' holdings include Securities held by Chris personally, and Securities held by Chris and his spouse, Diana, jointly.
2. Steve does not have a direct interest in Securities, however he is a Managing Partner of TVC Capital which manages TVC Capital II LP (which holds 35,618,770 at 31 December 2019) and may indirectly benefit economically from those activities. He may also indirectly benefit from TVC Capital's holding of 1,039,512 Securities.
3. Cameron does not have a direct interest in Securities, however, he may indirectly benefit from C & T Judson PTY LTD holdings of 50,000 Securities at 31 December 2019.

Under Limeade's Bylaws, the Board may decide the total amount paid to each non-executive Director as remuneration for their services. However, under the ASX Listing Rules, the total amount paid to all non-executive Directors for their services (excluding, for these purposes, the salary of any Executive Director) must not exceed in aggregate in any financial year the amount fixed by Limeade's general meeting. This amount has been fixed at $650,000 per annum. Any increase to the aggregate amount will be approved by Shareholders.

This aggregate annual sum does not include any special remuneration which the Board may grant to the Directors for special exertions or additional services performed by a Director for or at the request of Limeade, which may be made in addition to or in substitution for the Director's fees.

The Directors' fees currently agreed to be paid by Limeade for the year ending December 2020 are as set out below.

Director	Annual cash Director's Fees
Elizabeth Bastoni	$110,000
Cameron Judson	$70,000
Lisa MacCallum	$70,000
Chris Ackerley	NIL
Henry Albrecht	NIL
Steve Hamerslag	NIL
Mia Mends	$70,000

In addition, the Chair of the Audit and Risk Management Committee and the Chair of the Remuneration and Nomination Committee will each receive $10,000 per annum, and each other member of those committees will receive $5,000 per annum, for their service on those committees. All non-executive Directors' fees are inclusive of superannuation contributions where required by law.

OTHER INFORMATION ABOUT DIRECTOR'S INTERESTS AND BENEFITS

Directors may be reimbursed for travel and other expenses incurred in attending to Limeade's affairs, including attending and returning from meetings of the Board or committees of the Board or general meetings. Any Director who devotes special attention to the business of Limeade or who performs services which, in the opinion of the Board, are outside the scope of ordinary duties of a Director, may be remunerated for the services (as determined by the Board) out of the funds of Limeade. There are no retirement benefit schemes for Directors, other than statutory superannuation contributions as applicable.

AUDITORS

The included 2019 Consolidated Financial Statements and Notes have been audited by Deloitte & Touche LLP with an unqualified opinion issued.

INDEPENDENT AUDITORS' REPORT

Deloitte and Touche LLP
925 Fourth Avenue, Suite 3300
Seattle, WA 98104
USA

Tel: 206-716-7000
www.deloitte.com

INDEPENDENT AUDITORS' REPORT

To the Board of Directors and Shareholders of Limeade, Inc.

We have audited the accompanying consolidated financial statements of Limeade, Inc. and its subsidiaries (the "Company"), which comprise the consolidated balance sheet as of December 31, 2019, and the related consolidated statements of operations, comprehensive loss, statement of stockholders' equity (deficit), and cash flows for the year then ended and the related notes to the consolidated financial statements.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Limeade, Inc. and its subsidiaries as of December 31, 2019, and the results of their operations and their cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Emphasis of Matter

As discussed in Note 2 to the financial statements, effective January 1, 2019, the Company adopted ASC 842, Leases, (Topic 842) using the optional transition method. This adoption had a material effect on the financial statements and related disclosures. Our opinion is not modified with respect to this matter.

Deloitte.

Predecessor Auditors'Opinion on 2018 Financial Statements

The financial statements of the Company as of and for the year ended December 31, 2018, were audited by other auditors whose report, dated November 22, 2019, expressed an unmodified opinion on those statements. The predecessor auditor report included an emphasis-of-matter paragraph explaining that the 2018 financial statements were restated to correct misstatements and the opinion was not modified with respect to this matter.

Deloitte & Touche LLP

Deloitte & Touche LLP
February 27, 2020

FINANCIAL REPORT **FY2019**

CONSOLIDATED BALANCE SHEETS
(IN US DOLLARS, IN THOUSANDS)

		December 31, 2019		December 31, 2018
Assets				
Current assets:				
Cash and cash equivalents	$	31,962	$	3,721
Accounts receivable, net of allowance for doubtful accounts of $80 and $70, respectively		7,300		8,869
Prepaid expenses		4,326		2,881
Total current assets		**43,588**		**15,471**
Non-current assets				
Property and equipment – net		855	$	957
Capitalized software development costs – net		3,966		1,795
Operating lease right-of-use assets – net		3,738		-
Goodwill		1,153		1,153
Intangible assets – net		1,377		1,753
Other non-current assets		449		352
Total assets	**$**	**55,126**	**$**	**21,481**
Liabilities and shareholders' equity				
Current liabilities				
Trade payables	$	3,748	$	5,347
Accrued compensation		3,892		4,092
Accrued expenses		5,648		5,072
Operating lease right-of-use liabilities		1,287		-
Finance lease liabilities		4		141
Deferred revenue		8,315		5,379
Customer deposits		2,094		-
Acquisition holdback		571		-
Income taxes payable		23		-
Notes payable		-		2,500
Total current liabilities		**25,582**		**22,531**
Non-current liabilities				
Acquisition holdback		-	$	571
Operating lease right-of use liabilities		2,602		-
Finance lease liabilities		-		4
Deferred tax liability		2		-
Total non-current liabilities		**2,604**		**575**
Total liabilities		**28,186**		**23,106**
Commitments and contingencies - see Note 14				
Shareholders' equity				
Redeemable convertible preferred stock		-		33,504
Common stock		-		492
Additional paid-in capital		66,407		1,607
Accumulated (deficit)		(39,467)		(37,228)
Total shareholders' (deficit) equity		**26,940**		**(1,625)**
Total Liabilities and stockholders' equity	**$**	**55,126**	**$**	**21,481**

The accompanying notes are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENTS OF OPERATIONS
(IN US DOLLARS, IN THOUSANDS, EXCEPT PER SHARE DATA)

	For the Twelve Months Ended December 31	
	2019	**2018**
Revenue:		
Subscription services	$ 43,586	$ 35,907
Third party services	1,878	2,929
Other	1,979	1,282
Total revenues	**47,443**	**40,118**
Cost of revenue	11,689	11,205
Gross profit	**35,754**	**28,913**
Operating expenses		
Sales and marketing	15,758	11,603
Research and development	15,038	13,898
General and administrative	7,121	6,601
Total operating expenses	**37,917**	**32,102**
Operating loss	**(2,163)**	**(3,189)**
Other income, net	**21**	**2**
Loss before income taxes	(2,142)	(3,187)
Provision for income taxes	52	-
Net loss	**$ (2,194)**	**$ (3,187)**
Basic and diluted loss per common share - see Note 10		
Net loss	$ (0.03)	$ (0.04)
Inducement of convertible preferred stock	(0.41)	-
Net loss per share attributable to common shareholders, basic and diluted	**$ (0.44)**	**$ (0.04)**
Weighted average shares of common stock outstanding, basic and diluted	**80,942**	**73,910**

The accompanying notes are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF COMPREHENSIVE LOSS
(IN US DOLLARS, IN THOUSANDS)

	For the Twelve Months Ended December 31	
	2019	2018
Net loss	$ (2,194)	$ (3,187)
Other comprehensive income (loss)—Foreign currency translation	(8)	-
Total comprehensive loss	**$ (2,202)**	**$ (3,187)**

The accompanying notes are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' (DEFICIT) EQUITY

(IN US DOLLARS, IN THOUSANDS)

	Series C Redeemable Convertible Preferred Stock		Series B Redeemable Convertible Preferred Stock		Series A Redeemable Convertible Preferred Stock		Common Stock		Additional Paid-In Capital	Accumulated Deficit	Total Stockholders' Equity
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount			
BALANCE, December 31, 2017	4,339,675	$ 24,922	4,363,606	$ 5,528	5,436,008	$ 2,969	73,270,104	$ 419	$ 1,349	$ (33,977)	$ 1,210
Exercise of stock options and warrants	-	-	-	-	35,805	21	1,226,888	73	-	-	94
Stock-based compensation	-	-	-	-	-	-	-	-	258	-	258
Accretion of redeemable convertible preferred stock issuance costs	-	39	-	18	-	7	-	-	-	(64)	-
Net loss	-	-	-	-	-	-	-	-	-	(3,187)	(3,187)
BALANCE, December 31, 2018	4,339,675	24,961	4,363,606	5,546	5,471,813	2,997	74,496,992	492	1,607	(37,228)	(1,625)
Conversion of preferred shares to common	(4,339,675)	(25,000)	(4,363,606)	(5,564)	(5,471,813)	(3,005)	113,400,752	-	33,569	-	-
Inducement of convertible preferred stock	-	-	-	-	-	-	26,993,844	-	-	-	-
Common stock converted to zero par value	-	-	-	-	-	-	-	(492)	492	-	-
Proceeds from initial public offering, net of underwriting fees	-	-	-	-	-	-	27,060,208	-	32,979	-	32,979
Initial public offering costs	-	-	-	-	-	-	-	-	(2,817)	-	(2,817)
Exercise of stock options	-	-	-	-	-	-	2,897,208	-	278	-	278
Stock-based compensation	-	-	-	-	-	-	-	-	299	-	299
Accretion of redeemable convertible preferred stock issuance costs	-	39	-	18	-	8	-	-	-	(65)	-
Cumulative effect of implementation of ASC 842 - Leases	-	-	-	-	-	-	-	-	-	28	28
Loss on translation adjustments	-	-	-	-	-	-	-	-	-	(8)	(8)
Net loss	-	-	-	-	-	-	-	-	-	(2,194)	(2,194)
BALANCE, December 31, 2019	-	-	-	-	-	-	244,849,004	-	66,407	(39,467)	26,940

The accompanying notes are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS
(IN US DOLLARS, IN THOUSANDS)

	From Data		
	2019		2018
CASH FLOWS FROM OPERATING ACTIVITIES			
Net loss	(2,194)	$	(3,187)
Adjustments to reconcile net loss to net cash used in operating activities			
Depreciation and amortization	1,413		1,220
Amortization of operating lease-right-of-use assets	1,137		-
Stock-based compensation	299		258
Change in assets and liabilities			
Trade accounts receivable	1,569		194
Prepaid expenses and other current assets	(1,450)		680
Other non-current assets	(96)		-
Trade accounts payable	(1,708)		865
Accrued compensation	(199)		1,118
Accrued expenses and other current liabilities	147		157
Income taxes payable	23		-
Deferred revenue	2,936		(89)
Deferred tax liability	2		-
Customer deposits	2,094		-
Operating lease liabilities	(1,201)		-
Other non-current liabilities	-		(12)
Net cash provided by operating activities	**2,772**		**1,204**
CASH FLOWS FROM INVESTING ACTIVITIES			
Capitalized software development costs	(2,489)		(1,147)
Purchases of property and equipment	(601)		(414)
Business combination, net of cash acquired	-		(1,910)
Net cash used in investing activities	**(3,090)**		**(3,471)**
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from initial public offering, net of underwriting fees	32,969		-
Payments of initial public offering transaction costs	(2,047)		-
Payments on principal of capital leases	(141)		(475)
Proceeds from credit facility	2,000		2,500
Principal payments on credit facility	(4,500)		-
Exercise of employee stock options	289		73
Net cash provided by financing activities	28,570		2,098
Foreign currency effect on cash and cash equivalents	(11)		-
NET CHANGE IN CASH AND CASH EQUIVALENTS CASH AND CASH EQUIVALENTS	28,241		(169)
Beginning of year	3,721		3,890
End of year	**31,962**	$	**3,721**

The accompanying notes are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS (cont.)
(IN US DOLLARS, IN THOUSANDS)

	From Data	
	2019	2018
SUPPLEMENTAL CASH FLOW DISCLOSURES:		
Cash paid for interest	187	77
Cash paid for taxes	27	13
NON-CASH OPERATING, INVESTING, AND FINANCING ACTIVITIES		
Accretion of redeemable convertible preferred stock issuance costs	65	64
Property and equipment included in accounts payable	17	-
Acquisition of right-of-use asset under operating lease	53	-
Initial public offering transaction costs, accrued not yet paid	770	-
Inducement of convertible preferred stock	33,128	-

The accompanying notes are an integral part of these consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 – ORGANIZATION AND DESCRIPTION OF BUSINESS

Limeade, Inc. (the "Company" or "Limeade") was incorporated in the state of Washington on February 23, 2006, and is headquartered in Bellevue, Washington. The Company provides software solutions that elevate the employee experience and help build great places to work. The Limeade platform offers employee well-being, engagement, inclusion and communications solutions in one seamless user experience. The Company generates revenue through the sale of its software solutions to customers, which are provided via the cloud under a subscription-based revenue model.

The Company has wholly owned subsidiaries in Canada and Germany that provide business development, software development, and support services.

The Company operates in a dynamic industry and accordingly, can be affected by a variety of factors. For example, management believes that changes in any of the following areas could have a significant negative effect on the Company in terms of our future financial position, results of operations or cash flows: the need for continued growth in the demand for the Company's products and services, reliance on key personnel including the ability to attract and retain qualified employees and key personnel, competition from other companies with greater financial, technical, and marketing resources, scaling and adaptation of existing technology and network infrastructure, management of the Company's growth, and protection of our brand and intellectual property, among other things.

Initial Public Offering – On December 20, 2019, Limeade successfully completed its Initial Public Offering ("IPO") of securities and was admitted to the official list of the Australian Securities Exchange ("ASX"). As part of the IPO, the Company issued 27,060,208 shares of its common stock or 27,060,208 CHESS Depositary Interests ("CDI") shares, with the ratio of CDIs to the Company's common stock of 1:1. The CDI shares were issued at AUD1.85 per CDI, for gross proceeds of approximately AUD50.1 million, or US$34.2 million. The IPO proceeds, net of transaction costs of approximately AUD5.9 million, or US$4.1 million, are being used to support the Company's operations and growth.

Conversion of Series Preferred Stock

In addition to the shares issued as part of the IPO, all outstanding shares of preferred stock were converted into 14,175,094 shares of the Company's common stock. These shares were then split on a 1- to-8 basis, resulting in 113,400,752 shares of common stock. As an incentive to convert their preferred shares to common stock, Series Preferred shareholders were offered 26,993,844 additional shares of common stock at an aggregate value of $34.0 million, equivalent to what their liquidation preferences would have been in a liquidation event. These 26,993,844 additional shares of common stock were sold as part of the IPO for AUD49.9 million or US$34.2 million, with the proceeds going to the selling shareholders.

Stock Split

Immediately before the IPO, the Company amended its Articles of Incorporation and effected a 1-to-8 stock split of all issued and outstanding common stock, including outstanding stock options. All common shares and per common share amounts for all periods presented in these consolidated financial statements and notes thereto, have been adjusted retrospectively, where applicable, to reflect the stock split. Series Preferred Stock amounts have been adjusted retrospectively only where the conversion to common stock is presented.

Total common shares issued from the following sources during the year ended December 31, 2019 are summarized as follows:

Shares issued in primary offering	27,060,208
Shares issued upon conversion of redeemable convertible preferred stock	113,400,752
Shares issued as inducement to convert preferred shares to common	26,993,844
Shares issued upon exercise of stock options	2,897,208
Total shares issued	170,352,012

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (cont.)

Correction of error – Management determined that it had omitted the accounting and reporting for capitalized software in its 2018 consolidated financial statements. The Company has corrected for the error by adjusting for the capitalization of internally developed software in the 2018 consolidated financial statements. The Company also determined that it had incorrectly recorded depreciation expense and purchases of property and equipment in the 2018 consolidated statement of cash flows. The company has corrected this error by adjusting depreciation expense and purchases of property and equipment in the 2018 consolidated cash flow statement. The affected balances presented in these financial statements are reflected in the below tabular reconciliation:

	Balance at December 31, 2018		
	As Reported	Adjustment	As Restated
		(in thousands)	
Assets			
Capitalized software development costs	$ -	$ 1,795	$ 1,795
Total assets	19,686	1,795	21,481
Stockholders' equity			
Accumulated deficit	(39,023)	1,795	(37,228)
Total stockholders' (deficit) equity	(3,420)	1,795	(1,625)
Total liabilities and stockholders' equity	19,686	1,795	21,481
Research and development expense	15,046	(1,148)	13,898
Cost of revenues	11,069	136	11,205
Net loss	(4,199)	1,012	(3,187)
Net cash provided by operating activities	257	948	1,205
Net cash used in investing activities	$ **(2,523)**	$ **(948)**	$ **(3,471)**

NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation - The accompanying consolidated financial statements include those of the Company and its subsidiaries after elimination of all intercompany accounts and transactions. These consolidated financial statements have been prepared in conformity with generally accepted accounting principles in the United States of America ("U.S. GAAP").

Use of Estimates - The preparation of the consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and disclosure of contingent assets and liabilities at the date of the consolidated financial statements, and the reported amounts of revenues and expenses during the reporting period. The significant estimates include revenue recognition, allowances for doubtful accounts, depreciable lives of property and equipment, assumptions used in stock-based compensation, estimates of fair value of common stock, measurement of the valuation allowance for deferred tax assets and estimates of fair value of acquired assets and liabilities. Actual results could differ from management's estimates and assumptions.

Concentration of credit risk – Financial instruments that potentially subject the Company to concentrations of credit risk are primarily cash and cash equivalents. The Company generally places its cash and cash equivalents and short-term investments with high-credit-quality counterparties to make sure the financial institutions are stable when the Company's deposits exceed Federal Deposit Insurance Corporation limits, and by policy, limit the amount of credit exposure to any one counterparty based on the Company's analysis of the counterparty's relative credit standing. The Company maintains its cash accounts with financial institutions where, at times, deposits exceed federal insurance limits.

Credit risk with respect to accounts receivable is dispersed based on the number of our customers. Two customers represented 29% and 25% of net accounts receivable as of December 31, 2019, and 2018 respectively. During the years ended December 31, 2019 and 2018, no customers accounted for 10% or more of total revenue.

Foreign exchange – The Company's consolidated financial statements are reported in U.S. dollars. The financial statements of our foreign subsidiaries with a functional currency other than U.S. dollars have been translated into U.S. dollars. Assets and liabilities of these subsidiaries are translated at the exchange rates in effect at each period-end. Income statement amounts are translated at the average exchange rate during the period. Translation adjustments resulting from this process are included in other comprehensive income.

Cash and cash equivalents – The Company considers all short-term cash equivalents with original maturities of three months or less to be cash equivalents.

Accounts receivable and allowance for doubtful accounts – Accounts receivable are recorded net of an allowance for doubtful accounts and are generally due within 30 to 60 days. The allowance for doubtful accounts reflects the Company's best estimate of losses inherent in the gross accounts receivable balance. The Company considers accounts outstanding longer than the contractual payment terms as past due. The Company determines the allowance by considering a number of factors, including the length of time accounts receivable are past due, previous loss history, a specific customer's ability to pay its obligations, and the condition of the general economy and industry as a whole. Accounts receivable ultimately deemed uncollectible are written off against their allowance in the period in which they are deemed uncollectible.

Accounts receivable include outstanding invoices issued to customers according to the terms of the Company's contractual arrangements. The Company reviews accounts receivable regularly to determine if any receivable will be potentially uncollectible.

Prepaid expenses and other current assets – Prepaid expenses consist of prepaid insurance premiums, various prepaid maintenance and subscription agreements for software and prepaid certification costs. Other current assets consist of miscellaneous non-trade receivables and deposits on account with a vendor.

Property and equipment – Property and equipment are recorded at cost, net of accumulated depreciation and amortization. Depreciation is computed on a straight-line basis over the estimated useful lives of the assets. Computer equipment, computer software, and office furniture and equipment are generally depreciated over three years. Leasehold improvements are amortized over the shorter of the estimated useful life of the improvement or the term of the related lease. Expenditures for additions that extend the useful life of the related asset are capitalized, and expenditures for maintenance and repairs are expensed as incurred. Gains and losses from the disposal of property and equipment are reflected in the statement of operations in the year of disposition based upon the difference between proceeds received and the net book value of the disposed asset.

Internally developed software - All costs related to the development of internal use software, other than those incurred during the application development stage, are expensed as incurred. Costs incurred during the application development stage are capitalized and amortized over the estimated useful life of the software, which is typically seven years. The estimated useful lives of internally developed software are reviewed frequently and adjusted as appropriate to reflect upcoming development activities that may include significant upgrades and/or enhancements to the existing functionality. Capitalized software costs are amortized on a straight-line basis over their expected economic lives. Amortization of these costs begins once the product is ready for its intended use. The amount of costs capitalized within any period is dependent on the nature of software development activities and projects in each period.

The Company capitalized $2.5 and $1.1 million of software development costs for the years ended December 31, 2019 and 2018, respectively. Amortization expense related to capitalized software was $0.3 million and $0.1 million for the years ended December 31, 2019 and 2018, respectively.

Business acquisitions – The Company allocates the fair value of purchase consideration to the tangible assets acquired, liabilities assumed, and intangible assets acquired based on their estimated fair values. The excess of the fair value of purchase consideration over the fair values of these identifiable assets and liabilities is recorded as goodwill. Such valuations require management to make significant estimates and assumptions, especially with respect to intangible assets. Significant estimates in valuing certain intangible assets include, but are not limited to, future expected cash flows from acquired users and acquired technology, useful lives, and discount rates. Management's estimates of fair value are based upon assumptions believed to be reasonable, but which are inherently uncertain and unpredictable and, as a result, actual results may differ from estimates. During the measurement period, the Company may record adjustments to the assets acquired and liabilities assumed, with the corresponding offset to goodwill. Upon the conclusion of the measurement period, any subsequent adjustments are recorded to earnings.

Goodwill - Goodwill represents the excess of the cost of an acquired business over the fair value of the assets acquired at the date of acquisition and is not amortized. The Company reviews goodwill for impairment at least annually or more frequently if events or changes in circumstances indicate that the carrying value of goodwill may not be recoverable. The Company has elected to first assess the qualitative factors to determine whether it is more likely than not that the fair value of the Company's single reporting unit is less than its carrying amount. Based on the qualitative assessment, if it is determined that it is more likely than not that its fair value is less than its carrying amount, the fair value of the Company's single reporting unit is compared to its carrying value. Any excess of the goodwill carrying amount over

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (cont.)

the fair value is recognized as an impairment loss, and the carrying value of goodwill is written down to fair value. As December 31, 2019 and December 31, 2018, no impairment of goodwill has been identified and there were no impairment charges for the years ended December 31, 2019 and 2018, respectively.

Intangible assets – Intangible assets consist of acquired customer relationships. Acquired finite-lived intangible assets are amortized over their estimated useful lives. The Company evaluates the recoverability of its intangible assets for possible impairment whenever events or circumstances indicate that the carrying amount of such assets may not be recoverable. Recoverability of these assets is measured by a comparison of the carrying amounts to the future undiscounted cash flows the assets are expected to generate. If such review indicates that the carrying amount of intangible assets is not recoverable, the carrying amount of such assets is reduced to fair value. Management has determined that there was no impairment for the years ended December 31, 2019 and 2018.

Long-Lived Assets - The Company evaluates long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying value of these assets may not be recoverable. An impairment is recognized in the event the carrying value of such assets is not recoverable. If the carrying value is not recoverable, the fair value is determined, and an impairment is recognized for the amount by which the carrying value exceeds the fair value. Management has determined that there was no impairment for the years ended December 31, 2019 and 2018.

Redeemable convertible preferred stock warrants – Freestanding warrants to purchase the Company's redeemable convertible preferred stock are classified as liabilities on the balance sheet and carried at fair value because the warrants may conditionally obligate the Company to transfer assets at some point in the future. The warrants are subject to remeasurement at each balance sheet date, and any change in fair value is recognized as other income (expense), net in the statements of operations. The Company will continue to adjust the liability for changes in fair value until the earlier of the exercise or expiration of the warrants, the completion of a deemed liquidation event, conversion of redeemable convertible preferred stock into common stock, or until the redeemable convertible preferred stockholders can no longer trigger a deemed liquidation event.

In November 2008, the Company issued warrants to purchase Series A in connection with the Company's Series A round. The warrants were convertible into 40,000 shares of Series A at an exercise price of $0.6041 per share. The warrants were recorded as a liability on the balance sheet and were remeasured at fair value each reporting period. On November 1, 2018, 35,805 Series A shares were issued in a cashless exercise with the remaining 4,195 outstanding warrants surrendered in lieu of cash payment of $21,483. There are no outstanding warrants as of December 31, 2019 and 2018.

Revenue Recognition – In May 2014, the Financial Accounting Standards Board (the "FASB") issued new accounting guidance Accounting Standards Codification ("ASC") *606, Revenue from Contracts with Customers (Topic 606)* on revenue recognition. The new standard replaced ASC 605 and provides a new comprehensive revenue recognition model requiring entities to recognize revenue to depict the transfer of goods or services to a customer at an amount that reflects the consideration it expects to receive in exchange for those goods or services. The Company adopted ASC 606 effective January 1, 2019 on a modified retrospective basis applied to those contracts which were not completed as of January 1, 2019. Financial results for reporting periods during 2019 are presented in compliance with the new revenue recognition standard. Historical financial results for reporting periods prior to 2019 are presented in conformity with amounts previously disclosed under the prior revenue recognition standard ASC 605. While adoption of ASC 606 did not have a material impact on the Company's financial position, results of operations or cash flows, it did impact financial statement disclosures.

The Company derives its revenues from two primary sources: (1) subscription revenues, which are comprised of fees from customers for access to the Company's software platform and (2) third party services, which are comprised of fees from customers for value-add services provided by third parties.

The Company determines revenue recognition through the following five-step framework:

- Identification of the contract, or contracts, with a customer;
- Identification of the performance obligations in the contract;
- Determination of the transaction price;
- Allocation of the transaction price to the performance obligations in the contract; and
- Recognition of revenue when, or as, the Company satisfies a performance obligation.

The Company identifies performance obligations in its contracts with customers, which primarily include subscription services and professional services provided by third parties. The transaction price is determined based on the amount to which the Company expects to be entitled to in exchange for providing the promised services to the customer. The transaction price in the contract is allocated to each distinct performance obligation on a relative standalone selling price basis. Revenue is recognized when performance obligations are satisfied.

Subscription revenues - Subscription revenues are cloud-based subscriptions which allow customers to access the Company's software during a contractual period without taking possession of the software. The Company's subscription arrangements typically contain a contract period of one year, and can be billable in annual, quarterly, or monthly invoices. Payments received in advance of customers being provided access to the software are deferred. The Company recognizes revenue related to these cloud-based subscriptions ratably over the life of the subscription agreement beginning when the customer first has access to the software. Revenues from cloud-based subscriptions are included in subscription services revenues.

Third party services revenue - Third party services include health coaching, content subscription services, biometric data collection, and onsite screenings. These services are provided by third parties but are often contracted for and billed to the customer by the Company. The fees may be a fixed fee over for period-of- time, or on a per-use-per user basis. The Company assesses whether revenue in these transactions is recorded gross or net of the fees paid to third parties. The Company (1) identifies the goods or services to be provided to the customer; (2) assesses whether it controls each specified good or service before that good or service is transferred to the customer, and (3) assesses how much latitude the Company has in establishing pricing for those goods or services. Based on these assessments, third party revenues are recognized net of costs charged to the Company by third party providers.

Payments received in advance of third-party service performance are deferred and are recognized as the services are performed, or ratably over the contract period, depending on the service.

Other revenue - Other revenue includes implementation fees for subscription software and related programs, and for onsite client program managers. Payments received in advance of other revenue service performance are deferred and are recognized as the services are performed, or ratably over the contract period, depending on the service.

The Company identifies performance obligations in its contracts with customers, which may include software subscription licenses and/or related services provided by third parties. The Company determines the transaction price based on the amount of consideration it expects to receive in exchange for transferring the promised goods or services to the customer. It allocates the transaction price in the contract to each distinct performance obligation in an amount that depicts the relative amount of consideration it expects to receive in exchange for satisfying each performance obligation. Revenue is recognized when performance obligations are satisfied.

Contract payment terms for all of our contracts are typically net 30 days. The Company assesses collectability based on a number of factors including collection history and creditworthiness of the customer, and it may mitigate exposures to credit risk by requiring payments in advance. If the Company determines that collectability related to a contract is not probable, it may not record revenue until collectability becomes probable at a later date.

Revenues are recorded based on the transaction price excluding amounts collected on behalf of third parties. For example, indirect taxes which are collected and remitted to governmental authorities are excluded from revenues.

Reseller Arrangements - The Company also sells its products through resellers or "channel partners" who purchase services directly from the Company for future resale. Sales through channel partners are recognized upon delivery to the end customer, assuming all other revenue recognition criteria have been met. Typically, such arrangements contain monthly service periods and billings, and thus the Company's recognition of revenue is based on a month to month contract term.

Judgments and Estimates - Contracts with customers often include promises to transfer multiple products and services. Determining whether products and services are considered distinct performance obligations that should be accounted for separately from one another sometimes requires judgment. The Company's contracts often require it to perform certain setup and implementation services so that its customers can appropriately utilize its subscription products. These services are not treated as distinct performance obligations. Instead, they are combined with our subscription services and recognized ratably over the term of the customer contract. In future periods, these services may qualify as distinct performance obligations which may require further transaction price allocation and earlier recognition of revenue for a portion of customer contracts.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (cont.)

Judgment is also required to determine the standalone selling price ("SSP) for each distinct performance obligation. The Company typically has more than one SSP for each of its products and services based on customer stratification, which is based on the size of the customer, their geographic region and market segment. For cloud-based subscriptions SSP is generally observable using standalone sales and/or renewals. The Company evaluates contracts with customers that include options to purchase additional goods or services to determine whether the options give rise to a material right, which is a separate performance obligation. If the Company determines the options give rise to a material right, the revenue allocated to such right is not recognized until the option is exercised or the option expires.

Finally, the Company's contracts with customers generally include performance or service level guarantees, which obligate the Company to certain service performance deliverables such as minimum engagement rates, minimum scores on customer satisfaction surveys and web-site uptime requirements. These guarantees are treated as variable consideration, which reduces the total transaction price for individual contracts. The Company monitors compliance with performance guarantees throughout the duration of each contract and has a history of meeting contract performance guarantees. Reserves for estimated contract performance guarantees are established based on historical performance and are recognized as a reduction of revenue and accrued liabilities on the balance sheet. The reserve liability is $1.1 million and $0.4 million as of December 31, 2019 and 2018 respectively.

Assets Recognized from the Costs to Obtain a Contract with a Customer - The Company recognizes an asset for the incremental costs of obtaining a contract with a customer if it expects the benefit of those costs to be longer than one year. The Company's commission plans include substantive service conditions that need to be met before a commission associated with a contract (or group of contracts) is actually earned by the salesperson. In such cases, some or all of the sales commission may not be incremental costs incurred to obtain a contract with the customer since the costs were not actually incurred solely as a result of obtaining a contract with a customer. Rather, the costs were incurred as a result of obtaining a contract with a customer and the salesperson's providing ongoing services to the entity for a substantive period. As such, these commissions are not capitalized. The Company did not have any costs that met the requirements for capitalization for the period ended December 31, 2019.

Contract Assets - Contract assets represent the portion of the transaction price from a contract with a customer where control has transferred, but for which the company currently does not have the contractual right to invoice. The Company reduces the gross contract asset balance for any impairments identified based on its consideration of a combination of factors including past collection experience, credit quality of the customer, age of other receivables balances due from the customer and current economic conditions. The Company did not have any Contract Assets as of December 31, 2019 or January 1, 2019.

Deferred revenue – Deferred revenue represents billings or payments received in advance of revenue recognition from subscription and third-party services. Deferred revenue is recognized as the revenue recognition criteria are met. The Company generally invoices customers monthly, semi-annually, or annually in advance of providing services. Deferred revenue recorded at December 31, 2019, is expected to be recognized within the next 12 months as the related services are provided.

Customer Deposits - Customer deposits represents payments received in advance of revenue recognition from subscription and third-party services that are subject to cancellation and refund provisions.

Income Taxes - The Company accounts for income taxes under the asset and liability method. The Company's deferred tax assets and liabilities are determined based on temporary differences between the financial reporting and income tax basis of assets and liabilities and are measured using the enacted tax rates expected to apply in the years when the differences are expected to reverse. A valuation allowance is recorded when it is more likely than not that some of the deferred tax assets will not be realized. The Company assesses its income tax positions and records income taxes based upon management's evaluation of the facts, circumstances, and information available at the reporting date.

The Company determines whether its uncertain tax positions are more likely than not to be sustained upon examination based on the technical merits of the position. For tax positions not meeting the more likely than not threshold, the tax amount recognized in the consolidated financial statements is reduced by the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement with the relevant taxing authority. The Company does not have any uncertain tax positions as of December 31, 2019 or December 31, 2018.

Stock-based compensation - The Company accounts for stock-based payment awards made to employees and directors under ASC 718, *Share-Based Payments*, which requires measurement and recognition of compensation expense for all share-based payment awards based on fair value. The Company estimates the fair value of share-based payment awards using the Black-Scholes option-pricing model. The Black-Scholes model incorporates various assumptions, including expected volatility, dividend yields, risk-free interest rates, weighted-average expected lives, and estimated forfeitures of options.

Under ASC 718, share-based compensation expense is recognized based on the value of the portion of share-based payment awards that is ultimately expected to vest during the period. The Company recognizes compensation expense for all share-based payment awards made to employees and directors using a straight-line method, generally over a service period of four years.

Compensation expense for share-based payments made to non-employees is recognized over the period in which services are provided. In addition, the fair value of share-based payments made to non- employees is re-measured at each reporting date, and compensation expense is adjusted to the current fair value until the services are completed, or if earlier, the date at which a performance commitment, as that term is defined, is reached.

Initial Public Offering transaction costs - Initial public offering transactions costs of $2.8 million, primarily consisting of legal, accounting, and other fees related to the IPO, were offset against proceeds upon the closing of the IPO on December 20, 2019.

Research and development expenses - Research and development expenses include payroll, employee benefits, and other headcount-related costs associated with product development. Research and development costs are expensed as incurred.

Contingencies - A loss contingency is recorded if it is probable and the amount of the loss can be reasonably estimated. The Company assesses, among other factors, the probability of an adverse outcome and its ability to make a reasonable estimate of the ultimate loss.

Leases - The Company determines if an arrangement is a lease at inception, and leases are classified at commencement as either operating or finance leases. Right-of-use ("ROU") assets and lease liabilities are recognized at commencement date based on the present value of the future minimum lease payments over the lease term. Operating lease ROU assets are presented separately in long-term assets and finance lease ROU assets are included in property and equipment, net on the consolidated balance sheets. As most of the Company's operating leases do not provide an implicit rate, management uses its incremental borrowing rate in determining the present value of future payments. This rate is an estimate of the collateralized borrowing rate it would incur on our future lease payments over a similar term based on the information available at commencement date. The Company's lease terms may include options to extend or terminate the lease when it is reasonably certain that it will exercise that option. At December 31, 2019 the Company did not include any options to extend leases in its lease terms as is was not reasonably certain to exercise them.

The Company utilizes certain practical expedients and policy elections available under the lease accounting standard. For example, it does not record right-of-use assets or lease liabilities for leases with terms of 12 months or less, and it combines lease and non-lease components for contracts containing real estate leases.

Right-of-use assets are subject to evaluation for impairment or disposal on a basis consistent with other long-lived assets.

Recently accounting pronouncements adopted - The Company adopted ASC 842, *Leases (Topic 842)* on January 1, 2019 using the optional transition method described in ASU 2018-11, *Leases - Targeted Improvements*. Under the optional transition method, the Company recognized the cumulative effect of initially applying the guidance as an adjustment to the operating lease right-of-use assets and operating lease liabilities on our consolidated balance sheet on January 1, 2019 without retrospective application to comparative periods.

The new lease standard requires lessees to recognize right-of-use assets and lease liabilities on the balance sheet for operating leases, and also requires additional quantitative and qualitative disclosures to enable users of the financial statements to assess the amount, timing, and uncertainty of cash flows arising from leases. In adopting ASC 842, we utilized certain practical expedients available under the standard. These practical expedients include waiving reassessment of conclusions reached under the previous lease standard as to whether contracts contain leases and not recording right-of-use assets or lease liabilities for leases with terms of 12 months or less.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (cont.)

The cumulative effect of the changes made to the consolidated January 1, 2019 balance sheet resulting from the adoption of ASC 842 was as follows (in thousands):

	December 31, As Reported	Adjustment	January 1, 2019 As Adjusted
		(in thousands)	
Assets			
Prepaid expenses	$ 2,881	$ (6)	$ 2,875
Operating lease right-of-use assets – net	-	4,822	4,822
Liabilities and stockholders' equity			
Operating lease right-of-use liabilities, current	-	1,203	1,203
Operating lease right-of-use liabilities, non-current	-	3,834	3,834
Accrued expenses	5,072	(249)	4,823
Accumulated deficit	$ (39,023)	$ 28	$ (38,995)

Recent accounting pronouncements not yet adopted - In August 2018, the FASB issued ASU 2018-15, *Intangibles - Goodwill and Other-Internal-Use Software* ("ASU 2018-15"), which aligns the requirements for capitalizing implementation costs incurred in a hosting arrangement that is a service contract with the requirements for capitalizing implementation costs incurred to develop or obtain internal-use software. This guidance is effective for interim and annual reporting periods beginning after December 15, 2019, and early adoption is permitted. The Company does not expect that this ASU will have a material impact on its consolidated financial statements.

NOTE 3 – BUSINESS COMBINATION

On August 27, 2018, the Company completed a business combination of Sitrion, Inc. (Sitrion). This included all issued and outstanding shares of Sitrion Systems GmbH, and its employee communications and productivity solution. The acquisition will enable the Company to provide an integrated platform solution that elevates the employee experience in one seamless user experience. The primary reason for the acquisition was to acquire customer contracts and the assembled workforce held by Sitrion. The Company acquired Sitrion for a total purchase price of $2.6 million. The purchase price consisted of cash of $2.0 million and contingent consideration related to acquisition holdback of $0.6 million due February 2020. The total transaction related expenses were $0.4 million and have been recorded within general and administrative operating expenses on the consolidated statement of operations. The financial results of Sitrion Systems GmbH have been included in the consolidated financial statements from the date of the acquisition.

The Company has accounted for this acquisition as a business combination. The method requires, among other things, that assets acquired and liabilities assumed in a business combination be recognized at their fair values as of the acquisition date.

The fair values of the assets acquired and liabilities assumed by major class in the acquisition of Sitrion were recognized as follows (in thousands):

Assets acquired:	
Cash	$ 89
Current Assets	989
Other Assets	80
Acquired intangible assets	1,878
Goodwill	1,153
Total assets acquired	**4,189**
Liabilities assumed:	
Deferred revenue	511
Current liabilities	1,106
Total liabilities assumed	**1,617**
Net assets acquired	**$ 2,572**

The fair values assigned to tangible assets acquired, liabilities assumed and identifiable intangible assets are based on management's estimates and assumptions. The excess of purchase consideration over the fair value of net tangible and identifiable intangible assets acquired was recorded as goodwill. The goodwill balance is primarily attributed to the cross-selling opportunities, cost synergies, and a knowledgeable and experienced workforce which play an important role in the integration of the acquired customers. The goodwill balance is not deductible for U.S. income tax purposes.

The Company has identified $1.9 million of customer relationships that represent identifiable acquired intangible assets and has estimated a useful life of five years. Customer relationships represent the fair value of projected cash flows that will be derived from the sale of products to Sitrion's existing customers based on existing, in-process, and future versions of the underlying technology. Amortization expense from acquired intangible assets for the year ended December 31, 2019 and 2018, were $0.4 million and $0.1 million, respectively, and were included in general and administrative expenses.

Estimated amortization expense for acquired intangible assets for the remaining four years ending December 31 are as follows (in thousands):

2020	$	376
2021		376
2022		376
2023		249
Total estimated amortization expense	**$**	**1,377**

NOTE 4 – FAIR VALUE MEASUREMENTS

U.S. GAAP has established a fair value hierarchy that prioritizes the inputs used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurement) and the lowest priority to unobservable inputs (Level 3 measurement). This hierarchy requires entities to maximize the use of observable inputs and minimize the use of unobservable inputs.

The three levels of inputs used to measure fair value are as follows:

Level 1 – Valuations based on quoted prices for identical assets and liabilities in active markets.

Level 2 – Valuations based on observable inputs other than quoted prices included in Level 1, such as quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets and liabilities in markets that are not active, or inputs that are observable or can be corroborated by observable market data.

Level 3 – Valuations based on unobservable inputs reflecting the Company's assumptions, consistent with reasonably available assumptions made by other market participants. These valuations require significant judgment.

The Company's cash and cash equivalents are classified as Level 1. The carrying amounts of accounts receivable, net, accounts payable, accrued expenses, and deferred revenue approximate their fair values and are classified within Level 1.

NOTE 5 – PROPERTY AND EQUIPMENT

Property and equipment consists of the following as of December 31 (in thousands):

		2019		2018
Computer equipment and software	$	4,247	$	3,989
Furniture and equipment		646		596
Leasehold improvements		604		294
Total		5,497		4,879
Less accumulated depreciation and amortization		(4,642)		(3,922)
Total property and equipment, net	**$**	**855**	**$**	**957**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (cont.)

At December 31, 2019 and 2018, computer equipment and software includes assets under capital leases totaling $2.6 million and $2.6 million, respectively. Accumulated depreciation and amortization for assets under capital leases at December 31, 2019 and 2018 is $2.5 million and $2.4 million, respectively. Depreciation and amortization expense for property and equipment was $0.7 million and $1.1 million, respectively, for the years ended December 31, 2019 and 2018.

NOTE 6 – INTANGIBLE ASSETS FINITE-LIVED INTANGIBLE ASSETS

Finite-live intangible assets as of December 31, 2019 consisted of the following (in thousands):

	Average Useful Life (Years)	Gross	Accumulated Amortization	Net
Customer relationships	5	$ 1,878	$ (501)	$ 1,377

Amortization expense for finite-live intangible assets for the years ended December 31, 2019 and 2018 was $0.4 million and $0.1 million, respectively.

NOTE 7 – EMPLOYEE SAVINGS PLAN

In September 2011, the Company adopted a retirement plan (the Plan) under Section 401(k) of the Internal Revenue Code. The Plan covers substantially all employees of the Company who meet minimum age and service requirements and allows for participants to defer a portion of their annual compensation on a pre-tax basis subject to annual regulatory contribution limitations. Plan assets are held separately from those of the Company in funds under the control of a third-party trustee. The Company has the ability to make matching and discretionary contributions to the Plan. During the years ended December 31, 2019 and 2018, the Company did not make any contributions to the Plan.

NOTE 8 – REVENUE FROM CONTRACTS WITH CUSTOMERS

Disclosures Related to Contracts with Customers - Timing may differ between the satisfaction of performance obligations and the invoicing and collection of amounts related to contracts with customers. Liabilities are recorded for amounts that are collected in advance of the satisfaction of performance obligations. To the extent a contract exists, as defined by ASC 606, these liabilities are classified as current and non-current deferred revenue. To the extent that a contract does not exist, these liabilities are classified as contract liabilities. Contract liabilities are transferred to deferred revenue at the point in time when the criteria that establish the existence of a contract are met. As of December 31, 2019, the Company had no contract liabilities.

Deferred Revenue - A summary of the activity impacting deferred revenue balances during the year ended December 31, 2019 is presented below (in thousands):

	Deferred Revenue
Balance as of December 31, 2018	$ 5,379
Revenue recognized	(47,443)
Additional amounts deferred	50,379
Balance as of December 31, 2019	$ 8,315

Deferred revenue at December 31 is comprised of (in thousands):

	2019	2018
Subscription services	$ 7,931	$ 5,097
Third party services	$ 169	$ 243
Other	215	39
Total deferred revenue	**$ 8,315**	**$ 5,379**

At December 31, 2019 and December 31, 2018, deferred revenue relates to amounts received from customers in advance of revenue recognition.

NOTE 9 – INCOME TAXES

Domestic and foreign components of loss before income tax are as follows (in thousands):

	December 31 2019	2018
Domestic	$ (1,631)	$ (2,874)
Foreign	(512)	(313)
Total	**$ (2,143)**	**$ (3,187)**

Major components of the income tax provision are as follows (in thousands):

	December 31 2019	2018
Current		
Federal	$ -	$ -
State	47	12
Foreign	3	-
Total current income tax provision	50	12
Deferred		
Federal	2	-
State	-	-
Foreign	-	-
Total deferred income tax provision	2	-
Total	**$ 52**	**$ 12**

Reconciliation of Provision (Benefit) for Income Taxes (in thousands)

	December 31 2019	2018
Tax at statutory rate	$ (447)	$ (882)
State taxes	37	12
Stock based compensation	59	54
Federal Tax Credits	433	(480)
Foreign Rate Differential	35	16
Deferred	168	207
Change in Valuation Allowance	(281)	1,052
Other	48	33
Total	**$ 52**	**$ 12**

Operating loss carryforwards - At December 31, 2019 and 2018, the Company had federal net operating loss carryforwards of approximately $31.9 million and $30.7 million, respectively, which may be used to offset future taxable income. The carryforwards, excluding $4.5 million of operating loss carryforwards that are indefinite-lived, will expire starting in 2028. The Company's ability to utilize its carryforwards is dependent on generating sufficient taxable income prior to their expiration. A full valuation allowance has been established to reflect the uncertainty of generating future taxable income necessary to realize the Company's tax loss carryforwards and other deferred tax assets.

Current tax laws impose substantial restrictions on the utilization of net operating loss carryforwards in the event of an ownership change, as defined by Section 382 of the Internal Revenue Code. Since the losses incurred are fully reserved by valuation allowance, any limitation related to Section 382 will not have a material impact on the financial statement. The limitation on net operating loss carryforwards could impact the deferred tax asset and corresponding valuation allowance in the income tax footnote.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (cont.)

Deferred Tax Assets and Liabilities - Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets for financial reporting purposes and the amounts used for income tax purposes. Significant components of the Company's deferred tax assets and liabilities are as follows (in thousands):

	December 31	
	2019	**2018**
Deferred tax assets:		
Federal net operating loss carryforward (NOL)	$ 7,512	$ 7,062
Nondeductible reserves	574	243
Research and development credit carryforward	2,050	2,565
Lease liabilities	826	-
Other	133	111
Total deferred tax assets	**11,095**	**9,981**
Deferred tax liabilities:		
Software development costs	(905)	(408)
Right-of-use assets	(792)	-
Other	(182)	-
Total deferred tax liabilities	**(1,879)**	**(408)**
Net deferred tax assets before valuation allowance	9,216	9,573
Valuation allowance	(9,218)	(9,573)
Net deferred tax liability	$ (2)	$ -
Net operating loss carryforward	**31,947**	**30,731**

The Company adheres to requirements for uncertain tax positions, which had no financial statement impact to the Company upon adoption due to the existing valuation allowance on deferred tax assets. The Company files income tax returns in the U.S. federal and several state jurisdictions. As of December 31, 2019 and 2018, there is no accrued interest or penalties recorded in the consolidated financial statements.

Due to the Company's net operating loss and tax credit carryforwards, all federal and state tax returns are subject to tax examinations since the Company's inception.

NOTE 10 – NET LOSS PER SHARE

Net loss per share is computed by dividing the net loss for the years ended December 31, 2019 and 2018 by the weighted-average number of shares outstanding during the years. The Company excluded the effect of stock options from the computation of the net loss per share because including them would have had an anti-dilutive effect.

The following table presents the losses and the shares used in calculating the net loss per share for the years ended December 31 (in thousands, except per share amounts):

	2019	**2018**
Numerator:		
Net loss	$ (2,194)	$ (3,187)
Inducement of convertible preferred stock	(33,128)	-
Net loss attributable to common shareholders	$ (35,322)	$ (3,187)
Denominator:		
Weighted-average common shares outstanding-basic	80,942	73,910
Dilutive effect of share equivalents resulting from stock options, common stock warrants and convertible preferred shares (as converted)	-	-
Weighted-average common shares outstanding-diluted	80,942	73,910
Net loss	$ (0.03)	$ (0.04)
Inducement of convertible preferred stock	(0.41)	-
Net loss per common share, basic and diluted	$ (0.44)	$ (0.04)

NOTE 11 – SHAREHOLDERS' EQUITY

The Company is authorized to issue two classes of stock designated as common stock and preferred stock. On December 19, 2019, immediately prior to the IPO, the Board of Directors approved the Amended and Restated Articles of Incorporation, which increased the authorized capital stock from 42,467,357 shares, consisting of 28,000,000 shares of common stock, $0.0001 par value per share, and 14,467,357 shares of convertible preferred stock, $0.0001 par value per share, to authorized capital stock of 560,000,000 shares, consisting of 550,000,000 shares of common stock with no par value per share, and 10,000,000 shares of preferred stock with no par value per share.

Preferred stock - Immediately prior to the completion of the IPO, all outstanding shares of preferred stock were converted into 14,175,094 shares of the Company's common stock. These shares were then split on a 1-to-8 basis, resulting in 113,400,752 shares of common stock. As an inducement to convert their shares to common stock, Series Preferred shareholders were offered 26,993,844 additional shares of common stock at an aggregate value of $34.0 million, equivalent to what their liquidation preferences would have been in a liquidation event as defined in the Company's Articles of Incorporation. No shares of preferred stock were outstanding as of December 31, 2019.

At December 31,2018, there were 14,175,094 shares of preferred stock issued and outstanding, consisting of 5,471,813 shares of Series A redeemable convertible preferred stock, 4,363,606 shares of Series B redeemable convertible preferred stock, and 4,339,675 shares of Series C redeemable convertible preferred stock (the "Preferred Stock").

Dividends - The holders of Series A, Series B, and Series C Preferred Stock have preferential rights to dividends at the rate of $0.0483, $0.1046, and $0.4609, respectively, per share per annum, when and if declared, over common stockholders, if approved by the Board of Directors. All dividends are subject to adjustment for any Recapitalization Event, as defined in the Certificate of Incorporation. The right to receive dividends is not cumulative. As of December 31, 2019, and December 31, 2018, no dividends had been declared.

Liquidation preference - In the event of a deemed liquidation, as defined, the holders of Series A, Series B, and Series C have preferential rights over common stock to liquidation payments of $0.6041, $1.3078, and $5.7608 per share, respectively, plus all declared but unpaid dividends on such shares, if any. If upon any such deemed liquidation the assets of the Company are insufficient to pay the holders of Preferred Stock the full amounts of preference, Preferred Stock holders will have liquidation rights that are proportionate to one another.

After the payment of the full preference amounts to holders of the Company's Preferred Stock, the entire remaining assets and funds available for distribution shall be distributed pro rata among the holders of the Company's common stock, Series A, Series B, and Series C based upon the number of shares of common stock held by each (the holders of the Preferred Stock being deemed to hold that number of shares of common stock their Series A, Series B, or Series C shares then convert into).

Redemption - Shares of Preferred Stock are only redeemable upon an actual or deemed liquidation event and upon the election of 65% of the holders of the then-outstanding shares of Preferred Stock (voting as a single class) or the majority of the then-outstanding Series C Preferred Stock holders. If elected, the redemption will be funded with the proceeds received in the liquidation event. Issuance costs related to Preferred Stock are being accreted via a charge to accumulated deficit.

Voting rights - Holders of Preferred Stock are entitled to the number of votes equal to the number of shares of common stock into which their preferred shares could be converted and have voting rights equal to holders of common stock.

Conversion - At any time after the date of issuance, each share of Preferred Stock at the option of the holder shall be converted to common stock of the Company using the conversion rate provided in the Company's Certificate of Incorporation (a ratio of 1-to-1 prior to the stock split and IPO), or automatically upon the closing of a) an equity financing in which shares of Common Stock, or other securities representing Common Stock, are sold in a public offering outside the United States, or b) a qualified initial public offering pursuant to an effective registration statement under the Securities Act of 1933 with an aggregate offering price to the public of at least $17.28 per share and aggregate proceeds of $30 million. Under automatic conversion scenario a) in addition to receiving common stock using the conversion rate provided in the Company's Certificate of Incorporation, the preferred stock holder will receive additional shares of Common Stock equivalent to the aggregate amounts that would be payable to the preferred stock holder in a deemed liquidation event.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (cont.)

Prior to the Company's initial public offering, all issued and outstanding shares of Preferred Stock was converted to Common Stock.

Common stock - At December 31, 2019, there were 244,849,004 shares of common stock issued and outstanding. At December 31, 2018, there were 74,496,992 shares of common stock issued and outstanding.

Common stock of the Company has no preferences or privileges and is not redeemable. Holders of common stock of the Company are entitled to one vote for each share of common stock held.

Common shares reserved for future issuance - The following shares of common stock have been reserved for future issuance as of December 31, 2019 and December 31, 2018. Shares outstanding as of December 31, 2018 have been restated to reflect the 1-to-8 stock split discussed in Note 11.

	2019	2018
Common stock options outstanding	19,433,408	20,456,216
Common stock options available for grant	46,822,211	5,143,240
Shares issuable upon conversion of outstanding redeemable convertible preferred stock	-	113,400,752
Total common shares reserved for future issuance	**66,255,619**	**139,000,208**

NOTE 12 – STOCK-BASED COMPENSATION

Effective December 20, 2019 the company adopted the 2019 Omnibus Incentive Plan (the 2019 Plan) and terminated the Company's authority to grant new awards under the 2016 Stock Plan (the 2016 Plan). The 2019 Plan has a total of 46,822,211 shares reserved and available for issuance to employees, directors, and consultants through incentive stock options, non-statutory stock options, stock appreciation rights, restricted stock grants, restricted stock unit grants, performance grants, and other grants. The Board of Directors determines the option exercise price and generally grants stock options at exercise prices that equal or exceed the fair value of the common stock on the date of grant. The terms of the options may not exceed ten years. Vesting terms are determined by the Board of Directors and generally vest over four years, with 25% vesting after 12 months and 75% vesting ratably over the remaining 36 months.

The 2016 Plan and 2006 Plan are stockholder approved plans that authorized shares of the Company's common stock for issuance to employees, directors, and consultants through incentive stock options, non-statutory stock options, or stock purchase right agreements. The Board of Directors determined the option exercise price and generally granted stock options at exercise prices that equal or exceed the fair value of the common stock on the date of grant. The terms of the options may not exceed ten years. Vesting terms generally vest over four years, with 25% vesting after 12 months and 75% vesting ratably over the remaining 36 months. In the first quarter of 2016, the Company terminated the authority to grant new awards under the 2006 Plan.

The 2019, 2016 and 2006 Stock Plans allow for the exercise of stock options at any time after the grant date (early exercise). Shares granted in an early exercise which have yet to vest are subject to a Company repurchase option at the original exercise price. As the shares vest, they are released from the Company repurchase option. Proceeds received by the Company upon an early exercise are recorded as a liability until the underlying shares are released from the repurchase option. As of December 31, 2019 and 2018, 76,352 and 0 options have been early exercised under the Stock Plan.

In determining the fair value of stock options granted to employees and directors, the following assumptions were used in the Black-Scholes option-pricing model for the years ended December 31 2019 and 2018, respectively:

	2019	2018
Estimated per share value of common stock	$0.20	$0.20
Risk-free interest rates	1.39% - 2.44%	2.75% - 3.08%
Expected term (in years)	5.47 - 6.08	5.65 - 6.08
Dividend rate	-%	-%
Volatility	48.86% - 49.66%	49.08% - 50.89%

The estimated per share value of common stock was based on a third-party valuation until the IPO. The risk-free interest rates are based on the implied yield currently available in U.S. Treasury securities at maturity with an equivalent term. The Company estimates the weighted-average expected life of the options to employees based on past option exercise behavior and expectations about future behavior. Forfeiture rates were derived from historical employee termination behavior. Volatility is based on the average volatility of stock prices for a group of similar publicly traded companies. The Company has not declared or paid dividends in the past and does not currently expect to do so in the foreseeable future.

The impact on results of operations of recording stock-based compensation expense for the years ended December 31 was as follows (in thousands):

		2019		2018
Cost of revenue	$	50	$	46
Sales and marketing		95		62
Research and development		90		84
General and administrative		64		66
	$	**299**	**$**	**258**

The following table summarizes stock option activity under the Plan for the year ended December 31, 2019:

	Options Outstanding		Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (Years)		Aggregate Intrinsic Value
Outstanding at December 31, 2018	20,456,216	$	0.12	7.00		
Options granted	6,398,000		0.20			
Options forfeited	(4,523,600)		0.14			
Options exercised	(2,897,208)		0.10			
Outstanding at Dec 31, 2019	19,433,408	$	1.10	7.38	$	21,545,992
Options vested or expected to vest at December 31, 2019	17,818,096	$	0.14	7.23	$	19,775,549
Exercisable at December 2019	10,983,320	$	0.12	6.17	$	12,359,053

At December 31, 2019 and December 31, 2018, total compensation cost related to stock options granted to employees under the Plan but not yet recognized was $0.5 million and $0.5 million respectively, net of estimated forfeitures. This cost will be amortized on the straight-line method over a weighted-average period of approximately 1.1 years and 1.1 years, respectively. The aggregate intrinsic value represents the difference between the exercise price of the underlying options and the fair value of our common stock for the number of options that were in-the-money at year end. The Company issues new shares of common stock upon exercise of stock options.

The following table summarizes certain information about stock options for the periods ended December 31:

		2019		2018
Weighted average grant date fair value for options granted during the period	$	0.10	$	0.07
Options in the money at period-end		19,433,408		20,016,216
Aggregate intrinsic value of options exercised	$	3,354,269	$	145,808

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (cont.)

NOTE 13 – LEASES

The Company's leasing arrangements are primarily for corporate offices and automobiles. The Company has lease agreements that include lease components (e.g., fixed rent) and non-lease components (e.g., common area maintenance), which are accounted for as a single component, as management has elected the practical expedient to group lease and non-lease components. Management also elected the practical expedient to keep leases with an initial term of 12 months or less off the balance sheet and recognize the associated lease payments in the consolidated statements of operations on a straight-line basis over the lease term. Our leases have remaining lease terms of 1 to 5 years, some of which include options to extend the lease term for up to an additional 5 years.

As our leases do not provide an implicit rate, management uses the Company's incremental borrowing rate based on the information available at the lease commencement date in determining the present value of the lease payments. For those leases that existed as of January 1, 2019, we used our incremental borrowing rate based on information available at that date. The Company applies a portfolio approach for determining the incremental borrowing rate based on the applicable lease terms and the current economic environment.

Weighted average remaining lease term (in years) for operation leases	3.5
Weighted average discount rate	6.0%

The components of the Company's lease expense for the year ended December 31, 2019 were as follows (in thousands):

Operating lease costs	$	1,849
Finance leases		133
Interest on lease liabilities		2
Total lease costs	**$**	**1,984**

The following table presents the Company's future lease payments for long-term operating leases as of December 31, 2019:

Period:		**Operating Leases**		**Finance Leases**
		(in thousands)		
2020	$	1,475		4
2021		1,030		-
2022		962		-
2023		813		-
Thereafter		18		-
Total	$	4,298	$	4
Less: Imputed interest		(409)		-
Total operation lease liabilities	**$**	**3,889**	**$**	**4**

Cash paid for operating lease liabilities for the year ended December 31, 2019 was $1.5 million. The Company recorded $0.1 million in non-cash increases to right-of-use assets and operating leases for leases that commenced or were modified during the year ended December 31, 2019.

Under ASC 840, the previous lease standard, total rent expense, net of sublease income, under operating leases was approximately $1.1 million for the year ended December 31, 2018.

NOTE 14 – COMMITMENTS AND CONTINGENCIES

Litigation - The Company is not aware of any pending legal proceedings that individually or in the aggregate would have a material adverse effect on the Company's business, operating results, or financial conditions. The Company may in the future be party to litigation arising in the ordinary course of business. Such claims, even if not meritorious, could result in the expenditure of significant financial and managerial resources.

Guarantees and other - The Company includes indemnification provisions in its contracts entered into with customers and business partners. Generally, these provisions require the Company to defend claims arising out of its products' infringement of third-party intellectual property rights, breach of contractual obligations, and/or unlawful or otherwise culpable conduct. The indemnity obligations generally cover damages, costs, and attorneys' fees arising out of such claims. In most (but not all) cases, the total liability under such provisions is limited to either the value of the contract or a specified, agreed-upon amount. In some cases, the total liability under such provisions is not specified. In many (but not all) cases, the term of the indemnity provision is perpetual. While the maximum potential amount of future payments the Company could be required to make under all the indemnification provisions is unlimited, the Company believes the estimated fair value of these provisions is minimal, as these provisions have never been triggered.

NOTE 15 – DEBT

Loan and Security Agreement - The Company has a loan and security agreement with Comerica Bank ("Lender") that consists of a $15.0 million revolving credit facility (the "Credit Facility"), which is subject to borrowing base limitations, and all outstanding amounts become due and payable on the maturity date of December 31, 2020. The obligations under the Credit Facility are collateralized by substantially all assets of the Company, including intellectual property, receivables and other tangible and intangible assets.

The Credit Facility includes several affirmative and negative covenants, including a requirement that the Company maintain minimum annual contract values and minimum liquidity, and observe restrictions on dispositions of property, changes in its business, mergers or acquisitions, incurring indebtedness, and distributions or investments. Written consent of the Lender is required to pay dividends to shareholders. As of December 31, 2019, the Company was in compliance with all covenants of the Credit Facility.

Interest on outstanding borrowings is at Comerica Bank's Prime Rate plus 0.5% (5.25% and 5.75% at December 31, 2019 and December 31, 2018, respectively). Outstanding borrowings were $2.5 million at December 31, 2018. The Credit Facility was paid off in December 2019 and no balance was outstanding as of December 31, 2019.

NOTE 16 – SUBSEQUENT EVENTS

On February 27, 2020, the Company paid the acquisition holdback of $0.6 million related to the acquisition of Sitrion.

ADDITIONAL SECURITIES EXCHANGE INFORMATION

ADDITIONAL SECURITIES EXCHANGE INFORMATION

In accordance with ASX Listing Rule 4.10, the Company provides the following information to shareholders not elsewhere disclosed in this Annual Report. The information provided is current as at 15 April 2020 (**Reporting Date**).

CORPORATE GOVERNANCE STATEMENT

The Company's Directors and management are committed to conducting the Group's business in an ethical manner and in accordance with the highest standards of corporate governance. The Company has adopted and substantially complies with the ASX Corporate Governance Principles and Recommendations (Third Edition) (**Recommendations**) to the extent appropriate to the size and nature of the Group's operations.

The Company has prepared a statement which sets out the corporate governance practices that were in operation throughout the financial year for the Company, identifies any Recommendations that have not been followed, and provides reasons for not following such Recommendations (**Corporate Governance Statement**).

In accordance with ASX Listing Rules 4.10.3 and 4.7.4, the Corporate Governance Statement will be available for review on Limeades' website at https://investors.limeade.com/investor-relations/?page=corporate-governance and will be lodged together with an Appendix 4G with ASX at the same time that this Annual Report is lodged with ASX.

The Appendix 4G will particularise each Recommendation that needs to be reported against by Limeade and will provide shareholders with information as to where relevant governance disclosures can be found.

The Company's corporate governance policies and charters are all available on Limeade's website https://investors.limeade.com/investor-relations/?page=corporate-governance

SUBSTANTIAL HOLDERS

As at the Reporting Date, the names of the substantial holders of the Company and the number of equity securities in which those substantial holders and their associates have a relevant interest, as disclosed in substantial holding notices given to the Company, are as follows:

Holder of Equity Securities	Class of Equity Securities	Number of Equity Securities held	% of total issued securities capital in relevant class
Henry Albrecht	CDI's	40,311,485	16.54%
TVC Capital II LP	CDI's	35,618,770	14.61%
Oak HC/FT Partners LP	CDI's	27,380,178	11.23%
Perennial Value Management Ltd	CDI's	21,431,319	8.79%

NUMBER OF HOLDERS AND SECURITIES

Limeade Inc. has issued the following securities:

- 243,774,096 CDI's
- 1,074,900 Fully Paid Ordinary Shares (not quoted)
- 19,341,784 Options

As at the Reporting Date, the number of holders in each class of equity securities is as follows:

Class of Equity Securities	Number of holders
Chess Depositary Interest (CDI)	328
Fully Paid Ordinary Shares (not quoted)	3

VOTING RIGHTS OF EQUITY SECURITIES

Ordinary Shares

The voting rights attached to ordinary shares are that each stockholder shall be entitled to one vote for each share of capital stock held by such stockholder.

CDI's

In accordance with section 9 of the Company's Prospectus dated 2 December 2019, CDI holders have the following options to attend and vote at the Company's general meeting;

- instructing CDN, as the legal owner, to vote the Shares underlying their CDIs in a particular manner. A voting instruction form will be sent to CDI holders with the notice of meeting for the meeting and this must be completed and returned to the Registry prior to the meeting;
- informing Limeade that they wish to nominate themselves or another person to be appointed as CDN's proxy with respect to their Shares underlying the CDIs for the purposes of attending and voting at the general meeting; or
- converting their CDIs into a holding of Shares and voting these at the meeting (however, if thereafter the former CDI holder wishes to sell their investment on ASX, it would be necessary to convert the Shares back to CDIs). In order to vote in person, the conversion must be completed prior to the record date for the meeting. See above for further information regarding the conversion process.

As one CDI represents one Share, a CDI holder will be entitled to one vote for every CDI they hold.

Options

Option holders do not have any voting rights on the options held by them.

DISTRIBUTION OF HOLDERS OF EQUITY SECURITIES

The distribution of holders of equity securities on issue in the Company as at the Reporting Date is as follows:

Distribution of ordinary shareholders

Holdings Ranges	Holders	Total Units	%
1 – 1,000	0	0	00.00%
1,001 – 5,000	1	4,664	00.43%
5,001 – 10,000	0	0	00.00%
10,001 – 100,000	1	17,496	1.63%
100,001 – 999,999,999	1	1,052,740	97.94%
Totals	**3**	**1,074,900**	**100%**

Distribution of CDI Holders

Holdings Ranges	Holders	Total Units	%
1 – 1,000	17	6,932	00.01%
1,001 – 5,000	103	229,047	00.09%
5,001 – 10,000	28	220,624	00.09%
10,001 – 100,000	71	2,384,524	00.98%
100,001 – 999,999,999	109	240,932,969	98.83%
Totals	**887**	**243,774,096**	**100%**

ADDITIONAL SECURITIES EXCHANGE INFORMATION (cont.)

LESS THAN MARKETABLE PARCELS OF ORDINARY SHARES (UMP SHARES)

The number of holders of less than a marketable parcel of CDI's based on the closing market price at the Reporting Date is as follows:

Total Shares	UMP Shares	UMP Holders	% of issued shares held by UMP holders
0	0	0	0.00

TWENTY LARGEST STOCKHOLDERS OF QUOTED EQUITY SECURITIES

Rank	Holder Name	Balance as at Reporting Date	%
1	Henry Albrecht	40,311,485	16.54
2	TVC Capital II LP	35,618,770	14.61
3	Oak HC/FT Partners LP	27,380,178	11.23
4	National Nominees Ltd	16,199,986	6.65
5	Christopher Dickinson	10,067,600	4.13
6	Erick Rivas	8,544,000	3.50
7	JP Morgan Nominees Australia Pty Ltd	6,621,624	2.72
8	Merrill Lynch (Australia) Nominees Pty Ltd	5,273,155	2.16
9	HSBC Custody Nominees (Australia) Ltd No.2	4,574,619	1.88
10	BNP Paribas Noms Pty Ltd	4,520,035	1.85
11	HSBC Custody Nominees (Australia) Ltd No.2	4,200,465	1.72
12	Citicorp Nominees Pty Ltd	4,099,281	1.68
13	Varenne LLC	3,087,896	1.27
14	Carl Albrecht & Mollie Albrecht	3,019,728	1.24
15	Wright Dickinson	2,909,568	1.19
16	Richard R Albrecht	2,585,156	1.06
17	Jonathan David Reeves	2,393,624	0.98
18	Christopher Ackerley & Diana Ackerley	2,288,616	0.94
19	Atlas Incentive Pool LLC	2,249,448	0.92
20	Daniel E Poch	2,147,712	0.88
	Total number of shares of Top 20 Holders	**188,092,946**	**77.16**
	Total Remaining Holders Balance	**55,681,150**	**22.84**

ESCROW

Class of restricted securities	Type of restriction	Number of securities	End date of escrow period
CDI's	Voluntary escrow	161,753,971	FY20
CDI's	Voluntary escrow	27,554,754	FY21

COMPANY SECRETARY

The Company's secretary is Mr Toby Davis.

The Company has engaged Boardroom Pty Ltd to act as its ASX Representative under Listing Rule 12.6. Mr Todd Richards has been appointed as the Company's ASX Listing Rule 12.6 Representative responsible for communication with the ASX in relation to listing rule matters.

REGISTERED OFFICE – US OFFICE & HEADQUARTERS

The address and telephone number of the Company's registered office is:

10885 NE 4th Street
Suite 400
Bellevue WA 98004
United States

Telephone: +1 888 830 9830

REGISTERED OFFICE – AUSTRALIA

c/o EAH
Suite 12, Level 12
37 Bligh Street
Sydney, NSW

SHARE REGISTRY

The address and telephone number of the Company's share registry, Link Market Services, are:

Street Address:
Level 12, 680 George St
Sydney NSW 2000
Australia

Telephone: +61 (0)2 9287 0303

STOCK EXCHANGE LISTING

The Company's ordinary shares are quoted on the Australian Securities Exchange (**ASX**). The Company was admitted to the official list of the ASX on 20 December 2019 (ASX issuer code: LME).

The Company's securities are not quoted on any exchanges other than the ASX.

OTHER INFORMATION

The Company is not currently conducting an on-market buy-back.

There are no issues of securities approved for the purposes of item 7 of section 611 of the Corporations Act which have not yet been completed.

From the time of the Company's admission to the ASX until 31 December 2019, the Company has used the cash and assets in a form readily convertible to cash, that it had at the time of admission, in a way that is consistent with its business objectives at that time.

The Company is incorporated in the State of Washington in the United States of America and is not subject to Chapters 6, 6A, 6B and 6C of the *Corporations Act 2001* (Cth) dealing with the acquisition of shares, including provisions that relate to the substantial holdings and takeovers.

Under the Washington General Corporation Law, shares generally are freely transferable subject to restrictions imposed by US federal or state securities laws, by the Company's certificate of incorporation or by-laws, or by an agreement signed with the holders of the shares at issue. The Company's amended and restated certificate of incorporation and amended and restated by-laws do not impose any specific restrictions on transfer. The Company's CDIs were issued in reliance on the exemption from registration contained in Regulation S of the US Securities Act of 1933 (Securities Act) for offers that are made outside the US. Accordingly, the CDIs have not been, and will not be, registered under the Securities Act or the laws of any state or other jurisdiction in the US. As a result of relying on the Regulation S exemption, the CDIs are "restricted securities" under Rule 144 of the Securities Act. This means that you are unable to sell the CDIs into the US or to a US person for the foreseeable future except in very limited circumstances after the expiration of a restricted period, unless the resale of the CDIs is registered under the Securities Act or an exemption is available. To enforce the above transfer restrictions, all CDIs issued bear a "FOR US" designation on the ASX. This designation restricts any CDIs from being sold on ASX to US persons. However, you still may freely transfer your CDIs on ASX to any person other than a US person. In addition, hedging transactions regarding the CDIs may only be conducted in accordance with the Securities Act.

CORPORATE DIRECTORY

Company & Headquarters

Limeade, Inc.
10885 NE 4th Street,
Suite 400
Bellevue, Washington 98004, United States

Directors

Elizabeth Bastoni, Chair & Non-Executive Director
Cameron Judson, Non-Executive Director
Lisa MacCallum, Non-Executive Director
Chris Ackerley, Non-Executive Director
Henry Albrecht, Chief Executive Officer
& Executive Director
Steve Hamerslag, Non-Executive Director
Mia Mends, Non-Executive Director

Company Secretary

Toby Davis, CFO

ASX Representative

Todd Richards

Boardroom Pty Ltd
Level 7, 411 Collins Street
Melbourne, VIC 3000, Australia

Phone: +61 3 9492 9206

Unites States Registered Office

Limeade, Inc.
10885 NE 4th Street,
Suite 400
Bellevue, Washington 98004, United States

Phone: +1 888 830 9830

Australian Registered Office

c/o EAH
Suite 12, Level 12
37 Bligh Street
Sydney, NSW

Phone: +61 2 4324 7711

Independent Auditor

Deloitte & Touche LLP
925 Fourth Avenue
Suite 3300
Seattle, Washington 98104, United States

Australian Share Registry

Link Market Services Limited
Level 12, 680 George Street
Sydney, New South Wales 2000, Australia

Phone: +61 2 9287 0303

United States Share Registry

American Stock Transfer and Company, LLC
6201 15th. Avenue
Brooklyn, New York 11219, United States

Phone: +1 718 921 8300

Investor Relations

Dr Tom Duthy

Nemean Group Pty Ltd for Limeade
thomas.duthy@limeade.com

Phone: +61 402 493 727

Securities Exchange Listing

Limeade, Inc. shares are listed on
the Australian Securities Exchange (ASX code: LME)

Corporate Website

https://www.limeade.com

Corporate Governance Statement

https://investors.limeade.com/investor-relations/?page=corporate-governance

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