

LIVETILES LIMITED
ACN 066 139 991

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of shareholders of Livetiles Limited (**Company**) will be held on **Thursday, 30 November 2023 at 10:00 a.m. (AEDT) at Christie Centre, Level 12, 3 Spring Street, NSW, 2000.**

The Explanatory Notes to this Notice provide additional information on the matters to be considered at the Meeting. The Explanatory Notes and the Proxy Form are part of this notice.

BUSINESS OF THE MEETING

Item 1: Financial Statements and Reports

To receive and consider the Financial Report, the Directors' Report and Auditor's Report of the Company for the year ended 30 June 2023.

Item 2: Remuneration Report

To consider and, if thought fit, to pass the following resolution as an ordinary resolution of the Company:

"To adopt the Remuneration Report for the year ended 30 June 2023."

Notes:

- In accordance with section 250R of the Corporations Act, the vote on this resolution will be advisory only and will not bind the Directors or the Company.
- A voting exclusion statement applies to this resolution, as set out in the Explanatory Notes.

Item 3: Investigation of Removal of the Company from the Official List of ASX

To consider, and if thought fit pass, the following resolution as an ordinary resolution of the Company:

"The Company investigate the removal of the Company from the official list of the ASX."

Note: The vote on this resolution is advisory only and does not bind the Directors or the Company to take steps to remove the Company from the official list of the ASX.

Item 4: Election of Director – Mr Steven Gray

To consider and, if thought fit, to pass the following resolution as an ordinary resolution of the Company:

“That Mr Steven Gray, who was appointed as a director effective 17 October 2023, and who holds office until the end of the meeting in accordance with Clause 14.4 of the Company’s Constitution and ASX Listing Rule 14.4, and being eligible, offers himself for election, be elected as a Director of the Company.”

Item 5: Election of Director – Ms Lisa Sarago

To consider and, if thought fit, to pass the following resolution as an ordinary resolution of the Company:

“That Mr Lisa Sarago, who was appointed as a director effective 17 October 2023, and who holds office until the end of the meeting in accordance with Clause 14.4 of the Company’s Constitution and ASX Listing Rule 14.4, and being eligible, offers herself for election, be elected as a Director of the Company.”

Item 6: Additional 10% Placement Capacity

To consider and, if thought fit, to pass the following resolution as a **special** resolution of the Company:

“For the purpose of Listing Rule 7.1A and for all other purposes, to approve the issue of additional Equity Securities up to 10% of the issued capital of the Company (at the time of issue), calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 over a 12- month period and on the terms and conditions set out in the Explanatory Memorandum.”

Note: A voting exclusion statement applies to this resolution. (See Explanatory Notes for details)

Item 7: Ratification of Prior Issue of Shares to My Net Zero

To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue and allotment of 91,705,610 fully paid ordinary Shares in the Company, on the terms and as outlined in the Explanatory Notes accompanying the Notice.”

Note: A voting exclusion statement applies to this resolution (see Explanatory Notes for details).

Item 8: Ratification of Prior Issue to of Shares to CYCL

To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue and allotment of 25,000,000 fully paid ordinary Shares in the Company, on the terms and as outlined in the Explanatory Notes accompanying the Notice.”

Note: A voting exclusion statement applies to this resolution (see Explanatory Notes for details).

Item 9: Approval of Employee Incentive Plan

To consider, and if thought fit, to pass the following resolution as an ordinary resolution of the Company:

*“That for the purposes of Listing Rule 7.2, Exception 13, and for all other purposes, approve is given for the amendment of the Company’s Employee Incentive Plan (**EIP**), as detailed in the Explanatory Notes, and the issue of securities under the Plan on the terms and conditions outlined in the Explanatory Notes.*

Note: A voting exclusion statement applies to this resolution (see Explanatory Notes for details).

Item 10: Approval of Management Incentive Plan

To consider, and if thought fit, to pass the following resolution as an ordinary resolution of the Company:

*“That for the purposes of Listing Rule 7.2, Exception 13, and for all other purposes, approve is given for the amendment of the Company’s Management Incentive Plan (**MIP**), as detailed in the Explanatory Notes, and the issue of securities under the Plan on the terms and conditions outlined in the Explanatory Notes.*

Note: A voting exclusion statement applies to this resolution (see Explanatory Notes for details).

Item 11: Amendment to Constitution

To consider and if thought fit pass the following resolution as **special** resolution of the Company:

"That pursuant to, and in accordance with, section 136(2) of the Corporations Act, and for all other relevant purposes, the constitution of the Company is amended by inserting the new clauses as detailed in the Explanatory Memorandum, with effect from the date of this resolution.

Item 12: Approval of Selective Buy Back of Shares held by BindTuning Shareholders

To consider and if thought fit pass the following resolution as a **special** resolution of the Company:

“That, for the purposes of Section 257D(1)(a) of the Corporations Act and for all other purposes, approval be given for the Company to conduct a selective share buy-back of 3,157,740 shares from the BindTuning Shareholders on the terms and conditions set out in the Explanatory Statement.”

Note: A voting exclusion statement applies to this resolution (see Explanatory Notes for details).

ENTITLEMENT TO VOTE

The Directors have determined that the persons eligible to vote at the Meeting are those who are registered Shareholders of the Company as at 7.00 p.m. (AEDT) on Tuesday, 28 November 2023 (**Entitlement Time**), subject to any applicable voting exclusion.

This means that if you are not the registered holder of a Share in the Company at the Entitlement Time, you will not be entitled to vote at the Meeting.

ANNUAL REPORT

Copies of the Company's 2023 Annual Report may be accessed on the Company's website.

VOTING OPTIONS AND PROXIES

Voting

If you do not plan to attend the Meeting in person, you are encouraged to complete and return the Proxy Form, which accompanies this Notice of Annual General Meeting.

Voting by Proxy

A Shareholder who is entitled to attend and vote at this Meeting is entitled to appoint not more than two proxies to attend and vote in place of the Shareholder.

If the Shareholder appoints two proxies, the Shareholder may specify the proportion or number of votes each proxy is entitled to exercise. If no proportion or number of votes is specified, each proxy may exercise half of the Shareholder's votes. If the specified proportion or number of votes exceeds that which the Shareholder is entitled to, each proxy may exercise half of the Shareholder's votes. Any fractions of votes brought about by the apportionment of votes to a proxy will be disregarded.

A proxy need not be a Shareholder of the Company. A body corporate appointed as a shareholder's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the Meeting. The representative should bring to the Meeting evidence (in an electronic format capable of distribution by email) of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

Subject to the specific proxy provisions applying to Item 2 (see the Explanatory Notes below):

- If a Shareholder has not directed their proxy how to vote, the proxy may vote (or abstain from voting) as the proxy determines, and
- If a Shareholder appoints the Chairman of the Meeting as proxy and does not direct the Chairman how to vote on an item of business, the Chairman will vote in accordance with his voting intention as stated in this Notice of Meeting, namely in favour of each of the proposed resolutions set out in the Notice of Meeting.

Proxy Voting by the Chairman

For Item 2 where the Chairman is appointed as a Shareholder's proxy and that shareholder has not specified the way in which the Chairman is to vote on Item 2, the Shareholder is directing the Chairman to vote in accordance with the Chairman's voting intentions for this item of business, even though Item 2 is connected directly or indirectly with the remuneration of Key Management Personnel.

The Chairman intends to vote all undirected proxies in favour of the resolutions in the Notice of Meeting, including Item 2.

Proxy Forms

To be effective, the Proxy Form must be completed, signed, and lodged (together with the relevant original power of attorney or a certified copy if the proxy is signed by an attorney) with the Company's Share Registry, as an original or by facsimile, **no later than 10:00 a.m. (AEDT) on Tuesday, 28 November 2023 (Proxy Deadline)**.

Proxy forms may be submitted in one of the following ways:

- (i) By mail to Automic, GPO Box 5193, Sydney NSW 2001 Australia. Please allow sufficient time so that it reaches Automic by the Proxy Deadline;
- (ii) By hand to Automic, Level 5, 126 Phillip Street, Sydney NSW 2000; or
- (iii) By email – complete the enclosed proxy form and email it to: meetings@automicgroup.com.au
- (iii) Online via <https://investor.automic.com.au/#/loginsah>

Proxy Forms and Powers of Attorney must be received by the Proxy Deadline.

CORPORATE REPRESENTATIVES

Where a shareholding is registered in the name of a corporation, the corporate Shareholder may appoint a person to act as its representative to attend the Meeting by providing that person with:

- (i) a letter or certificate authorising him or her as the corporation's representative, executed in accordance with the corporation's constitution; or
- (ii) a copy of the resolution appointing the representative, certified by a secretary or director of the corporation.

BY ORDER OF THE BOARD

Natalie Climo
Company Secretary
30 October 2023

Explanatory Notes

ITEM 1 – Financial Statements and Reports

As required by section 317 of the Corporations Act, the Financial Report, Directors' Report and Auditor's Report of the Company for the most recent financial year will be presented at the Meeting. The Financial Report comprises the consolidated financial report of the Company and its controlled entities.

There is no requirement for a formal resolution on this Item.

The Chairman of the Meeting will allow a reasonable opportunity at the Meeting for Shareholders to ask questions about or make comments on the management of the Company. Shareholders will also be given a reasonable opportunity at the Meeting to ask the Company's auditor, BDO Audit & Assurance (**BDO**), questions about the Auditor's Report, the conduct of its audit of the Company's Financial Report for the year ended 30 June 2023, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of Rothsay in relation to the conduct of the audit.

Shareholders may submit written questions to the Company in relation to the above matters. Written questions must be received no later than 5.00 p.m. (AEDT) on 14 November 2023.

ITEM 2 – Adoption of Remuneration Report

Reasons for Resolution

In accordance with section 300A of the Corporations Act the Company has proposed a Remuneration Report for the consideration of Shareholders.

As provided by section 250R(3) of the Corporations Act, the resolution on this item of business is advisory only and does not bind the Board or the Company.

The objective of the Company's executive reward framework is to ensure reward for performance is competitive and appropriate for the results delivered. To align remuneration with shareholders' interests, the framework:

- attracts, motivates, and retains executive talent required to deliver strategy;
- appropriately balances fixed and at-risk remuneration components;
- creates reward differentiation to drive performance values and behaviours; and
- creates Shareholder value through equity alignment.

Directors' Recommendation

Noting that each Director of the Company has a personal interest in their own remuneration the subject of this resolution, the Board does not consider it appropriate to make a recommendation to Shareholders in relation to voting on this Resolution.

Voting Exclusion Statement

As required by the Corporations Act, the Company will disregard any votes cast in favour of Item 2 by any member of the Company's Key Management Personnel (**KMP**) or a Closely Related Party of any such member unless the person:

- (i) votes as a proxy appointed by writing that specifies how the person is to vote on the resolution; or
- (ii) is the Chairman of the Meeting and votes as a proxy appointed by writing that authorises the Chairman to vote on the resolution even though that resolution relates to the remuneration of a member of the Company's KMP.

What this means for Shareholders: If you intend to appoint a member of the KMP (such as one of the Directors) as your proxy, please ensure that you direct them how to vote on the proposed resolution in Item 2. If you intend to appoint the Chairman of the Meeting as your proxy, you can direct him how to vote by marking the boxes for Item 2 (for example, if you wish to vote for, against or abstain from voting), or you can choose not to mark any of the boxes for Item 2 and give the Chairman your express authority to vote your undirected proxy (in which case the Chairman will vote in favour of this item of business).

Shareholders should be aware that the Chairman intends to vote all undirected proxies given to the Chairman in favour of the resolutions of the Annual General Meeting, including this Item 2, subject to compliance with the Corporations Act.

ITEM 3 – Investigation of removal of the Company from the official list of ASX

Background

The Company has been approached by a group of Shareholders holding approximately 13.99% of the Company's shares requesting that the removal of the Company from the official list of the ASX is considered.

While this Resolution was not requisitioned under section 249N of the Corporations Act, the Board has put the Resolution to shareholders to invite shareholder debate and feedback. The Board intends to allow a reasonable opportunity at this Meeting to take questions from shareholders on the resolution, regardless of there being no requirement in the Company's Constitution to do so.

Consequences if Resolution 3 is passed

If this Resolution is passed the Board will make investigations as to whether the Company should continue to remain listed on the ASX. The investigations may include an analysis of the advantages and disadvantages of the Company remaining listed, obtaining advice from third party advisers on the Delisting, and engaging with ASX. The investigations are expected to take approximately three (3) months.

This Resolution does not require the Board to make a positive decision to proceed with the removal of the Company from the official list of ASX (**Delisting**).

If the Board forms the view that a Delisting is in the best interests of the Company, shareholders and other stakeholders, a further general meeting will be called at which shareholders will be asked to approve the Delisting for the purposes of ASX Listing Rule 17.11.

If the Board forms the view that a Delisting is not in the best interests of the Company, shareholders will be informed via an announcement to the ASX.

Consequences if this resolution is not passed

If this Resolution is not passed the Board does not intend to investigate the Delisting of the Company in the short term. However, the Board will continue to make decisions about the affairs of the Company using its professional expertise and business judgement. It is possible that the Board may in the future decide that a Delisting is in the best interests of the Company, shareholders and other stakeholders, and seek shareholder approval for a Delisting at that time.

ITEM 4 – Election of Director – Steven Gray

Mr Gray was appointed by the directors on 17 October 2023 and in accordance with the Company's Constitution and ASX Listing Rule 14.4, an officer appointed to fill a vacancy must not hold offices past the next annual general meeting.

Being eligible, Mr Gray makes himself available for election at this Meeting. Details relevant to the consideration of Mr Gray's appointment are set out below.

Steven Gray is the Founder of Land on Heart, established in 2023, and Utilitise IT, established in 2016.

With over 30 years of technology and business leadership experience, he has demonstrated excellence in IT Transformation and enhancing service outcomes through technology within several of Australia's largest organisations, including Coles, Transurban, Spotless, and KPMG Australia.

Having regard to the ASX Principles, the Company's Board regards Mr Gray as an independent director.

Directors' Recommendation

The Directors (with Mr Gray abstaining) unanimously support the Election of Mr Gray and recommend that Shareholders vote in favour of this Resolution.

ITEM 5 – Election of Director – Lisa Sarago

Ms Sarago was appointed by the directors on 17 October 2023 and in accordance with the Company's Constitution and ASX Listing Rule 14.4, an officer appointed to fill a vacancy must not hold offices past the next annual general meeting.

Being eligible, Ms Sarago makes herself available for election at this Meeting. Details relevant to the consideration of Ms Sarago's appointment are set out below.

Lisa is currently the Chief Executive Officer of Land on Heart, an organisation dedicated to fostering cultural awareness and education within business entities. She brings substantial operational experience from her prior leadership roles, having served as the Chief Executive of Goanna Education, Goanna Solutions, Australian Indigenous Leadership Centre, and NPAWS.

Lisa's accomplishments were further recognised with the 2022 Indigenous Leader of the Year award, powered by Women In Digital.

Having regard to the ASX Principles, the Company's Board regards Ms Sarago as an independent director.

Directors' Recommendation

The Directors (with Ms Sarago abstaining) unanimously support the election of Ms Sarago and recommend that Shareholders vote in favour of this Resolution.

ITEM 6 – Additional 10% Placement Capacity

ASX Listing Rule 7.1A provides that an eligible entity (as defined below) may seek security holder approval by special resolution at its Annual General Meeting to issue equity securities equivalent to an additional 10% of the number of ordinary securities on issue over a period of 12 months after the Annual General Meeting (**10% Placement Capacity**). This is in addition to the existing 15% placement capacity permitted by ASX Listing Rule 7.1.

Item 6 is a Special Resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Item 6 for it to be passed.

If Item 6 is approved, the number of equity securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (as set out below).

If the resolution in Item 6 is not approved any further issues of securities in excess of the Company's remaining issuing capacity under Listing Rule 7.1 will require Shareholder approval.

An eligible entity is one that, as at the date of the relevant Annual General Meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

As at the date of this Notice, the Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$7,063,863.73 million (based on the number of Shares on issue which excludes restricted securities and the closing price of Shares on ASX on 10 October 2023).

Any equity securities issued must be in the same class as an existing class of quoted equity securities. The Company currently has the following classes of securities, being:

- 1,177,310,622 quoted fully paid ordinary shares (ASX Code: LVT);

The number of equity securities that the Company may issue under the approval sought by Item 6 will be calculated in accordance with the following formula as set out in ASX Listing Rule 7.1A:

$(A \times D) - E$

Where:

A = the number of fully paid Shares on issue at the commencement of the relevant period:

- (i) plus, the number of Shares issued in the relevant period under an exception in Listing Rule 7.2 other than exception 9,16 or 17;
- (ii) plus, the number of Shares issued in the relevant period on the conversion of convertible securities under rule 7.2 exception 9 where:
 - a. the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - b. the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under rule 7.1 or rule 7.4;
- (iii) plus, the number of Shares issued in the relevant period under an agreement to issue securities within rule 7.2 exception 16 where:
 - a. The agreement was entered into before the commencement of the relevant period; or
 - b. the agreement or issue was approved, or taken under these rules to have been approved, under rule 7.1 or 7.4;
- (iv) plus, the number of fully paid Shares issued in the relevant period with approval under Listing Rules 7.1 and 7.4;
- (v) Plus, the number of partly paid Shares that became fully paid in the relevant period;
- (vi) less the number of fully paid Shares cancelled in the relevant period.

D = 10%.

E = the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the relevant period where the issue or agreement to issue has not been subsequently approved by Shareholders under Listing Rules 7.4; and

“relevant period” means the 12-month period immediately preceding the date of the issue or agreement.

Specific information required by Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to Item 6:

Minimum price

Under the ASX Listing Rules, the securities may only be issued for cash consideration per security which is not less than 75% of the volume weighted average price of securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (a) the date on which the price at which the equity securities are to be issued is agreed; by the Company and the recipient of the securities or
- (b) if the securities are not issued within 10 ASX trading days of the date in paragraph (i) above, the date on which the securities are issued.

Risk of voting dilution

Shareholders should be aware there is a risk of economic and voting dilution that may result from an issue of equity securities under the 10% Placement Capacity, including the risk that:

- the market price for equity securities in that class may be significantly lower on the issue date than on the date of the Meeting where approval is being sought; and
- the equity securities may be issued at a price that is at a discount to the market price for those equity securities on the date of issue.

Any issue of equity securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any equity securities under the issue.

If Item 6 is approved and the Company issues the maximum number of equity securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the potential dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A.2, on the basis of the current market price of the Shares and the current number of Shares on issue as at the date of this Notice of Meeting. The table also assumes that no options on issue are exercised into Shares before the date of issue of the equity securities.

The table also shows the voting dilution impact where the number of Shares on issue (Variable "A" in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.¹

Variable "A" in Listing Rule 7.1A.2		Dilution		
		\$ 0.003 50% decrease in Issue Price	\$ 0.006 Issue Price	\$ 0.012 100% increase in Issue Price
Current Variable A 1,177,310,622	10% Voting dilution	117,731,062	117,731,062	117,731,062
	Funds Raised	\$353,193.19	\$706,386.37	\$1,412,772.75
50% increase in current Variable A 1,765,965,933	10% Voting dilution	176,596,593	176,596,593	176,596,593
	Funds Raised	\$529,789.78	\$1,059,579.56	\$2,119,159.12
100% increase in current Variable A 2,354,621,244	10% Voting dilution	235,462,124	235,462,124	235,462,124
	Funds Raised	\$706,386.37	\$1,412,772.75	\$2,825,545.49

Notes:

¹ The table has been prepared on the following assumptions:

(a) The Company issues the maximum number of shares available under ASX Listing Rule 7.1A;

- (b) *The table shows only the effect of shares issued under ASX Listing Rule 7.1A and does not factor in the Company's ability to issue up to 15% of its issued capital under ASX Listing Rule 7.1;*
- (c) *The current issue price is \$0.006, being the closing price of the Shares on ASX on 10 October 2023.*
- (d) *The current number of securities on issue is the Shares on issue as at 10 October 2023, being 1,177,310,622.*

The table shows:

- two examples where Variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of Shares the Company has on issue. The number of Shares on issue may increase as a result of issues of Shares that do not require approval (for example, a pro rata entitlements issue) or future specific placements under ASX Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- two examples of where the issue price of shares has decreased by 50% and increased by 100% as against the current market price.

Period for which the approval will be valid

If Shareholder approval is granted for Item 6, then that approval will expire on the earlier of:

- (a) 30 November 2024, being 12 months from the date of the Meeting;
- (b) the time and date of the Company's next Annual General Meeting; or
- (c) the date Shareholder approval is granted to a transaction under ASX Listing Rule 11.1.2 (proposed change to nature and scale of activities) or ASX Listing Rule 11.2 (change involving main undertaking).

The approval under ASX Listing Rule 7.1A will cease to be valid in the event that Shareholders approve a transaction under ASX Listing Rule 11.1.2 or 11.2.

Purpose of Issue under 10% Placement Capacity

The Company may issue equity securities under the 10% Placement Capacity for various purposes including general working capital purposes and to raise funds to further develop the Company's product offering.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.3 upon issue of any Equity Securities.

Allocation under the 10% Placement Capacity

The allottees of the equity securities to be issued under the 10% Placement Capacity have not yet been determined. However, the allottees of equity securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the allottees at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (a) the purpose of the issue;
- (b) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (c) the effect of the issue of the equity securities on the control of the Company;
- (d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (e) prevailing market conditions; and
- (f) advice from corporate, financial, and broking advisers (if applicable).

Securities issued or agreed to be issued under rule 7.1A.2 in the 12 months preceding the date of Meeting

The Company issued nil Shares under ASX Listing Rule 7.1A.2 over the 12 months preceding the date of the Meeting.

Director's Recommendation

The directors unanimously recommend that Shareholders vote in favour of the Resolution in Item 6.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- a person who is expected to participate in, or who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- an associate of that person or those persons.

However, the Company need not disregard a vote if it is cast by:

- a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or

- the Chairman as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Note: In accordance with ASX Listing Rule 14.11.1, as at the date of this Notice of Meeting it is not known who may participate in any placement utilising the 10% Placement Capacity (if any). On that basis, no Shareholders are currently excluded from voting on this Resolution.

ITEM 7: Ratification of Prior Issue of Shares to My Net Zero

On 6 July 2023, the Company announced that it had completed its acquisition of My Net Zero via the issue of 91,705,610 fully paid ordinary shares (**MNZ Shares**).

The MNZ Shares were issued on 10 July 2023. Item 7 relates to the ratification and approval of the MNZ Shares.

ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12-month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12-month period.

ASX Listing Rule 7.4

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a Company in general meeting ratifies a previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

Ratification by the Shareholders of the Company is now sought pursuant to ASX Listing Rule 7.4, for Item 7, in order to reinstate the Company's capacity to issue up to 15% of its issued capital in the next 12 months without Shareholder approval.

If Item 7 is approved, the Company's placement capacity under ASX Listing Rule 7.1 will be refreshed from the date of this Meeting. If Item 7 is not approved, the Company's placement capacity will not be refreshed, and any further issues of Securities in excess of the Company's remaining issuing capacity under Listing Rule 7.1 will require Shareholder approval.

The effect of Shareholders approving Item 7 is that the Company will have the flexibility to issue further equity securities up to the 15% issuing limit, without obtaining prior Shareholder approval.

Information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Placement Shares:

- i) the Shares were issued to My Net Zero and a cleansing notice was issued under section 708A(5)(e) of the Corporations Act 2001 (Cth);
- ii) the total number of MNZ Shares issued by the Company in accordance with Listing Rule 7.1 was 91,705,610 fully paid ordinary shares;
- iii) the date of issue of the MNZ Shares was 10 July 2023;
- iv) the MNZ Shares were issued at \$0.0625 per share;
- v) the MNZ Shares were issued to complete the acquisition of the final tranche of shares in My Net Zero; and
- vi) a voting exclusion statement is included below.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- any person who participated in the My Net Zero acquisition; or
- an associate of that person or those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and

(ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Directors' Recommendation

The Directors unanimously recommend that Shareholders vote in favour of the Resolution in Item 7.

ITEM 8: Ratification of Prior Issue to of Shares to CYCL

On 29 June 2023, the Company announced that it had settled the dispute associated with the prior acquisition of CYCL AG for a total payment from LiveTiles to CYCL Sellers of US\$550,000 and the issue of 25 million fully paid ordinary shares (**CYCL Shares**).

The CYCL Shares were issued on 10 July 2023. Item 8 relates to the ratification and approval of the CYCL Shares.

ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12-month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12-month period.

ASX Listing Rule 7.4

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a Company in general meeting ratifies a previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

Ratification by the Shareholders of the Company is now sought pursuant to ASX Listing Rule 7.4, for Item 8, in order to reinstate the Company's capacity to issue up to 15% of its issued capital in the next 12 months without Shareholder approval.

If Item 8 is approved, the Company's placement capacity under ASX Listing Rule 7.1 will be refreshed from the date of this Meeting. If Item 8 is not approved, the Company's placement capacity will not be refreshed, and any further issues of Securities in excess of the Company's remaining issuing capacity under Listing Rule 7.1 will require Shareholder approval.

The effect of Shareholders approving Item 8 is that the Company will have the flexibility to issue further equity securities up to the 15% issuing limit, without obtaining prior Shareholder approval.

Information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Placement Shares:

- vii) the Shares were issued to CYCL AG and a cleansing notice was issued under section 708A(5)(e) of the Corporations Act 2001 (Cth);
- viii) the total number of CYCL Shares issued by the Company in accordance with Listing Rule 7.1 was 25,000,000 fully paid ordinary shares;
- ix) the date of issue of the CYCL Shares was 10 July 2023;
- x) the CYCL Shares were issued at \$0.01 per share;
- xi) the CYCL Shares were issued to complete the settlement of the disputes with CYCL AG.; and
- xii) a voting exclusion statement is included below.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- any person who participated in the CYCL acquisition; or
- an associate of that person or those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and

(ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Directors' Recommendation

The Directors unanimously recommend that Shareholders vote in favour of the Resolution in Item 8.

ITEM 9 - 10: Approval of Incentive Plans

We note that the Employee Incentive Plan and Management Incentive Plan were approved at the AGM 2022 and the changes are limited to updating the plans to acknowledge the change to the issue capacity limit and the company's rights and obligations under the ESS Regime, as well as other minor updates.

ASX Listing Rule 7.1 provides that a company may not issue Equity Securities, or agree to issue Equity Securities, without the approval of shareholders, if the number of Equity Securities to be issued in any 12-month period (including shares issued on the exercise of any options) exceeds 15% of the issued capital of the company preceding the issue.

ASX Listing Rule 7.2 contains several exceptions to the prohibition contained in ASX Listing Rule 7.1. Under Exception 13 in ASX Listing Rule 7.2, any Equity Securities issued under an employee incentive scheme within three years of the date on which shareholders approve the issue of those Equity Securities are excluded when calculating the capacity of the Company to issue shares in accordance with ASX Listing Rule 7.1. This Resolution is designed to satisfy the requirements of Exception 13 in ASX Listing Rule 7.2 in relation to the Employee Incentive Plan and the Management Incentive Plan (the **Plans**).

If this Resolution is passed, the Company will have the ability to issue securities to eligible participants under the Plans over a period of 3 years without impacting on the Company's 15% placement capacity under Listing Rule 7.1.

If this Resolution is not passed, and if the Board decides to issue any securities under the Plans (notwithstanding the non-approval), any securities issued will be included in calculating the Company's capacity under Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the issue date.

The Plans are intended to provide the framework under which individual grants of equity incentives (awards) may be made to employees (including executive directors). The Employee Incentive Plan was established in November 2021 and the Management Incentive Plan was established in August 2015, and the Company seeks approval of the Plans to allow for the issue of equity securities under the Plans. Since the Plans were established, the Company has as at the date of this notice issued the following securities to employees in the Company:

Employee Incentive Plan	Performance Rights – 15,975,000
	Shares – 27,564,848
	Options – 150,000
	TOTAL – 43,689,848

Management Incentive Plan	Shares – 35,230,001
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The maximum number of securities proposed to be issued under the Employee Incentive Plan following approval will be 64,752,084 from time to time.

The maximum number of securities proposed to be issued under the Management Incentive Plan following approval will be 82,411,744 from time to time.

A summary of the key terms of the Plans is set out in Annexures 'A'.

Items 9-10 seeks Shareholder approval to adopt the Plans to enable the Company to issue equity securities to eligible employees.

Voting exclusion

The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- any person who is eligible to participate in the Plans; or
- an associate of that person or those persons.

However, the Company need not disregard a vote if it is cast by:

- a) a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- b) the Chairman of the Meeting as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides; or
- c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - ii) the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

Directors' Recommendation

The Board abstains, in the interest of good corporate governance, from making a recommendation in relation to the Resolutions in Items 9-10.

ITEM 11: Amendment to Constitution

Pursuant to the Corporations Act, the Company’s Constitution may only be amended or repealed by special resolution, that is, by a resolution that has been passed by at least 75% of the votes cast by Shareholders entitled to vote on the resolution.

The resolution in Item 11 is a special resolution to amend the Company's Constitution so it’s updated to ensure that it reflects the current corporations law practice. The Constitution was adopted in November 2018 and the amendments reflect changes to corporations legislation. Specifically, to allow for virtual only general meetings and updating the issue cap and the company’s rights and obligations under the ESS Regime.

If the resolution in item 11 is not approved, the issuing capacity will remain at 5% for a listed company, which is lower than the previous issuing capacity approved by shareholders at the 2022 AGM. The 5% issuing capacity would then limit the Company’s ability to reward staff or attract good hires.

A copy of the Amended Constitution is available for review by Shareholders at the Company’s website. A copy of the Amended Constitution can also be sent to Shareholders upon request sent to the Company Secretary at company.secretary@boardroomlimited.com.au.

The terms that have been inserted, are as follows:

Clause	Subject matter	Details
Insertion of Clause 38	Employee Incentive Plans	<p>38 Employee Incentive Plans</p> <p><i>(a) Subject to the Corporations Act, the Listing Rules and the provisions of this Constitution, the Board may establish one or more employee incentive plans for the issue of ESS Interests to ESS Participants (Employee Incentive Plans).</i></p> <p><i>(b) For the purpose of section 1100V(2)(a) of the Corporations Act, ESS Interests may be offered to ESS Participants provided that the total number of ESS Interests which are or may be issued under all of the Company’s Employee Incentive Plans do not in aggregate exceed the higher of:</i></p> <p><i>(i) 12.5% of the total number of fully paid shares in the Company as at the start of the day the offer is made; or</i></p> <p><i>(ii) the issue cap set out in 1100V(2) of the Corporations Act; (jointly, Issue Cap).</i></p>

		<p><i>For the purpose of this clause, the Issue Cap shall be measured in accordance with the provisions of section 1100V(1) of the Corporations Act (as amended by ASIC Corporations (Employee Share Schemes) Instrument 2022/1021, or any subsequent instrument issued by ASIC).</i></p> <p><i>(c) For the purpose of this clause 38:</i></p> <p>ESS Interest shall have the meaning given in section 1100M of the Corporations Act.</p> <p>ESS Participant shall have the meaning given in section 1100L(2) of the Corporations Act.</p>
<p>Insertion of Clause 12.10</p>	<p>Technology enabled general meetings</p>	<p>12.10 Technology</p> <p><i>Subject to the Corporations Act 2001 (Cth), the Listing Rules and any applicable law:</i></p> <p><i>(a) A general meeting may be held at one or more venues using any technology that gives the members as a whole a reasonable opportunity to participate;</i></p> <p><i>(b) A general may be hybrid (virtual and in-person) held at one or more venues using any technology that gives the members as a whole a reasonable opportunity to participate;</i></p> <p><i>(c) A general meeting may be held virtually only using any technology that gives members as a whole a reasonable opportunity to participate;</i></p> <p><i>(d) A reference to a “place” when used in the context of a general meeting maybe, but need not be, a physical place;</i></p> <p><i>(e) Participation in a hybrid or virtual meeting using any technology that gives the members as a whole a reasonable opportunity to participate shall constitute presence in person or ‘personally’ at such meeting (including for the purposes of any quorum requirements in this Constitution); and</i></p> <p><i>(f) If, before or during a general meeting of members, any technical difficulty occurs, such that the members as a whole do not have a</i></p>

		<p><i>reasonable opportunity to participate, the chair of the meeting may:</i></p> <p><i>(i) Adjourn the meeting until the technical difficulty is remedied; or</i></p> <p><i>(ii) Where a quorum remains present (either at the place at which the chair is present or by technology contemplated by this clause 12.10) and able to participate, subject to the Corporations Act, continue the meeting (in which case no member may object to the meeting being held or continuing).</i></p>
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Director’s Recommendation

The Board considers that it is in the best interests of the Company and its Shareholders to amend the Constitution and unanimously recommends that Shareholders vote in favour of this Resolution.

ITEM 12: Approval of Selective Buy-Back of Shares held by BindTuning Shareholders

Background

As announced to the market on 6 July 2023, the Company and BindTuning entered into a Divestment Agreement in which the Company agreed to divest itself of shares which it held in BindTuning and in return, the BindTuning Shareholders agreed to pay the Company USD \$100,000 and also return the Company’s shares which the BindTuning Shareholders held by way of the Company undertaking a buy-back of all the Company’s Shares held by the BindTuning Shareholders in accordance with the requirements under the Corporations Act (**Share Buy-Back**).

The BindTuning Shareholders and the Company’s shares which are being proposed to be bought-back by the Company are set out in the table below (**Buy-Back Shares**):

BindTuning Shareholder	Buy-Back Shares	Percentage of Buy-Back Shares
Maria Beatriz Oliveira	2,810,389 ordinary shares	0.238%
Maria João Oliveira	31,577 ordinary shares	0.003%
Kevin Conroy	315,774 ordinary shares	0.027%
Total	3,157,740 ordinary shares	0.268%

The Share Buy-Back is conditional on Shareholders approving this resolution as a special resolution.

Reason for this Resolution

Section 257D(1)(a) of the Corporations Act has the effect that Shareholders must approve the terms of the Share Buy-Back by passing a special resolution at a general meeting of Shareholders, with no votes being cast in favour of this resolution by the BindTuning Shareholders or any of their Associates, before the Company can undertake the buy-back of the Buy-Back Shares .

This Resolution seeks this approval from Shareholders.

Summary of Share Buy-Back

The key terms of the Share Buy-Back are as follows:

- i. the Company will buy-back the Buy-Back Shares off-market for no consideration;
- ii. the Company's obligation to complete the buy-back of the Buy-Back Shares is conditional on Shareholders approving Resolution 12;
- iii. if shareholders approve Resolution 12, the Company is not required to pay any consideration for the shares forming part of the Buy-Back Shares as the Share Buy-Back forms part of the divestment transaction under the Divestment Agreement; and
- iv. the Company must cancel the Buy-Back Shares as soon as practicable after completion of the buy-back, in accordance with the requirements under the Corporations Act.

Reason for the Share Buy-Back

As part of the Company's separation from its relationship with BindTuning, the Company and BindTuning agreed that the Company would sell the BindTuning shares back to the BindTuning Shareholders and in exchange the BindTuning Shareholders agreed to pay to the Company cash consideration of USD \$100,000, and also return the Company's shares which they held.

Financial effect of the Share Buy-Back on the Company

The Company will buy-back the Buy-Back Shares for no consideration and accordingly, there is no financial impact on the Company in carrying out the Share Buy-Back.

Effect on capital of the Company

Immediately after the Share Buy-Back, the Buy-Back Shares will be cancelled. The overall effect on the capital of the Company of the Share Buy-Back is as follows:

Number of LVT Shares prior to the Share Buy-Back (including options and shares issued or available to be issued under the EIP and MIP)	1,177,310,622 Fully Paid Ordinary Shares 13,240,350 Unquoted Options 16,975,000 Performance Rights 4,000,000 Convertible Notes
Number of LVT Shares following the Share Buy-Back (including options and shares issued or available to be issued under the EIP and MIP)	1,174,152,882 ordinary shares 13,240,350 Unquoted Options 16,975,000 Performance Rights 4,000,000 Convertible Notes

Impact on control

As at the date of this Notice, the BindTuning Shareholders hold approximately 0.268% interest in the Company.

The Share Buy-Back and subsequent cancellation of the Buy-Back Shares will cancel the BindTuning Shareholders' shareholding in the Company and will reduce the Company's share capital from 1,177,310,622 to 1,174,152,882. There will be no overall material change to the control of the Company.

Advantages and disadvantages of the Share Buy-Back

Advantages

- i. The Share Buy-Back allows the Company to unwind the investment made by the Company into BindTuning;
- ii. The Share Buy-Back is the final stage of the divestment and separation which enables the Company to end an arrangement involving the use and exploitation of certain intellectual property by the Company and BindTuning such as the shared use of webparts and sees the return of intellectual property rights to each party; and
- iii. The Share Buy-Back will complete the conclusion of the divestment and separation from BindTuning pursuant to the Divestment Agreement and, as set out in the ASX Announcement dated 6 July 2023, the parties have separated from their prior contractual obligations.

Disadvantages

- i. The Company does not believe there are any disadvantages to the Share Buy-Back as there is no consideration being paid by the Company to buy-back the Buy-Back Shares and the Share Buy-Back does not materially prejudice the ability of the Company to pay its creditors.

Financial Statements

The audited financial statements of the Company for the year ended 30 June 2023 were released on 29 September 2023 and are accessible to shareholders via the ASX announcements page or the Company's website.

Directors' interests

No directors have any material personal interest in the Share Buy-Back.

What if the Share Buy-Back does not proceed

If the Share Buy-Back does not proceed the Company will continue to assess its options and try to resolve the agreed divestment and separation from BindTuning.

Company's share price

The Company will not be required to pay BindTuning or the BindTuning Shareholders for the Buy-Back Shares, as the Share Buy-Back forms part of the divestment and separation announced in July 2023 under which the BindTuning Shareholders paid USD \$100,000 to the Company in exchange for the return of intellectual property rights and the sale of all BindTuning shares held by the Company back to the BindTuning shareholders. The closing price of the Buy-Back Shares as at the date of this Notice was 0.006 per Share. (At the time the Divestment Agreement was negotiated on 6 July 2023 the closing shares price was 0.0131 per Share).

Directors' Recommendations

The directors unanimously recommend that Shareholders vote in favour of this Resolution.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- any person who participated in the BindTuning acquisition; or
- an associate of that person or those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and

(ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Chairman's Voting Intention

The Chairman of the Meeting intends to vote all available undirected proxies in favour of all Resolutions.

GLOSSARY

10% Placement Capacity has the meaning given in Item 10 of the Notice.

AEDT means Australian Eastern Daylight Savings Time as observed in Sydney, Australia.

Annual General Meeting or **Meeting** means the meeting convened by the Notice

Associate has the meaning given to that term in Division 2 of Part 1.2 of the Corporations Act, as the context requires.

ASX means ASX Limited ACN 008 624 691.

ASX Listing Rules means the Listing Rules of the ASX, as amended, or replaced from time to time except to the extent of any express written waiver by ASX.

ASX Principles means the ASX Corporate Governance Principles and Recommendations (4th edition).

BindTuning Shareholders means Maria Beatriz Oliveira, Maria Joao Oliveira and Kevin Conroy

Board means the current board of directors of the Company.

Buy-Back Shares means the BindTuning Shareholders and the Company's shares which are being proposed to be bought-back by the Company.

Closely Related Party has the meaning as defined in section 9 of the Corporations Act

Company means LiveTiles Limited (ACN 066 139 991)

Constitution means the Company's Constitution.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the current directors of the Company.

Divestment Agreement means the Agreement dated 5 July 2023 between the BindTuning Shareholders, the Company and LiveTiles Switzerland AG and Bind – Solucoes Informaticas.

Eligible Entity means an entity that at the relevant date:

- (a) Is not included in the A&P/ASX 300 Index; and
- (b) Has a market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security, and any security that ASX decides to classify as an Equity Security.

Explanatory Notes means the Explanatory Notes accompanying the Notice.

Items means the resolutions set out in the Notice, or any one of them, as the context requires.

Key Management Personnel or **KMP** has the meaning as defined in section 9 of the Corporations Act.

Notice or **Notice of Meeting** or **Notice of Annual General Meeting** means this notice of annual general meeting and the explanatory notes accompanying the Notice and the Proxy Form.

Proxy Deadline means 10:00am (AEDT) on Tuesday, 28 November 2023.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's Report section of the Company's annual financial report for the year ended 30 June 2023.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Share means a fully paid ordinary Share in the capital of the Company.

Shareholder means a holder of a Share.

Share Registry means Boardroom Pty Limited.

Voting Exclusion means the exclusion of particular Shareholders from voting on a particular Resolution.

ANNEXURE A

KEY TERMS OF THE MANAGEMENT INCENTIVE PLAN

The key terms of the Management Incentive Plan (**Plan**) are:

- (a) **Purpose:** The purpose of the Plan is to assist in the reward, retention and motivation of eligible directors and management and to align the interests of these persons more closely with the interests of the Company's Shareholders, by providing an opportunity for eligible directors and employees to acquire an ownership interest in the Company.
- (b) **Eligibility:** Participants in the Plan may be directors of the Company or any of its subsidiaries and full-time or part-time permanent employees of the Company or any of its subsidiaries (Employees). The Board has the sole discretion to determine the Employees who are eligible to participate in the Plan (Participants). An invitation to participate will be an offer of Shares.
- (c) **Offers:** The Company may make an offer to eligible Participants on such terms and conditions as determined by the Board, including as to:
 - (i) the maximum number of Shares the subject of the offer;
 - (ii) the issue price (if any) or the manner of determining the issue price (if any) of the Shares the subject of the offer;
 - (iii) any vesting period (if any) during which the Shares will be subject to vesting conditions;
 - (iv) any performance or vesting conditions applying to the Shares;
 - (v) the method of accepting the offer;
 - (vi) terms, conditions or other information which the Board determines to include as part of an Offer, for the purposes of the Company complying with the ESS Regime, or otherwise enabling the Company to take advantage of the concessions and exemptions provided under the ESS Regime (including any exemptions relating to the issue of a disclosure document);
 - (vii) If the Company makes an Offer to which the ESS Regime is intended to apply, then:
 - i. any term of these Rules or an Offer which are prohibited by the ESS Regime (**Prohibited Terms**) will either at the discretion of the Board, not apply, or be read down or (without limiting the Board's powers under clause 18) amended in such a manner as reasonably determined by the Board, to enable their compliance with the ESS Regime, and to achieve the intention of the Prohibited Terms as originally drafted; and
 - ii. any terms and conditions which are implied by the ESS Regime will apply, and override any inconsistent term of these Rules or the Offer.
 - (viii) the terms and conditions of any loan that the Company will make to the eligible Participant (if applicable) for the purpose of acquiring or subscribing for Shares the subject of the offer; and
 - (ix) the offer documents, including the Plan rules (**Plan Rules**).
- (d) **Issue price:** the issue price (if any) or the manner of determining the issue price (if any) of the Shares the subject of the offer will be determined by the Board in its absolute discretion.
- (e) **Administration of Plan:** The Board is responsible for the operation of the Plan and has a broad discretion to determine which Participants will be offered Shares under the Plan.

- (f) **Vesting:** Vesting of Shares is subject to satisfaction or waiver of any vesting or performance conditions determined by the Board and specified in the offer document. Subject to the Plan Rules, any unvested Shares will lapse immediately and be forfeited if the relevant vesting and performance conditions are not satisfied within the vesting period specified in the offer document. Once vested, Shares will be treated in same way as all other Shares, subject to the full repayment of any outstanding loan.
- (g) **Rights:** Other than pursuant to any offer document or exception provided for in the Plan Rules, the unvested Shares do not confer on an employee the right to participate in new issues of Shares or other securities in the Company, including by way of bonus issues, rights issues or otherwise. Any dividends (net of any tax payable by the Participant) distributed on the Shares will be applied against any outstanding loan.

The Plan Rules contain specific provisions relating to pro rata bonus issues (other than in lieu or in satisfaction of dividends or by way of dividend reinvestment), which provide for the number of unvested Shares held by a Participant to be increased by the number of Shares the Participant would have held if its Shares had vested before the bonus issue, provided that any such Shares will be subject to any vesting conditions applicable to the Participant's other Shares.

- (h) **Dealings:** Until such time as the Shares vest, Participants will not be entitled to exercise any voting rights attached to the Shares and will be restricted from selling, transferring, assigning, granting a security interest over or otherwise disposing of Shares (except as otherwise provided for in the Plan Rules or offer document).
- (i) **Cessation of employment:** If a Participant ceases to be employed by the Company or any of its subsidiaries, the treatment of its Shares will depend on the circumstances of the Participant's departure as follows:
 - (i) if the Participant is regarded as a "good leaver" (e.g. resigns due to ill health, is made redundant, retires or the Company is sold):
 - A. the Participant may keep its vested Shares provided that any outstanding loan shall be repaid in full pursuant to the terms of the loan;
 - B. the Board has the discretion whether or not to accelerate the vesting of all or some of the unvested Shares to which the Participant may be entitled; and
 - C. unless the Board exercises its discretion under (B) or as otherwise determined by the Board, all unvested Shares will be forfeited; and
 - (ii) if the Participant is regarded a "bad leaver" (e.g. is summarily dismissed, resigns to take up a new job or becomes insolvent or bankrupt):
 - A. the Participant may keep its vested Shares provided that any outstanding loan shall be repaid in full pursuant to the terms of the loan; and
 - B. unless otherwise determined by the Board, all unvested Shares will be forfeited.

Notwithstanding the above, the Board may, subject to compliance with the ASX Listing Rules and Corporations Act, determine to treat any unvested Shares in a manner different to the manner set out in this paragraph (i) (including without limitation determining that such unvested Shares neither vest nor lapse, applying conditions to the vesting or lapsing of unvested Shares, or otherwise forfeiting the unvested Shares) if the Board reasonably determines that the relevant circumstances warrant such treatment.

- (j) **Corporate control event:** If there is a change of control of the Company:
- (i) any unvested Shares held by a Participant will vest pro rata based on the proportion of the relevant vesting period that has elapsed as at the date the change of control occurs; and
 - (ii) the Board has the discretion as to how to treat the remaining unvested Shares, including whether to accelerate vesting of some or all of the Shares.
- (k) **Breach, fraud or dishonesty:** The Plan Rules provide for the Board to have the power to determine that all unvested Shares held by a Participant are forfeited if that Participant has been summarily dismissed, is convicted of an offence in connection with the affairs of the Company or any of its subsidiaries, has committed fraud, defalcation or gross misconduct, is in material breach of any duties owed to the Company or its subsidiaries, has brought the Company or its subsidiaries into disrepute or there is a material misstatement or omission in the financial statements of the Company or any of its subsidiaries.
- (l) **Effect of forfeiture:** Unless the Board determines otherwise, where Shares are forfeited, ownership of the Shares will be transferred to a nominee of the Company who must either sell the Shares or deal with them in any manner determined by the Board (including by way of buy-back or sale to a nominated person). The proceeds of any sale less any transaction costs of the Company will be applied against any outstanding loan.
- (m) **Power of Attorney:** The Participant irrevocably appoints each of the Company and any person nominated by the Company severally as its attorney to do all things necessary to give effect to the Plan Rules.
- (n) **Administration and variation:** The Plan Rules contain customary provisions in relation to administration and variation. The Board has the power to vary the Plan Rules, provided that the variations do not prejudice the rights and entitlements of Participants.

KEY TERMS OF THE EMPLOYEE INCENTIVE PLAN

Key terms of the LiveTiles Limited Employee Incentive Plan

LiveTiles Limited (**LiveTiles** or the **Company**) has proposed to adopt the LiveTiles Limited Employee Incentive Plan (**EIP** or **Plan**) to attract, retain and reward employees and executive directors of LiveTiles and its subsidiaries (**Group**), or any other persons determined by the Board (**Eligible Employees**), and to further align the interests of Eligible Employees with the interests of LiveTiles' shareholders.

The key features of the Plan are set out in the table below.

Key terms	Description
Types of securities	<p>Under the EIP, the Company may grant the following awards to Eligible Employees:</p> <ul style="list-style-type: none"> • Shares – being fully paid ordinary shares in the Company, which may include: <ul style="list-style-type: none"> ○ Shares that are subject to vesting conditions outlined in an Eligible Employee's invitation letter;

Key terms	Description
	<ul style="list-style-type: none"> ○ Shares that are subject to a dealing restriction until any applicable vesting conditions are met (Restricted Shares); and/or; ○ Shares whose allocation price is funded by a member of the Group through a limited recourse loan (Loan Shares) <ul style="list-style-type: none"> ● Options – each Option being an entitlement to acquire a Share upon exercise subject to the satisfaction of any vesting conditions outlined in an Eligible Employee’s invitation letter and payment of the applicable exercise price (which may be nil). ● Rights – each Right being an entitlement to acquire a Share upon exercise subject to the satisfaction of any vesting conditions outlined in an Eligible Employee’s invitation letter. <p>Options and Rights, in combination, are referred hereafter as Awards. Awards and Shares, in combination, are referred hereafter as Incentive Securities.</p>
Eligibility	<p>The Board may determine which Eligible Employees may participate in the EIP.</p> <p>If the Board permits, Eligible Employees may nominate a related party to receive their grant of Incentive Securities.</p> <p>Eligible Employees who have been granted Incentive Securities are referred to in this table as Participants.</p>
General terms and conditions	<p>The Board has the discretion to determine the terms and conditions applicable to an offer of Incentive Securities, including:</p> <ul style="list-style-type: none"> ● the number or value of Incentive Securities to be granted or how that number or value will be determined; ● the terms of any disposal restrictions that apply to Shares (including Shares allocated upon the exercise of Awards); ● whether Incentive Securities will be subject to vesting conditions and the applicable vesting period; ● the time and circumstances when Awards lapse or Shares may be forfeited; ● whether vested Awards must be exercised by the Participant to receive Shares, the period in which Awards may be exercised, the manner of exercise and any applicable exercise price (in respect of Options); ● (applicable to Loan Shares only) the value and terms of the monies to be advanced by a member of the Group to an

Key terms	Description
	<p>Eligible Employee for the sole purpose of acquiring Shares at the applicable allocation price (Loan), including any interest payable on the Loan.</p> <ul style="list-style-type: none"> • any particular terms, conditions or other information which the Board determines to include as part of an Invitation Letter, for the purposes of the Company complying with the ESS Regime, or otherwise enabling the Company to take advantage of the concessions and exemptions provided under the ESS Regime (including any exemptions relating to the issue of a disclosure document). • If the Company issues an Invitation Letter to which the ESS Regime is intended to apply, then: <ul style="list-style-type: none"> (a) any term of these Rules or an Invitation Letter which are prohibited by the ESS Regime (Prohibited Terms) will either at the discretion of the Board, not apply, or be read down or (without limiting the Board’s powers under clause 11.1) amended in such a manner as reasonably determined by the Board, to enable their compliance with the ESS Regime, and to achieve the intention of the Prohibited Terms as originally drafted; and (b) any terms and conditions which are implied by the ESS Regime will apply and override any inconsistent term of these Rules or the Invitation Letter.
Acquisition Price	<p>With the exception of Loan Shares, no payment is required for a grant of an Incentive Security unless stated otherwise in the invitation letter.</p> <p>An allocation price will be payable by an Eligible Employee to receive an allocation of Loan Shares with the aggregate allocation price payable provided to the Eligible Employee by way of a loan from a member of the Group.</p>
Loan terms (applicable to Loan Shares only)	<p>Loans to be made under the Plan will normally be limited recourse in nature (such that if the outstanding Loan balance applicable to Shares is greater than the value of those Shares at the time the Loan is repayable, the Shares may be surrendered and forfeited in full satisfaction of that Loan balance) and interest-free (unless otherwise set out in an invitation letter).</p>
Shareholder entitlements	<p>Awards do not have any shareholder rights attached.</p> <p>All Shares (including Restricted Shares and Loan Shares) allocated under the Plan rank equally with other Shares on issue and from the date of allocation and Participants will have the right to vote and receive dividends in respect of Shares allocated to them under the Plan.</p>

Key terms	Description
	<p>Unless the Board determines otherwise, Participants that have been allocated Loan Shares will be required to apply the after-tax value of any dividends and other cash distributions towards repayment of the Loan.</p>
Vesting	<p>Where Incentive Securities are granted subject to vesting conditions, Incentive Securities only vest where each applicable vesting condition has been satisfied (as determined by the Board) and the Board has notified the Participant that the Incentives Securities have vested.</p> <p>The Board may determine that Incentive Securities vest prior to the end of the applicable vesting period and may, in its discretion, adjust any performance-based vesting conditions to ensure that Participants are neither advantaged nor disadvantaged by matters outside management's control that affect the applicable performance-based vesting conditions.</p>
Exercise of Awards	<p>Vested Awards may be exercised automatically or require a Participant to submit a notice to the Company in order to exercise vested Awards.</p> <p>Generally, upon vesting and subject to the Company's securities trading policy, Participants may exercise their vested Awards in the exercise period stated in their invitation letter (if Awards are not automatically exercised on vesting). Participants must pay an exercise price in order to exercise their vested Options if required by the terms of the Options (unless net settlement of the Options applies as described below).</p> <p>Where Awards are subject to exercise restrictions (under the terms of the invitation letter), Awards may only be exercised when those restrictions lift (and may only be exercised prior to the Option expiry date).</p> <p>Unless otherwise set out in an invitation letter, vested Awards may be satisfied, at the discretion of the Board, in cash rather than Shares by payment to the participant of a cash equivalent amount (equal to value to the Shares underlying the Options being exercised, less the corresponding exercise price, if any (for Options)). Any cash payment made to Australian Participants shall be inclusive of any statutory superannuation contributions the Company is required to make in relation to the cash payment.</p> <p>Where set out in an invitation letter (and where the exercise price of an Option is not nil), the Board may deliver the net number of shares on the exercise of vested Options where the value of the net number of Shares at exercise is equal to the excess of the market value of the Shares underlying the Options being exercised less the corresponding exercise price.</p>

Key terms	Description
Allocation of shares	Shares to be delivered to Participants upon the exercise of vested Awards of the grant of Shares may be issued by the Company, acquired on market and transferred, and / or allocated by an employee share trust.
Quotation	Awards will not be quoted on the ASX. The Company will apply for quotation of shares issued under the EIP within the period required by ASX.
Disposal restrictions	<p><u>Awards</u></p> <p>Unless the Board determines otherwise, an Award can only be transferred with the written consent of the Board (or by operation of law). The Board will only allow transfer of an Award in exceptional circumstances, such as death or permanent disability.</p> <p><u>Shares</u></p> <p>Shares allocated under the Plan may be granted subject to disposal restrictions. Where a grant of Shares constitutes a grant of Restricted Shares or Loan Shares, those Shares may not be transferred to other persons unless the Board determines otherwise (or by operation of law) and disposal restrictions will apply until the time that those Shares vest.</p> <p>Where specified in an invitation letter, Shares allocated upon the exercise of Awards may be subject to disposal restrictions preventing the dealing of Awards and grants of Restricted Shares may be subject to post-vesting disposal restrictions preventing dealing.</p> <p>Any disposal restrictions attached to Shares may be enforced through any procedure the Board deems necessary or appropriate.</p> <p>Participants may not enter into any arrangement which hedges or otherwise affects the Participant's economic exposure to the Incentive Securities granted to them under the EIP.</p> <p>Dealing with Shares will be subject to compliance with LiveTiles' share trading policy and any applicable laws.</p>
Impact of cessation of employment	<p>If a Participant ceases employment with the Group, the treatment of unvested Incentive Securities held by the Participant will depend on the circumstances of the cessation.</p> <p>Where the Participant ceases employment before the date of vesting due to termination for cause (including gross misconduct) or resignation, all unvested Incentive Securities will lapse or be forfeited (as applicable) unless the Board determines otherwise.</p>

Key terms	Description
	<p>Where the Participant ceases employment for any other reason before the date of vesting, unless the Board determines an alternative treatment, unvested Incentive Securities will remain “on-foot” post cessation and those Incentive Securities may vest at the end of the original vesting period (to the extent that any applicable performance-based vesting conditions have been satisfied when tested at the end of the relevant vesting period).</p> <p>Where a Participant holds vested Awards (that require the Participant to exercise the Awards) on cessation, any applicable exercise restriction will cease and vested Awards must be exercised within 90 days following cessation, or within such other period determined by the Board (except where cessation occurs as a result of termination for cause, in which case all vested Awards will lapse unless the Board determines otherwise).</p>
Change of control	<p>If a change of control event (including a takeover bid that the Board resolves to recommend to Company shareholders and a meeting of Company shareholders to vote on a scheme or arrangement), the Board may (but is not obliged to) determine the treatment of a Participant’s unvested Incentive Securities.</p> <p>Where the Board does not make a determination, upon a change of control (meaning a person becoming entitled to more than 50% of the Shares or to all or substantially all of the Group’s business and assets), a pro-rata number of unvested Incentive Securities (based on the proportion of the Period that has elapsed at the time the change of control occurs) will vest to the extent to which any performance-based vesting conditions have been satisfied (as determined by the Board).</p> <p>Where a Participant holds vested Awards (that require the Participant to exercise the Awards) or vested Restricted Shares that are subject to a disposal restriction at the time of a change of control:</p> <ul style="list-style-type: none"> • the Participant shall have 90 days to exercise the vested Award or such other period determined by the Board (with any applicable exercise restriction ceasing); • the Company shall have the disposal restrictions lifted within 90 days from the date of the change of control, or such other period as the Board determines. <p>Where a Participants holds Loan Shares that vest on a change of control, unless the Board determines otherwise, the outstanding Loan balance in respect of those Shares must be repaid within 30 days of vesting, or such other time determined by the Board.</p>

Key terms	Description
Malus / clawback	The Board has discretion to determine that no unfair benefit is derived by a Participant in the case of a material misstatement of financial results or serious misconduct by a Participant (which constitutes fraud, dishonesty or a breach of obligations). This discretion includes the ability to reduce or forfeit unvested Incentive Securities, reset or alter vesting conditions applying to the applicable Incentive Securities, or requiring Participants to repay the net proceeds from the sale of Shares where Shares have been sold.
Employee share trust	The Company may operate an employee share trust in conjunction with the EIP.
Capital restructures	In the event of a capital restructure, subject to the ASX Listing Rules, the Board may adjust the number of Awards issued pursuant to an offer under the Plan as the Board deems appropriate.
Other terms	The EIP contain customary and usual terms having regard to Australian law and the ASX Listing Rules for dealing with the administration, variation and termination of the Plan.
Restriction on grants under the EIP	The Board may not make an offer for Incentive Securities under this Plan if the total number of Shares (including Shares which are issuable as a result of Vesting and, if applicable, Exercise) that are or may be issued under this Plan or under any other Company employee incentive plan then in effect, would in aggregate exceed the Issue Cap.

Your proxy voting instruction must be received by **10.00am (AEDT) on Tuesday, 28 November 2023**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au/>

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

30 October 2023

Dear Shareholder

2023 Annual General Meeting – Notice and Proxy Form

The Annual General Meeting of shareholders of LiveTiles Limited (**Company**) will be held at **Level 12, 3 Spring St, Sydney NSW 2000.**

at: **10.00 a.m.** (AEDT)

on: **Thursday, 30 November 2023 (Meeting).**

In accordance with the Corporations Act 2001 the Company will not be dispatching physical copies of the Notice. Instead, the Notice of Meeting and accompanying explanatory statement (**Meeting Materials**) are being made available to shareholders electronically.

This means that:

- You can access the Meeting Materials online at the Company's website or at our share registry's website <https://investor.automic.com.au/> by logging in and selecting Company Announcements from the main menu.
- A complete copy of the Meeting Materials has been posted to the Company's ASX Market announcements page.

If you would like to receive electronic communications from the Company in the future, please update your communication elections online at <https://investor.automic.com.au/>. If you have not yet registered, you will need your shareholder information including SRN/HIN details.

Following the passing of the Corporations Amendment (Meetings and Documents) Act 2022 in February 2022, the Company will now issue notices of annual and general meetings electronically where a shareholder has provided a valid email address or has not made an election, unless the shareholder has elected to receive a paper copy of these documents.

If you wish to receive paper copies of notices of meetings, please update your communication elections online at <https://investor.automic.com.au/>.

If you are unable to access the Meeting Materials online please contact our share registry Automic Limited on hello@automic.com.au or 1300 288 664 between 8:30am and 5:30pm (AEST/AEDT) Monday to Friday, to arrange a copy.

A copy of your personalised proxy form is **enclosed** for your convenience. Shareholders are encouraged to complete and lodge their proxies online or otherwise in accordance with the instructions set out in the proxy form and the Meeting Materials.

The Meeting Materials are important and should be read in their entirety. If you have any questions regarding the matters set out in the Meeting Materials, please contact LVT, or your stockbroker or other professional adviser. If you have any difficulties obtaining a copy of the Meeting Materials, please contact the Company's share registry.

How to submit your vote in advance of the meeting

To be valid, your proxy form (and any power of attorney under which it is signed) must be received at an address given below by 10.00am (AEDT) on Tuesday, 28 November 2023. Any proxy form received after that time will not be valid for the scheduled meeting.

The completed Proxy form may be submitted by:

- a. Voting online via the Company's Share Registry at <https://investor.automic.com.au/#/loginsah>
- b. Mailed to the address on the Proxy form; or
- c. Faxed to the share registry on facsimile number +61 2 8583 3040.

We look forward to your participation at the AGM and thank you for your continued support.

Yours Faithfully,

Natalie Climo

Natalie Climo

Company Secretary