



**NOTICE OF GENERAL MEETING
LIVEHIRE LTD ACN 153 266 605**

TIME: 1:00pm AEST

DATE: Thursday, 23 August 2018

PLACE: Boardroom Pty Limited, Level 7, 333 Collins Street
Melbourne, Victoria, 3000

Important notice

This Notice should be read in conjunction with the Explanatory Memorandum. The Explanatory Memorandum contains important information about the matters to be considered at the General Meeting of LiveHire Limited to assist shareholders to determine how to vote on the resolutions set out in this Notice.

Should you wish to discuss any of the matters detailed in this Notice, please do not hesitate to contact the Company Secretary on +61 3 9614 2444 or charly@livehire.com.

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Notice of General Meeting of Shareholders of LiveHire Limited

Notice is given that the general meeting of shareholders of LiveHire Limited (ACN 153 266 605) (LiveHire or the Company) will be held:

- on **Thursday, 23 August 2018 at 1:00pm AEST**
- at **Boardroom Pty Limited, Level 7, 333 Collins Street, Melbourne, Victoria, 3000**

Important Information

Your vote is important

The business of the Meeting affects your shareholding and your vote is important.

Voting eligibility

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7:00pm AEST on Tuesday, 21 August 2018.

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

Voting online

To vote online, please go to <https://www.votingonline.com.au/livehiregm2018> and follow the instructions on your Proxy Form.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy; and
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular Resolution and if it does:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (ie. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the Resolution, the proxy must not vote on a show of hands; and
- if the proxy is the Chair, the proxy must vote on a poll, and must vote that way (ie. as directed); and
- if the proxy is not the Chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (ie as directed).

Transfer of non-chair proxy to Chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular Resolution at the Meeting; and
- the appointed proxy is not the Chair; and
- at the Meeting, a poll is duly demanded on the Resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the Meeting; or
 - the proxy does not vote on the Resolution,

the Chair is taken, before voting on the Resolution closes, to have been appointed as the proxy for the purposes of voting on the Resolution at the Meeting.

Corporate representatives

A Shareholder that is a body corporate may appoint an individual to act as its representative at the Meeting by providing a duly executed Certificate of Appointment of Corporate Representative (**Certificate**). Unless otherwise specified in the Certificate, the representative may exercise all or any of the powers that the body corporate may exercise at the Meeting or in voting on a Resolution. A Certificate is available upon request from the Share Registry.

Appointments may be lodged in advance of the meeting with the Company's Share Registry, or handed in at the Meeting when registering.

BUSINESS OF THE GENERAL MEETING

Ordinary business

1. RESOLUTION 1 – RATIFICATION OF PLACEMENT SHARES ISSUED UNDER ASX LISTING RULE 7.1

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

“THAT, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue and allotment of 19,047,619 Placement Shares under ASX Listing Rule 7.1 on 14 December 2017 on the terms and conditions as set out in the Explanatory Memorandum.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by, or on behalf of, any person who participated in the issue of Shares under this Resolution and any Associates of that person (or those persons). However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

The Chair intends to vote all undirected proxies in favour of this Resolution.

2. RESOLUTION 2 – APPROVAL OF DIRECTOR PARTICIPATION IN EMPLOYEE INCENTIVE PLAN AND ISSUE OF LOAN BACK SHARES TO DIRECTOR AND CEO, CHRISTY FOREST

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

“THAT, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the issue of 1,500,000 Loan Back Shares to Christy Forest, Chief Executive Officer and Executive Director of the Company, on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by, or on behalf of, any Director, except for any Director who is ineligible to participate in the Company's EIP, and any of their respective Associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Further, a vote must not be cast on this Resolution by a member of the Key Management Personnel or a Closely Related Party of such a member acting as a proxy if their appointment does not specify the way the proxy is to vote on this Resolution. However, a vote may be cast by such persons if:

- (a) it is cast by a member of the Key Management Personnel or their Closely Related Parties as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, and it is not cast on behalf of Christy Forest or her Affiliates; or
- (b) it is cast by the Chair (who is a member of the Key Management Personnel) as a proxy and the proxy appointment expressly authorises the Chair to exercise the proxy even though this resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

The Chair intends to vote all undirected proxies in favour of this Resolution.

3. RESOLUTION 3 – APPROVAL OF ISSUE OF PERFORMANCE RIGHTS AND APPROVAL OF POTENTIAL TERMINATION BENEFITS PROVIDED TO DIRECTOR AND CEO, CHRISTY FOREST

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

“THAT, for the purposes of:

- (a) ASX Listing Rule 10.11 and for all other purposes, approval is given for the issue of such number of Performance Rights calculated in accordance with the terms set out in the Explanatory Memorandum to Christy Forest, Chief Executive Officer and Executive Director of the Company, or her nominee on the terms and conditions set out in the Explanatory Memorandum; and*
- (b) Part 2D.2 Division 2 of the Corporations Act and for all other purposes, approval is given for the Company to give potential benefits to Christy Forest in connection with Ms Forest ceasing to hold a managerial or executive office or position of employment in the Company or a related body corporate, as described in the Explanatory Memorandum.”*

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by, or on behalf of, Christy Forest and any of her Associates or Affiliates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Further, a vote must not be cast on this Resolution by a member of the Key Management Personnel or a Closely Related Party of such a member acting as a proxy if their appointment does not specify the way the proxy is to vote on this Resolution. However, a vote may be cast by such persons if:

- (a) it is cast by a member of the Key Management Personnel or their Closely Related Parties as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, and it is not cast on behalf of Christy Forest or her respective Affiliates; or
- (b) it is cast by the Chairman (who is a member of the Key Management Personnel) as a proxy and the proxy appointment expressly authorises the Chairman to exercise the proxy even though this resolution is connected directly or indirectly with the remuneration of the Key Management Personnel.

The Chair intends to vote all undirected proxies in favour of this Resolution.

4. RESOLUTION 4 - APPROVAL OF POTENTIAL TERMINATION BENEFITS PROVIDED TO DIRECTOR, CHRISTY FOREST

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

“THAT, for the purposes of Part 2D.2 Division 2 of the Corporations Act and for all other purposes, approval is given for the Company to give potential benefits to Christy Forest in connection with Ms Forest ceasing to hold a managerial or executive office or position of employment in the Company or a related body corporate, as described in the Explanatory Memorandum.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by, or on behalf of, Christy Forest and any of her Associates or Affiliates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Further, a vote must not be cast on this Resolution by a member of the Key Management Personnel or a Closely Related Party of such a member acting as a proxy if their appointment does not specify the way the proxy is to vote on this Resolution. However, a vote may be cast by such persons if:

- (a) it is cast by a member of the Key Management Personnel or their Closely Related Parties as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, and it is not cast on behalf of Christy Forest or her respective Affiliates; or
- (b) it is cast by the Chairman (who is a member of the Key Management Personnel) as a proxy and the proxy appointment expressly authorises the Chairman to exercise the proxy even though this resolution is connected directly or indirectly with the remuneration of the Key Management Personnel.

The Chair intends to vote all undirected proxies in favour of this Resolution.

5. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF PERFORMANCE RIGHTS TO SENIOR EMPLOYEES

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

“THAT, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 510,000 Performance Rights in the Company to certain senior employees of the Company on 2 July 2018 on the terms and conditions as set out in the Explanatory Memorandum.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by, or on behalf of, each person who participated in the issue of the securities and any of their Associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Further, a vote must not be cast on this Resolution by a member of the Key Management Personnel or a Closely Related Party of such a member acting as a proxy if their appointment does not specify the way the proxy is to vote on this Resolution. However, a vote may be cast by such persons if:

- (a) it is cast by a member of the Key Management Personnel or their Closely Related Parties as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, and it is not cast on behalf of Ben Malone or his Affiliates; or
- (b) it is cast by the Chair (who is a member of the Key Management Personnel) as a proxy and the proxy appointment expressly authorises the Chair to exercise the proxy even though this resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

The Chair intends to vote all undirected proxies in favour of this Resolution

6. OTHER BUSINESS

To transact any other business which may legally be brought before the Meeting.

Dated: 25 July 2018

By order of the Board

Charly Duffy

Company Secretary

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. RESOLUTION 1 – RATIFICATION OF PLACEMENT SHARES ISSUED UNDER ASX LISTING RULE 7.1

1.1 General

On 14 December 2017, the Company announced that it had completed a placement of 19,047,619 Shares (**Placement Shares**) to sophisticated and institutional investors (**Placement**). The Placement raised a total of \$20 million (before costs) at \$1.05 per Share, which were issued under the Company's 15% Placement Capacity (as defined below) under ASX Listing Rule 7.1.

The proceeds of the Placement have been and will continue to be used to accelerate the Company's key growth channels, Top 10 global Recruitment Processing Outsource firms, and to accelerate the Company's investment into Artificial Intelligence, Machine Learning and technology integration to include global technology product partnerships. The issue of the Placement Shares did not breach ASX Listing Rules 7.1.

The Company wishes to ratify the issue of the Placement Shares under ASX Listing Rule 7.1 pursuant to ASX Listing Rule 7.4. Such approval will refresh the Company's ability to issue that number of securities under its 15% Placement Capacity (as defined below) without seeking Shareholder approval.

1.2 ASX Listing Rules 7.1 and 7.4

Other than in respect of the exceptions prescribed under the ASX Listing Rules, ASX Listing Rule 7.1 limits the number of securities that a company may issue without shareholder approval in any 12-month period to 15% of its issued securities as at the date that is 12 months prior to the issue date plus the number of:

- shares issued under an exception in ASX Listing Rule 7.2;
- partly paid shares that become fully paid; and
- shares issued with shareholder approval under ASX Listing Rule 7.1 or 7.4,

in that 12-month period, less any shares cancelled in that 12-month period (**15% Placement Capacity**).

ASX Listing Rule 7.4 allows for shareholders to subsequently approve an issue of securities made under its 15% Placement Capacity, provided the issue did not breach ASX Listing Rule 7.1 at the time of issue.

Under Resolution 1, Shareholders are being asked to ratify the issue of 19,047,619 Placement Shares issued under the Company's 15% Placement Capacity in accordance with ASX Listing Rule 7.4.

If Shareholders ratify the issue of the Placement Shares, the Company's capacity to issue that number of securities under its 15% Placement Capacity will be restored.

The Directors consider it prudent to retain the flexibility and capacity to issue additional securities in accordance with ASX Listing Rules 7.1 if circumstances require and, accordingly, seek Shareholders' ratification of the issue of the Placement Shares as set out in Resolution 1.

1.3 Summary of the issue of the Placement Shares

The following information is provided to Shareholders for the purpose of ASX Listing Rule 7.5:

- the number of Shares for which Shareholder approval is being sought under this Resolution is 19,047,619 Placement Shares;

- the Placement Shares were issued at an issue price of \$1.05 per Placement Share;
- from their date of issue, the Placement Shares ranked equally in all respects with the Company's existing Shares;
- the Placement Shares were issued to various unrelated sophisticated and institutional investors who satisfied the definitions contained in sections 708(8) and 708(11) of the Corporations Act;
- the issue of the Placement Shares raised \$20 million (before costs). These funds have been and will continue to be used to accelerate the Company's key growth channels, Top 10 global Recruitment Processing Outsource firms, and to accelerate the Company's investment into Artificial Intelligence, Machine Learning and technology integration to include global technology product partnerships; and
- a voting exclusion statement is included in the Notice for the purpose of Resolution 1.

1.4 Board Recommendation

The Board recommends that you vote in favour of Resolution 1. Each of the Directors currently intends to vote their respective shareholdings in favour of this Resolution.

2. RESOLUTION 2 – APPROVAL OF DIRECTOR PARTICIPATION IN EMPLOYEE INCENTIVE PLAN AND THE ISSUE OF LOAN BACK SHARES TO DIRECTOR AND CEO, CHRISTY FOREST

2.1 General

Subject to obtaining the relevant Shareholder approvals, the Company has agreed to issue 1,500,000 Loan Back Shares under the EIP to Christy Forest, Chief Executive Officer and Executive Director of the Company, as a long-term incentive component of her remuneration.

2.2 Summary of material terms of the issue of Loan Back Shares to Christy Forest

The material terms of the issue of the Loan Back Shares to Christy Forest are as follows:

- the Loan Back Shares will vest in four tranches, with each tranche vesting upon the satisfaction of the specific vesting criteria linked to that tranche. Each vesting criteria is linked to the Company achieving a specific Annualised Committed Revenue target on or before 12 June 2020, provided that in each case Christy continues to be an employee of the Company on each such relevant date and no notice of termination has been given under her executive services agreement (the **Vesting Criteria**). The tranches of Loan Back Shares are as follows:
 - Tranche 1: 250,000 Loan Back Shares;
 - Tranche 2: 250,000 Loan Back Shares;
 - Tranche 3: 500,000 Loan Back Shares; and
 - Tranche 4: 500,000 Loan Back Shares.

The specific terms of each Vesting Criteria cannot be disclosed as they contain commercially sensitive and prospective financial information in connection with the Company's financial forecasts;

- if Shareholder approval is not obtained for the issue of the Loan Back Shares, Christy Forest will be entitled to a cash bonus payment in the event that the Company achieves any of the Vesting Criteria on or before 12 June 2020 (**LTI Payment**), subject to Ms Forest's continued employment with the Company at the date of satisfaction of the relevant Vesting Criteria. Each LTI Payment (which is inclusive of superannuation and tax) shall be calculated as follows:

$$A = (\text{OCSP} - \text{GMSP}) \times \text{LBST}$$

Where:

A = the cash amount payable to Ms Forest in respect of the satisfaction of that Vesting Criteria.

OCSP = VWAP of Shares over the 5-day period ending on the date on which the relevant Vesting Criteria was satisfied.

GMSP = VWAP of Shares over the 5-day period ending on the date on which the Meeting is held.

LBST = the number of Loan Back Shares which would have vested upon the achievement of the relevant Vesting Criteria had the Loan Back Shares been issued to Ms Forest.

For the avoidance of doubt, Ms Forest shall not be entitled to any LTI Payment where the OCSP is less than the GMSP;

- other material terms of the Loan Back Shares are set out in Annexure A to this Notice. As the Loan Back Shares are to be issued under the EIP, the terms of the EIP will also apply to the Loan Back Shares, including without limitation, the right of the Company to buy back the Loan Back Shares at the Issue Price where any Vesting Criteria is not achieved or Christy Forest becomes a Bad Leaver; and
- the issue of the Loan Back Shares to Christy Forest under Resolution 2 is required to be effected under the Company's EIP.

2.3 Summary of ASX Listing Rule 10.14

ASX Listing Rule 10.14 requires Shareholder approval to be obtained in respect of an issue of equity securities (which includes Shares) under an employee incentive plan to a Director of the Company. If approval is given under ASX Listing Rule 10.14, approval is not required under ASX Listing Rules 7.1 or 10.11.

2.4 Summary of Chapter 2E of the Corporations Act

Under section 208 of the Corporations Act, for a public company to give a financial benefit to a related party (such as a director of the Company), the public company or entity must obtain the approval of the company's members unless the giving of the financial benefit falls within an exception set out in sections 210 and 216 of the Corporations Act. Section 229 of the Corporations Act includes, as an example of a "financial benefit", the issuing of securities or the granting of an option to a related party. Accordingly, the proposed issue of Loan Back Shares to Christy Forest under Resolution 2 constitutes the provision of a financial benefit to a related party.

The disinterested Directors consider that the proposed issue of Loan Back Shares to Christy Forest under Resolution 2 constitutes reasonable remuneration to Christy for her respective role and, as such, falls within the exception set out in section 211 of the Corporations Act. In reaching this view, the Company has considered:

- market rates applicable to the role of a CEO in companies of a similar size to the Company;
- Ms Forest's qualifications, skills and experience and the market remuneration payable to executives with such experience (including Ms Forest's remuneration for her previous executive role);
- the position and responsibilities of Christy Forest and her respective importance to the Company's success;
- the financial and intangible benefits for, and the strong incentive for Christy Forest to drive substantial growth in, the Company as a result of a significant proportion of her remuneration package being at-risk, performance-based equity, against the relative value of her cash salary;

- the Company's reliance on a limited number of executive personnel;
- the time commitment and workload required of Christy Forest to drive and monitor the Company's strategies and objectives;
- the need for the Company to effectively incentivise Christy Forest and align the incentive with increasing Shareholder value;
- the desirability of preserving cash resources within the Company; and
- the terms, and tax effectiveness, of the Loan Back Shares, including the likelihood of achieving the Vesting Criteria.

The Board believes that the Loan Back Shares are an effective remuneration tool which preserves the cash reserves of the Company whilst providing valuable remuneration and incentive to Christy Forest.

Accordingly, Shareholders are being asked to approve the issue of the Loan Back Shares in accordance with ASX Listing Rule 10.14 only.

2.5 Summary of the issue of Loan Back Shares to Christy Forest

The following information is provided to Shareholders for the purpose of ASX Listing Rule 10.15:

- the Loan Back Shares will be granted to Christy Forest, Chief Executive Officer and Executive Director of the Company;
- the maximum number of Loan Back Shares for which Shareholder approval is being sought under Resolution 2 is 1,500,000. The Loan Back Shares will vest subject to the Vesting Criteria;
- the issue price of each Loan Back Share will be determined by the VWAP of the Shares over the 5 days immediately prior to the date of issue on which trades in Company Shares occurred (**Issue Price**). As the Issue Price for the Loan Back Shares will be loaned to Christy Forest under the EIP, no funds will be received by the Company in respect of the issue of the Loan Back Shares, however, the Company will receive the Issue Price for each Loan Back Share in respect of which the applicable Vesting Criteria was satisfied when the loan is repaid. Under the terms of the EIP, if any Vesting Criteria is not achieved, the Company may buy back and cancel the relevant number of Loan Back Shares for the Issue Price (ie. cancelling that amount of the liability under the loan) or sell that number of Loan Back Shares and retain any profit on the sale;
- the following persons referred to in ASX Listing Rule 10.14 have been issued Securities under the EIP since approval was last obtained:

Name	Number of Securities Issued	Acquisition Price of each Security
Antonluigi Gozzi	2,900,000 Shares (subject to loan back arrangements)	\$0.9846
Michael Haywood	2,400,000 Shares (subject to loan back arrangements)	\$0.9846
Patrick Grant Galvin	2,400,000 Shares (subject to loan back arrangements)	\$0.9846

- the persons referred to in ASX Listing Rule 10.14 who are entitled to participate in the EIP (subject to the relevant shareholder approvals being obtained) are all Directors of the Company, being Antonluigi Gozzi, Michael Haywood, Patrick Grant Galvin, Geoff Morgan, Adam Zorzi, Michael Rennie and Christy Forest. The Company is only seeking shareholder approval at the Meeting under ASX Listing Rule 10.14 for the participation of Christy Forest in the EIP;

- each Loan Back Share will be subject to a limited recourse, interest free loan in respect of the Issue Price which must be repaid within 4 years of the date of issue in accordance with the terms of the EIP;
- the Loan Back Shares will be issued no later than 12 months after the date of the Meeting;
- the material terms of the Loan Back Shares are referred to in section 2.2 of this Explanatory Memorandum. The terms of the EIP will also apply to the Loan Back Shares; and
- a voting exclusion statement is included in the Notice for the purpose of Resolution 2.

2.6 Board Recommendation

The Board (other than Christy Forest) recommends that you vote in favour of Resolution 2. Christy Forest has abstained from making a recommendation to Shareholders in respect of Resolution 2 due to her material personal interest in the outcome of the Resolution.

3. RESOLUTION 3 – APPROVAL OF ISSUE OF PERFORMANCE RIGHTS AND APPROVAL OF POTENTIAL TERMINATION BENEFITS PROVIDED TO DIRECTOR AND CEO, CHRISTY FOREST

3.1 General

The Company has agreed to issue, subject to obtaining the relevant Shareholder approvals, such number of Performance Rights set out in section 3.7 below to Christy Forest, Chief Executive Officer and Executive Director of the Company, in lieu of part-salary and as a short-term incentive.

3.2 Summary of material terms of the issue of Performance Rights to Christy Forest

The material terms of the issue of the Performance Rights to Christy Forest are as follows:

- the Performance Rights will vest in accordance with the following time-based vesting criteria:
 - 50% of the total number of Performance Rights will vest on 12 June 2019; and
 - 50% of the total number of Performance Rights will vest on 12 June 2020,
 provided that in each case Christy continues to be an employee of the Company on each relevant date and no notice of termination has been given under her executive services agreement, (together, the **Time-Based Vesting Criteria**);
- if Shareholder approval is obtained for the issue of the Performance Rights and the Company terminates Ms Forest's executive services agreement without cause by giving notice, the Company must vest such number of Performance Rights required to ensure that the total number of vested Performance Rights held by Ms Forest after the date of termination is calculated as follows:

$$A = (B / 730) \times C$$

Where:

A = total number of vested Performance Rights to be held by Ms Forest after the date of termination (including any Performance Rights vested under their terms prior to the date of termination)

B = total number of Performance Rights issued to Ms Forest in accordance with this Resolution

C = number of days between 12 June 2018 and the date of termination (inclusive)

For the avoidance of doubt, all unvested Performance Rights held by Ms Forest after the date of termination will automatically lapse and be cancelled.

- if Shareholder approval is not obtained for the issue of the Performance Rights under this Resolution:

- Christy Forest will be entitled to, in lieu of the Performance Rights, a cash bonus payment of \$450,000 (inclusive of all superannuation and taxes) (**Annual STI**) at each of 12 June 2019 and 12 June 2020, subject to Ms Forest’s continued employment with the Company as at each date; and
- in the event that the Company terminates Ms Forest’s executive services agreement without cause by giving notice:
 - before 12 June 2019, Ms Forest will be entitled to the pro rata amount of the Annual STI as it relates to the period commencing on 12 June 2018 and expiring on the date of termination; and
 - after 12 June 2019 and before 12 June 2020, Ms Forest will be entitled to the pro rata amount of the Annual STI as it relates to the period commencing on 12 June 2019 and expiring on the date of termination; and
- other material terms of the Performance Rights are set out in Annexure B to this Notice. The terms of the EIP which apply to ‘performance rights’ generally also apply to the Performance Rights. However, for the avoidance of doubt, the Performance Rights will not be issued under the EIP.

3.3 Summary of ASX Listing Rule 10.11

ASX Listing Rule 10.11 requires Shareholder approval to be obtained in respect of an issue of equity securities (which includes Performance Rights) to a related party of the Company unless an exception applies.

If approval is given under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1 pursuant to ASX Listing Rule 7.2, Exception 14.

3.4 Application of Chapter 2E of the Corporations Act

The proposed grant of Performance Rights to Christy Forest under Resolution 3 constitutes the provision of a financial benefit to a related party under the Corporations Act. Please see section 2.4 of the Explanatory Memorandum for a summary of the ‘financial benefit’ provisions in Chapter 2E of the Corporations Act.

The disinterested Directors consider that the proposed grant of Performance Rights to Christy Forest under Resolution 3 constitutes reasonable remuneration to Christy for her respective role and, as such, falls within the exception set out in section 211 of the Corporations Act. In reaching this view, the Company has considered the terms of the Performance Rights and the reasons set out in section 2.4 of the Explanatory Memorandum. The Board believes that the Performance Rights are an effective remuneration tool which preserves the cash reserves of the Company whilst providing valuable remuneration and incentive to Christy Forest.

3.5 Summary of Part 2D.2 Division 2 of the Corporations Act

Under Part 2D.2 Division 2 of the Corporations Act, the Company is prohibited from giving a person who holds a “managerial or executive office” (including a director) a benefit in connection with their ceasing to hold an office or position of employment with the Company unless shareholders approve the giving of the benefit or an exemption applies.

3.5.1 Benefits that require shareholder approval and benefits that are exempt

“Benefit” is defined broadly in the Corporations Act to include most forms of valuable consideration. Termination benefits under the Corporations Act include a range of payments or benefits given in connection with a person ceasing to hold an office or position of employment including termination payments, payments in lieu of notice or other benefits such as an accelerated or automatic vesting of equity-based payments due to a person ceasing to hold an office or position of employment.

There is an exception to the prohibition on the provision of benefits where the value of the benefits does not exceed the statutory cap (as calculated in accordance with the Corporations Act).

3.5.2. Reasons why shareholder approval is being sought

Shareholder approval is sought for the following benefits which Christy Forest may potentially receive in the event that her executive services agreement is terminated by the Company without cause by giving notice:

- payment or benefits in connection with the accelerated vesting of certain Performance Rights; and
- payments in lieu of notice,

in addition to any payments or amounts that may be provided to that person which are excluded from the operation of the statutory cap (such as statutory entitlements to accrued annual and long service leave, amounts required to be paid by law and genuine redundancy payments). Further information on potential termination benefits is set out in section 3.6 below.

Given the maximum notice period under Ms Forest's executive services agreement is 12 weeks, any payments in lieu of notice are not expected to exceed the statutory cap. Further, due to the uncertainty around the timing of any termination of employment, and the share price as at that date, it is currently not possible to estimate the potential value of the Performance Rights the vesting of which may be accelerated on termination of the Ms Forest's engagement.

The Company is seeking Shareholder approval to enable it to fulfil its contractual obligations to Ms Forest in the event that the aggregate value of these benefits which Ms Forest may receive under or in connection with her cessation of employment exceeds the statutory cap.

If Shareholder approval is given under this Resolution, the Company will still be required to comply with ASX Listing Rules 10.18 and 10.19, which place restrictions on the circumstances in which termination benefits can be paid and a cap on the value of termination benefits that can be paid to officers of the Company.

3.6 Possible Termination Benefits to Ms Forest

The table below describes the potential termination benefits that may be given to Christy Forest in addition to those excluded by the statutory cap outlined above, the manner in which the amount or value of the potential termination benefits to Christy Forest are to be calculated and any matter, event or circumstance that will, or is likely to, affect the calculation of that benefit, as detailed below:

Source of Benefit	Description of potential benefit / treatment of cessation	What will affect value / amount of benefits
Performance Rights issued under Christy Forest's executive services agreement	Christy Forest's executive services agreement entitles Christy Forest to an accelerated vesting of a proportion of the Performance Rights where the Company terminates the executive services agreement without cause by giving notice.	The amount of the payment can only be determined once the Company exercises its right to termination without cause under Ms Forest's executive services agreement. However, in all cases the termination payments will not exceed the payments described in this table. In the case of termination of the executive services agreement by the Company without cause, the Company must vest such number of Performance Rights required to ensure that total number of vested Performance Rights held by Christy Forest on the date of termination is calculated as follows:

		$A = (B / 730) \times C$ <p>Where:</p> <p>A = total number of vested Performance Rights to be held by Christy Forest after the date of termination (including any Performance Rights vested under their terms prior to the date of termination)</p> <p>B = total number of Performance Rights issued to Christy Forest</p> <p>C = number of days between 12 June 2018 and the date of termination (inclusive)</p>
<p>Payments in lieu of notice under Christy Forest's executive services agreement</p>	<p>Christy Forest is entitled to receive a maximum of 12 weeks' notice of termination under her executive services agreement.</p> <p>The Company is entitled to receive 12 weeks' notice of termination from Christy Forest under her executive services agreement.</p> <p>In either case, the Company may elect to pay Christy Forest in lieu of notice.</p>	<p>The amount of any payment can only be determined once notice of termination is given. Accordingly, the amount of any termination payment cannot be ascertained as at the date of this Notice of Meeting.</p> <p>However, in all cases the termination payments will not exceed the payments described in this table.</p> <p>Key matters, events or circumstances which will, or are likely to affect the calculation of the termination payment include:</p> <ul style="list-style-type: none"> • Christy Forest's gross annual salary at the time of her termination which will be set on an annual basis following her remuneration review; and • where notice of termination is given by Christy Forest, the length of any period of notice she is required to work for by the Company for which payment is being made. <p>The total gross annual salary for Christy Forest will be disclosed in the Remuneration Report in the FY18 Annual Report.</p>

3.7 Summary of the issue of Performance Rights to Christy Forest

The following information is provided to Shareholders for the purpose of ASX Listing Rule 10.13:

- the Performance Rights will be issued to Christy Forest, Chief Executive Officer and Executive Director of the Company;
- the maximum number of Performance Rights for which Shareholder approval is being sought under Resolution 3 is calculated as \$900,000 divided by the VWAP of the Shares over the 5 trading days immediately preceding the date of issue. For illustrative purposes, the table below sets out the maximum number of Performance Rights that Ms Forest will be issued (provided that Shareholder approval is obtained under Resolution 3) in different scenarios using a different theoretical VWAP of the Shares over the 5 trading days immediately preceding the date of issue in each scenario:

Performance Rights	5-day VWAP		
	\$0.38	\$0.48	\$0.58
Quantum of Performance Rights	2,368,421	1,875,000	1,551,724
Value of Performance Rights	\$899,999.98	\$900,000.00	\$899,999.92

- the Performance Rights will be issued no later than 1 month after the date of the Meeting;
- the Performance Rights will be issued for nil consideration. The Performance Rights will be granted in-lieu of part salary and as a short-term incentive;
- the Performance Rights will vest subject to the Time-Based Vesting Criteria. The other terms of the Performance Rights are referred to in section 3.2 of this Explanatory Memorandum. Whilst the Performance Rights are not being issued under the EIP, the terms of the EIP which apply to 'performance rights' generally also apply to the Performance Rights;
- no funds will be raised by the issue of the Performance Rights as they will be issued as a part of Christy Forest's remuneration package. No funds will be raised by the Company on conversion of the Performance Rights into Shares; and
- a voting exclusion statement is included in the Notice for the purpose of Resolution 3.

3.8 Board Recommendation

The Board (other than Christy Forest) recommends that you vote in favour of Resolution 3. Christy Forest has abstained from making a recommendation to Shareholders in respect of Resolution 3 due to her material personal interest in the outcome of the Resolution.

4. RESOLUTION 4 – APPROVAL OF POTENTIAL TERMINATION BENEFITS PROVIDED TO DIRECTOR, CHRISTY FOREST

4.1 General

If Resolution 3 is not approved by Shareholders and the Performance Rights are not issued to Christy Forest, Ms Forest may become entitled to benefits upon ceasing to hold an executive or managerial position or office with the Company, the payment of which may require shareholder approval. Accordingly, the aggregate benefit contemplated under Resolution 4 may only be payable to Christy Forest if Resolution 3 is not approved by Shareholders. Shareholders are being asked to approve the potential benefits to which Christy Forest may become entitled upon ceasing to hold an executive or managerial position or office with the Company if Resolution 3 is not approved by Shareholders, so that the Company is able to meet its existing contractual obligations to Ms Forest, and to ensure that the Company continues to remunerate fairly and responsibly.

4.2 Summary of material terms of the potential termination benefits which may become payable to Christy Forest

The material terms of the potential termination benefits which may become payable to Christy Forest are as follows:

- if Shareholder approval is not obtained for the issue of the Performance Rights under Resolution 3:
 - Christy Forest will be entitled to, in lieu of the Performance Rights, the Annual STI payment at each of 12 June 2019 and 12 June 2020, subject to Ms Forest's continued employment with the Company as at each date; and
 - in the event that the Company terminates Ms Forest's executive services agreement without cause by giving notice:
 - before 12 June 2019, Ms Forest will be entitled to the pro rata amount of the Annual STI as it relates to the period commencing on 12 June 2018 and expiring on the date of termination; and

- after 12 June 2019 and before 12 June 2020, Ms Forest will be entitled to the pro rata amount of the Annual STI as it relates to the period commencing on 12 June 2019 and expiring on the date of termination; and
- payments in lieu of notice under Ms Forest’s executive service agreement. For the avoidance of doubt, the Company may make payments in lieu of notice irrespective of Shareholder approval of Resolution 3.

4.3 Application of Chapter 2E of the Corporations Act

The proposed Annual STI payments, and any payments in lieu of notice, constitute the provision of a financial benefit to a related party under the Corporations Act. Please see section 2.4 of the Explanatory Memorandum for a summary of the ‘financial benefit’ provisions in Chapter 2E of the Corporations Act.

The disinterested Directors consider that, in the circumstances where Resolution 3 is not approved by Shareholders and the Performance Rights are not issued to Ms Forest, the Annual STI payments, and any payments in lieu of notice, to Christy Forest constitute reasonable remuneration to Ms Forest for her respective role and, as such, falls within the exception set out in section 211 of the Corporations Act. In reaching this view, the Company has considered the reasons set out in section 2.4 of the Explanatory Memorandum.

4.4 Application of Part 2D.2 Division 2 of the Corporations Act

The proposed Annual STI payments, and any payments in lieu of notice, constitute the provision of a benefit to a person who holds a “managerial or executive office” (including a director) in connection with their ceasing to hold an office or position of employment with the Company. Accordingly, unless an exemption applies, shareholder approval is required to give such benefits under Part 2D.2 Division 2 of the Corporations Act. Please see section 3.5 of the Explanatory Memorandum for a summary of Part 2D.2 Division 2 of the Corporations Act.

4.5 Reasons why shareholder approval is being sought

Shareholder approval is sought for the following benefits which Christy Forest may potentially receive in the event that her executive services agreement is terminated by the Company without cause by giving notice:

- payments in lieu of notice; and
- payment of any part of the Annual STI,

in addition to any payments or amounts that may be provided to that person which are excluded from the operation of the statutory cap (such as statutory entitlements to accrued annual and long service leave, amounts required to be paid by law and genuine redundancy payments). Further information on potential termination benefits is set out in section 4.6 below.

Given the maximum notice period under Ms Forest’s executive services agreement is 12 weeks, any payments in lieu of notice are not expected to exceed the statutory cap. Notwithstanding the foregoing, depending on the date of termination of Ms Forest’s employment, the Annual STI payment may exceed the statutory cap.

The Company is seeking Shareholder approval to enable it to fulfil its contractual obligations to Ms Forest in the event that the aggregate value of these benefits which Ms Forest may receive under or in connection with her cessation of employment exceeds the statutory cap.

If Shareholder approval is given under this Resolution, the Company will still be required to comply with ASX Listing Rules 10.18 and 10.19, which place restrictions on the circumstances in which termination benefits can be paid and a cap on the value of termination benefits that can be paid to officers of the Company.

4.6 Possible Termination Benefits to Ms Forest

The table below describes the potential termination benefits that may be given to Christy Forest in addition to those excluded by the statutory cap outlined above, the manner in which the amount or value of the potential termination benefits to Christy Forest are to be calculated and any matter, event or circumstance that will, or is likely to, affect the calculation of that benefit, as detailed below:

Source of Benefit	Description of potential benefit / treatment of cessation	What will affect value / amount of benefits
Annual STI payment under Christy Forest's executive services agreement	If the Performance Rights are not issued under Resolution 3, Christy Forest's executive services agreement entitles Christy Forest to receive a pro rata amount of the relevant Annual STI payment where the Company terminates the executive services agreement without cause by giving notice.	If the Performance Rights are not issued under Resolution 3, and the Company terminates Ms Forest's executive services agreement without cause by giving notice: <ul style="list-style-type: none"> ▪ before 12 June 2019, Ms Forest will be entitled to the pro rata amount of the Annual STI as it relates to the period commencing on 12 June 2018 and expiring on the date of termination; and ▪ after 12 June 2019 and before 12 June 2020, Ms Forest will be entitled to the pro rata amount of the Annual STI as it relates to the period commencing on 12 June 2019 and expiring on the date of termination.
Payments in lieu of notice under Christy Forest's executive services agreement	Christy Forest is entitled to receive a maximum of 12 weeks' notice of termination under her executive services agreement. The Company is entitled to receive 12 weeks' notice of termination from Christy Forest under her executive services agreement. In either case, the Company may elect to pay Christy Forest in lieu of notice.	The amount of any payment can only be determined once notice of termination is given. Accordingly, the amount of any termination payment cannot be ascertained as at the date of this Notice of Meeting. However, in all cases the termination payments will not exceed the payments described in this table. Key matters, events or circumstances which will, or are likely to affect the calculation of the termination payment include: <ul style="list-style-type: none"> • Christy Forest's gross annual salary at the time of her termination which will be set on an annual basis following her remuneration review; and • where notice of termination is given by Christy Forest, the length of any period of notice she is required to work for by the Company for which payment is being made. The total gross annual salary for Christy Forest will be disclosed in the Remuneration Report in the FY18 Annual Report.

4.7 Board Recommendation

The Board (other than Christy Forest) recommends that you vote in favour of Resolution 4. Christy Forest has abstained from making a recommendation to Shareholders in respect of Resolution 4 due to her material personal interest in the outcome of the Resolution.

5. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF PERFORMANCE RIGHTS TO SENIOR EMPLOYEES

5.1 General

On 2 July 2018, the Company announced the issue of 510,000 Performance Rights to certain senior employees in lieu of part-salary and as a short-term incentive under the Company's 15% Placement Capacity. The issue of the Performance Rights did not breach ASX Listing Rule 7.1.

Approval is now sought pursuant to ASX Listing Rule 7.4 for the ratification of the issue of the Performance Rights which, if approved, will refresh the Company's ability to issue that number of securities in the future under its 15% Placement Capacity without seeking Shareholder approval.

5.2 ASX Listing Rules 7.1 and 7.4

Shareholders are being asked to ratify the issue of 510,000 Performance Rights in accordance with ASX Listing Rule 7.4. A summary of ASX Listing Rules 7.1 and 7.4 is set out in section 1.2 of this Explanatory Memorandum.

If the issue of Performance Rights under this Resolution is ratified pursuant to ASX Listing Rule 7.4, the Company's capacity to issue further securities under its 15% Placement Capacity will be restored. The Directors consider it prudent to retain the flexibility and capacity to issue additional securities in accordance with ASX Listing Rules 7.1 if circumstances require and, accordingly, seek Shareholders' ratification of the issue of the Performance Rights as set out in Resolution 5.

5.3 Summary of the issue of Performance Rights under this Resolution

The following information is provided to Shareholders for the purpose ASX Listing Rule 7.5:

- the maximum number of Performance Rights for which Shareholder ratification approval is being sought under this Resolution is 510,000;
- the Performance Rights were granted in lieu of part-salary and as a short-term incentive to certain senior managers of the Company. Accordingly, the Performance Rights were issued for nil consideration;
- the Performance Rights will vest in two (2) equal tranches on 2 July 2019 and 2 July 2020;
- the Performance Rights were issued on such other terms as detailed in Annexure B;
- the Performance Rights were issued to two senior managers of the Company;
- no funds were raised by the issue of the Performance Rights as they were issued in lieu of part-salary and as a short-term incentive component of the senior employees' remuneration packages. No funds will be raised by the Company on conversion of Performance Rights into Shares; and
- a voting exclusion statement is included in the Notice for the purpose of Resolution 5.

5.4 Board Recommendation

The Board recommends that you vote in favour of Resolution 5. Each of the Directors currently intends to vote their respective shareholdings in favour of this Resolution.

Glossary

\$ means Australian dollars.

AEST means Australian Eastern Standard Time as observed in Melbourne, Victoria, Australia.

Affiliate means an 'Associate' as defined under the Corporations Act.

Annual STI has the meaning given to it under section 3.2 of the Explanatory Memorandum.

Annualised Committed Revenue represents monthly recurring revenue at any point in time, multiplied by 12. Monthly recurring revenue is a combination of fixed monthly recurring revenue streams, variable monthly recurring revenue streams, and monthly recognised recurring revenue streams for upfront paying customers.

Associate has the meaning given to it in ASX Listing Rule 19.12.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by ASX Limited, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of Directors.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chairperson of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001 (Cth)*.

Company or **LiveHire** means LiveHire Ltd ACN 153 266 605.

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

Directors means the current directors of the Company.

EIP means the Company's employee incentive plan approved by Shareholders on 23 November 2017.

Explanatory Memorandum means the explanatory memorandum accompanying the Notice.

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

Key Management Personnel has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

Loan Back Share means a Share issued under the EIP in respect of which the Company has loaned funds to the holder for the issue price of the Share.

LTI Payment has the meaning given to it under section 2.2 of the Explanatory Memorandum.

Notice or **Notice of General Meeting** means this notice of General Meeting including the Explanatory Memorandum and the Proxy Form.

Performance Rights means performance rights convertible into Shares upon performance of the nominated milestone(s).

Placement Shares has the meaning ascribed to it in section 1.1 of the Explanatory Memorandum.

Proxy Form means the proxy form accompanying the Notice.

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

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

Share Registry means the share registry of the Company, being Boardroom Pty Limited.

Shareholder means a holder of a Share.

Securities means all securities in the Company, including Shares, options and Performance Rights.

VWAP means volume weighted average price.

ANNEXURE A – LOAN BACK SHARE TERMS (RESOLUTION 2)

The material terms and conditions of the Loan Back Shares the subject of Resolution 2 are as follows:

- (a) For the purposes of these terms and conditions:
- (i) **Annualised Committed Revenue** represents monthly recurring revenue at any point in time, multiplied by 12. Monthly recurring revenue is a combination of fixed monthly recurring revenue streams, variable monthly recurring revenue streams, and monthly recognised recurring revenue streams for upfront paying customers.
 - (ii) **Vesting Criteria** means the criteria that applies to the Loan Back Shares as set out in paragraph (f) of this Annexure below.
- (b) 1,500,000 Loan Back Shares will be issued under the EIP, subject to obtaining Shareholder approval.
- (c) The Issue Price of each Loan Back Share will be determined by the VWAP of the Shares over the 5-day period ending on the date of issue.
- (d) The Loan Back Shares will be subject to a limited recourse, interest free loan arrangement between Christy Forest and the Company (**Loan**).
- (e) The Loan must be repaid within 4 years of the date of issue of the Loan Back Shares in accordance with the terms of the EIP.
- (f) The Loan Back Shares will vest in four tranches, with each tranche vesting upon the satisfaction of the specific vesting criteria linked to that tranche. Each vesting criteria is linked to the Company achieving a specific Annualised Committed Revenue target on or before 12 June 2020, provided that in each case Christy continues to be an employee of the Company on each such relevant date and no notice of termination has been given under her executive services agreement (the **Vesting Criteria**). The tranches of Loan Back Shares are as follows:
- (i) Tranche 1: 250,000 Loan Back Shares;
 - (ii) Tranche 2: 250,000 Loan Back Shares;
 - (iii) Tranche 3: 500,000 Loan Back Shares; and
 - (iv) Tranche 4: 500,000 Loan Back Shares.
- The specific terms of each Vesting Criteria cannot be disclosed as they contain commercially sensitive and prospective financial information in connection with the Company's financial forecasts.
- (g) If Shareholder approval is not obtained for the issue of the Loan Back Shares, upon satisfaction of the relevant Vesting Criteria, Christy Forest will be entitled to, in lieu of the Loan Back Shares, a cash bonus payment equivalent to the increase in the price of Shares from the date of this Meeting to the date on which each Vesting Criteria was achieved (if any), multiplied by the number of Loan Back Shares that would have vested in connection with the satisfaction of the relevant Vesting Criteria had the Loan Back Shares been issued, subject to Christy Forest's continued employment with the Company at each date.
- (h) The Loan Back Shares will be issued under, and subject to, the terms of the Company's EIP, which are available on the Company's website at <https://www.livehire.com/about/investors>.

ANNEXURE B – SUMMARY OF PERFORMANCE RIGHTS TERMS (RESOLUTIONS 3 AND 5)

The material terms and conditions of the Performance Rights the subject of Resolutions 3 and 5 are as follows:

- (a) For the purposes of these terms and conditions:
- (i) in respect of Resolution 3:
 - (A) **Expiry Date** means 12 June 2022; and
 - (B) **Relevant Date** means 12 June 2018; and
 - (ii) in respect of Resolution 5:
 - (A) **Expiry Date** means 2 July 2022; and
 - (B) **Relevant Date** means 2 July 2018;
 - (iii) **Departure Date** means the last day of employment of the relevant Performance Rights holder (or their relevant related party); and
 - (iv) **Time-Based Vesting Criteria** means the vesting criteria set out in paragraph (c) of this Annexure B.
- (b) Subject to the satisfaction of the Time-Based Vesting Criteria, each Performance Right will vest and become convertible into one fully paid ordinary share in the capital of the Company for nil consideration.
- (c) The Performance Rights issued will vest in accordance with the following time-based vesting criteria:
- (i) 50% of the total Performance Rights will vest on the first anniversary of the Relevant Date; and
 - (ii) 50% of the total Performance Rights will vest on the second anniversary of the Relevant Date, provided that in each case the relevant Performance Rights holder (or their relevant related party) continues to be an employee of the Company on each such relevant date and no notice of termination has been given under the relevant employment agreement, (together, the **Time-Based Vesting Criteria**).

However, notwithstanding the foregoing, if the relevant employment agreement is terminated by the Company without cause before the second anniversary of the Relevant Date, the Company must vest such number of Performance Rights held by the relevant Performance Rights holder after the Departure Date as calculated as follows:

$$A = (B/C) \times D$$

Where:

A = total number of vested Performance Rights to be held by the relevant Performance Rights holder after the Departure Date (including any Performance Rights vested under their terms prior to the Departure Date)

B = total number of Performance Rights issued to the relevant Performance Rights holder

C = number of days from the Relevant Date to the second anniversary of the Relevant Date

D = number of days between the Relevant Date and the Departure Date (inclusive)

For the avoidance of doubt, all unvested Performance Rights held by the relevant Performance Rights holder after the Departure Date will automatically lapse and be cancelled.

- (d) If Shareholder approval is not obtained for the issue of the Performance Rights, Christy Forest will be entitled to, in lieu of the Performance Rights, a cash bonus payment of \$450,000 (inclusive of all superannuation and taxes) at each of 12 June 2019 and 12 June 2020, subject to Christy Forest's continued employment with the Company at each date.
- (e) The Performance Rights will not be quoted on the ASX.
- (f) Vested Performance Rights must be converted into shares on or before the Expiry Date. Vested Performance Rights may be converted into Shares by the Performance Rights holder providing a written conversion notice to the Company, upon which LiveHire will:
 - (i) allot and issue the Shares pursuant to the conversion of the Performance Rights;
 - (ii) give ASX a notice that complies with section 708A(5)(e) of the Corporations Act or lodge a prospectus with ASIC that qualifies the Shares for resale under section 708A(11) of the Corporations Act; and
 - (iii) apply for official quotation on ASX of Shares issued pursuant to the conversion of the Performance Rights.
- (g) Where the Time-Based Vesting Criteria are not satisfied in accordance with the terms of the Time-Based Vesting Criteria, the Performance Rights will automatically lapse. Unless the Board determines otherwise in its sole discretion, any vested Performance Rights not converted into Shares before the Expiry Date, will lapse on the Expiry Date.
- (h) Subject to the foregoing, the Performance Rights which have vested can be exercised in whole or in part.
- (i) The Performance Rights holder will be permitted to participate in any pro-rata issue of securities of the Company on prior conversion of the Performance Rights.
- (j) The Performance Rights do not confer on the holder any right to participate in dividends until Shares are allotted pursuant to the exercise of the Performance Rights.
- (k) In the event of a reorganisation of the issued capital of the Company, the Performance Rights will be reorganised in accordance with the terms set out in the EIP.
- (l) Whilst the Performance Rights were, or will not be, issued under the EIP, they are to be governed by the same terms as applicable under the EIP, which are available on the Company's website at <https://www.livehire.com/about/investors>.