

LiveTiles Limited

2 Riverside Quay
Southbank VIC 3006
ACN: 066 139 991

<https://livetilesglobal.com/>



LiveTiles Limited

Notice of 2022 Annual General Meeting

Explanatory Statement | Proxy Form

30 November 2022

3:00PM AEDT

Address

To be held at FEM Meeting Room, 477 Collins Street,
Melbourne, VIC 3000 and as a virtual meeting.

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

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Important Information for Shareholders about the Company's 2022 AGM

This Notice is given based on circumstances as at 31 October 2022. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at <https://livetilesglobal.com/>. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

Venue and Voting Information

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 3:00pm (AEDT) on Wednesday, 30 November 2022 at FEM Meeting Room, 477 Collins Street, Melbourne, VIC 3000 and as a virtual meeting (Hybrid Meeting).

If you wish to virtually attend the AGM (which will be broadcast as a live webinar), please **pre-register** in advance for the virtual meeting here:

https://us02web.zoom.us/webinar/register/WN_jrWNFTqvR5WhwldMEly3pg

After registering, you will receive a confirmation containing information on how to attend the virtual meeting on the day of the AGM. Shareholders will be able to vote (see the "Voting virtually at the Meeting" section of this Notice of Meeting below) and ask questions at the virtual meeting.

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company. Questions must be submitted in writing to Elizabeth Spooner, Company Secretary at meetings@automicgroup.com.au at least 48 hours before the AGM.

The Company will also provide Shareholders with the opportunity to ask questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business.

Your vote is important

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

Voting in person

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

Voting virtually at the Meeting

Shareholders who wish to vote virtually on the day of the AGM will need to login to the online meeting platform powered by Automic.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account **as soon as possible and well in advance of the Meeting** to avoid any delays on the day of the Meeting. An account can be created via the following link investor.automic.com.au and then clicking on “**register**” and following the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

To access the virtual meeting on the day:

1. Open your internet browser and go to investor.automic.com.au
2. Login with your username and password or click “**register**” if you haven’t already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**
3. After logging in, a banner will display at the bottom of your screen to indicate that the meeting is open for registration, click on “**Register**” when this appears. Alternatively, click on “**Meetings**” on the left-hand menu bar to access registration.
4. Click on “**Register**” and follow the steps
5. Once the Chair of the Meeting has declared the poll open for voting click on "Refresh" to be taken to the voting screen
6. Select your voting direction and click "confirm" to submit your vote. Note that you cannot amend your vote after it has been submitted

For further information on the live voting process please see the **Registration and Voting Guide** at <https://www.automicgroup.com.au/virtual-agms/>

Voting by proxy

To vote by proxy, please use one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. For further information on the online proxy lodgement process please see the Online Proxy Lodgement Guide at https://www.automicgroup.com.au/virtual-agms/
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of Shareholders of LiveTiles Limited ACN 066 139 991 will be held at 3:00pm (AEDT) on Wednesday, 30 November 2022 at FEM Meeting Room, 477 Collins Street, Melbourne, VIC 3000 and as a virtual meeting (**Meeting**).

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form forms part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 7.00pm (AEDT) on Monday, 28 November 2022.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

Agenda

Ordinary business

Financial statements and reports

“To receive and to consider the Annual Financial Report of the Company for the financial year ended 30 June 2022 together with the declaration of the Directors, the Directors’ Report, the Remuneration Report and the Auditor’s Report for that financial year.”

Note: This item of ordinary business is **for discussion only and is not a resolution**.

Pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

Resolutions

Remuneration Report

1. **Resolution 1 – Adoption of Remuneration Report**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company’s Annual Financial Report for the financial year ended 30 June 2022.”

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement: In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Company’s key management personnel (including the Directors), whose remuneration details are included in the Remuneration Report (**KMP**), or any of that person’s Closely Related Parties (such as close family members and any controlled companies of those persons) (collectively referred to as Restricted Voter). However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; and
- (b) it is not cast on behalf of a Restricted Voter.

If you appoint the person chairing the Meeting (**Chair**) and you are not a Restricted Voter, by submitting the Proxy Form you authorise the person chairing the Meeting to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP, and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of Resolution 1. If you do not want your vote exercised in favour of Resolution 1, you should direct the person chairing the Meeting to vote “against”, or to abstain from voting on, this Resolution.

Re-election and Election of Directors

2. **Resolution 2 – Re-election of Jesse Todd as Director**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“That Jesse Todd, a Director who retires by rotation in accordance with the Company’s Constitution and ASX Listing Rule 14.5, and being eligible offers himself for re-election as a Director of the Company, effective immediately.”

3. **Resolution 3 – Election of Vanessa Ferguson as Director**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“That Vanessa Ferguson a Director appointed as an additional Director and holding office until the next general meeting of the Company after her appointment in accordance with the Company’s Constitution and ASX Listing Rule 14.4, be elected as a Director of the Company, effective immediately.”

4. **Resolution 4 – Election of Kevin Young as Director**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“That Kevin Young a Director appointed as an additional Director and holding office until the next general meeting of the Company after his appointment in accordance with the Company’s Constitution and ASX Listing Rule 14.4, be elected as a Director of the Company, effective immediately.”

ASX Listing Rule 7.1A (Additional 10% Capacity)

5. **Resolution 5 – ASX Listing Rule 7.1A Approval of Future Issue of Securities**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, the Shareholders approve the issue of 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 ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- (a) 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
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 5 by:

- (i) 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
- (ii) 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
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Ratification of Prior Issue of Securities

6. Resolution 6 – Ratification of Prior Issue of BindTuning Shares

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 3,157,740 fully paid ordinary shares issued on 16 December 2021 (**BindTuning Shares**) and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 6 by:

- (i) 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
- (ii) 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
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

7. **Resolution 7** – Ratification of Prior Issue of Performance Rights

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 1,000,000 Performance Rights issued on 11 January 2022 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 7 by:

- (i) 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
- (ii) 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
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

8. **Resolution 8 – Ratification of Prior Issue of Human Link Shares**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 4,450,480 fully paid ordinary shares issued on 1 April 2022 (**Human Link Shares**) and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 8 by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 8 by:

- (i) 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
- (ii) 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
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

9. **Resolution 9** – Ratification of Prior Issue of Convertible Notes, Tranche 1 and Issue of Maximum Underlying Shares

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 2,400,000 Convertible Notes to 1V Venture Credit Trusco Pty Ltd (ACN 631 507 947) as trustee for the 1V Venture Credit Trust (ABN 15 699 170 784) on 24 December 2021, and the issue of up to 12,000,000 underlying fully paid ordinary shares (**Tranche 1B Facility**) and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 9 by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 9 by:

- (i) 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
- (ii) 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
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

10. **Resolution 10** – Ratification of Prior Issue of Convertible Notes, Tranche 2 and Issue of Maximum Underlying Shares

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 1,600,000 Convertible Notes to 1V Venture Credit Trusco Pty Ltd (ACN 631 507 947) as trustee for the 1V Venture Credit Trust (ABN 15 699 170 784) on 30 September 2022, and the issue of up to 8,000,000 underlying fully paid ordinary shares (**Tranche 2B Facility**) and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 10 by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 10 by:

- (i) 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
- (ii) 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
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

11. **Resolution 11** – Ratification of Prior Issue My Net Zero Shares

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 68,294,390 fully paid ordinary shares issued on 25 October 2022 (**My Net Zero Shares**) and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 11 by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 11 by:

- (i) 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
- (ii) 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
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Issue of Securities

12. Resolution 12 – Approval of Issue of Human Link CY2022 Earn-out Shares

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Shareholders of the Company approve the issue and allotment of up to 7,500,000 fully paid ordinary shares in accordance the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 12 by or on behalf of:

- (a) 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
- (b) an Associate of that person or those persons

However, this does not apply to a vote cast in favour of Resolution 12 by:

- (i) 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
- (ii) 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
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Amendment to Constitution

13. Resolution 13 – Amendment to Constitution

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

“That, for the purposes of section 136 of the Corporations Act and for all other purposes, the constitution of the Company be repealed and replaced with a constitution in the form of the document tabled at this Meeting and signed by the Chair for the purposes of identification, effective immediately.”

Adoption of Incentive Plans

14. Resolution 14 – Adoption of Management Incentive Plan

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“That, for the purposes of ASX Listing Rule 7.2 (exception 13(b)), sections 257B(1), 259B(2) and 260C(4) of the Corporations Act) and for all other purposes, the Shareholders of the Company approve the adoption of a Management Incentive Plan, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 14 by or on behalf of:

- (a) a person who is eligible to participate in the Management Incentive Plan; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 14 by:

- (i) 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
- (ii) 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
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 14 if:

- (a) the proxy is either:
 - (i) a member of the Company's Key Management Personnel; or
 - (ii) a closely related party of a member of the Company's Key Management Personnel; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

15. **Resolution 15** – Adoption of Employee Incentive Plan

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“That, for the purposes of ASX Listing Rule 7.2 (exception 13(b)), and for all other purposes, the Shareholders of the Company approve the adoption of the Employee Incentive Plan, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 15 by or on behalf of:

- (a) a person who is eligible to participate in the Employee Incentive Plan or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 15 by:

- (i) 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
- (ii) 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
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 15 if:

- (a) the proxy is either:
 - (i) a member of the Company's Key Management Personnel; or
 - (ii) a closely related party of a member of the Company's Key Management Personnel; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

Conditional Item

16. Resolution 16 – Board Spill Meeting (Conditional Item)

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“That subject to and conditional on at least 25% of the votes cast on Resolution 1 being cast against the adoption of the Remuneration Report:

- (1) an extraordinary general meeting of the Company (the **Spill Meeting**) be held within 90 days of the passing of this resolution;*
- (2) all of the Directors in office (excluding the Managing Director) when the resolution to make the Directors’ Report for the financial year ended 30 June 2022 was passed and who remain in office at the time of the Spill Meeting, cease to hold office immediately before the end of the Spill Meeting; and*
- (3) resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote of Shareholders at the Section 250V meeting.”*

In accordance with Section 250V(2) of the Corporations Act 2001 (Cth), Resolution 16 will only be put to the 2022 Annual General Meeting if at least 25% of the votes cast on Resolution 1 are cast against it.”

In accordance with the Corporations Act 2001 (Cth), Resolution 16 will only be put to the 2022 Annual General Meeting if at least 25% of the votes cast on Resolution 1 are cast against it.

Voting Exclusion Statement: In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 16 by or on behalf of a member of the Company’s key management personnel (including the Directors), whose remuneration details are included in the Remuneration Report (KMP), or any of that person’s Closely Related Parties (such as close family members and any controlled companies of those persons) (collectively referred to as Restricted Voter).

However, this does not apply to a vote cast in favour of Resolution 16 by:

- (i) 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
- (ii) 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
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

BY ORDER OF THE BOARD

Elizabeth Spooner
Company Secretary

Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 3:00pm (AEDT) on Wednesday, 30 November 2022 at FEM Meeting Room, 477 Collins Street, Melbourne, VIC 3000 and as a virtual meeting.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the Annual General Meeting are set out below.

Agenda

Ordinary business

Financial statements and reports

In accordance with the Constitution and the Corporations Act, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 30 June 2022 together with the declaration of the Directors, the Director's Report, the Remuneration Report and the Auditor's Report.

In accordance with the amendments to the Corporations Act, the Company is no longer required to provide a hard copy of the Company's Annual Financial Report to Shareholders unless a Shareholder has specifically elected to receive a printed copy.

Whilst the Company will not provide a hard copy of the Company's Annual Financial Report unless specifically requested to do so, Shareholders may view the Company Annual Financial Report on its website at <https://livetilesglobal.com/company/investors/>.

No resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the management and performance of the Company.

The Company's auditor will be present at the Meeting. During the discussion of this item, the auditor will be available to answer questions on the:

- Conduct of the audit;
- Preparation and content of the Auditor's Report;
- Accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- Independence of the auditor in relation to the conduct of the audit.

Written questions of the auditor

If you would like to submit a written question about the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report of the Company's auditor, please send your question to the Company Secretary. A list of qualifying questions will be made available at the Meeting.

Please note that all written questions must be received at least five business days before the Meeting, which is by Wednesday, 23 November 2022.

Resolutions

Remuneration Report

Resolution 1 – Adoption of Remuneration

In accordance with section 250R(2) of the Corporations Act, the Company is required to present to its Shareholders the Remuneration Report as disclosed in the Company's Annual Financial Report.

The vote on the Resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's Annual Financial Report and is also available on the Company's website at <https://livetilesglobal.com/company/investors/>.

The Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to KMPs (including Directors) and sets out remuneration details, service agreements and the details of any share-based compensation.

At the Company's 2021 Annual General Meeting, the Company received a "first strike" where more than 25% of the votes cast were cast against the adoption of the 2021 Remuneration Report. Under the "two strikes" rule, if 25% or more of the votes cast at the 2022 Annual General Meeting are cast against the adoption of the 2022 Remuneration Report, the Company will receive a "second strike" and the Company will be required to put Resolution 16 to the 2022 Annual General Meeting.

In financial year 2022, fixed remuneration for Executive Directors decreased by non-payment of one month's salary, representing a decrease of 8.3% for the period. Additionally, short-term incentives for Executive Directors were voluntarily foregone, a reduction of 50% on total earnable income.

Co-founder, Chief Experience Officer (CXO) and Executive Director Peter Nguyen-Brown will finish his roles as CXO and Executive Director of LiveTiles alongside the completion of the Operational Review, which is expected to be within the month of October.

Voting

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, the Directors and other Restricted Voters must not vote on this Resolution and must not cast a vote as proxy, unless the appointment gives a direction on how to vote, or the proxy is given to the Chair and you submit the Proxy Form, authorising the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP and that in doing so you will be taken to have directed the Chair to vote in accordance with the Chair's stated intention to vote in favour of Resolution 1.

Shareholders are urged to read carefully the Proxy Form and to provide a direction to the proxy on how to vote on this Resolution.

Re-election and Election of Directors

Resolution 2 – Re-election of Jesse Todd as Director

Clause 14.2 of the Company's Constitution requires that at the Company's annual general meeting in every year, one-third of the Directors for the time being, or if their number is not a multiple of 3, then the number nearest to one-third (rounded upwards in case of doubt), shall retire from office, provided always that no Director except a Managing Director shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself for re-election. The Directors to retire at an annual general meeting are those who have been longest in office since their last election. A retiring Director is eligible for re-election. In determining the number of Directors to retire, no account is to be taken of:

- (a) a Director who only holds office until the next annual general meeting pursuant to clause 14.4; and/or
- (b) a Managing Director,

either of whom are exempt from retirement by rotation.

ASX Listing Rule 14.5 also provides that an entity which has Directors must hold an election of Directors at each annual general meeting.

Mr Jesse Todd was appointed a Director of the Company on 15 April 2021 and was elected as a Director at the 2021 AGM held on 30 November 2021. Under this Resolution, Mr Jesse Todd has elected to retire by rotation, and being eligible, seeks re-election as a Director of the Company at this AGM.

Mr Todd is a global technology leader specialising in governance technology solution for enterprise companies and public sector organisations across the world. Mr Todd is the co-founder and current CEO of compliance software consultancy firm Informotion and SaaS compliance platform EncompaaS. Prior to that Jesse served as Head of Group Technology for the Royal Bank of Scotland where he was responsible for technology across all the non-trading functions. In addition, Jesse has as worked for some of the largest financial companies including BT, Deutsche Bank and ABN AMRO.

Directors' recommendation

The Directors (excluding Jesse Todd) recommend that Shareholders vote for this Resolution.

Resolution 3 – Election of Vanessa Ferguson as Director

Clause 14.4 of the Company's Constitution provides that any Director appointed in addition to the existing Directors will hold office until the next following annual general meeting and is then eligible for re-election.

ASX Listing Rule 14.4 also provides that each additional director appointed during the year is to hold office until the next annual general meeting and is then eligible for election as a Director of the Company.

Vanessa Ferguson was appointed as an additional Director of the Company on 27 October 2022 and has since served as a Non-Executive Director of the Company. Under this Resolution, Vanessa Ferguson seeks election as a Director of the Company at this AGM.

Vanessa Ferguson (GAICD) is an experienced human resources professional who holds a Bachelor of Applied Science (Psychology) (Honours) and a Postgraduate Diploma in Secondary Education. With a teaching background, and expertise in change management and organisational transition, Vanessa joined LiveTiles in 2014 as the Company's first employee. Before joining the Board of

Directors, Vanessa was a member of the Executive Leadership team and the leader of People and Experience at LiveTiles.

Directors' recommendation

The Directors (excluding Ms Ferguson) recommend that Shareholders vote for this Resolution.

Resolution 4 – Election of Kevin Young as Director

Clause 14.4 of the Company's Constitution provides that any Director appointed in addition to the existing Directors will hold office until the next following annual general meeting and is then eligible for re-election.

ASX Listing Rule 14.4 also provides that each additional director appointed during the year is to hold office until the next annual general meeting and is then eligible for election as a Director of the Company.

Kevin Young was appointed as an additional Director of the Company on 27 October 2022 and has since served as a Non-Executive Director of the Company. Under this Resolution, Kevin Young seeks election as a Director of the Company at this AGM.

Kevin Young is a product management executive with over 20 years' experience in financial technology, he has a proven track record of defining and executing product roadmaps and managing the full software development life cycle from vision/strategy through production. Kevin is the Founder/CEO of Young FinTech, LLC providing advisory services and project management for trading technology, exchange infrastructure and marketplaces. Previously, Kevin was an Executive Director of algorithmic and automated trading risk at Morgan Stanley. Prior to that, Kevin has held senior product management, management consulting and strategy roles at EY, Bloomberg and Sungard/FIS.

Directors' recommendation

The Directors (excluding Mr Young) recommend that Shareholders vote for this Resolution.

ASX Listing Rule 7.1A

Resolution 5 – ASX Listing Rule 7.1A Approval of Future Issue of Securities

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to add an additional 10% capacity.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation less than the amount prescribed by ASX (currently \$300 million).

As of the date of this Notice of Meeting, the Company has a market capitalisation of approximately \$51.7 million and therefore is an eligible entity. If at the time of the Meeting the Company is no longer an eligible entity this Resolution will be withdrawn.

This Resolution seeks Shareholder approval by way of a special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue equity securities without Shareholder approval.

If this Resolution is passed, the Company will be able to issue equity securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If this Resolution is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.

Information Required by ASX Listing Rule 7.3A

The following information is provided to Shareholder for the purposes of Listing Rule 7.3A.

Period for which the approval will be valid

An approval under this Listing Rule 7.1A commences on the date of the annual general meeting at which the approval is obtained and expires on the first to occur of the following:

- (a) the date which is 12 months after the date of the annual general meeting at which the approval is obtained;
- (b) the time and date of the entity's next annual general meeting; and
- (c) the time and date on which Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

Minimum price at which the equity securities may be issued under Listing Rule 7.1A

Any equity securities issued under Listing Rule 7.1A.2 must be an existing quoted class of the Company's equity securities and issued for cash consideration.

The issue price per equity security must not be less than 75% of the volume weighted average market price of the equity securities in that class, calculated over 15 trading days on which trades in that class were recorded immediately before:

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

Purposes for which the funds raised by an issue of equity securities under Listing Rule 7.1A may be used

As noted above, any equity securities issued under Listing Rule 7.1A.2 must be issued for cash consideration. Accordingly, every issue of equity securities under Listing Rule 7.1A.2 will have an accompanying proposed use of funds at the time of issue.

As at the date of this Notice, the Company has not formed an intention to offer any equity securities under Listing Rule 7.1A during the Listing Rule 7.1A mandate period, if Shareholders approve this Resolution. However, if Shareholders approved this Resolution and the Company did raise funds from the issue of equity securities under Listing Rule 7.1A, based on the Company's existing plans, the Company considers that the funds may be used for the following purposes:

- (a) raising funds to further develop the Company's business;
- (b) raising funds to be applied to the Company's working capital requirements; and
- (c) raising funds to acquire assets.

Risk of economic and voting dilution to existing ordinary Securityholders

If this Resolution is approved, and the Company issues equity securities under Listing Rule 7.1A, the existing Shareholders' economic and voting power in the Company will be diluted.

There is a risk that:

- (a) the market price for the Company's equity securities in that class may be significantly lower on the issue date than on the date of the approval under Listing Rule 7.1A; and
- (b) the equity securities may be issued at a price that is at a discount (as described above) to the market price for the Company's equity securities on the issue date;

which may have an effect on the amount of funds raised by the issue of equity securities under Listing Rule 7.1A.

The table below shows the potential dilution of existing Securityholders on the basis of 3 different assumed issue prices and values for the variable "A" in the formula in rule 7.1A.2:

Variable "A" ASX Listing Rule 7.1A.2		Potential Dilution and Funds Raised		
		\$0.028 50% decrease in issue price	\$0.056 issue price ^(b)	\$0.112 100% increase in issue price
"A" is the number of shares on issue,^(a) being 923,221,306 Shares	10% voting dilution^(c)	92,322,130	92,322,130	92,322,130
	Funds raised	\$2,585,020	\$5,170,039	\$10,340,079
"A" is a 50% increase in shares on issue, being 1,384,831,959 Shares	10% voting dilution^(c)	138,483,195	138,483,195	138,483,195
	Funds raised	\$3,877,529	\$7,755,059	\$15,510,118
"A" is a 100% increase in shares on issue, being 1,846,442,612 Shares	10% voting dilution^(c)	184,644,261	184,644,261	184,644,261
	Funds raised	\$5,170,039	\$10,340,079	\$20,680,157

Notes:

- (a) Based on the total number of fully paid ordinary Shares on issue as at 29 September 2022.
- (b) Based on the closing price of the Company's Shares on ASX as at 29 September 2022.
- (c) The table assumes that the Company issues the maximum number of ordinary Shares available to be issued under Listing Rule 7.1A.
- (d) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of issues of equity securities under Listing Rule 7.1A based on that Shareholder's holding at the date of this Explanatory Statement.

- (e) The table shows the effect of an issue of equity securities under Listing Rule 7.1A only, not under the Company's 15% placement capacity under Listing Rule 7.1.

Allocation policy for issues under Listing Rule 7.1A

The Company's allocation policy and the identity of the allottees of equity securities under Listing Rule 7.1A will depend on a number of factors, including:

- (a) the Company's intentions in relation to the possible issue of equity securities (for cash consideration) during the Listing Rule 7.1A mandate period;
- (b) the structure and timeframe of the capital raising opportunities available to the Company and any alternative methods for raising funds that are available to the Company (such as a pro rata offer or an offer under a share purchase plan);
- (c) the potential effect on the control of the Company;
- (d) the Company's financial position and the likely future capital requirements; and
- (e) advice from the Company's corporate or financial advisors.

Based on the Company's historical cashflow reports and capital raising activities in the past 12 months, the Company considers that it may raise funds during the Listing Rule 7.1A mandate period, although this cannot be guaranteed. As of the date of this Notice, no specific intention to issue equity securities in relation to any parties, investors or existing Securityholders have been formed. In addition, no intentions have been formed in relation to the possible number of issues, or the time frame in which the issues could be made. Subject to the requirements of the Listing Rules and the Corporations Act, the Board of Directors reserve the right to determine at the time of any issue of equity securities under Listing Rule 7.1A, the allocation policy that the Company will adopt for that issue.

If and when the determination is made to proceed with an issue of equity securities during the Listing Rule 7.1A mandate period, details regarding the allottees and purposes of issue will be disclosed pursuant to the Company's obligations under Listing Rules 3.10.3 and 7.1A.4.

Offers made under Listing Rule 7.1A may be made to parties (excluding any related parties) including professional and sophisticated investors, existing Shareholders of the Company, clients of Australian Financial Service Licence holders and/or their nominees, or any other person to whom the Company is able to make an offer of equity securities.

Issue or agreement to issue equity securities under Listing Rule 7.1A in the 12 months prior to AGM

The Company previously obtained Shareholder approval under Listing Rule 7.1A at the 2021 AGM. However, the Company has not issued or agreed to issue equity securities under Listing Rule 7.1A.2 in the 12 months preceding the AGM.

This Resolution is a Special Resolution. For a Special Resolution to be passed, at least 75% of the votes validly cast on the resolution by Shareholders (by number of ordinary shares) must be in favour of this Resolution.

Directors' recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

Ratification of Prior Issue of Securities

Resolution 6 – Ratification of Prior Issue of BindTuning Shares

Background

On 15 December 2021, the Company announced that it had entered into an agreement to acquire 100% of BindTuning, a leading digital workplace software company, headquartered in Portugal.

The purchase price comprised of an upfront component of USD\$540K and an earn out of up to USD\$9.46 million which is subject to BindTuning achieving an ARR performance hurdle of USD\$4M during the 24-month period from the contract completion date (the “Performance Period”).

The upfront consideration component comprised USD\$270K in cash and USD\$270K in the Company’s Shares. Accordingly, as part of the upfront consideration component, on 15 December 2021, the Company issued 3,157,740 fully paid ordinary shares to the BindTuning vendors based on a 30-day VWAP but with a floor price of AUD\$0.12 per share at 13 December 2021 (BindTuning Shares), utilising the Company’s existing capacity under ASX Listing Rule 7.1.

The BindTuning Shares are subject to escrow for a period of 12 months from completion of the acquisition on 16 December 2021.

ASX Listing Rule 7.1

This Resolution proposes that Shareholders of the Company approve and ratify the prior issue and allotment of 3,157,740 fully paid ordinary shares (**BindTuning Shares**), which was issued on 16 December 2021 (**Issue Date**).

All of the BindTuning Shares were issued by utilising the Company’s existing capacity under Listing Rule 7.1.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The issue of BindTuning Shares did not fit within any of the exceptions to Listing Rule 7.1 and, as it has not been approved by the Company’s Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company’s capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the Issue Date.

Listing Rule 7.4 allows the Shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company’s capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to subsequently approve the issue of BindTuning Shares for the purposes of Listing Rule 7.4.

If this Resolution is passed, the issue of BindTuning Shares will be excluded in calculating the Company’s 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12 month period following the Issue Date.

If this Resolution is not passed, the issue of BindTuning Shares will be included in calculating the Company’s 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12 month period following the Issue Date.

Information required by ASX Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

- (a) The BindTuning Shares were issued to the BindTuning vendors.
- (b) The Company issued 3,157,740 fully paid ordinary shares.
- (c) The BindTuning Shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (d) The BindTuning Shares were issued on 16 December 2021.
- (e) Each of the BindTuning Shares were issued at a deemed issue price of \$0.12 (12 cents) per BindTuning share, representing USD\$270K of the upfront consideration payable to the BindTuning Vendors.
- (f) Funds were not raised from the issue of the BindTuning Shares as the shares were issued as consideration for partial payment of the BindTuning acquisition.

Directors' recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

Resolution 7 – Ratification of Prior Issue Performance Rights

Background

On 11 January 2022, the Company issued 1,000,000 Performance Rights to employees under the Company's Long Term Incentive Plan (Incentive Plan) which was approved by Shareholders on 15 November 2018.

As the Incentive Plan was approved by Shareholders over 3 years ago, the issue of the Performance Rights did not fit within ASX Listing Rule 7.2 (exception 13(b)) which allows a company to issue equity securities under an employee incentive scheme without utilising its capacity under ASX Listing Rule 7.1.

Accordingly, the Company issued the Performance Rights on utilising the Company's existing capacity under ASX Listing Rule 7.1

ASX Listing Rule 7.1

This Resolution proposes that Shareholders of the Company approve and ratify the prior issue and allotment of 1,000,000 Performance Rights, which were issued on 11 January 2022 (**Issue Date**).

All of the Performance Rights were issued by utilising the Company's existing capacity under Listing Rule 7.1.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The issue of Performance Rights did not fit within any of the exceptions to Listing Rule 7.1 and, as it has not been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the Issue Date.

Listing Rule 7.4 allows the Shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further

equity securities without Shareholder approval under Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to subsequently approve the issue of Performance Rights for the purposes of Listing Rule 7.4.

If this Resolution is passed, the issue of Performance Rights will be excluded in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12 month period following the Issue Date.

If this Resolution is not passed, the issue of Performance Rights will be included in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12 month period following the Issue Date.

Information required by ASX Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

- (a) The Performance Rights were issued to certain employees of the Company under the Company's Long Term Incentive Plan.
- (b) The Company issued 1,000,000 Performance Rights.
- (c) The key terms of the Performance Rights are set out in Annexure A. Shares issued on conversion of the Performance Rights will rank equally with all existing fully paid ordinary shares previously issued by the Company.
- (d) The Performance Rights were issued on 11 January 2022.
- (e) Each of the Performance Rights were issued for nil consideration pursuant to the terms of the Company's Long Term Incentive Plan as approved by Shareholders on 15 November 2018.
- (f) Funds were not raised from the issue of the Performance Rights as the Performance Rights were issued to incentivise and remunerate the Company's employees. If and when any of the Performance Rights are exercised, it is anticipated that any funds received by the Company from the exercise of the Performance Rights will be used for general working capital requirements.

Directors' recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

Resolution 8 – Ratification of Prior Issue of Human Link Shares

Background

On 1 April 2022, the Company announced that it had entered into an agreement to acquire 100% of The Human Link business, a leading Employee Experience (EX) company, based in Australia.

The purchase price comprised of an upfront component of \$1 million and a founders earn-out of up to \$3 million which is subject to satisfaction of earn-out conditions.

The upfront consideration component comprised \$500,000 in cash to be paid in instalments over 3 quarters and 4,450,480 fully paid ordinary shares at an issue price of AUD\$0.1123 with a value of AUD\$500,000 which is based on a 10-day VWAP but with a floor price of AUD\$0.10 per share as of 31 March 2022 (Human Link Shares), utilising the Company's existing capacity under ASX Listing Rule 7.1. The Human Link Shares are subject to voluntary escrow restrictions for a period of 12-month period from the date of issue on 11 April 2022.

ASX Listing Rule 7.1

This Resolution proposes that Shareholders of the Company approve and ratify the prior issue and allotment of 4,450,480 fully paid ordinary shares which was issued on 11 April 2022 (**Issue Date**).

All of the Human Link Shares were issued by utilising the Company's existing capacity under Listing Rule 7.1.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The issue of Human Link Shares did not fit within any of the exceptions to Listing Rule 7.1 and, as it has not been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the Issue Date.

Listing Rule 7.4 allows the Shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to subsequently approve the issue of Human Link Shares for the purposes of Listing Rule 7.4.

If this Resolution is passed, the issue of Human Link Shares will be excluded in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12 month period following the Issue Date.

If this Resolution is not passed, the issue of Human Link Shares will be included in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12 month period following the Issue Date.

Information required by ASX Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

- (a) The Human Link Shares were issued to the founders of the Human Link Business.
- (b) The Company issued 4,450,480 fully paid ordinary shares.
- (c) The Human Link Shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (d) The Human Link Shares were issued on 11 April 2022.
- (e) Each of the Human Link Shares were issued at a deemed issue price of \$0.1123 per Human Link Share, representing \$500,000 of the upfront consideration payable to the Human Link founders.
- (f) Funds were not raised from the issue of the Human Link Shares as the Shares were issued as consideration for partial payment of the Human Link acquisition.

Directors' recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

Resolutions 9 and 10 –Ratification of Prior Issue of Convertible Notes and Issue of Maximum Underlying Shares

Background

On 27 September 2021, the Company announced that it entered into an agreement to a three and a half year AUD \$10 million secured loan facility (the Facilities) with Sydney-based venture capital firm 1V Venture Credit Trusco Pty Ltd (ACN 631 507 947) as trustee for the 1V Venture Credit Trust (ABN 15 699 170 784) (OneVentures or the Lender) (Facility Agreement). Additionally Shareholders approved at the 2021 AGM held on 30 November 2021, for the provision of financial assistance by the Company in relation to the issuance of Convertible Notes to the Lender in accordance with s260B of the Corporations Act.

Accordingly, as announced, on 24 December 2021 the Company issued 2,400,000 Convertible Notes (Tranche 1B Facility) and on 30 September 2022 the Company issued a further 1,600,000 Convertible Notes (Tranche 2B Facility) to OneVentures utilising the Company's existing capacity under Listing Rule 7.1 (together the Convertible Notes). The total face value of the Convertible Notes is AUD\$4,000,000.

ASX Listing Rule 7.1

Resolutions 9 and 10 propose that Shareholders of the Company approve and ratify the prior issue and allotment of 4,000,000 Convertible Notes, and for up to 20,000,000 fully paid ordinary shares being the maximum amount of Shares to be issued upon the conversion of the Convertible Notes (Underlying Shares).

All of the Convertible Notes were issued by utilising the Company's existing capacity under Listing Rule 7.1. The maximum number of Underlying Shares was within the Company's capacity under ASX Listing Rule 7.1 as at the date the Company entered into the Convertible Notes, and the Company was therefore able to issue this Convertible Note without seeking prior Shareholder approval.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The issue of the Convertible Notes did not fit within any of the exceptions to Listing Rule 7.1 and, as it has not been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the Issue Date.

Listing Rule 7.4 allows the Shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to subsequently approve the issue of the Convertible Notes and the future issue of the Underlying Shares for the purposes of Listing Rule 7.4.

If this Resolution is passed, the issue of the Convertible Notes and the future issue of the Underlying Shares will be excluded in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12 month period following the Issue Date.

If this Resolution is not passed, the issue of the Convertible Notes and the future issue of the Underlying Shares will be included in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12 month period following the Issue Date.

Information required by ASX Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

- (a) The Convertible Notes were issued to 1V Venture Credit Trusco Pty Ltd (ACN 631 507 947) as trustee for the 1V Venture Credit Trust (ABN 15 699 170 784).
- (b) The Company issued 2,400,000 Convertible Notes on 24 December 2021 and issued a further 1,600,000 Convertible Notes on 30 September 2022.
- (c) The 4,000,000 Convertible Notes can be converted for up to 20,000,000 fully paid ordinary shares.
- (d) The Convertible Notes were issued pursuant to the Facility Agreement, a summary of the Material Terms is set out in Annexure B.
- (e) Shares issued on conversion of the Convertible Notes will rank equally with all existing fully paid ordinary shares previously issued by the Company.
- (f) The Convertible notes were issued at a Face Value of AUD\$1.00 per each Convertible Note (for a total face value of AUD\$4,000,000).
- (g) Funds raised from the issue of the Convertible Notes have been and will be used by the company raising additional working capital and to assist in strategic investments.

Directors' recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

Resolution 11 – Ratification of Prior Issue of My Net Zero Shares

Background

On 18 October 2022, the Company announced that it had entered into an agreement to acquire the remaining 80.03% of leading climate change consultancy business, My Net Zero following its initial 19.97% strategic minority investment in December 2021.

The acquisition is comprised of tranches from existing My Net Zero shareholders, with the first tranche (bringing LiveTiles shareholding to approximately 55% of My Net Zero) to be paid via the issue of up to 68,294,390 fully paid ordinary shares, for an equivalent purchase price value of \$4,268,399.36 (My Net Zero Shares), utilising the Company's existing capacity under ASX Listing Rule 7.1. The My Net Zero shares are being issued at a price of the greater of \$0.0625 per share, or the 30-day VWAP prior to the issue date. The My Net Zero Shares are subject to voluntary escrow restrictions for periods from the date of issue to be released progressively from 31 December 2023 until 31 December 2025 subject to financial targets being met.

ASX Listing Rule 7.1

This Resolution proposes that Shareholders of the Company approve and ratify the prior issue and allotment of 68,294,390 fully paid ordinary shares which was issued on 25 October 2022 (**Issue Date**).

All of the My Net Zero Shares were issued by utilising the Company's existing capacity under Listing Rule 7.1.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of

equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The issue of My Net Zero Shares did not fit within any of the exceptions to Listing Rule 7.1 and, as it has not been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the Issue Date.

Listing Rule 7.4 allows the Shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to subsequently approve the issue of My Net Zero Shares for the purposes of Listing Rule 7.4.

If this Resolution is passed, the issue of My Net Zero Shares will be excluded in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12 month period following the Issue Date.

If this Resolution is not passed, the issue of My Net Zero Shares will be included in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12 month period following the Issue Date.

Information required by ASX Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

- (g) The My Net Zero Shares were issued to the existing My Net Zero shareholders.
- (h) The Company issued 68,294,390 fully paid ordinary shares.
- (i) The My Net Zero Shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (j) The My Net Zero Shares were issued on 25 October 2022.
- (k) Each of the My Net Zero Shares were issued at a deemed issue price of \$0.0625 per My Net Zero Share, representing \$4,268,399.36 of the consideration payable to the existing My Net Zero shareholders.
- (l) Funds were not raised from the issue of the My Net Zero Shares as the Shares were issued as consideration for partial payment of the My Net Zero acquisition.

Directors' recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

Issue of Securities

Resolution 12 – Approval of Issue of the Human Link CY2022 Earn-out Shares

Background

On 1 April 2022, the Company announced that it had entered into an agreement on 31 March 2022 to acquire 100% of The Human Link business, a leading Employee Experience (EX) company, based in Australia. The acquisition was completed on 11 April 2022.

The purchase price comprised of an upfront component of \$1 million and a founders earn-out of up to \$3 million which is subject to satisfaction of earn-out conditions (**Human Link Earn-Out**). The Human Link Earn-Out will be made 50% in cash and 50% in LiveTiles Limited fully paid ordinary shares. The number of shares issued for the Human Link Earn-Out payments will be based on a 10-day VWAP prior to the issue date, and subject to a share floor price of AUD\$0.10 per share. The first earn-out (CY2022 Earn-out) is capped at 1.5 million and the second earn-out (CY2023 Earn-out) is capped at 1.5 million.

This Resolution seeks Shareholder approval to issue and allot the equity component, which comprises 50% of the Human Link Earn-out (up to a maximum value of \$750,000) (**Human Link CY2022 Earn-out Shares**), subject to satisfaction of the following earn-out conditions:

- (a) Delivering EX Revenue growth, with minimum revenue targets of CY2022: AUD\$2.5M and CY2023 AUD\$4.5M;
- (b) Maintaining a direct gross margin of 35% for The Human Link during the earn-out period.

(the **Earn-out Conditions**).

The effect of this Resolution is for Shareholders to approve the issue of these Human Link CY2022 Earn-out Shares to fall within an exception to ASX Listing Rule 7.1, which will allow the Company to issue these without using the Company's 15% capacity under Listing Rule 7.1.

ASX Listing Rule 7.1

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

An issue of equity securities that is approved by the Company's Shareholders under Listing Rule 7.1 will not use up the Company's 15% limit and therefore does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to approve the issue of the Human Link CY2022 Earn-out Shares under and for the purposes of Listing Rule 7.1.

If this Resolution is passed, the issue of the Human Link CY2022 Earn-out Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1 to issue equity securities without Shareholder approval over the 12 month period following the date on which the Human Link CY2022 Earn-out Shares are issued.

If this Resolution is not passed, and the Company proceeds with the issue, the Human Link Earn-out Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1 to issue equity securities without Shareholder approval over the 12 month period following the date on which the Human Link CY2022 Earn-out Shares are issued.

Information Required by Listing Rule 7.3

The following information is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) The allottees are the Human Link Founders.
- (b) The maximum number of Human Link CY2022 Earn-out Shares to be issued is 7,500,000.
- (c) The Human Link CY2022 Earn-out Shares will be fully paid on issue and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company. The Human Link CY2022 Earn-out Shares will be subject to voluntary escrow period of 12 months from the date of issue, during which they cannot be sold or offered for sale.
- (d) These Human Link CY2022 Earn-out Shares will be issued by within 3 months of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion), provided that the Earn-out Conditions are achieved.
- (e) The deemed issue price will be calculated by reference to the 10 day VWAP prior to the issue date, and subject to a share floor price of \$0.10 per share.
- (f) Funds will not be raised from the issue of these Human Link CY2022 Earn-out Shares as the issue is proposed to be made as part of the equity component of the Human Link CY2022 Earn-out, payable to the Human Link vendors as part of the consideration for the acquisition of the Human Link business.

Directors' Recommendation

The Board of Directors recommend Shareholders vote for this Resolution.

Amendment to Constitution

Resolution 13 – Amendment to Constitution

The Company's current constitution was adopted by the Company following receipt of Shareholder approval on 15 November 2018.

The Company is proposing some modifications to its Constitution to reflect certain changes the Corporations Act 2001 primarily to facilitate virtual general meetings, the law having recently changed to allow for virtual and hybrid meetings.

The changes include clarifying that Directors may determine that a meeting be held by means of virtual meeting technology or other communication facilities that gives the members as a whole a reasonable opportunity to participate and vote. Accordingly, the Company wishes to amend its existing Constitution so that the Company can in the future have the option to hold virtual general meetings using technology that gives the shareholders as a whole a reasonable opportunity to participate. In addition, other administrative changes are proposed to assist with alignment of ASX Listing Rules.

The Company has prepared an updated Constitution (New Constitution) which incorporates the amendments set out below.

- (a) Insert additional Clause 12.10:

12.10 Technology

Subject to Corporations Act, the Listing Rules and any applicable law:

- (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;*
- (b) *a general meeting 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;*
- (c) *a general meeting may be held virtually only using any technology that gives members as a whole a reasonable opportunity to participate;*
- (d) *a reference to a "place" when used in the context of a general meeting may be, but need not be, a physical place;*
- (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 purpose of any quorum requirements in this Constitution); and*
- (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 reasonable opportunity to participate, the chair of the meeting may:*
 - (i) *adjourn the meeting until the technical difficulty is remedied; or*
 - (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).*

- (b) Amend Clause 12.3 as follows:

12.3 Convening of General Meetings of Shareholders by a Director or requisition

Any Director may, whenever he or she thinks fit, convene a general meeting of Shareholders, and a general meeting shall also be convened on requisition as is provided for by the Corporations Act, or in default, may be convened by such requisitions as empowered to do so by the Corporations Act. If there are no Directors for the time being, a Secretary may convene a general meeting of Shareholders for the purpose of enabling

*the election of Directors but for no other purpose. A general meeting may be held at **one or more venues simultaneously or fully virtually**, using any technology that gives the Shareholders as a whole a reasonable opportunity to participate.*

(c) Amend Clause 2.12 as follows:

2.12 Restricted Securities

The Company shall comply in all respects with the requirements of the Listing Rules with respect to "restricted securities". Without limiting the generality of the above:

- (a) *a holder of restricted securities must not dispose of, or agree or offer to dispose of, the securities during the escrow period applicable to those securities except as permitted by the Listing Rules or ASX;*
- (b) *if the securities are in the same class as quoted securities, the holder will be taken to have agreed in writing that the restricted securities are to be kept on the entity's issuer sponsored subregister and are to have a holding lock applied for the duration of the escrow period applicable to those securities;*
- (c) *the entity will refuse to acknowledge any disposal (including, without limitation, to register any transfer) of restricted securities during the escrow period applicable to those securities except as permitted by the Listing Rules or ASX;*
- (d) *a holder of restricted securities will not be entitled to participate in any return of capital on those securities during the escrow period applicable to those securities except as permitted by the Listing Rules or ASX; and*
- (e) *if a holder of restricted securities breaches a restriction deed or a provision of the Company's constitution restricting a disposal of those securities, the holder will not be entitled to any dividend or distribution, or to exercise any voting rights, in respect of those securities for so long as the breach continues.*

(d) Amend Clause 9.8 as follows:

9.8 Joint Holders

*If more than **four** persons are registered as holders of Shares in the Company in the Register of Shareholders (or a request is made to register more than **four** persons), then only the first **four** persons will be regarded as holders of Shares in the Company and all other names will be disregarded by the Company for all purposes.*

Prior to the Meeting, a copy of the New Constitution is available for review by Shareholders at the Company's registered office during normal business hours. A copy of the New Constitution can also be sent to Shareholders of the Company upon a request being made to the Company Secretary, Elizabeth Spooner.

A complete signed copy of the New Constitution will be tabled at the Meeting.

Pursuant to section 136(2) of the Corporations Act, a modification to the Company's Constitution can only be effected by way of a Special Resolution passed by its Shareholders. Therefore, this Resolution is a Special Resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on this Resolution are voted in its favour.

Professional Advice

If you have any doubt or do not understand this Resolution, it is strongly recommended that you seek advice from a solicitor or other professional advisor.

Directors' Recommendation

The Board of Directors recommend Shareholders vote for this Resolution.

Adoption of Incentive Plans

Resolution 14 – Adoption of Management Incentive Plan

Background

The Company's Management Incentive Plan (**Incentive Plan**) was last approved by Shareholders of the Company on 30 November 2020. The Company seeks Shareholder approval to re-adopt the Incentive Plan (on similar terms as the previous plan) for the purposes set out in this Explanatory Statement.

The objective of the Incentive Plan is to attract, motivate and retain key members of the Company's management team and it is considered by the Company that the adoption of the Incentive Plan and the future issue of Shares under the Incentive Plan will provide selected employees with the opportunity to participate in the future growth of the Company.

A summary of the key terms of the Incentive Plan is set out in Annexure C, and a copy of the rules of the Incentive Plan is available upon request from the Company.

While the Company has historically not relied on its ability to issue incentives under the Incentive Plan, the Board considers the ability to provide employee and management incentives to existing and incoming employees as crucial to our future success. The Board and Management believe that being able to provide share incentives to attract and retain key employees can play a crucial role in the Company's growth strategy as it heads into 2023.

ASX Listing Rules

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

If this Resolution is approved by Shareholders for all purposes under the Corporations Act and the ASX Listing Rules, including ASX Listing Rule 7.2 (exception 13(b)), it will have the effect of enabling the securities issued by the Company under the Incentive Plan to be automatically excluded from the formula to calculate the number of securities which the Company may issue in any 12 month period using Listing Rule 7.1 (15% capacity) during the next three year period. If this Resolution is not passed, any securities issued by the Company under the Incentive Plan will be included in calculating the Company's 15% limit in Listing Rule 7.1 to issue equity securities without Shareholder approval over the 12 month period following the date on which the securities issued by the Company under the Incentive Plan are issued.

Since the Incentive Plan was last approved by Shareholders on 30 November 2020, the Company advises it has issued 1,700,000 Shares. If this Resolution is approved by Shareholders, the Company may issue up to a maximum of 64,625,491 Incentive Securities (which represents 7% of the Issued Capital at the time of this Notice) under the Incentive Plan during the three year period following approval. This maximum is not intended to be a prediction of the actual number of securities to be issued under the Incentive Plan but is specified for the purposes of setting a ceiling on the number of securities approved to be issued under and for the purposes of Listing Rule 7.2, Exception 13(b). Once that number is reached, any additional issues of securities under the Incentive Plan would not have the benefit of Exception 13 without a fresh shareholder approval.

Shareholder loans

The Board may, in its discretion, also determine that the Company will provide limited recourse loans to participants to use to pay the subscription price for the purchase of Shares under the Incentive Plan.

Permit the Company to take security over its own Shares

Section 259B(1) of the Corporations Act prohibits a company taking security over shares in itself or in a company that controls it, unless one of the exceptions in subsections 259B(2) or 259B(3) applies. Section 259B(2) of the Corporations Act permits the taking of security by a Company over its own Shares, if the security is taken over shares issued under an employee share scheme approved at a meeting of shareholders via an Ordinary Resolution.

Employee share scheme is defined widely by the Corporations Act and includes the Incentive Plan.

Accordingly, Shareholder approval is being sought under this Resolution to approve the Incentive Plan in order for the Company to take security over its own Shares issued under the Incentive Plan if required to do so.

Exemption for financial assistance

Section 260A of the Corporations Act provides that a company may financially assist a person to acquire shares in the company or a holding company of the company only if:

- (a) giving of the assistance does not materially prejudice the interests of the company or its shareholders, or the company's ability to pay its creditors;
- (b) the assistance is approved by shareholders under section 260B of the Corporations Act; or
- (c) the assistance is exempted under section 260C of the Corporations Act.

Section 260C(4) of the Corporations Act provides an exemption to financial assistance, if the financial assistance is given under an employee share scheme approved at a meeting of shareholders via an Ordinary Resolution.

As noted above and set out in Annexure C, the terms of the Incentive Plan envisages the giving of financial assistance by the Company to eligible and invited participants in the form of interest free, limited recourse loans to acquire Loan Funded Shares in the Company.

Although the Board does not consider that the giving of financial benefit under the Incentive Plan will materially prejudice the interests of the company or its shareholders, or the company's ability to pay its creditors, Shareholder approval is being sought under this Resolution to enable the Company to qualify for the special exemption offered by section 260C(4) of the Corporations Act.

Employee share scheme buy-back

Section 257B(1) of the Corporations Act sets out the procedure for various forms of share buy-back, including an "employee share scheme buy-back". In order for the Company to undertake a buy-back of Shares under the Incentive Plan using the employee share scheme buy-back procedure under the Corporations Act, the Incentive Plan must be approved by Shareholders of the Company.

Accordingly, Shareholder approval is being sought under this Resolution to approve the Incentive Plan in order for the Company to undertake a buy-back of Shares under the Incentive Plan using the employee share scheme buy-back procedure under the Corporations Act.

Directors Recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

Resolution 15 – Adoption of Employee Incentive Plan

Background

The Company's Employee Incentive Plan (**Incentive Plan**) was last approved by Shareholders of the Company on 30 November 2021. The Company seeks Shareholder approval to re-adopt the Incentive Plan (on similar terms as the previous plan) for the purposes set out in this Explanatory

Statement.

The Incentive Plan has been designed to allow the Board to make grants of awards under the Incentive Plan (**Awards**) to eligible participants with the purpose of:

- (a) attracting, motivating and retaining eligible participants;
- (b) delivering rewards to eligible participants for individual and Company performance; and
- (c) aligning the interests of eligible participants with those of Shareholders of the Company.

The Company seeks Shareholder approval for the Incentive Plan, which will provide the ability in the future to issue Shares (which includes Restricted Shares and Loan Shares), Options and Rights, without using existing capacity under ASX Listing Rule 7.1. A summary of the terms of the Incentive Plan is set out in Annexure D.

ASX Listing Rules

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

If this Resolution is approved by Shareholders for all purposes under the Corporations Act and the ASX Listing Rules, including ASX Listing Rule 7.2 (exception 13(b)), it will have the effect of enabling the securities issued by the Company under the Incentive Plan to be automatically excluded from the formula to calculate the number of securities which the Company may issue in any 12 month period using Listing Rule 7.1 (15% capacity) during the next three year period.

Since the Incentive Plan was last approved by Shareholders on 31 November 2021, the Company advises it has issued 24,839,848 Incentive Securities. If this Resolution is approved by Shareholders, the Company may issue up to a maximum of 50,777,172 Incentive Securities (which represents 5.5% of the Issued Capital at the time of this Notice) under the Plan during the three year period following approval (for the purposes of exception 13). This maximum is not intended to be a prediction of the actual number of securities to be issued under the Incentive Plan but is specified for the purposes of setting a ceiling on the number of securities approved to be issued under and for the purposes of Listing Rule 7.2, Exception 13(b). Once that number is reached, any additional issues of securities under the Incentive Plan would not have the benefit of Exception 13 without a fresh shareholder approval.

Shareholder loans

The Board may, in its discretion, also determine that the Company will provide limited recourse loans to participants to use to pay the subscription price for the purchase of Loan Shares under the Incentive Plan.

Permit the Company to take security over its own Shares

Section 259B(1) of the Corporations Act prohibits a company taking security over shares in itself or in a company that controls it, unless one of the exceptions in subsections 259B(2) or 259(3) applies. Section 259(2) of the Corporations Act permits the taking of security by a Company over its own Shares, if the security is taken over shares issued under an employee share scheme approved at a meeting of shareholders via an Ordinary Resolution.

Employee share scheme is defined widely by the Corporations Act and includes the Incentive Plan.

Accordingly, Shareholder approval is being sought under this Resolution to approve the Incentive Plan in order for the Company to take security over its own Shares issued under the Incentive Plan if required to do so.

Exemption for financial assistance

Section 260A of the Corporations Act provides that a company may financially assist a person to

acquire shares in the company or a holding company of the company only if:

- (d) giving of the assistance does not materially prejudice the interests of the company or its shareholders, or the company's ability to pay its creditors;
- (e) the assistance is approved by shareholders under section 260B of the Corporations Act; or
- (f) the assistance is exempted under section 260C of the Corporations Act.

Section 260C(4) of the Corporations Act provides an exemption to financial assistance, if the financial assistance is given under an employee share scheme approved at a meeting of shareholders via an Ordinary Resolution.

As noted above and set out in Annexure D, the terms of the Incentive Plan envisages the giving of financial assistance by the Company to eligible and invited participants in the form of interest free, limited recourse loans to acquire Loan Shares in the Company.

Although the Board does not consider that the giving of financial benefit under the Incentive Plan will materially prejudice the interests of the company or its shareholders, or the company's ability to pay its creditors, Shareholder approval is being sought under this Resolution to enable the Company to qualify for the special exemption offered by section 260C(4) of the Corporations Act.

Directors Recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

Conditional Item

Resolution 16 – Board Spill Meeting (Conditional Item)

Background

At last year's Annual General Meeting, more than 25% of the votes cast on the resolution to adopt the Remuneration Report were against adopting the report and the Company received a "first strike".

Resolution 16 is a conditional resolution and will only be put to the 2022 Annual General Meeting if at least 25% of the votes cast on Resolution 1 are cast against the adoption of the Remuneration Report for the financial year ended 30 June 2022. If less than 25% of the votes are cast against adopting the Remuneration Report, then there will be no "second strike" and Resolution 16 will not be put to the 2022 Annual General Meeting.

If Resolution 16 is put, the Board Spill Meeting Resolution will be considered as an ordinary resolution. This resolution is in accordance with section 250V of the Corporations Act. If the Spill Resolution is put to the 2022 Annual General Meeting and passed, an extraordinary meeting of shareholders (known as a 'Spill Meeting') will be held within 90 days of that resolution being passed at the Annual General Meeting in order to consider the composition of the Board. In the event a Spill Meeting is required, a separate notice of meeting will be distributed to Shareholders with details about those persons that will seek election as Directors of the Company at the Spill Meeting.

At the Spill Meeting, all of the Directors who were in office when the Board resolution to approve the Company's 2022 Directors' Report was passed, other than the Company's Managing Director, Mr Karl Redenbach, will cease to hold office at the conclusion of the Spill Meeting unless they are willing to stand for re-election and are re-elected at the Spill Meeting.

The Director who was in office when the Board resolution to approve the 2022 Directors' Report was passed (excluding Mr Redenbach) and that would be required to stand for re-election at the Spill Meeting is Mr Jesse Todd.

Subject to Mr Jesse Todd being re-elected under Resolution 2, he will still be required to vacate office and stand for re-election at the Spill Meeting if Resolution 16 is passed. If any additional Directors were to be appointed before the Spill Meeting, they would not need to stand for election at the Spill Meeting to remain in office. The Company notes that the Corporations Act contains provision which will ensure that the Company has at least 3 directors following the Spill Meeting.

The Directors listed above are those who held office on 30 September 2022 when the Directors' Report (including the Remuneration report) for the year ended 30 June 2022 was approved.

The Board considers the following factors to be relevant to a Shareholder's decision on how to vote on this Item:

- The Board's response to the first strike received at the 2021 Annual General Meeting, which is set out in the 2022 Annual Report;
- Loss of Directors' leadership, skills and knowledge – the Company has benefited from the clear focus and leadership the Board has provided to the business. There is no assurance that the current Non-Executive Directors would stand for re-election or be re-elected at the Spill Meeting. This creates significant risk that the governance of the Company would be disrupted and creates a real challenge to engage new Directors with the skills and knowledge expected of members of the Board.
- Non-Executive Director support – each of the Non-Executive Directors has previously been elected as a Director and received strong support from Shareholders.
- Disruption to the Company – if the Spill Resolution is passed, this will create additional costs, instability in leadership and potentially negatively impact the Company's ability to implement its short term strategic objectives. The Board has been integral in overseeing this strategy.

Directors' Recommendation

The Board of Directors recommend Shareholders vote AGAINST this Resolution.

Enquiries

Shareholders are asked to contact the Company Secretary on +61 2 8072 1400 if they have any queries in respect of the matters set out in these documents.

Glossary

AEDT means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

Annual Financial Report means the 2022 Annual Report to Shareholders for the period ended 30 June 2022 as lodged by the Company with ASX on 30 September 2022.

Annual General Meeting or **AGM** or **Meeting** means an Annual General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

ASIC means Australian Securities and Investment Commission.

Associate has the meaning given to it by the ASX Listing Rules.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

ASX Listing Rules or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

Auditor's Report means the auditor's report of BDO Audit Pty Ltd dated 30 September 2022 as included in the Annual Financial Report.

Board means the current board of Directors of the Company.

Business Day means a day on which trading takes place on the stock market of ASX.

Chair means the person chairing the Meeting.

Closely Related Party of a member of the KMP means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of 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 dealings with the Company;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporation Regulations 2001* (Cth).

Company means Livetiles Limited ACN 066 139 991.

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

Director means a current director of the Company.

Directors' Report means the report of Directors as included in the Annual Financial Report.

Dollar or "**\$**" means Australian dollars.

Explanatory Statement means the explanatory statement accompanying this Notice of Meeting.

KMP means key management personnel (including the Directors) whose remuneration details are included in the Remuneration Report.

Notice of Meeting or **Notice of Annual General Meeting** means this notice of annual general meeting dated 31 October 2022 including the Explanatory Statement.

Option means an option which, subject to its terms, could be exercised into a Share.

Ordinary Resolution means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Performance Right means a performance right which, subject to its terms, could convert to a Share.

Proxy Form means the proxy form attached to this Notice of Meeting.

Remuneration Report means the remuneration report as set out in the Annual Financial Report.

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

Restricted Voter means a member of the Company's KMP and any Closely Related Parties of those members.

Securities mean Shares and/or Options (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 Automatic Share Registry.

Special Resolution means a resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Spill Meeting means the meeting that will be convened within 90 days of the 2022 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2022 AGM.

Spill Resolution means the resolution required to be put to Shareholders at the 2022 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2022 AGM.

Trading Day has the meaning given to that term in ASX Listing Rule 19.12.

VWAP means the volume weighted average market (closing) price, with respects to the price of Shares.

ANNEXURE A – SUMMARY OF LONG TERM INCENTIVE PLAN

The Company intends to adopt the LTIP to assist in the reward, retention and motivation of the Company's Directors, senior management and other employees.

Under the rules of the LTIP, the Board has a discretion to offer any of the following awards to employees:

- performance rights to acquire Shares; and/or
- options to acquire Shares,

in each case subject to vesting conditions and/or performance hurdles (collectively, the **Awards**).

The terms and conditions of the LTIP are set out in comprehensive rules. A summary of the rules of the LTIP is set out below:

- The LTIP is open to any employee of the Company, including any executive director, as determined by the Board. Participation is voluntary.
- The Board may determine the type, number and value of Awards to be issued under the LTIP to each participant and other terms of the issue of the Awards, including:
 - the amount payable (if any) upon the grant of Awards;
 - any conditions, including performance and/or service conditions, which must be met by a participant in order for an Award to vest;
 - the period during which a vested Award may be exercised and the manner of exercise;
 - whether Awards may be settled by a Cash Equivalent Value or Share Equivalent Number;
 - any trading restrictions applying to any Shares allocated following the exercise of Awards; and
 - the time and circumstances when Awards will lapse.
- The Board may, in its discretion, allow the Company to advance a loan to a participant to facilitate the exercise of an Award, on any terms and conditions that the Board decides.
- When the Board, in its discretion, determines that any relevant vesting conditions have been satisfied, the Board will notify participants of the extent to which Awards will vest, or have vested and become exercisable.
- Each vested option and performance right enables the participant to be issued, or to be transferred, one Share upon exercise, subject to the rules governing the LTIP and the terms of any particular offer.
- Participants who have been allocated Awards, until those Awards have vested and (if applicable) have been exercised in accordance with the rules of the LTIP, are not permitted to participate in new issues of securities by the Company but adjustments may be made to the exercise price (if applicable) and/or the number of Awards to which each participant is entitled to take into account changes in the capital structure of the Company that occur by way of pro-rata and bonus issues in accordance with the rules of the LTIP and the ASX Listing Rules. If there is a reorganisation (including consolidation, subdivision, reduction, return or special dividend) of capital, the rights of each Participant who has been allocated Awards will be adjusted in the manner required by the ASX Listing Rules applying at the time of reorganisation.
- The Board may delegate the exercise of any of its powers or discretions under the LTIP to any person for the period and on the terms that it decides.

ANNEXURE B – SUMMARY OF THE MATERIAL TERMS OF THE CONVERTIBLE NOTES

Face Value	AUD\$1.00 per each Convertible Note
Term	The maturity date of the Convertible Notes is 42 months after date of first drawdown (unless all Convertible Notes are redeemed or converted earlier) (Maturity Date).
Rights	<p>Prior to conversion, the noteholder has no rights as a shareholders of the Company, including any:</p> <p>(a) beneficial entitlement to or interest in any share of any class in the capital of the Company;</p> <p>(b) right to vote at a meeting of members of the Company;</p> <p>(c) beneficial or other right to be paid or credited a dividend declared or determined by the Company or any other right to participate in a distribution of profits of the Company; or</p> <p>(d) proprietary interest in any asset or cash flow of the Company.</p>
Conversion at OneVentures election	<p>OneVentures may elect to convert the Convertible Notes at any time prior to the Maturity Date.</p> <p>If there is a change of control in the Company, OneVentures may also immediately elect to convert all Convertible Notes.</p>
Restrictions on conversion	<p>OneVentures must not convert a Convertible Note if the Company would be in breach by of any applicable law by doing so including to the extent conversion of a Convertible Note would result in:</p> <p>(a) a person acquiring a relevant interest in the voting shares in the Company in breach of s 606(1) of the Corporations Act (or any equivalent provision); or</p> <p>(b) a “foreign person” (within the meaning given to that term in the Foreign Acquisitions and Takeovers Act 2015 (Cth)) acquiring Shares in breach of the Foreign Acquisitions and Takeovers Act 2015 (Cth).</p>
Conversion Price and adjustments	<p>Upon conversion, the number of Shares to be issued to OneVentures will be calculated on the following basis: Face Value / Conversion Price.</p> <p>The “Face Value” is the face value of the Convertible Notes (being A\$1 per each Convertible Note).</p> <p>The “Conversion Price” is the initial conversion price of A\$0.20 which may be adjusted for certain corporate actions of the Company during the term of the Convertible Notes (so that the number of Shares issued to OneVentures on conversion is the same as the number of Shares OneVentures would have received if not for the corporate action).</p>

Redemption at Company's election	At any time prior to the maturity date, unless all of the Convertible Notes have already been converted, the Company may redeem all (but not some) of the Convertible Notes.
Mandatory redemption on maturity	To the extent that the Convertible Notes have not yet been converted on or before the applicable maturity date, then the Convertible Notes will be redeemed by the Company for cash.
Events of Default	<p>The Facility Agreement contains a typical event of default regime for a financing agreement. The events / circumstances which constitute an event of default include non-payment, insolvency, change of control and suspension of trading from the ASX.</p> <p>Following an event of default, OneVentures can cancel the convertible loan note facility. This will require the facility to be repaid, which would mean the Convertible Notes are redeemed by the Company.</p>
Representations and Warranties	The Company gives customary representations and warranties including in relation to registration, power and capacity, solvency, authorisations and compliance with law.
New Securities	The Company must seek OneVentures consent to issue any securities if the Company would be required to obtain the approval of holders of its ordinary shares pursuant to ASX LR 7.1, if immediately following that issuance, OneVentures elected to convert its Convertible Notes.
Board Observer	OneVentures is also a lender to the Company (having provided a term loan in addition to the convertible loan note facility under which the Convertible Notes are issued). If there is an event of default, OneVentures may be permitted to appoint an observer to the Company's Board.

ANNEXURE C – SUMMARY OF THE 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) 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
 - (vii) 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.

ANNEXURE D – KEY TERMS OF THE LIVETILES LIMITED 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; ○ 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) • 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>

Key terms	Description
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 Eligible Employee for the sole purpose of acquiring Shares at the applicable allocation price (Loan), including any interest payable on the Loan.
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> <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>

Key terms	Description
	<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>
<p>Exercise of Awards</p>	<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>
<p>Allocation of shares</p>	<p>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.</p>
<p>Quotation</p>	<p>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.</p>
<p>Disposal restrictions</p>	<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>

Key terms	Description
	<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> <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</p>

Key terms	Description
	<p>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>
Malus / clawback	<p>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.</p>
Employee share trust	<p>The Company may operate an employee share trust in conjunction with the EIP.</p>
Capital restructures	<p>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.</p>
Other terms	<p>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.</p>
Restriction on grants under the EIP	<p>The Plan restricts LiveTiles being able to grant Incentive Securities if:</p> <ul style="list-style-type: none"> • the number of Shares that had been previously issued under the EIP; and • the number of Shares that would be issued if all outstanding Awards granted under the EIP at the relevant time were exercised, would exceed 5.5% of the entire issued share capital of the Company at the relevant time.

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **3.00pm (AEDT) on Monday, 28 November 2022**, 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/#/login>

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)

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of LiveTiles Limited, to be held at **3.00pm (AEDT) on Wednesday, 30 November 2022 at FEM Meeting Room, 477 Collins Street, Melbourne, VIC 3000 and virtually** hereby:

Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

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The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the "for," "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1 and 14-16 (except where I/we have indicated a different voting intention below) even though Resolutions 1 and 14-16 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

VIRTUAL PARTICIPATION AT THE AGM:

The company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic, where shareholders will be able to watch, listen, and vote online.

To access the virtual meeting:

1. Open your internet browser and go to **investor.automic.com.au**
2. Login with your username and password or click "register" if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**

Further information on how to do this is set out in the Notice of Meeting. The Explanatory Notes that accompany and form part of the Notice of Meeting describe the various matters to be considered.

STEP 2 – Your voting direction

Resolutions	For	Against	Abstain	Resolutions	For	Against	Abstain
1. Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9. Ratification of Prior Issue of Convertible Notes, Tranche 1 and Issue of Maximum Underlying Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election of Jesse Todd as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10. Ratification of Prior Issue of Convertible Notes, Tranche 2 and Issue of Maximum Underlying Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Election of Vanessa Ferguson as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11. Ratification of Prior Issue My Net Zero Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Election of Kevin Young as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12. Approval of Issue of Human Link CY2022 Earn-out Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. SPECIAL RESOLUTION ASX Listing Rule 7.1A Approval of Future Issue of Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13. SPECIAL RESOLUTION Amendment to Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Ratification of Prior Issue of BindTuning Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. Adoption of Management Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Ratification of Prior Issue of Performance Rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15. Adoption of Employee Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Ratification of Prior Issue of Human Link Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16. Board Spill Meeting (Conditional Item)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3 – Signatures and contact details

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<input style="width: 100%; height: 100%;" type="text"/>	<input style="width: 100%; height: 100%;" type="text"/>	<input style="width: 100%; height: 100%;" type="text"/>
Sole Director and Sole Company Secretary	Director	Director / Company Secretary
Contact Name:		
<input style="width: 100%; height: 100%;" type="text"/>		
Email Address:		
<input style="width: 100%; height: 100%;" type="text"/>		
Contact Daytime Telephone	Date (DD/MM/YY)	
<input style="width: 100%; height: 100%;" type="text"/>	<input style="width: 20px; height: 20px;" type="text"/> / <input style="width: 20px; height: 20px;" type="text"/> / <input style="width: 20px; height: 20px;" type="text"/>	

By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).

LVT

