



ASX: LVH MARKET RELEASE

Extension of CEO Role and Proposed Terms

30 October 2020 | Melbourne, Victoria

Further to the announcement released on 1 October 2020, LiveHire Limited (ASX: LVH) ("LiveHire" or the "Company") has completed a thorough company-wide remuneration review in conjunction with remuneration specialist, Godfrey Remuneration Group, and is pleased to advise that it has finalised the ongoing terms of Christy Forest's role as Chief Executive Officer of LiveHire.

The parties have agreed to vary Christy's executive services agreement ("ESA") such that it remains ongoing until terminated in accordance with the terms of the ESA. The parties have also agreed the terms of Christy's ongoing service payment and short term and long term incentive payments.

In accordance with ASX Listing Rule 3.16.4, the variations to the ESA are outlined in Appendix 1.

Further, in line with the variations to the ESA, the Company has agreed to issue the following securities to Christy Forest under the Company's Employee Incentive Plan ("EIP"), subject to obtaining all necessary shareholder approvals at the Company's 2020 annual general meeting ("AGM"):

- 171,875 Service Rights (defined in Appendix 1 below); and
- 2,925,000 options exercisable into shares in the Company ("Options") as a long term incentive.

The key terms of the above securities are outlined in Appendix 2. For further information, please also refer to the Notice of Annual General Meeting released by the Company today.

For more information:

Charly Duffy, Company Secretary

investors@livehire.com

Subscribe to LiveHire's newsletter at: <http://eepurl.com/b2EMFL>

www.livehire.com/investor

Michael Rennie, LiveHire's Executive Chairman, authorised the release of this announcement to the ASX

About LiveHire

LiveHire is an award-winning¹ talent acquisition & engagement platform that revolutionises the candidate experience and enables businesses to thrive with talent on demand. Our Talent Acquisition & Engagement platform delivers a proactive sourcing and talent mobility solution called Live Talent Communities. The platform makes managing the flow of talent into and through businesses seamless, delivering value through detailed visibility of talent, shifting recruitment from reactive to proactive, improving fit, reducing time and cost to hire, with an unrivalled candidate experience.

Founded in 2011, LiveHire is an Australian company headquartered in Melbourne, with offices also in Sydney and Perth.

www.livehire.com

¹ https://drivenxdesign.com/SYD17/winners_list.asp

For personal use only

APPENDIX 1

The material variations to the terms of Christy Forest's ESA are as follows:

- Term
 - Instead of a fixed term, the ESA remains ongoing until terminated in accordance with the terms of the ESA; and
 - Either party may terminate the ESA without cause by giving the other party 12 weeks' written notice.
- Service Rights
 - Subject to the Company obtaining all required shareholder approvals, in respect of each financial year during the term of the ESA ("Relevant FY"), the Company will issue to Christy such number of Service Rights (defined below) under the EIP equal to \$55,000 (or such other amount agreed between the parties in writing) divided by the volume weighted average price ("VWAP") of the Company's shares ("Shares") recorded on ASX over the 10 days on which trades in Shares occurred immediately following release to ASX of the Company's annual financial report for the immediately preceding financial year. For FY21, 171,875 Service Rights are proposed for shareholder approval at the 2020 Annual General Meeting;
 - a "Service Right" is a service right issued under the EIP convertible into a Share for nil (\$0) upon satisfaction of the nominated service-based milestone(s);
 - all Service Rights shall be subject to the terms of the EIP and any associated documents required to be issued under the EIP;
 - subject to the terms of the EIP, Service Rights relating to a Relevant FY will only vest and become convertible into Shares if Christy is employed by the Company (and no notice of termination has been given) as at the last day of the Relevant FY; and
 - 50% of all vested Service Rights awarded to Christy (or any Shares issued on conversion of such Service Rights) must not be sold or otherwise disposed of until the earlier of:
 - 15 years from the date of issue of the Service Rights; or
 - the date on which Christy ceases both any employment with the Company (if applicable) and holding office as a Director of the Company.
- Short Term Incentive
 - In respect of the financial year ending 30 June 2021, Christy is entitled to a short term incentive award of up to \$175,500 (representing 45% of her total fixed salary, which comprises the base remuneration plus the value of the Service Rights) which may vest subject to meeting certain performance conditions as determined by the Board; and
 - the Board will determine the quantum of any future short term incentive awards and the extent to which the KPIs or any vesting conditions have been achieved.
- Long Term Incentive
 - Subject to the Company obtaining all required shareholder approvals, the Board may determine in its absolute discretion, with respect to any year or other relevant period, that Christy will be eligible to be granted long term incentive awards covering periods of 3 years or more subject to specified KPIs applicable to that period;
 - long term incentive awards shall be granted under the EIP;
 - the Board will determine the KPIs applicable to any long term incentive awards and other guidelines for the long term incentive calculations, which may include financial, strategic and management KPIs. The minimum thresholds for vesting of any long term incentive award requires no material regulatory or compliance failures and minimum achievement of agreed threshold performance metrics applicable to each tranche of equity. Material regulatory/compliance failures include (but are not limited to) breach of ATO requirements, Data Privacy Laws, ASX Listing Rules, Company Securities Trading Policy, ASIC and Corporations Law;
 - the Board will determine the quantum of any long term incentive awards and the extent to which the KPIs or any vesting conditions have been achieved; and
 - the 2,925,000 options which are proposed for shareholder approval at the 2020 Annual General Meeting comprise the long term incentive award for the period 1 July 2020 to 30 June 2023.

APPENDIX 2

The material terms of the securities proposed to be issued to Christy Forest, subject to obtaining all necessary approvals at the AGM, are as follows:

- 171,875 Service Rights on the following key terms:
 - the Service Rights will be issued for nil consideration and be convertible into Shares for nil;
 - the Service Rights will vest on 30 June 2021, provided that Christy remains employed by the Company at that date and no notice of termination has been given. If Christy ceases employment before 30 June 2021, such pro rata amount of the Service Rights corresponding to the portion of the financial year during which Christy was employed shall vest;
 - the Service Rights will expire on the date that is 15 years from the date of issue;
 - 50% of all vested Service Rights awarded to Christy (or any Shares issued on conversion of such Service Rights) must not be sold or otherwise disposed of until the earlier of:
 - 15 years from the date of issue of the Service Rights; or
 - the date on which Christy ceases both any employment with the Company (if applicable) and holding office as a Director of the Company; and
 - as the Service Rights are to be issued under the EIP, the terms of the EIP will apply.
- 2,925,000 Options as a long term incentive on the following key terms:
 - \$0.32 exercise price per Option;
 - each Option is exercisable into one Share;
 - the Options will expire on the date that is 5 years from the date of issue;
 - the Options will vest on 30 June 2023 ("Vesting Date"), provided that:
 - Christy remains employed until 30 June 2021 and no notice of termination has been given at that date ("Employment Hurdle Date"); and
 - there has been no material regulatory or compliance failures as set out in Appendix 1;
 - the number of Options that will vest on the Vesting Date will be calculated with reference to the VWAP over the 10 days on which trades in Shares occur immediately following release of the FY23 Annual Report, details of which are set out in the notice of AGM released by the Company today;
 - if Christy ceases employment with the Company before the Vesting Date:
 - and Christy is a Bad Leaver (as defined in the EIP), all unvested Options will lapse in accordance with the terms of the EIP;
 - but after the Employment Hurdle Date and Christy is not a Bad Leaver, the Options will not lapse. Those instruments not forfeited are subjected to vesting testing (at the Board's sole discretion) at the date of termination and any Options that are not determined to vest will be forfeited and cancelled; and
 - the Options will expire on the date that is 30 days from the date of cessation of employment;
 - 50% of the Options issued and vested (or any Shares issued on exercise or conversion of such Options) must not be sold or otherwise disposed of until the earlier of:
 - 15 years from the date of issue of the Options; or
 - the date on which Christy ceases employment with the Company; and
 - as the Options are to be issued under the EIP, the terms of the EIP will apply.