

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

LiveHire Limited

ABN/ARBN

59 153 266 605

Financial year ended:

30 June 2021

Our corporate governance statement¹ for the period above can be found at:²

- These pages of our annual report:
- This URL on our website: <https://www.livehire.com/investors/>

The Corporate Governance Statement is accurate and up to date as at *[insert effective date of statement]* and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.³

Date: 30 August 2021

Name of authorised officer authorising lodgement: Charly Duffy (Company Secretary)

¹ "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of Listing Rule 4.10.3.

Under Listing Rule 4.7.3, an entity must also lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX. The Appendix 4G serves a dual purpose. It acts as a key designed to assist readers to locate the governance disclosures made by a listed entity under Listing Rule 4.10.3 and under the ASX Corporate Governance Council's recommendations. It also acts as a verification tool for listed entities to confirm that they have met the disclosure requirements of Listing Rule 4.10.3.

The Appendix 4G is not a substitute for, and is not to be confused with, the entity's corporate governance statement. They serve different purposes and an entity must produce each of them separately.

² Tick whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where your corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

³ Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

See notes 4 and 5 below for further instructions on how to complete this form.

For personal use only

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	<input checked="" type="checkbox"/> and we have disclosed a copy of our board charter at: the Company's website, www.livehire.com/investors/governance/	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

⁴ Tick the box in this column only if you have followed the relevant recommendation **in full** for the **whole** of the period above. Where the recommendation has a disclosure obligation attached, you must insert the location where that disclosure has been made, where indicated by the line with "*insert location*" underneath. If the disclosure in question has been made in your corporate governance statement, you need only insert "our corporate governance statement". If the disclosure has been made in your annual report, you should insert the page number(s) of your annual report (eg "pages 10-12 of our annual report"). If the disclosure has been made on your website, you should insert the URL of the web page where the disclosure has been made or can be accessed (eg "www.entityname.com.au/corporate-governance/charters/").

⁵ If you have followed all of the Council's recommendations **in full** for the **whole** of the period above, you can, if you wish, delete this column from the form and re-format it.

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
<p>1.5 A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</p> <p>(B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p> <p>If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed a copy of our diversity policy at the Company's website, www.livehire.com/investors/governance/ and we have disclosed the information referred to in paragraph (c) in the Corporate Governance Statement</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
<p>1.6 A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) in the Corporate Governance Statement. and whether a performance evaluation was undertaken for the reporting period in accordance with that process in the Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) in the Corporate Governance Statement.</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process in the Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p><input checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at: the Company's website, www.livehire.com/investors/governance/ and the information referred to in paragraphs (4) and (5) in the Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.2	<p>A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.</p>	<p><input checked="" type="checkbox"/> and we have disclosed our board skills matrix in the Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p><input checked="" type="checkbox"/> and we have disclosed the names of the directors considered by the board to be independent directors in the Corporate Governance Statement.</p> <p>and, where applicable, the information referred to in paragraph (b) in the Corporate Governance Statement.</p> <p>and the length of service of each director in the Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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2.4	A majority of the board of a listed entity should be independent directors.	<input type="checkbox"/>	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	<input type="checkbox"/>	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> and we have disclosed our values at: the Company's website at https://www.livehire.com/our-purpose/	<input type="checkbox"/> set out in our Corporate Governance Statement
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	<input checked="" type="checkbox"/> and we have disclosed our code of conduct at: the Company's website, www.livehire.com/investors/governance/	<input type="checkbox"/> set out in our Corporate Governance Statement
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	<input checked="" type="checkbox"/> and we have disclosed our whistleblower policy at: the Company's website, www.livehire.com/investors/governance/	<input type="checkbox"/> set out in our Corporate Governance Statement
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	<input checked="" type="checkbox"/> and we have disclosed our anti-bribery and corruption policy at: the Company's website, www.livehire.com/investors/governance/	<input type="checkbox"/> set out in our Corporate Governance Statement

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PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p><input checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at: the Company's website, www.livehire.com/investors/governance/ and the information referred to in paragraphs (4) and (5) in the Corporate Governance Statement.</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement</p>
4.2	<p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.3	<p>A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p>	<p><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE		
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1. <input checked="" type="checkbox"/> and we have disclosed our continuous disclosure compliance policy at: the Company's website, www.livehire.com/investors/governance/	<input type="checkbox"/> set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made. <input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation. <input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS		
6.1	A listed entity should provide information about itself and its governance to investors via its website. <input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at: www.livehire.com/investors/shareholders/	<input type="checkbox"/> set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors. <input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders. <input checked="" type="checkbox"/> and we have disclosed how we facilitate and encourage participation at meetings of security holders in our Shareholder Communications Policy at: the Company's website, www.livehire.com/investors/governance/	<input type="checkbox"/> set out in our Corporate Governance Statement
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands. <input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically. <input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement

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PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p><input checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at: the Company's website, www.livehire.com/investors/governance/ and the information referred to in paragraphs (4) and (5) in the Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p><input checked="" type="checkbox"/> and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period in the Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	<p><input checked="" type="checkbox"/> and we have disclosed the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes in the Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

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7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	<input checked="" type="checkbox"/> and we have disclosed whether we have any material exposure to environmental and social risks in the Corporate Governance Statement. and, if we do, how we manage or intend to manage those risks in the Corporate Governance Statement.	<input type="checkbox"/> set out in our Corporate Governance Statement

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PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p><input checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at: the Company's website, www.livehire.com/investors/governance/ and the information referred to in paragraphs (4) and (5) in the Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.2	<p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	<p><input checked="" type="checkbox"/> and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives in our Remuneration Policy and Remuneration & Nomination Committee Charter at: the Company's website, www.livehire.com/investors/governance/</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p><input checked="" type="checkbox"/> and we have disclosed our policy on this issue or a summary of it in our Securities Trading Policy at: the Company's website, www.livehire.com/investors/governance/</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	<input type="checkbox"/> and we have disclosed information about the processes in place at: [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we do not have a director in this position and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are established in Australia and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable <input type="checkbox"/> we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable
ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES			
-	<i>Alternative to Recommendation 1.1 for externally managed listed entities:</i> The responsible entity of an externally managed listed entity should disclose: (a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and (b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.	<input type="checkbox"/> and we have disclosed the information referred to in paragraphs (a) and (b) at: [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement

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-	<p><i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i></p> <p>An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed the terms governing our remuneration as manager of the entity at:</p> <p>.....</p> <p>[insert location]</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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CORPORATE GOVERNANCE STATEMENT

This Corporate Governance Statement sets out the Company's current compliance with the fourth edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (**Principles and Recommendations**) in respect of the reporting period ended 30 June 2021 (**Reporting Period**).

The Board of the Company currently has in place corporate governance policies and charters which have been posted in a dedicated corporate governance information section on the Company's website at www.livehire.com/investors/governance/.

PRINCIPLES AND RECOMMENDATIONS		COMPLY (Yes/No)	EXPLANATION
1.	Lay solid foundations for management and oversight		
1.1	<p>Companies should have and disclose a board charter setting out:</p> <p>(a) the respective roles and responsibilities of its board and management; and</p> <p>(b) those matters expressly reserved to the board and those delegated to management.</p>	Yes	<p>The Company has adopted a Board Charter that sets out the specific roles and responsibilities of the Board, the Chair and management and includes a description of those matters expressly reserved to the Board and those delegated to management.</p> <p>Please refer to the Board Charter (available via the Company's website, www.livehire.com/investors/governance/) for information about the respective roles and responsibilities of our Board and management (including those matters expressly reserved to the Board and those delegated to management).</p>
1.2	<p>Companies should:</p> <p>(a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and</p> <p>(b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.</p>	Yes	<p>The Remuneration & Nomination Committee Charter delegates responsibility to the Nomination & Remuneration Committee to:</p> <ul style="list-style-type: none"> identify and nominate, for the approval of the Board, candidates to fill Board vacancies as and when they arise, having regard to the desired composition of the Board; and undertake appropriate checks before appointing a director or senior executive or putting forward to shareholders a new candidate for election as a director. <p>The Nomination & Remuneration Committee is also responsible for ensuring that the Company provides its security holders with all material information in its possession relevant to a decision whether or not to elect or re-elect a director.</p>

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			Please refer to the Remuneration & Nomination Committee Charter (available via the Company's website, www.livehire.com/investors/governance) for further details.
1.3	Companies should have a written agreement with each director and senior executive setting out the terms of their appointment.	Yes	The Company has entered into a written agreement with each Director and senior executive setting out the terms of their appointment.
1.4	The company secretary should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	Yes	The Company Secretary is accountable to the Board, through the Chair, on all matters to do with the proper functioning of the Board, unless delegated by the Board to another appropriate person. Please refer to the Board Charter (available via the Company's website, www.livehire.com/investors/governance) for further details.
1.5	Companies should: (a) have and disclose a diversity policy; (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; (c) disclose in relation to each reporting period: (1) the measurable objectives set for that period to achieve gender diversity; (2) the progress towards achieving those objectives; and (3) either: (A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or (B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender	Partially	The Company has developed a Diversity and Inclusion Policy which includes requirements for the Board to set measurable objectives for achieving gender diversity goals and review the entity's progress in achieving them. The Nomination & Remuneration Committee is responsible for reporting to the Board on the Company's progress towards achieving its measurable objectives on an annual basis and conducting a review of the status of diversity within the Company. The Company recognises that gender diversity amongst its personnel broadens the pool of high-quality directors and employees, is likely to support employee retention, is likely to encourage greater innovation by drawing on different perspectives, is a socially and economically responsible governance practice and will improve the Company's corporate reputation. The Board considers that the Company is not currently of a size or complexity to warrant setting measurable objectives to achieve gender diversity and that the requirements of the Company's Diversity and Inclusion Policy are sufficient for the Company's present circumstances to ensure gender diversity remains a priority in the Company's growth and business strategies.

	<p>Equality Indicators", as defined in and published under that Act.</p>		<p>The Board assessed the gender diversity of the Company at the end of the Reporting Period and discloses the following proportions of men and women:</p> <ul style="list-style-type: none"> • whole organisation: 40 men and 18 women; • senior executive positions: 4 men and 3 women; • Board: 3 men and 4 women*. <p>* Including the Company Secretary.</p> <p>The Board considers 'senior executives' to be C-level or equivalent roles which report to the Chief Executive Officer and the Head of North America.</p> <p>Please refer to the Diversity and Inclusion Policy (available via the Company's website, www.livehire.com/investors/governance) for further details.</p>
<p>1.6</p>	<p>Companies should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p>Yes</p>	<p>The Board, with the advice and assistance of the Nomination & Remuneration Committee, is required to self-evaluate its performance and effectiveness, and the performance of individual Directors on an annual basis. The Nomination & Remuneration Committee is also required to self-evaluate its performance and effectiveness, and the performance of its members on an annual basis. The Nomination & Remuneration Committee is responsible for recognising and analysing any gaps in the skills and experience of the current Board.</p> <p>During the Reporting Period, the Board undertook an analysis of the Board's skills matrix to ensure that the skills present on the Board were appropriate for the Company's strategic goals. The evaluation resulted in the appointment of Lesa Francis and Kathryn Foster as independent non-executive directors, and the establishment of the Global Advisory Board.</p> <p>The Board also continuously evaluated the Board's performance and processes, including evaluating the process, content and conduct of each Board meeting as a standing agenda item.</p> <p>Please refer to the Remuneration & Nomination Committee Charter and the Board Charter (available via the Company's website, www.livehire.com/about/investors) for further details.</p>

1.7	<p>Companies should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that reporting period.</p>	Yes	<p>With the advice and assistance of the Nomination & Remuneration Committee, the Board is responsible for periodically reviewing and approving the performance of the senior executives and employ such discretionary evaluation techniques as appropriate during each evaluation period.</p> <p>During the Reporting Period, the Company conducted a 360-degree executive evaluation, and undertook a self-evaluation and management evaluation of all senior executives.</p> <p>Please refer the Remuneration & Nomination Committee Charter and the Board Charter (available via the Company's website, www.livehire.com/investors/governance) for further details.</p>
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2. Structure the board to be effective and add value

2.1	<p>The board should:</p> <p>(a) have a nomination committee which:</p> <ol style="list-style-type: none"> (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	Yes	<p>The Company has established the Nomination & Remuneration Committee and adopted the Remuneration & Nomination Committee Charter.</p> <p>As at the date of this Corporate Governance Statement, the Nomination & Remuneration Committee is comprised of:</p> <ul style="list-style-type: none"> • Kathryn Foster (Chair and independent non-executive Director) (Kathryn Foster was appointed as Chair of the Nomination & Remuneration Committee on 1 July 2021); • Rajarshi Ray (Independent non-executive Director); and • Michael Rennie (Board Chair and Executive Director). <p>In respect of the Reporting Period, the number of Nomination & Remuneration Committee meetings and the individual attendances of the members at those meetings are as follows:</p> <table border="1" data-bbox="1240 1161 2067 1428"> <thead> <tr> <th>Director</th> <th>Number Eligible to Attend</th> <th>Number Attended</th> </tr> </thead> <tbody> <tr> <td>Reina Nicholls*</td> <td>3</td> <td>3</td> </tr> <tr> <td>Michael Rennie</td> <td>3</td> <td>3</td> </tr> <tr> <td>Adam Zorzi*</td> <td>1</td> <td>1</td> </tr> <tr> <td>Rajarshi Ray*</td> <td>2</td> <td>2</td> </tr> </tbody> </table>	Director	Number Eligible to Attend	Number Attended	Reina Nicholls*	3	3	Michael Rennie	3	3	Adam Zorzi*	1	1	Rajarshi Ray*	2	2
Director	Number Eligible to Attend	Number Attended																
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Michael Rennie	3	3																
Adam Zorzi*	1	1																
Rajarshi Ray*	2	2																

			<p>* Reina Nicholls ceased as Chair of the Nomination & Remuneration Committee on 22 June 2021.</p> <p>* Adam Zorzi ceased as member of the Nomination & Remuneration Committee on 9 September 2020.</p> <p>* Rajarshi Ray was appointed as member of the Nomination & Remuneration Committee on 9 September 2020 and interim Chair on 22 June 2021, and resigned as Chair on 1 July 2021.</p> <p>Please refer the Remuneration & Nomination Committee Charter (available via the Company's website, www.livehire.com/investors/governance) for further details.</p>
2.2	Companies should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.	Yes	<p>The Nomination & Remuneration Committee is responsible for setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership.</p> <p>The Board Skills Matrix details the collective skills, knowledge, experience, personal attributes and other criteria the Board of Directors. The Board will assess all future candidates for Board positions, and the performance of its current members.</p> <p>Please refer to the Board Skills Matrix at Annexure A to this Corporate Governance Statement and the Remuneration & Nomination Committee Charter (available via the Company's website, www.livehire.com/investors/governance) for further details.</p>
2.3	<p>Companies should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	Yes	<p>As at the date of this Corporate Governance Statement, the Board consists of six Directors, three of which are independent Directors – Rajarshi Ray, Lesa Francis and Kathryn Foster.</p> <p>No independent Director has any interest, position, association or relationship of the type described in Box 2.3.</p> <p>The length of services for each Director is as follows:</p> <ul style="list-style-type: none"> • Michael Rennie (Chair and Executive Director) – appointed 5 March 2018; • Antonluigi Gozzi (Executive Director) – appointed 16 September 2011; • Christy Forest (Executive Director) – appointed 1 September 2017;

			<ul style="list-style-type: none"> • Rajarshi Ray (Independent non-executive Director) – appointed 9 September 2020; • Lesa Francis (Independent non-executive Director) – appointed 22 June 2021; and • Kathryn Foster (Independent non-executive Director) – appointed 1 July 2021.
2.4	A majority of the board should be independent directors.	No	<p>Three of the six Directors of the Company are considered to be independent, non-executive directors: Rajarshi Ray, Lesa Francis and Kathryn Foster.</p> <p>The Board believes that the Company is not presently of a size or complexity to justify the appointment of an additional independent Director for the purposes of complying with this Recommendation 2.4.</p>
2.5	The chair of the board should be an independent director and, in particular, should not be the same person as the CEO.	Partially	Michael Rennie, the Company's Chair, is an Executive Director, however, he is not the same person as the CEO of the Company.
2.6	Companies should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	Yes	<p>The Company's Nomination & Remuneration Committee is responsible for:</p> <ul style="list-style-type: none"> • establishing and facilitating an induction program for new directors with all such information and advice which may be considered necessary or desirable for the director to commence their appointment to the Board; and • periodically reviewing the need for existing directors to undertake further professional development to maintain the skills and knowledge needed to perform their role effectively. <p>Please refer to the Company's Remuneration & Nomination Committee Charter (available via the Company's website, www.livehire.com/investors/governance) for further details.</p>
3	Instil a culture of acting lawfully, ethically and responsibly		
3.1	Companies should articulate and disclose its values.	Yes	The Company's values are set out in the 'Our Mission' section of the Company's website at https://www.livehire.com/our-purpose/

			Please also refer to the Company's Code of Conduct available via the Company's website, www.livehire.com/investors/governance for further details.
3.2	<p>Companies should:</p> <p>(a) have and disclose a code of conduct for its directors, senior executives and employees; and</p> <p>(b) ensure that the board or a committee of the board is informed of any material breaches of that code.</p>	Yes	<p>The Board has adopted a Code of Conduct Policy to be followed by all 'personnel' of the Company, including any director (executive or non-executive), officer, employee, authorised representative, contractor or consultant of the Company (or any subsidiary of the Company).</p> <p>The Code of Conduct Policy requires the Chief Executive Officer or the Chair as appropriate to inform the Remuneration and Nomination Committee of all material breaches of the Code of Conduct.</p> <p>Please refer to the Code of Conduct Policy (available via the Company's website, www.livehire.com/investors/governance) for further details.</p>
3.3	<p>Companies should:</p> <p>(a) have and disclose a whistleblower policy; and</p> <p>(b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.</p>	Yes	<p>The Company's Whistleblowers Policy is available on the Company's website, www.livehire.com/investors/governance</p> <p>Any complaint lodged by a Whistleblower will be investigated and copies of all investigation reports will be provided to the Audit & Risk Committee by the relevant Whistleblower Protection Officer.</p>
3.4	<p>Companies should:</p> <p>(a) have and disclose an anti-bribery and corruption policy; and</p> <p>(b) ensure that the board or a committee of the board is informed of any material breaches of that policy.</p>	Yes	<p>The Company's Anti-Bribery and Corruption Policy is available on the Company's website, www.livehire.com/investors/governance</p> <p>All material breaches of the Anti-Bribery and Corruption Policy must be reported immediately to the Board.</p>
4	Safeguard the integrity of corporate reports		
4.1	<p>The board should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p>	Partially	<p>The Company has established an Audit & Risk Committee, which is governed by the Audit & Risk Management Committee Charter.</p> <p>The Audit & Risk Committee is currently comprised of Rajarshi Ray (Chair and independent non-executive Director), Kathryn Foster (Independent non-executive Director) and Antonluigi Gozzi (Executive Director).</p>

<p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>		<p>The relevant qualifications and experience of each member of the Audit & Risk Committee are set out below:</p> <ul style="list-style-type: none">• Rajarshi Ray Raj's executive career has included Coopers & Lybrand (now PwC), American Express and most recently as the CEO of Class – one of Australia's leading SaaS organizations. He has worked in over 20 markets across the Americas, Europe, Asia and Oceania.- focusing on the intersection of Financial Services, People and Technology. Raj holds Bachelor and Post Graduate qualifications in Technology, Accounting and Finance, and is a Fellow of the Institute of Chartered Accountants (FCA), Financial Services Institute (SA Fin) and Institute of Company Directors (AICD).• Kathryn Foster Kathryn has a strong background in technology, sales and early stage start-up companies. Kathryn has more than two decades of experience designing, building and running large internet-based businesses. Prior to becoming a professional non-exec director, Kathryn was executive Senior Director of Xbox Games Marketplace, as well as, Microsoft Store online where she managed the profit and loss and global expansion in over 200 geographies with annual revenue budgets in the low billions of dollars. She has extensive technical and commercial experience in software and hardware solutions and advises companies on strategy and technology. Kathryn is currently the managing director of macroDATA Digital Solutions, a green datacentre company in Australia. Kathryn holds a Bachelor of Science (BSc) in International Marketing from Oregon State University and Associate of Science (ASc) – Computer Science and Information Systems from SCC Seattle, USA.• Antonluigi Gozzi Antonluigi leads the development team, and has managed the in- house development of LiveHire's technology platform
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and proprietary intellectual property since incorporation of the Company.

Antonluigi's passions are technology, big data and network analytics, and businesses that use technology to improve the quality of life of their users and make society more efficient and transparent for all.

Prior to founding LiveHire in 2011, Antonluigi worked in management consulting and delivered projects for some of Australia's largest corporates, including BHP Billiton, Leighton and Fairfax both in Australia and overseas.

Antonluigi has a Masters of Engineering from the University of Parma, Italy, and is member of the Australian Institute of Company Directors.

Whilst the Audit & Risk Committee is constituted by a majority of independent, non-executive Directors, one of the members of the Audit & Risk Committee is an executive Director. Based on the current composition of the Board and the various responsibilities and commitments of each Director, the Board believes that the Company is not presently of a size or complexity to justify the appointment of an additional independent Director for the purposes of complying with this Recommendation. Consequently, the Company currently does not satisfy the requirement in sub-paragraph 4.1(a)(1) of Recommendation 4.1.

The Company otherwise satisfies the other requirements of Recommendation 4.1.

In respect of the Reporting Period, the number of the Audit & Risk Committee meetings and the individual attendances of the members at those meetings are as follows:

Director	Number Eligible to Attend	Number Attended
Adam Zorzi*	1	1
Antonluigi Gozzi	3	3
Reina Nicholls*	3	3
Rajarshi Ray*	2	2

			<p>*Adam Zorzi resigned as Chair of the Audit & Risk Committee on 9 September 2020. *Reina Nicholls resigned as Audit & Risk Committee member on 22 June 2021. *Rajarshi Ray was appointed as Chair of the Audit & Risk Committee on 9 September 2020.</p> <p>Please refer to the Audit & Risk Management Committee Charter (available via the Company's website, www.livehire.com/investors/governance) for further details.</p>
4.2	<p>The board should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	Yes	<p>The Audit & Risk Committee ensures that the Chief Executive Officer and Chief Financial Officer provide declarations in relation to the Company's financial reports required by both section 295A of the <i>Corporations Act 2001</i> (Cth) and this Recommendation 4.2 (CEO and CFO Declarations).</p> <p>During the Reporting Period, the CFO and CEO Declarations for each relevant financial period were delivered to the Board before it approved the Company's financial statements for each financial period.</p> <p>Please refer to the Audit & Risk Management Committee Charter (available via the Company's website, www.livehire.com/investors/governance) for further details.</p>
4.3	<p>Companies should disclose its processes to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p>	Yes	<p>As set out in the Company's Audit and Risk Committee Charter, the Audit and Risk Committee is responsible for ensuring that any periodic corporate report the Company releases to the market that has not been subject to audit or review by an external auditor discloses the process taken to verify the integrity of its content.</p> <p>During the Reporting Period, the Board reviewed and approved the release of each unaudited periodic corporate report and was given the opportunity to question management as to its content.</p> <p>Please refer to the Audit & Risk Management Committee Charter and the Shareholder Communications Policy (available via the Company's website, www.livehire.com/investors/governance) for further details.</p>
5	Make timely and balanced disclosure		

5.1	Companies should have and disclose a written policy for complying with its continuous disclosure obligations under Listing Rules 3.1.	Yes	<p>The Company has adopted a Continuous Disclosure Policy to ensure compliance with its continuous disclosure obligations under the Listing Rules. The Policy establishes procedures that seek to ensure that Directors and management are aware of, and fulfil, their obligations in relation to the timely disclosure of material price-sensitive information.</p> <p>Please refer to the Continuous Disclosure Policy (available via the Company's website, www.livehire.com/investors/governance) for further details.</p>
5.2	Companies should ensure that its board receives copies of all material market announcements promptly after they have been made.	Yes	<p>Under the Company's Continuous Disclosure Policy, all members of the Board will receive material market announcements promptly after they have been made.</p> <p>Final material market announcements are also circulated to all members of the Board immediately prior to lodgement.</p> <p>Please refer to the Continuous Disclosure Policy (available via the Company's website, www.livehire.com/investors/governance) for further details.</p>
5.3	Companies that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	Yes	<p>All substantive investor or analyst presentations are, and will be, released on the ASX Markets Announcement Platform ahead of such presentations.</p> <p>Please refer to the Continuous Disclosure Policy (available via the Company's website, www.livehire.com/investors/governance) for further details.</p>
6	Respect the rights of security holders		
6.1	Companies should provide information about itself and its governance to investors via its website.	Yes	<p>Information regarding the Company, its business and its governance is available on its website www.livehire.com/investors/shareholders</p>
6.2	Companies should have an investor relations program that facilitates effective two-way communication with investors.	Yes	<p>The Company's Shareholder Communications Policy establishes procedures to ensure that Shareholders are provided with sufficient information to assess the performance of the Company and are informed of all major developments affecting the affairs of the Company in accordance with all applicable laws.</p> <p>The Company has also engaged an investor relations consultant to lead and facilitate communication with investors.</p>

			Please refer to the Shareholder Communications Policy and the Investor Relations page (available via the Company's website, www.livehire.com/investors/governance) for further details.
6.3	Companies should disclose how it facilitates and encourages participation at meetings of security holders.	Yes	<p>The Company's Shareholder Communications Policy establishes procedures to encourage effective participation at general meetings of the Company.</p> <p>Shareholders are encouraged to submit questions or requests for information directly to the Company, and attend and participate at general meetings. At each general meeting, shareholders are also given the opportunity to ask questions on each item of business.</p> <p>Please refer to the Shareholder Communications Policy (available via the Company's website, www.livehire.com/investors/governance) for further details.</p>
6.4	Companies should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	Yes	<p>Under the Company's Shareholder Communications Policy, whenever possible and appropriate, the Company will ensure that all substantive resolutions at a meeting of shareholders are decided by a poll rather than by a show of hands.</p> <p>Please refer to the Shareholder Communications Policy (available via the Company's website, www.livehire.com/investors/governance) for further details.</p>
6.5	Companies should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	Yes	<p>The Company's Shareholder Communications Policy ensures that Shareholders are able to access information relevant to their shareholding in the Company via periodic mail-outs or (on election) to receive email communications. Shareholders are also granted access the Company's share registry.</p> <p>Please refer to the Shareholder Communications Policy (available via the Company's website, www.livehire.com/investors/governance) for further details.</p>
7	Recognise and manage risk		
7.1	Companies should: (a) have a committee or committees to oversee risk, each of which:	Yes	The Company has established an Audit & Risk Committee, which is governed by the Audit & Risk Management Committee Charter.

	<p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>		<p>The Audit & Risk Committee is currently comprised of Rajarshi Ray (Chair and independent non-executive Director), Kathryn Foster (Independent non-executive Director) and Antonluigi Gozzi (Executive Director).</p> <p>In respect of the Reporting Period, the number of the Audit & Risk Committee meetings and the individual attendances of the members at those meetings are as follows:</p> <table border="1" data-bbox="1238 411 2067 671"> <thead> <tr> <th>Director</th> <th>Number Eligible to Attend</th> <th>Number Attended</th> </tr> </thead> <tbody> <tr> <td>Adam Zorzi*</td> <td>1</td> <td>1</td> </tr> <tr> <td>Antonluigi Gozzi</td> <td>3</td> <td>3</td> </tr> <tr> <td>Reina Nicholls*</td> <td>3</td> <td>3</td> </tr> <tr> <td>Rajarshi Ray*</td> <td>2</td> <td>2</td> </tr> </tbody> </table> <p>*Adam Zorzi resigned as Chair of the Audit & Risk Committee on 9 September 2020. *Reina Nicholls resigned as Audit & Risk Committee member on 22 June 2021. *Rajarshi Ray was appointed as Chair of the Audit & Risk Committee on 9 September 2020.</p> <p>Please refer to the Audit & Risk Management Committee Charter and the Risk Management Policy (available via the Company's website, www.livehire.com/investors/governance) for further details.</p>	Director	Number Eligible to Attend	Number Attended	Adam Zorzi*	1	1	Antonluigi Gozzi	3	3	Reina Nicholls*	3	3	Rajarshi Ray*	2	2
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Reina Nicholls*	3	3																
Rajarshi Ray*	2	2																
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	Yes	<p>In accordance with the Company's Audit & Risk Management Committee Charter, the Audit & Risk Committee is responsible for ensuring that the Company's risk management framework is reviewed at least annually.</p> <p>The Company regularly evaluates the effectiveness of its risk management program to ensure that its internal control systems and processes are monitored and updated on an ongoing basis.</p> <p>During the Reporting Period, the Audit & Risk Committee conducted (and continues to conduct) extensive reviews of the structure of the Company's risks register and risk management framework in order to update existing risks and identify new and</p>															

			<p>emerging risks, to ensure that the risk management process aligns with the Company's strategic goals.</p> <p>Please refer to the Audit & Risk Management Committee Charter and the Risk Management Policy (available via the Company's website, www.livehire.com/investors/governance) for further details.</p>
7.3	<p>Companies should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes</p>	Yes	<p>The Company does not have an internal audit function. The Board considers the Audit & Risk Committee and financial control function, in conjunction with its Risk Management Policy, are sufficient processes for evaluating and continually improving the effectiveness of its risk management and internal control processes for a company of its size and complexity.</p> <p>Please refer to the Company's Audit & Risk Management Committee Charter and the Risk Management Policy (available via the Company's website, www.livehire.com/investors/governance) for further details.</p>
7.4	<p>Companies should disclose whether it has any material exposure to economic or social risks and, if it does, how it manages or intends to manage those risks.</p>	Yes	<p>In accordance with the Audit & Risk Management Committee Charter, the Audit & Risk Committee is responsible for reviewing whether the Company has any material exposure to any economic and social risks and, if so, developing strategies to manage such risks.</p> <p>Please refer to the Annual Report in respect of the Company's exposure to economic and social risks. The Company has no other exposure to any economic and social risks to disclose.</p> <p>Please refer to the Audit & Risk Management Committee Charter and the Risk Management Policy (available via the Company's website, www.livehire.com/investors/governance) for further details.</p>
8	Remunerate fairly and responsibly		
8.1	<p>Companies should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director,</p>	Yes	<p>The Company has established a Nomination & Remuneration Committee which is governed by the Remuneration & Nomination Committee Charter.</p> <p>As at the date of this Corporate Governance Statement, the Nomination & Remuneration Committee is comprised of:</p>

and disclose:

- (3) the charter of the committee;
- (4) the members of the committee; and
- (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or

(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.

- Kathryn Foster (Chair and independent non-executive Director) (Kathryn Foster was appointed as Chair of the Nomination & Remuneration Committee on 1 July 2021);
- Rajarshi Ray (Independent non-executive Director); and
- Michael Rennie (Board Chair and Executive Director).

In respect of the Reporting Period, the number of Nomination & Remuneration Committee meetings and the individual attendances of the members at those meetings are as follows:

Director	Number Eligible to Attend	Number Attended
Reina Nicholls*	3	3
Michael Rennie	3	3
Adam Zorzi*	1	1
Rajarshi Ray*	2	2

* Reina Nicholls ceased as Chair of the Nomination & Remuneration Committee on 22 June 2021.

* Adam Zorzi ceased as member of the Nomination & Remuneration Committee on 9 September 2020.

* Rajarshi Ray was appointed as member of the Nomination & Remuneration Committee on 9 September 2020 and interim Chair on 22 June 2021, and resigned as Chair on 1 July 2021.

Please refer to Remuneration Policy and the Remuneration & Nomination Committee Charter (available via the Company's website, www.livehire.com/investors/governance) for further details.

8.2

Companies should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.

Yes

The Company's Remuneration Policy and Remuneration & Nomination Committee Charter discloses its policies and practices regarding the remuneration of non-executive Directors and the remuneration of executive Directors and other senior executives.

Please see the Remuneration Policy and Remuneration & Nomination Committee Charter (available via the Company's website, www.livehire.com/investors/governance) for further details.

8.3	A company which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.	Yes	The Company has adopted an Employee Incentive Plan (EIP) to reward, retain and attract certain employees, consultants and directors of the Company (Participants). The Company's Security Trading Policy prohibits Participants from entering into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the EIP. Please see the Securities Trading Policy (available via the Company's website, www.livehire.com/investors/governance) for further details.
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**ANNEXURE A:
BOARD SKILLS MATRIX**

This Board skills matrix details the collective skills, knowledge, experience, personal attributes and other criteria the Board of Directors of LiveHire Limited (LVH) currently believe are required for the good governance of LVH. The Board will assess all future candidates for Board positions, and the performance of its current members, against these criteria in accordance with the ASX Corporate Governance Principles and Recommendations.

Skill, Experience or Attribute	Requirements Overview
Operational, Technical and Industry Skills	
<i>Talent Acquisition & Management Industry</i>	Experience and knowledge of the Talent Acquisition & Management Industry in Australia or overseas
<i>Global Knowledge of HR Tech Sector</i>	Knowledge of HR Tech sector structure and participants in Australia and USA market
<i>Information Technology</i>	Knowledge of IT products and their use in recruitment, HR management and service delivery
<i>Data Management, Privacy and Security</i>	Knowledge of Privacy Laws, data management techniques and regulation, and information security
<i>Sales and Marketing</i>	Experience in strategic sales, pipeline management and relationship management
<i>Executive Management</i>	Experience in evaluating performance of CEO and senior management and overseeing strategic human capital planning.
<i>Change Management</i>	Experience in industrial relations and organizational change management programmes.
<i>Channel Partner Networks</i>	Experience building relationships and has a professional network in relevant distribution channels.
<i>US-based Skills</i>	Experience in contingent market and customer expertise, and building/growing a US-based business.
Compliance and Governance Skills	
<i>Financial and Audit</i>	Experience in accounting and finance to analyse statements, assess financial viability, contribute to financial planning, oversee budgets, oversee funding arrangements. Experience in managing oversight of audit functions through internal and external audit processes.
<i>Risk and Compliance</i>	Identify key risks to the organisation related to each key area of operations. Ability to monitor risk and compliance and develop strategies to mitigate.
<i>Strategy</i>	Ability to identify and critically assess strategic opportunities and threats to the organisation. Develop strategies in context with policies and business objectives.
<i>Policy Development</i>	Ability to identify key issues for the organisation and develop appropriate policy parameters within which the organisation should operate.
<i>CEO Succession Planning and Management</i>	Experience in identifying key skills and experience required to lead the enterprise and managing an effective recruitment process.
<i>Legal and Corporate Governance</i>	Knowledge of legal and regulatory requirements.
Financial and Investor Markets	
<i>Capital Markets</i>	Capital raising, debt and banking knowledge and experience.
<i>Mergers & Acquisitions</i>	Knowledge and experience of sale and purchase of businesses, companies, or business units.
<i>Previous ASX Board Experience</i>	The Board's directors require extensive director experience and have completed formal training in governance and risk.

<i>Investor Relations</i>	Experience managing the release of material information to the markets and investor presentations to broker community.
<i>Interpersonal Skills</i>	
<i>Leadership</i>	Make decisions and take necessary actions in the best interest of the organisation and represent the organisation favorably. Be a cultural leader within the organisation.
<i>Innovative and Strategic</i>	Analyse issues, bring innovative ideas to the table and contribute at Board level to solutions.
<i>Common Sense and Sound Judgment</i>	Able to prioritise work for the board, focusing on the important. Demonstrates rational thinking and a proportionate response.
<i>Professionalism, Ethics and Integrity</i>	Understand role as director and continue to self-educate on compliance and legal responsibilities, ability to maintain board confidentiality, declare any conflicts.
<i>Team player and honest constructive communicator</i>	Able to constructively contribute to board discussions, work towards agreement on outcomes and actions, communicate effectively with management and other directors.
<i>Negotiation</i>	Possess excellent negotiation skills, with the ability to drive stakeholder support for board decisions.
<i>Crisis Management</i>	Able to constructively manage crises, provide leadership around solutions and contribute to communications strategy with stakeholders.
<i>Diversity</i>	
<i>Gender Diversity</i>	
<i>Age Diversity</i>	
<i>Cultural Diversity</i>	
<i>Geographic Diversity</i>	
<i>Background and Network Diversity</i>	

NB: The Chairperson should also have the personal attributes to effectively undertake usual Chairperson functions such as: chairing Board meetings; developing a constructive relationship with the CEO; successfully managing Board succession planning and Board performance; and representing/being a spokesperson for the company.

personal use only