

2023 CORPORATE GOVERNANCE STATEMENT

This corporate governance statement sets out LiveTiles Limited's (**Company**) current compliance with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (**ASX Principles and Recommendations**). The ASX Principles and Recommendations are not mandatory. However, this corporate governance statement discloses the extent to which the Company has followed the ASX Principles and Recommendations. This corporate governance statement is current as at 27 October 2023 and has been approved by the board of the Company (**Board**).

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
1.		Lay solid foundations for management and oversight
1.1.		<i>A listed entity should have and disclose a board charter setting out:</i>
<i>(a) the respective roles and responsibilities of its board and management; and</i>	Yes	<p>The Board is responsible for the overall strategic guidance and corporate governance of the Company. The Board has adopted a Board Charter which outlines the responsibilities, composition of the Board, meeting formalities, Board sub-committee requirements, independence criteria and performance reviews.</p> <p>The Board Charter includes a description of those matters expressly reserved to the Board and delegated to the Board sub-committees and to the management team.</p> <p>It is also expected that the division of responsibility between the Board and the management team will vary with the evolution of the Company. The Company intends to regularly review the balance of responsibilities to ensure that the division of functions remains appropriate to the needs of the Company.</p> <p>The Board Charter forms part of the Corporate Governance Plan, a copy of which is available on the Company's website at https://livetilesglobal.com/company/investors/ ("Website")</p>
<i>(b) those matters expressly reserved to the board and those delegated to management.</i>		

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
<p>1.2. <i>A listed entity should:</i></p> <p>(a) <i>undertake appropriate checks before appointing a director or senior executive, or putting someone forward for election as a director; and</i></p> <p>(b) <i>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.</i></p>	Yes	<p>The Company undertakes background checks with regard to the person's character, experience, education, criminal record and bankruptcy history prior to nomination for election as a director.</p> <p>At the time an individual is nominated to be a director, details of their relevant professional history, qualifications and other material information relevant to a decision will be made available to the security holders.</p>
<p>1.3. <i>A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</i></p>	Yes	<p>Directors will be required to sign letters of appointment and/or service agreements, and senior executives are required to sign employment contracts prior to their engagement with the Company.</p>
<p>1.4. <i>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.</i></p>	Yes	<p>The Company Secretary has been appointed by and will be responsible to the Board through the Chairman. The Chairman and the Company Secretary will co-ordinate the Board's agenda.</p>
<p>1.5. <i>A listed entity should:</i></p> <p>(a) <i>have and disclose a diversity policy;</i></p> <p>(b) <i>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</i></p>	Partially	<p>The Company has adopted a diversity policy, a copy of which is available on the Company's Website.</p> <p>The Company is committed to an ethical and socially responsible work environment that values, encourages and promotes fairness and diversity.</p>

- (c) *disclose in relation to each reporting period:*
- (1) *the measurable objectives set for that period to achieve gender diversity;*
 - (2) *the entity's 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 Equality Indicators", as defined in and published under that Act.*

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.

Pursuant to the diversity policy, the Board is responsible for developing measurable objectives and strategies in relation to gender diversity. The Board is committed to annually assessing both Policy's objectives and its progress towards achieving the measurable objectives.

The Board has not developed any measurable objectives for achieving gender diversity and their annual assessment. As of the date of this statement, the measurable objectives of the diversity policy are being developed by the Board.

The Company's workforce gender demographics for the year ended 30 June 2023 are as follows:

	Male	Female
Board	66.66%	33.33%
Senior Executive	80%	20%
Whole Organisation	69%	31%

- 1.6. A listed entity should:
- (a) *have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and*
 - (b) *disclose for each reporting period whether a performance evaluation has been undertaken in the reporting period in accordance with that process during or in respect of that period.*

Yes

The Nomination Committee Charter stipulates that the Committee is responsible for establishing processes for review of the Board, its Committees, and individual directors and implementation of such processes.

Until the Nomination Committee is formed, the Board carries out the processes and procedures set out in the Nomination Committee Charter.

For the year ended 30 June 2023, the Board did not undertake a review.

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
<p>1.7. <i>A listed entity should:</i></p> <p>(a) <i>have and disclose a process for periodically evaluating the performance of its senior executives at least once every reporting period; and</i></p> <p>(b) <i>disclose for each reporting period whether a performance evaluation has been undertaken in the reporting period in accordance with that process during or in respect of that period.</i></p>	Yes	<p>Arrangements are in place to monitor the performance of senior executives of the Company. Performance is measured against the previously agreed objectives and KPI's. Performance appraisals are considered to evaluate leadership competencies, areas of improvement, training and development and career aspirations.</p> <p>The Remuneration Committee is responsible for reviewing and making recommendations to the Board on the Company's remuneration packages applicable to its senior executives.</p> <p>The Company did not undertake a performance appraisal of senior executives during the reporting period.</p>
2. Structure the board to be effective and add value		
<p>2.1. <i>The board of a listed entity should:</i></p> <p>(a) <i>have a nomination committee which:</i></p> <p>(1) <i>has at least three members, a majority of whom are independent directors; and</i></p> <p>(2) <i>is chaired by an independent director, and disclose:</i></p> <p>(3) <i>the charter of the committee;</i></p> <p>(4) <i>the members of the committee; and</i></p> <p>(5) <i>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</i></p> <p>(b) <i>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.</i></p>	Yes	<p>The Board has determined that the role of the Nomination Committee would be carried out by the Board until such time a Nomination Committee is formed.</p> <p>However, the Company had adopted a Nomination Committee Charter, which forms part of the Corporate Governance Plan, a copy of which is available on the Company's Website.</p> <p>The Nomination Committee Charter sets out the procedures for the identification, appointment and review of Board membership.</p>
<p>2.2. <i>A listed entity 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.</i></p>	No	<p>The current Board comprises individuals with a comprehensive mix of experience and expertise across a variety of industries. When contemplating a proposed board appointment, the Board strives to ensure that it considers the diversity of experience and any perceived gaps in skills and experience.</p> <p>The Nomination Committee Charter provides that the Nomination Committee (once formed) will be responsible for preparing and maintaining the board skills matrix. The Company has not finalised a skills matrix for the Board.</p>

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		This will be completed and documented during FY24.
<p>2.3. <i>A listed entity should disclose:</i></p> <p>(a) <i>the names of the directors considered by the board to be independent directors;</i></p> <p>(b) <i>if a director has an interest, position, association 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, association or relationship in question and an explanation of why the board is of that opinion; and</i></p> <p>(c) <i>the length of service of each director.</i></p>	Yes	<p>During the reporting period, the Board was comprised of four Directors, three of whom were Independent Non-Executive Directors.</p> <p>The Board has a balanced composition with each current Director bringing to the Company a range of complementary skills and experience.</p> <p>Names of the Independent Non-Executive Directors were:</p> <ul style="list-style-type: none"> • Mr Jesse Todd, • Mr Kevin Young, and • Ms Vanessa Ferguson <p>The above Directors resigned on 18 October and the following Independent Non-Executive directors were appointed on 17 October 2023:</p> <ul style="list-style-type: none"> • Steven Gray, and • Lisa Sarago <p>In making this determination, the Board has had regard to the independence criteria in the ASX Principles and Recommendations and other facts, information, and circumstances that the Board considers relevant.</p> <p>The length of service of each Director is disclosed in the Company's 2023 Annual Report.</p>
<p>2.4. <i>A majority of the board of a listed entity should be independent directors.</i></p>	Yes	<p>As at 30 June 2023, the Board did comprise of a majority of independent directors.</p>
<p>2.5. <i>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.</i></p>	Yes	<p>Mr Jesse Todd was appointed as the Non-Executive Chair on 27 October 2022. During the reporting period, the Chair of the Board was an Independent Director and was not the CEO. Mr Todd resigned on 18 October 2023.</p> <p>Mr Steven Gray was appointed as the Non-Executive Chair on 18 October 2023 and is not the CEO.</p>

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2.6. <i>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.</i>	Yes	The Company takes care in ensuring that Directors will be able to effectively manage and govern the Company before their nomination as potential Directors. It has not been deemed necessary to devote resources towards ensuring that Directors have sufficient skills to fulfil their role appropriately.
3. Instil a culture of acting lawfully, ethically and responsibly		
3.1. <i>A listed entity should articulate and disclose its values.</i>	Yes	The Company has adopted a set of values and these are disclosed in the Corporate Code of Conduct.
3.2. <i>A listed entity should:</i> (a) <i>have and disclose a code of conduct for its directors, senior executives and employees; and</i> (b) <i>ensure that the board or a committee of the board is informed of any material breaches of that code.</i>	Yes	The Company had adopted a formal Corporate Code of Conduct which forms part of the Corporate Governance Plan, a copy of which is available on the Company's Website. The Board will be notified of any material breaches of the Corporate Code of Conduct.
3.3. <i>A listed entity should:</i> (a) <i>have and disclose a whistleblower policy; and</i> (b) <i>ensure that the board or a committee of the board is informed of any material incidents reported under that policy.</i>	Yes	The Company has adopted a Whistleblower Policy which forms part of the Corporate Governance Plan, a copy of which is available on the Company's Website. The Board will be notified of any material incidents reported under the Whistleblower Policy.
3.4. <i>A listed entity should:</i> (a) <i>have and disclose an anti-bribery and corruption policy; and</i> (b) <i>ensure that the board or committee of the board is informed of any material breaches of that policy.</i>	Yes	The Company has adopted an Anti-Bribery and Corruption Policy which forms part of the Corporate Governance Plan, a copy of which is available on the Company's Website. The Board will be notified of any material breaches of the Anti-Bribery and Corruption Policy.
4. Safeguard the integrity of corporate reports		
4.1. <i>The board of a listed entity should:</i> (a) <i>have an audit committee which:</i> (1) <i>has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</i> (2) <i>is chaired by an independent director, who is not the chair of the board,</i> <i>and disclose:</i> (3) <i>the charter of the committee;</i> (4) <i>the relevant qualifications and experience of the members of the committee; and</i> (5) <i>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</i>	Partially	During the reporting period, the Audit and Risk Committee members included: <ul style="list-style-type: none">Mr Jesse Todd – Chair of the Committee and Independent Non-Executive Director, andMr Kevin Young – Independent Non-Executive Director. All members of the Audit and Risk Committee are considered to be independent and are chaired by an Independent Non-Executive Director. Relevant qualifications and experience of the members of the Audit and Risk Committee are disclosed in the Company's 2023 Annual Report. The number of Audit and Risk Committee meetings held during the period is disclosed in the 2023 Annual Report. The Charter of the Audit and Risk Committee forms part

ASX Principles and Recommendations
**Comply
(Yes/No)**
Explanation

	<i>(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.</i>		of the Corporate Governance Plan, a copy of which is available on the Company's Website.
4.2.	<i>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.</i>	Yes	The Board received a declaration from its CEO and CFO before it approved the Company's financial statements for all financial periods in the reporting period.
4.3.	<i>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.</i>	Yes	The Company's board reviews all periodic unaudited report releases to the public through a review process that includes senior management requests for verification of provided information. Once satisfied with the content and source of information the board approves the report for release to the market.
5. Make timely and balanced disclosure			
5.1.	<i>A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.</i>	Yes	<p>The Company is committed to providing timely and accurate disclosure of information to allow a fair and well-informed market in its securities and compliance with the continuous disclosure requirements.</p> <p>Continuous Disclosure Policy forms part of the Corporate Governance Plan, a copy of which is available on the Company's Website.</p>
5.2.	<i>A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.</i>	Yes	The Company ensures that the Board receives copies of all material market announcements promptly after they have been made.
5.3.	<i>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.</i>	Yes	All substantive investor or analyst presentations will be released on the ASX Markets Announcement Platform ahead of such presentations.
6. Respect the rights of security holders			

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6.1. <i>A listed entity should provide information about itself and its governance to investors via its website.</i>	Yes	<p>The Company provides information about itself and its governance to investors via its Website.</p> <p>The Company will regularly update the Website and contents therein as deemed necessary.</p>
6.2. <i>A listed entity should have an investor relations program that facilitates effective two-way communication with investors.</i>	Partially	<p>The Company did not find it necessary during the reporting period to design and implement a formal investor relations program. Investors are encouraged in ASX announcements to contact the Company's CFO, Company Secretary or Investor Relations if they have any queries.</p> <p>In addition, the Company has adopted a shareholders communications strategy which forms part of the Corporate Governance Plan, a copy of which is available on the Company's Website.</p>
6.3. <i>A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.</i>	Yes	<p>The Company has adopted a shareholder communication strategy in place through which it encourages full participation by shareholders at any meeting of security holders to ensure accountability and transparency.</p> <p>The shareholder communications policy forms part of the Corporate Governance Plan, a copy of which is available on the Company's Website.</p>
6.4. <i>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.</i>	Yes	<p>Whenever possible and appropriate, all substantive resolutions at shareholder meetings will be decided by a poll rather than a show of hands.</p>
6.5. <i>A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.</i>	Yes	<p>Through both the Company's website and the website of its share registry, security holders are encouraged and able to register to receive communications from both the Company and its share registry electronically.</p>
7. Recognise and manage risk		
7.1. <i>The Board of a listed entity should:</i> <i>(a) have a committee or committees to oversee risk, each of which:</i> <i>(1) has at least three members, a majority of whom are independent directors; and</i> <i>(2) is chaired by an independent director, and disclose:</i> <i>(3) the charter of the committee;</i> <i>(4) the members of the committee; and</i>	Partially	<p>During the reporting period, the Audit and Risk Committee members included:</p> <ul style="list-style-type: none"> • Mr Jesse Todd – Chair of the Committee and Independent Non-Executive Director, and • Mr Kevin Young – Independent Non-Executive Director. <p>The members of the Audit and Risk Committee are considered to be independent and are chaired by an Independent Non-Executive Director.</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>Relevant qualifications and experience of the members of the Audit and Risk Committee are disclosed in the Company's 2023 Annual Report.</p> <p>The number of Audit and Risk Committee meetings held during the period is disclosed in the 2023 Annual Report.</p> <p>The Charter of the Audit and Risk Committee forms part of the Corporate Governance Plan, a copy of which is available on the Company's Website.</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>	Yes	<p>The Audit and Risk Committee is responsible for reviewing the Company's risk management framework and associated internal compliance and controls annually to ensure its effectiveness.</p> <p>The Company has conducted a review of its Risk Management framework during the current period under review.</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>	Yes	<p>The Company does not have an internal audit function.</p> <p>The Audit and Risk Committee will periodically review the Company's operations to evaluate the effectiveness of risk management systems and control processes of the Company.</p>
7.4.	<p>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.</p>	Yes	<p>All material risks including environmental and social sustainability risks will be announced to the market, in accordance with its continuous and other disclosure obligations pursuant to the ASX Listing Rules and the Corporations Act 2001.</p>
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,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p>	Partially	<p>During the reporting period, the Company's Remuneration Committee members were:</p> <ul style="list-style-type: none"> Ms Vanessa Ferguson – Chair of the Committee and Independent Non-Executive Director, and Mr Jesse Todd – Independent Non-Executive Director and Chair of the Board. <p>During the reporting period, the members of the Remuneration Committee were considered to be independent and are chaired by an Independent Non-Executive Director.</p> <p>Qualifications of the members and number of meetings</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>held are set out in the Company's 2023 Annual Report.</p> <p>The Charter of the Remuneration Committee forms part of the Corporate Governance Plan, a copy of which is available on the Company's Website.</p>
8.2.	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.	Yes	The Company discloses its remuneration policy in the 2023 Annual Report.
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>	Yes	The Company has adopted a Remuneration Committee Charter (it forms part of the Corporate Governance Plan on the Website) that prohibits directors, officers and employees from entering into transactions or arrangements which limit the economic risk of participating in unvested entitlements under any equity-based remuneration scheme.