

Appendix 4G

Key to Disclosures Corporate Governance Council Principles and Recommendations

Name of entity

LiveTiles Limited (ASX: LVT)

ABN/ARBN

95 066 139 991

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://livetilesglobal.com/company/investors/>

The Corporate Governance Statement is accurate and up to date as at 28 October 2021 and has been approved by the board.

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

Date: 28 October 2021

Name of authorised officer authorising lodgement: David Hwang

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.

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: https://livetilesglobal.com/company/investors/	<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 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
<p>1.5 A listed entity should:</p> <ul style="list-style-type: none"> (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; and (c) disclose in relation to each reporting period: <ul style="list-style-type: none"> (1) the measurable objectives set for that period to achieve gender diversity; (2) the entity's progress towards achieving those objectives; and (3) either: <ul style="list-style-type: none"> (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. <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 type="checkbox"/></p> <p>and we have disclosed a copy of our diversity policy at: https://livetilesglobal.com/company/investors/</p> <p>and we have disclosed the information referred to in paragraph (c) at:</p> <p>The Corporate Governance Statement available at https://livetilesglobal.com/company/investors/</p>	<ul style="list-style-type: none"> <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

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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
1.6	<p>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) at:</p> <p>The Corporate Governance Statement available at https://livetilesglobal.com/company/investors/</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:</p> <p>The Corporate Governance Statement available at https://livetilesglobal.com/company/investors/</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>
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) at:</p> <p>The Corporate Governance Statement available at https://livetilesglobal.com/company/investors/</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:</p> <p>The Corporate Governance Statement available at https://livetilesglobal.com/company/investors/</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"/> [If the entity complies with paragraph (a):] and we have disclosed a copy of the charter of the committee at: https://livetilesglobal.com/company/investors/ and the information referred to in paragraphs (4) and (5) at: The Company's 2021 Annual Report.</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 type="checkbox"/> and we have disclosed our board skills matrix at:</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>

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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"/></p> <p>and we have disclosed the names of the directors considered by the board to be independent directors at:</p> <p>The Corporate Governance Statement available at https://livetilesglobal.com/company/investors/</p> <p>and, where applicable, the information referred to in paragraph (b) at:</p> <p>The Corporate Governance Statement available at https://livetilesglobal.com/company/investors/</p> <p>and the length of service of each director at:</p> <p>The Company's 2021 Annual Report.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
2.4	A majority of the board of a listed entity should be independent directors.	<input checked="" type="checkbox"/>	<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>
2.5	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 checked="" type="checkbox"/>	<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>
2.6	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"/>	<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 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 Corporate Code of Conduct at: https://livetilesglobal.com/company/investors/	<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: https://livetilesglobal.com/company/investors/	<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: https://livetilesglobal.com/company/investors/	<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: https://livetilesglobal.com/company/investors/	<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"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at: https://livetilesqglobal.com/company/investors/ and the information referred to in paragraphs (4) and (5) at: The Company's 2021 Annual Report.</p>	<p><input 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 policy at: https://livetilesglobal.com/company/investors/	<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: https://livetilesglobal.com/company/investors/	<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 type="checkbox"/>	<input checked="" 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 at: The Corporate Governance Statement available at https://livetilesglobal.com/company/investors/	<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"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at: https://livetilesglobal.com/company/investors/ and the information referred to in paragraphs (4) and (5) at: The Company's 2021 Annual Report.</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"/></p> <p>and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at:</p> <p>The Corporate Governance Statement available at https://livetilesglobal.com/company/investors/</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"/></p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>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 at:</p> <p>The Corporate Governance Statement available at</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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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 at: The Corporate Governance Statement available at https://livetilesglobal.com/company/investors/ and, if we do, how we manage or intend to manage those risks at: The Corporate Governance Statement available at https://livetilesglobal.com/company/investors/	<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"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at: https://livetilesglobal.com/company/investors/ and the information referred to in paragraphs (4) and (5) at: The Corporate Governance Statement available at https://livetilesglobal.com/company/investors/ and the Company's 2021 Annual Report.</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"/></p> <p>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 at: The Company's 2021 Annual Report.</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"/></p> <p>and we have disclosed our policy on this issue or a summary of it at: https://livetilesglobal.com/company/investors/</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"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input checked="" 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 checked="" 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 checked="" 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

2021 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 28 October 2021 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		
<p>1.1. <i>A listed entity should have and disclose a board charter setting out:</i></p> <p><i>(a) the respective roles and responsibilities of its board and management; and</i></p> <p><i>(b) those matters expressly reserved to the board and those delegated to management.</i></p>	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 of the Board and the management team will vary with the evolution of the Company. The Company intends to regularly review the balance of the responsibilities to ensure that the division of functions remain 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/.</p>

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 regards 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>	<p>Yes</p> <p>Yes</p>	<p>The Company has adopted a diversity policy, a copy of which is available on the Company's website at https://livetilesglobal.com/company/investors/.</p> <p>The Company is committed to an ethical and socially responsible work environment that values, encourages and</p>

ASX Principles and Recommendations	Comply (Yes/No)	Explanation												
<p>(c) <i>disclose in relation to each reporting period:</i></p> <p>(1) <i>the measurable objectives set for that period to achieve gender diversity;</i></p> <p>(2) <i>the entity's progress towards achieving those objectives; and</i></p> <p>(3) <i>either:</i></p> <p>(A) <i>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</i></p> <p>(B) <i>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.</i></p> <p><i>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.</i></p>	No	<p>promotes fairness and diversity.</p> <p>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.</p> <p>The Board has not developed any measurable objectives for achieving gender diversity and their annual assessment. As at the date of this statement, the measurable objectives of the diversity policy are being developed by the Board.</p> <p>The Company's workforce gender demographics for the year ended 30 June 2021 are as follows:</p> <table border="1" data-bbox="810 790 1305 943"> <thead> <tr> <th></th> <th>Male</th> <th>Female</th> </tr> </thead> <tbody> <tr> <td>Board</td> <td>80%</td> <td>20%</td> </tr> <tr> <td>Senior Executive</td> <td>75%</td> <td>25%</td> </tr> <tr> <td>Whole Organisation</td> <td>75%</td> <td>25%</td> </tr> </tbody> </table>		Male	Female	Board	80%	20%	Senior Executive	75%	25%	Whole Organisation	75%	25%
	Male	Female												
Board	80%	20%												
Senior Executive	75%	25%												
Whole Organisation	75%	25%												
<p>1.6. <i>A listed entity should:</i></p> <p>(a) <i>have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; 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>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.</p> <p>Until the Nomination Committee is formed, the Board carries out the processes and procedures set out in the Nomination Committee Charter.</p> <p>For the year ended 30 June 2021, the Board did not undertake a review.</p>												

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 undertake a performance appraisal of senior executives during the reporting period.</p>
<p>2. Structure the board to be effective and add value</p>		
<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,</i></p> <p><i>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;</i></p> <p><i>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 at https://livetilesglobal.com/company/investors/.</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 of 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 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.</p>

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
<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>The Company has not finalised a skills matrix for the Board. This will be completed and documented during FY22.</p> <p>As at 30 June 2021, the Board comprised of five Directors, three of which are Independent Non-Executive Directors. 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 are:</p> <ul style="list-style-type: none"> • Dr Marc Stigter • Ms Fiona Le Brocq • Mr Jesse Todd <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 2021 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 2021, the Board comprised 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>Dr Marc Stigter was appointed as the Non-Executive Chair on 11 September 2020. From September 2020 to the end of the reporting period the Chair of the Board was an Independent Director and was not same as the CEO.</p> <p>Prior Dr Stigter's appointment and since Ms Kelly resigned from her position of an Independent Non-Executive Chair, the Company was without a Chair.</p>
<p>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></p>	Yes	<p>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 the sufficient skills to fulfil their role appropriately.</p>
<p>3. Instil a culture of acting lawfully, ethically and responsibly</p>		
<p>3.1. <i>A listed entity should articulate and disclose its values.</i></p>	Yes	<p>The Company has adopted a set of values and these are disclosed in the Corporate Code of Conduct.</p>
<p>3.2. <i>A listed entity should:</i></p>	Yes	<p>The Company had adopted a formal Corporate Code of</p>

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
<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>		<p>Conduct which forms part of the Corporate Governance Plan, a copy of which is available on the Company's website at https://livetilesglobal.com/company/investors/.</p> <p>The Board will be notified of any material breaches of the Corporate Code of Conduct.</p>
<p>3.3. A listed entity 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 has adopted a Whistleblower Policy which forms part of the Corporate Governance Plan, a copy of which is available on the Company's website at https://livetilesglobal.com/company/investors/.</p> <p>The Board will be notified of any material incidents reported under the Whistleblower Policy.</p>
<p>3.4. A listed entity should:</p> <p>(a) have and disclose an anti-bribery and corruption policy; and</p> <p>(b) ensure that the board or committee of the board is informed of any material breaches of that policy.</p>	Yes	<p>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 at https://livetilesglobal.com/company/investors/.</p> <p>The Board will be notified of any material breaches of the Anti-Bribery and Corruption Policy.</p>
<p>4. Safeguard the integrity of corporate reports</p>		
<p>4.1. 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>Yes</p> <p>Yes</p> <p>Yes</p> <p>Yes</p> <p>Yes</p> <p>N/A</p>	<p>As at 30 June 2021, the Audit and Risk Committee members included:</p> <ul style="list-style-type: none"> • Jesse Todd – Chair of the Committee/Independent Non-Executive Director • Marc Stigter – Independent Non-Executive Chair of the Board • Fiona Le Brocq – Independent Non-Executive Director <p>The majority of the members of the Audit and Risk Committee are considered to be independent, and is chaired by an Independent Non-Executive Director.</p> <p>Relevant qualifications and experience of the members of the Audit and Risk Committee are disclosed in the Company's 2021 Annual Report.</p> <p>The number of Audit and Risk Committee meetings held during the period is disclosed in the 2021 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 at https://livetilesglobal.com/company/investors/.</p>

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
<p>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></p>	Yes	<p>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.</p>
<p>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></p>	Yes	<p>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 content and source of information the board approves the report for release to the market.</p>
<p>5. Make timely and balanced disclosure</p>		
<p>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></p>	Yes	<p>The Company is committed to provide 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 at https://livetilesglobal.com/company/investors/.</p>
<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></p>	Yes	<p>The Company ensures that the Board receives copies of all material market announcements promptly after they have been made.</p>
<p>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></p>	Yes	<p>All substantive investor or analyst presentations will be released on the ASX Markets Announcement Platform ahead of such presentations.</p>
<p>6. Respect the rights of security holders</p>		
<p>6.1. <i>A listed entity should provide information about itself and its governance to investors via its website.</i></p>	Yes	<p>The Company provides information about itself and its governance to investors via its corporate website, https://livetilesglobal.com/company/investors/.</p> <p>The Company will regularly update the website and contents therein as deemed necessary.</p>

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
<p>6.2. <i>A listed entity should have an investor relations program that facilitates effective two-way communication with investors.</i></p>	No	<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 at https://livetilesglobal.com/company/investors/.</p>
<p>6.3. <i>A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.</i></p>	Yes	<p>The Company has adopted a shareholders 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>Shareholders communications strategy which forms part of the Corporate Governance Plan, a copy of which is available on the Company's website at https://livetilesglobal.com/company/investors/.</p>
<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></p>	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>
<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></p>	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>
<p>7. Recognise and manage risk</p>		
<p>7.1. <i>The Board of a listed entity should:</i> (a) <i>have a committee or committees to oversee risk, each of which:</i> (1) <i>has at least three members, a majority of whom are independent directors; and</i> (2) <i>is chaired by an independent director, and disclose:</i> (3) <i>the charter of the committee;</i> (4) <i>the members of the committee; and</i> (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>Yes</p> <p>Yes</p> <p>Yes</p> <p>Yes</p> <p>Yes</p>	<p>As at 30 June 2021 Audit and Risk Committee members included:</p> <ul style="list-style-type: none"> • Jesse Todd – Chair of the Committee/Independent Non-Executive Director • Marc Stigter – Independent Non-Executive Chair of the Board • Fiona Le Brocq – Independent Non-Executive Director <p>The majority of the members of the Audit and Risk Committee are considered to be independent, and is chaired by an Independent Non-Executive Director.</p> <p>Relevant qualifications and experience of the members of the Audit and Risk Committee are disclosed in the Company's 2021 Annual Report.</p>

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
<i>(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.</i>	N/A	The number of Audit and Risk Committee meetings held during the period is disclosed in the 2021 Annual Report. 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 at https://livetilesglobal.com/company/investors/ .
7.2. <i>The board or a committee of the board should:</i> <i>(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</i> <i>(b) disclose in relation to each reporting period, whether such a review has taken place.</i>	Yes	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. The Company has conducted a review of its Risk Management framework during the current period under review.
7.3. <i>A listed entity should disclose:</i> <i>(a) if it has an internal audit function, how the function is structured and what role it performs; or</i> <i>(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.</i>	Yes	The Company does not have an internal audit function. 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.
7.4. <i>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.</i>	Yes	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.
8. Remunerate fairly and responsibly		
8.1. <i>The Board of a listed entity should:</i> <i>(a) have a remuneration committee 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>	Yes Yes Yes Yes	The Company has established a Remuneration Committee, whose members during the reporting period were: <ul style="list-style-type: none"> • Fiona Le Brocq – Chair of the Committee/ Independent Non-Executive Director • Jesse Todd –Independent Non-Executive Director • Marc Stigter – Independent Non-Executive Chair of the Board • Peter Nguyen-Brown – Executive Director Dana Rasmussen, Andrew McKeon and David Lemphers who were members of the Remuneration Committee resigned on 15 April 2021 and 11 September 2020 respectively.

