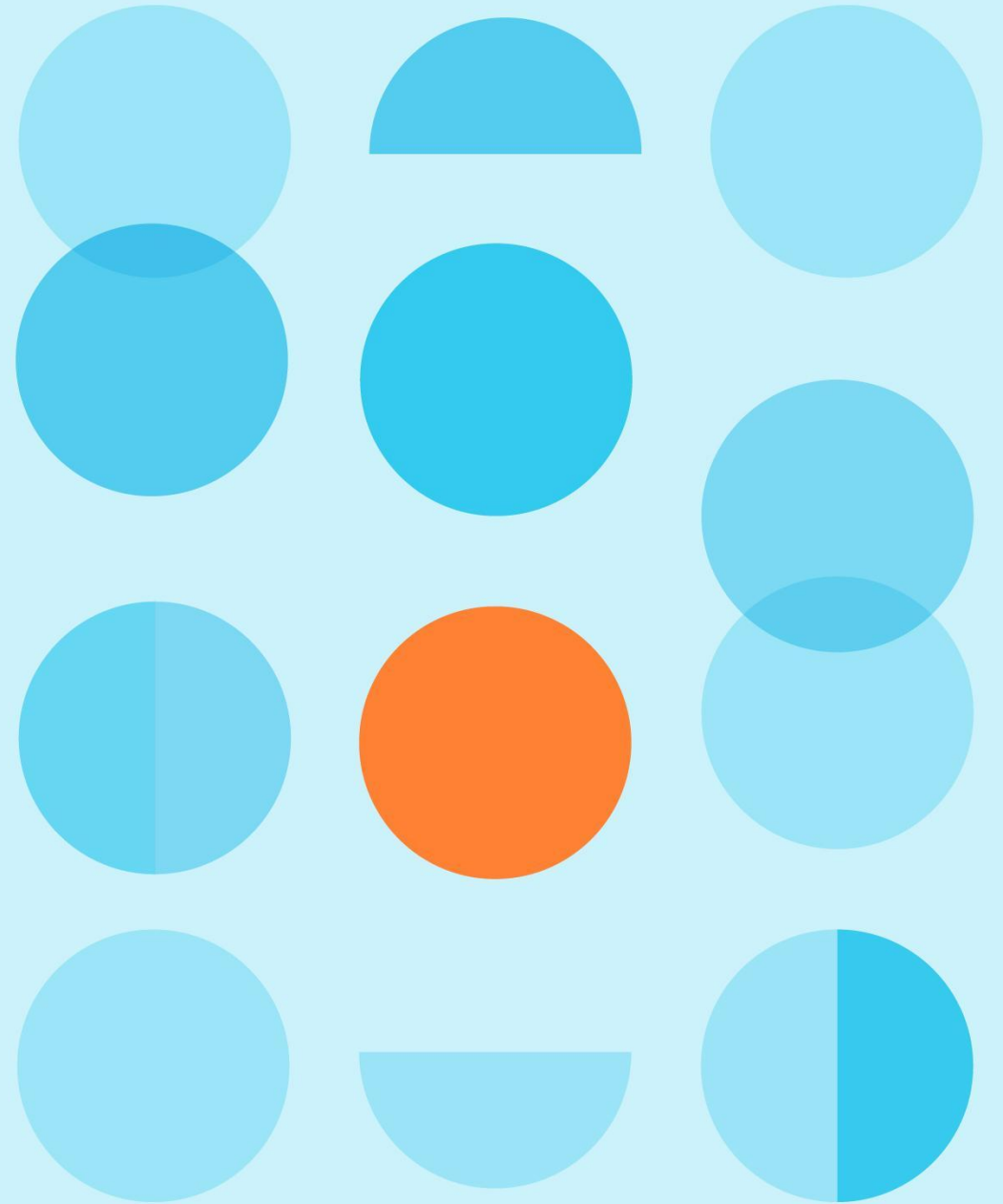


LiveHire (ASX:LVH) Investor Presentation

8th of August 2022



Empowering the flow of the world's talent



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Please also refer to the Risks on slides 35 to 42 for further information.

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Our
mission is
simple...

...Empower the flow of the world's talent.

LiveHire is a globally awarded recruitment, talent mobility and direct sourcing software platform.

Our intuitive design allows organisations to source, engage and hire permanent, contingent, and internal talent.

Our unique offering provides talent pooling and two-way SMS functionality to help organisations make faster hires while providing a highly engaged candidate and recruiter experience.



A global war for talent places a premium on candidate experience and speed of quality hires.

Attracting and retaining skilled workers has rarely been more challenging as 54%¹ of companies globally report talent shortages

Talent shortages in the U.S. have more than tripled in a decade with 69%² of employers struggling to fill positions up from just 14%² in 2010

By 2030 the talent deficit is expected to reach 85.2 million³ and result in USD 8.5 trillion³ in unrealised annual revenue

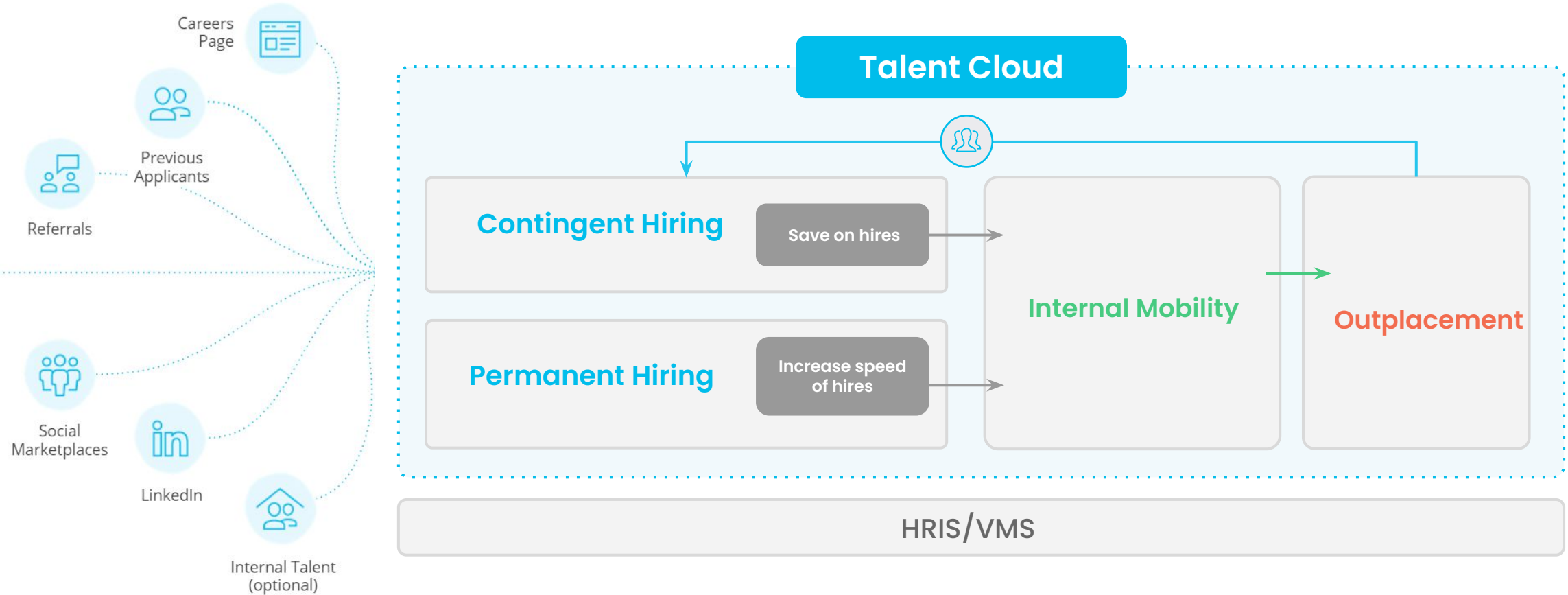
Pressure to fill roles quickly, while delivering a positive candidate experience

1. Forbes: Why U.S. Talent Shortages Are At A 10-Year High
2. Manpower Group Survey 2020: U.S. Talent Shortages at Ten Year High: To Attract and Retain the Best Talent Employers Need to Understand What Workers Want
3. Korn Ferry Future of work the global talent crunch



LiveHire's vision of Total Talent Management

LiveHire's platform is uniquely positioned to deliver quality hires across contingent, permanent and internal.



LiveHire's platform delivers exceptional flexibility

Clients can plug-and-play integrations tailored to their needs across the entire hiring lifecycle.

Attract

- Multi-Channel & A.I. Sourcing
- Talent Community & Connect
- Talent Pool & A.I. Matching

Engage

- Advertise
- Campus Events
- Recruitment Marketing

Evaluate

- Assess & Screen
- Video Interview
- Scheduling
- References
- Background Checks

Hire

- Onboarding

Pay & Retain

- Payroll
- Shift Scheduling
- Workforce management

Examples of integrations at each stage of the hiring cycle

CrntellTech
LinkedIn

Google

Google

indeed

glassdoor

adzuna

LinkedIn

seek

broadbean

Filtered

TALEGENT

Vieple

myInterview

XREF

SKILLSURVEY

REVELIAN

testgrid

HireVue

Checkster

CV CHECK

added insight

sonru

calendly

Referoo

fit2work

hronboard

onboard express

intelliHR

enboarder

flare

sage

technologyone

ENTO

SAP HR

intelliHR

ramco

SAP SuccessFactors

SAP Fieldglass

livehire

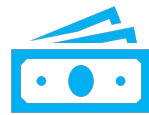
LiveHire's Business Model

Our platform solves the most acute hiring challenges (high cost and extended time to hire) for contingent and permanent hiring globally.



Sell to

- ✓ Procurement function, responsible for contingent hiring in North America
- ✓ HR function, responsible for permanent hiring in APAC



Revenue Sources

- ✓ Contingent Hiring
 - Pay for performance (1-2% of contractor salary for placements and life of contract)
- ✓ Permanent Hiring
 - Annual Licence (ARR)



Partners & Clients

- ✓ 26 Partners supporting the North America expansion.
- ✓ ~200 total clients across North America and APAC.

LiveHire's Current Addressable Market & Progress

	Direct Sourcing market	SaaS market
	Contingent hiring sold to procurement	Permanent hiring sold to HR
Competitive value proposition	<ul style="list-style-type: none"> Disintermediate the ~20%⁵ mark-ups paid on temporary employees Reducing mark-ups to realise savings Plus faster, better hires 	<p>By creating a pre-existing talent community clients can*:</p> <ul style="list-style-type: none"> Reduce time to hire from 25 days to 7 days Increase recruiter efficiency with AI from 50 to 3 candidates Reduce per hire cost from \$5,800 to \$2,500 (*Vodafone client example) Know all skills & use AI to search and move talent into internal roles Communicate seamlessly by SMS Avoid turnover through poor internal job markets
Market Focus	North America	Primarily Australia & New Zealand
Estimated size of market	<ul style="list-style-type: none"> US\$80b+¹ spend in the US on MSPs LiveHire's fee @ 1-2% could indicate an US\$800m+ TAM 	<ul style="list-style-type: none"> 4,000 companies² in Australia with \$100m potential tech spend 1,000+ companies³ in New Zealand with \$10m potential tech spend Large, medium, small enterprise range
Go to market	Via partners who have a strong financial incentive to introduce to sell the solution to their clients	Direct sales force
Current consolidated position	<p>26 partners (as at June 2022)</p> <p>30 clients⁵</p> <p>Examples of clients: Ontario Ministry of Health, Global Professional Services Firm, Enbridge⁴</p>	<p>174 clients (as at June 2022)</p> <p>Example of clients: Vodafone, Large state governments, BabyBunting</p>

¹MSP Global Landscape Summary 2020: \$US86B MSP in US in 2019, LVH assumes technology costs of 1-2%. ²ABS Counts of Australian Businesses, including Entries and Exits 2020, 4,160 companies with 200+ employees
³Data provided by ContactAffix as at March 2020, referencing NZ companies with 250+FTE ⁴The Ian Martin Group managing the student contract program for Enbridge Inc. ⁵<https://www.headcountmgmt.com/everything-but-staffing>
5 excludes Non ICP clients

The Direct Sourcing Opportunity

North America is a huge market ripe for disruption.

The Market Opportunity

North American Managed Service Providers (MSPs) manage over US\$80 billion¹ of contingent labour Spend

Contingent workforce grew 11%² in 2021 and is expected to continue at this growth rate.

60%³ adoption of direct sourcing expected in the next year.

85%⁴ of companies expect technology transformation to disrupt their operations.

The LiveHire Opportunity

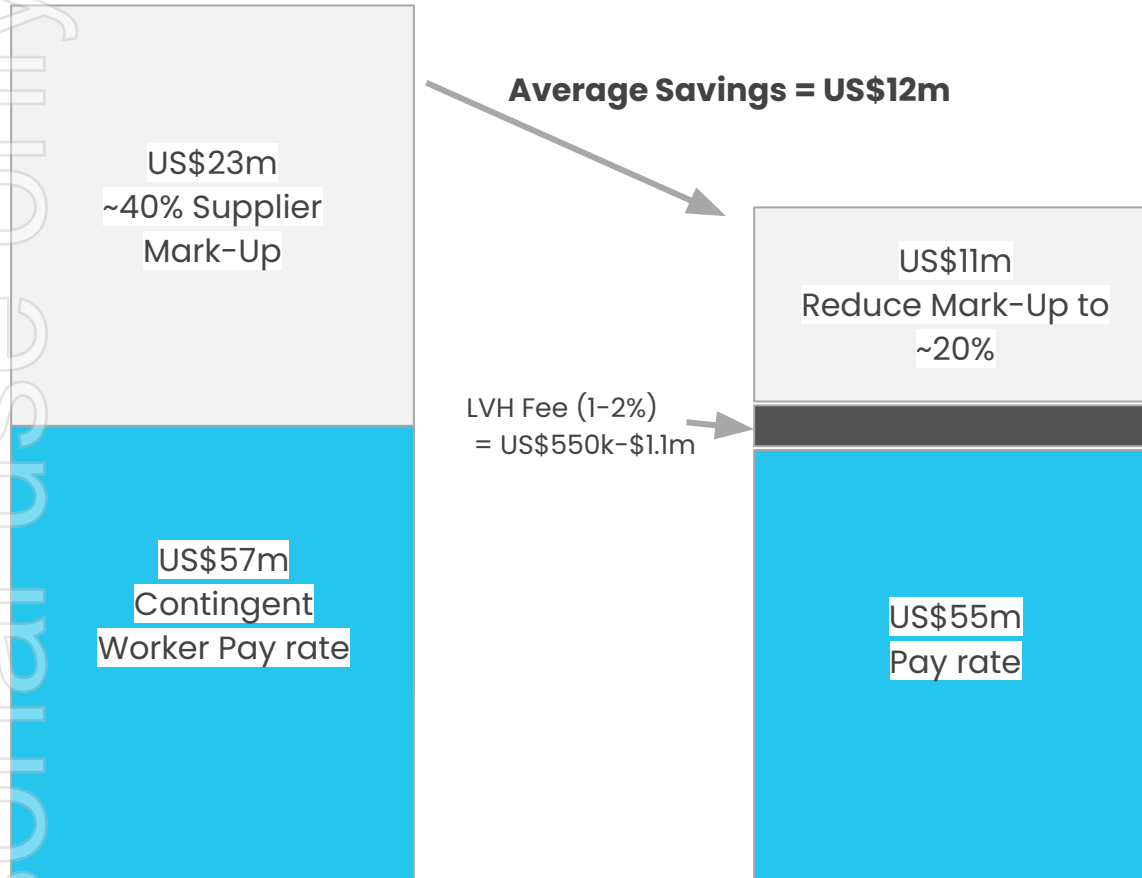
- ✓ LiveHire disintermediates the ~20%⁵ mark-ups charged on the US\$80 billion¹ plus contractor staffing spend.
- ✓ LiveHire's Fee at 1-2% could indicate a US\$800 million+ TAM in North America.
- ✓ Primary path to market in the direct sourcing business is through partners introducing the LiveHire technology to their existing Fortune 1000 relationships and beyond.
- ✓ Partnerships include TAPFIN, Hiregenics, and IMG, each one of the largest Managed Service Providers, Payrollers and Staffing Suppliers in North America and globally, committed to bringing the LiveHire direct sourcing solution to market.

1. MSP Global Landscape Summary 2020: \$US86B MSP in US in 2019, LVH assumes technology costs of 1-2%
2. SAI US STAFFING INDUSTRY FORECAST: APRIL 2021 UPDATE
3. SAI Achieving excellence in direct sourcing for contingent workforce
4. 2020-2021 CXC Contingent Workforce Global Trends Report
5. CXC report muths and truths about direct sourcing

Why Large Companies in North America are adopting Direct Sourcing for Significant Savings

Direct Sourcing provides step change cost savings compared to the traditional supplier models for hiring contingent workers

For example: Average
Contingent Program
spend= US\$80m



- ✓ **Traditional Supplier Model** is a large panel of staffing suppliers competing to fill contingent jobs, at a high mark-up of ~40%
- ✓ **Direct Sourcing Model** is one partner chosen to uniquely leverage company's brand to build a talent community and fill jobs for a reduced mark-up of 20-30%
- ✓ Direct Sourcing partner with lower markup **increases percentage of total hires across program spend and client achieves savings.**
- ✓ The client is motivated to **expand direct sourcing** for the most significant savings.
- ✓ **LVH fee** is 1-2% of contractor pay rate.

Note the above figures are for illustrative purposes and are management's view of the current market dynamics and should not be taken as fact

TAPFIN, one of the four largest global Managed Service Providers, is rolling out Direct Sourcing with LiveHire as their preferred technology



TAPFIN, a division of ManpowerGroup Talent Solutions LLC (NYSE:MAN), is one of the four largest Managed Service Providers globally.

TAPFIN manages more than **US\$20B** in contingent spend across **103 countries globally**.

LiveHire signed a Master Services Agreement (MSA) to be the preferred technology partner for TAPFIN, following a competitive process to bring a world-class direct sourcing solution to the TAPFIN client base.

TAPFIN and LiveHire are working closely together on several immediate and near term opportunities.

TAPFIN is in advanced negotiations with a number of its clients to integrate LiveHire's technology solution, including a Fortune 100 global sports manufacturer and retailer. LiveHire technology has cleared the prospective client's security and compliance reviews, and is now advancing through the scoping stage with the prospective client and the TAPFIN teams in the US. There is no guarantee that these negotiations will result a binding contract for LiveHire's solution.

The company will update the market in accordance with its continuous disclosure obligations.

"The strategic MSA with LiveHire allows TAPFIN to provide a world class direct sourcing solution to our clients and the market overall. TAPFIN is a proven partner to our 200+ global clients and will lead the way with a solution that increases their competitiveness in the labor market and delivers real business outcomes. Direct sourcing and our partnership with LiveHire is central to our mission to bring innovation and impact to our clients."

Amy Doyle

Global Leader Talent Solutions, TAPFIN

We invested to win (and won), we are investing to scale rapidly

LiveHire is in a leading position to capitalise on the Direct Sourcing movement after already investing to win, we are now investing to execute at a global scale.

Expansion of US operations due to TAPFIN's accelerated adoption of direct sourcing

- ✓ Operational leadership for revenue scaling and fast launch team to speed time to scale
- ✓ System functionality, productivity, integration and scalability
- ✓ Implementations, support, marketing, sales

Expansion into European Direct Sourcing market

- ✓ Cater for current and future requirements for Trans-Atlantic roll out
- ✓ Build multi-country solution and localise in EU+UK
- ✓ GDPR self-serve, multi-language and legal

Working capital coverage

- ✓ Support sensitivities to business model's early stage scaling

Entitlement	LiveHire is undertaking a fully underwritten 1 for 7 non-renounceable pro-rata entitlement offer to raise AUD 10.08 million Record Date 11 August 2022 7pm AEST
Offer Price	At AUD 0.24 per New Share Representing a: <ul style="list-style-type: none">- 21.3% to the last closing price of AUD0.305 on 05 August 2022; and- A 24.5% discount to the 10 day VWAP up to an including 04 August 2022 of AUD 0.318
Director Participation	<ul style="list-style-type: none">- Both Michael Rennie 394,850 shares and Christy Forest 416,295 shares will be taking 100% of their entitlement- Lesa Francis and Cris Buningh do not currently own any shares- Antonluigi Gozzi is subscribing for 0% of his entitlement, but is voluntarily escrowing 100% of his shares for 12 months
Underwriter	The Entitlement Offer is fully underwritten by shorebrook Pty Ltd and RAC & JD Brice Superannuation Pty Ltd ATF The Brice Superannuation Fund

Market Information

Market Information as of the 5th of August, 2022

ASX: LVH

Market Capitalization (\$AUD)	89.98M
Share Price (\$AUD)	0.305
52-week high	0.45
52-week low	0.24
Share Price Performance (YTD)	-0.04 (-12.86%)
Total Shares on Issue	295,048,591
Average Volume (90 day average)	198,474



Recent Financial Results



LiveHire: Q4 22 Highlights

LiveHire Contingent Hiring (Direct Sourcing) continues to deliver growth in North America with pipeline expanding:

- ✓ Direct Sourcing added 6 new clients and 3 new partners, both delivering to plan.
- ✓ Pipeline continues to grow in size and quality - 147 client opportunities live, up from 133 last quarter; 12 of these at proposal stage.
- ✓ Underlying non-COVID role revenues are up 30% on previous quarter.
- ✓ LiveHire signs a strategic partnership with ManpowerGroup Talent Solutions, TAPFIN division (NYSE: MAN). TAPFIN will offer LiveHire's direct sourcing technology to its clients in North America with provisions to add further countries across Europe, UK and Asia Pacific as mutually agreed by the parties.
- ✓ Investment in security and compliance (ISO 270001) certification and SOC 2 Type 1 proves key in winning enterprise deals and high price point pipeline expansion.

LiveHire Permanent Hiring (SaaS) delivers record quarter and \$5.7m in ARR:

- ✓ Closing ARR for Q4 22 \$5.7m up 10% on Q3 22, and up 31% YOY.
- ✓ Client revenue retention continues to exceed plan with NRR rate % (rolling 12 mths) at 97%, 6% points higher than Q4 21.
- ✓ Net gain for the quarter of 10 (added 15 new clients, 5 losses in quarter) taking total to 174 clients.
- ✓ 83 client opportunities live, up from 72 last quarter; 17 of these at proposal stage.

Financial indicators are tracking to plan and enabling investment in North America, with cash receipts of AUD\$1.7m for the quarter (lower to previous quarter due to timing of select group of upfront SaaS payments). Closing cash balance of AUD\$7.3m.

North America continues to drive momentum in strong client growth

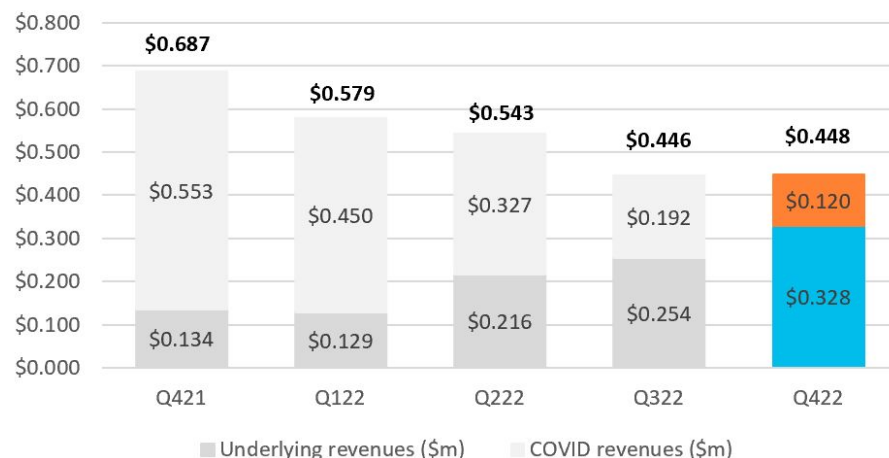
North American Performance (AUD)	Q4 21	Q1 22	Q2 22	Q3 22	Q4 22	YOY
Contingent Hiring (Direct Sourcing)						
Closing Partners	14	17	20	23	26	86%
Closing Clients ¹	14	18	24	30	36	157%
Revenue (\$m) (Transactional)	\$0.687	\$0.579	\$0.543	\$0.446	\$0.448	(35%)
Permanent Hiring (SaaS)						
Closing Clients	2	2	2	2	2	0%
Closing ARR (\$m) (Annualised)	\$0.208	\$0.208	\$0.208	\$0.208	\$0.208	0%
NRR rate % (Rolling 12mths)	100%	100%	100%	100%	100%	0%

6 new clients for the quarter, consistent with Q3:

- ✓ Added 6 new clients during the quarter (36¹ in total) and 3 new partners (26 in total), delivering to plan.
- ✓ One off COVID roles have come off as expected, reflected in overall revenue decrease of 35% YOY, but underlying business growing significantly up 144% YOY (Underlying revenues Q4 22 \$0.328m v Q4 21 \$0.134m).

Note: we are also reflecting permanent hiring (SaaS) clients who are located in North America as part of our region reporting.

Direct Sourcing Revenue (\$m) split by Quarter



¹ Closing clients excludes the impact of Non ICP clients as per following slide,

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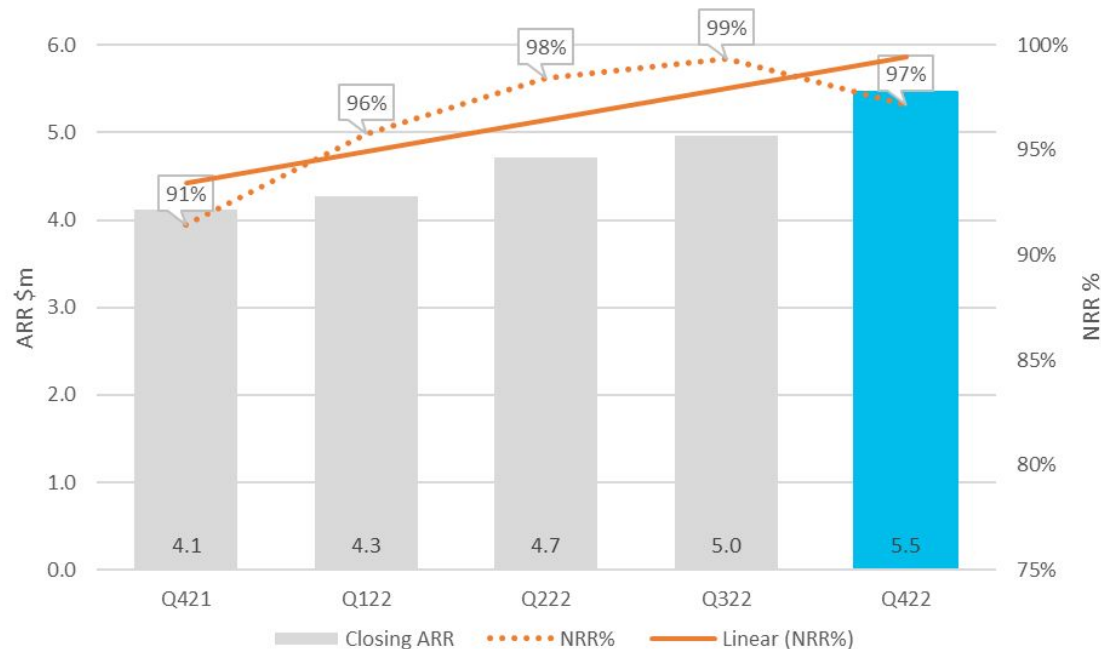
APAC business posts strong quarter with impressive retention rates

APAC Performance (AUD)	Q4 21	Q1 22	Q2 22	Q3 22	Q4 22	YOY
Permanent Hiring (SaaS)						
Closing Clients	136	139	153	162	172	26%
Closing ARR (\$m) (Annualised)	\$4.114	\$4.266	\$4.715	\$4.967	\$5.460	33%
NRR rate % (Rolling 12mths)	91%	96%	98%	99%	97%	6%

Record quarter for SaaS in sales and retention remains strong: (AUD)

- ✓ Net gain for the quarter of 10 (added 15 new clients, 5 losses in quarter) taking total to 172 clients.
- ✓ Strong new sales activity resulted in closing ARR for Q4 22 of \$5.5m up 10% on Q3 22, and up 33% YOY. New NA hire dedicated to global opportunity development has enabled Asian deal (Viventis).
- ✓ Client revenue retention still exceeding plan with NRR rate % (rolling 12mths) of 97%, 6 points higher YOY and above plan. Quarterly slight variations still expected but consistent industry standard achievement now institutionalised.
- ✓ 83 client opportunities live; 17 of these at proposal stage.

Closing ARR & NRR % (Qtr v Qtr)



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Proven results: Why invest in 'Systems of Experience'?

ASICS case study: Save time and money



Reduced ASICS recruitment expenses **by 72%**



Reduced dependence on job ads from **26% to 7% of hires**



Achieved a response rate of **71% from candidates** – **40% higher** than the average response rate

"We didn't expect to save this much and on top of that LiveHire's candidate experience and talent management is **priceless.**"





LiveHire named by Ardent Partners as “market leading” in the 2021 *Digital Staffing Platforms Technology* report.

“Best Innovative or Emerging Tech Solution” – Lighthouse Research & Advisory HR Tech Awards, 2022



FINANCIAL REVIEW BOSS

MOST INNOVATIVE COMPANIES



Issue of Shares, International Offer Restrictions, UWA summary & Summary of Risks



Offer Summary

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Average Volume (90 day average)	198,474

Timetable: Key Dates

Announce Entitlement Offer and lodgement of Investor Presentation, Appendix 3B and cleansing statement on	8 August 2022
Trading of LVH shares resumes ex-entitlement on	10 August 2022
(Record Date) Record Date for eligible participants in Entitlement Offer to be 7:00pm on	11 August 2022
(Opening Date) Entitlement Offer opens on	16 August 2022
Entitlement Offer Booklet despatched to shareholders and lodged with ASX on	16 August 2022
(Closing Date)* Closing Date of Entitlement Offer at 5:00pm on	25 August 2022
Securities commence trading on a deferred settlement basis on	26 August 2022
(Shortfall Notification Date) Company delivers a Shortfall Notice to the Underwriters by 10.00am on	30 August 2022
(Settlement Date) Settlement of Entitlement Offer and underwriting commitments on	31 August 2022
(Issue Date) Last day to announce results of the Entitlement Offer, issue the New Shares and lodge Appendix 2A on	1 September 2022
New Shares commence trading on	2 September 2022

* The Directors may extend the Closing Date by giving at least 3 Business Days' notice to ASX prior to the Closing Date. As such, the subsequent dates may be subject to change if the Closing Date is extended.

Dates and times in this Booklet are indicative only and may be subject to change. All times are AEST. The Company reserves the right, subject to the Corporations Act, ASX Listing Rules and other applicable laws, to withdraw or vary the dates and times of the Entitlement Offer without notice. In particular, the Company reserves the right to extend the Closing Date of the Entitlement Offer or accept late applications, either generally or in particular cases, without prior notice.

International Offer Restrictions

Foreign Selling Restrictions

This Investor Presentation is intended for use only in connection with the Entitlement Offer to Eligible Shareholders with a registered address in Australia or New Zealand, and Shareholders who are Professional Investors in Hong Kong. This Investor Presentation does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation. In particular, this document may not be distributed to any person, and the New Shares may not be offered or sold, in any country outside Australia except to the extent permitted below. No action has been taken to register or qualify the Entitlement Offer or the New Shares, or otherwise permit the offering of New Shares, in any jurisdiction other than Australia.

The New Shares have not been, and will not be, registered under the US Securities Act of 1933 ("**US Securities Act**") or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Shares may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws. In particular, the New Shares will only be offered and sold outside the United States in "offshore transactions", as defined and in compliance with Regulation S under the US Securities Act.

Distribution of this Investor Presentation outside of Australia may be restricted by the securities laws of other jurisdictions. Any non-compliance with these restrictions may contravene applicable securities laws.

New Zealand

The New Shares are not being offered to the public within New Zealand other than to existing Shareholders with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2021*.

This Investor Presentation has been prepared under Australian law and has not been registered, filed with, or approved by any New Zealand regulatory authority under the *Financial Markets Conduct Act 2013*. This Investor Presentation is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

International Offer Restrictions

Hong Kong

WARNING: This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the "SFO"). Accordingly, this document may not be distributed, and the New Shares may not be offered or sold, in Hong Kong other than to "professional investors" (as defined in the SFO and any rules made under that ordinance).

No advertisement, invitation or document relating to the New Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to New Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors. No person allotted New Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

Summary of underwriting agreement

The Company has entered into an underwriting deed with Shorebrook Pty Ltd and RAC & JD Brice Superannuation Pty Ltd ATF The Brice Superannuation Fund (together, the **Underwriters**) (**Underwriting Deed**), pursuant to which the Underwriters have agreed to fully underwrite the Entitlement Offer on the terms and conditions of the Underwriting Deed. Each Underwriter has agreed to underwrite 50% of the shortfall securities under the Entitlement Offer.

No fees or payments will be paid to the Underwriters in consideration for the performance of their obligations or services under the Underwriting Deed, other than the reimbursement of all reasonable out-of-pocket expenses incurred by the Underwriters in relation to the Entitlement Offer, including legal costs up to \$10,000 + GST.

The Underwriters' obligation to underwrite the Entitlement Offer is conditional on the satisfaction or waiver of the following conditions on or before 10.00am on the Shortfall Notification Date:

- (a) each of Christy Forest and Michael Rennie have subscribed for their respective full entitlement under the Entitlement Offer;
- (b) Antonluigi Gozzi and his Associates have entered into a voluntary escrow deed pursuant to which he and his associates have agreed to not to sell their Shares during the period commencing on execution of the Underwriting Deed and expiring on the earlier of:
 - I. expiry of 12 months from the date of the Underwriting Deed; and
 - II. where Antonluigi Gozzi:
 - A. ceases to hold office as a Director; or
 - B. ceases to be employed by the Company or otherwise engaged on terms that are no less favourable to Antonluigi Gozzi,

in each case for any reason other than as a result of:

 - C. his voluntary resignation; or
 - D. the Company lawfully terminating his employment with the Company for cause in accordance with the terms of his employment agreement.
- (c) the Company obtaining (if required) from ASX and ASIC, all necessary or customary waivers or modifications from, and rulings/approvals under, the ASX Listing Rules and the Corporations Act, to allow the Entitlement Offer to proceed as contemplated under the Underwriting Deed, such regulatory approvals being in full force and effect as at the date of the Underwriting Deed and the ASX not indicating that it will not grant permission for the official quotation of the New Shares.

Each Underwriter (severally) may, in certain circumstances, terminate the Underwriting Deed and be released from their obligations to underwrite the Entitlement Offer where any the following events (individually or together) occur and, in the Underwriter's reasonable and bona fide opinion (acting in good faith), such event will have a material adverse effect on the Company Group or give rise to a liability of the Underwriter under the Corporations Act:

Summary of underwriting agreement

- (a) **(market movement)** at any time between the date of the Underwriting Deed and the date of issue of the New Shares, the S&P ASX Small Ordinaries Index (XSO) closes 10% or more below the level of that index at 5.00pm on the trading day immediately prior to the date of the Underwriting Deed on 3 consecutive trading days before the date of issue and allotment of the New Shares;
- (b) **(Takeovers Panel)**: the Takeovers Panel makes a declaration that circumstances in relation to the affairs of the Company are unacceptable circumstances under Pt 6.10 of the Corporations Act, or an application for such a declaration is made to the Takeovers Panel;
- (c) **(Adverse change)**: an event occurs which gives rise to a material adverse effect after the date of the Underwriting Deed in the assets, liabilities, financial position, trading results, profits, losses, business or operations of the Company and the Group as a whole;
- (d) **(Change in Act or policy)**: there is introduced, or there is a public announcement of a proposal to introduce, into the Parliament of Australia or any of its States or Territories any Act or prospective Act or budget or the Reserve Bank of Australia or any Commonwealth or State authority adopts or announces a proposal to adopt any new, or any major change in, existing, monetary, taxation, exchange or fiscal policy which will cause a material adverse effect;
- (e) **(Event of Insolvency)**: an insolvency event occurs in respect of the Company;
- (f) **(Force Majeure)**: there is an act of God, pandemic, epidemic, war, revolution, or any other unlawful act against public order or authority, an industrial dispute, a governmental restraint, or any other event which is not within the control of the Company or the Underwriter affecting the Company's business or any obligation under the Underwriting Deed lasting in excess of 30 days;
- (g) **(disclosures in Offer Materials)**: a statement contained in the Offer Materials or any other information supplied by or on behalf of the Company to the Underwriters is or becomes untrue, incorrect, misleading or deceptive (including by omission) or is likely to mislead or deceive or becomes misleading or deceptive or a material matter required by the Corporations Act is omitted;
- (h) **(Offer Materials do not comply)**: the Offer Materials do not comply with the Corporations Act, Listing Rules or any other applicable law;
- (i) **(forecast incapable of being met)**: any forecast or forward looking statement in the Offer Materials or otherwise previously disclosed by the Company to the ASX pursuant to Chapter 3 of the Listing Rules becomes incapable of being met within the projected timeframe;
- (j) **(withdrawal)**: the Company withdraws the Entitlement Offer or any Offer Materials;

Summary of underwriting agreement

- (k) **(fraud)** the Company or any member of the Company Group or any of their respective directors or officers (as applicable and as those terms are defined in the Corporations Act) engage, or have engaged since the date of the Underwriting Deed, in any fraudulent conduct or activity whether or not in connection with the Entitlement Offer;
- (l) **(new circumstance)**: a new circumstance occurs in relation to the Company or any member of the Company Group that has arisen since the Offer Materials were issued and which a reasonable investor would consider to have a material adverse effect on the Company Group;
- (m) **(Government Agency action)**: ASIC or any other government agency commences or threatens to commence any hearing, inquiry, investigation, proceedings or prosecution, or takes any regulatory action or seeks any remedy, in connection with the Company, the Entitlement Offer or the Offer Materials;
- (n) **(judgment)**: a judgment in an amount exceeding \$50,000 is obtained against the Company or any Company Group Member and is not set aside or satisfied within 5 Business Days;
- (o) **(regulatory action)**: any of the following occurs:
 - (i) ASIC issues an order (including an interim order) in respect of the Entitlement Offer;
 - (ii) ASIC holds a hearing, commences an investigation or provides notice in respect of the Offer;
- (p) **(regulatory notification)**: ASX notifies the Company that any ASX approval or ASIC notifies the Company that any ASIC modification is required in connection with the Entitlement Offer or the Offer Materials, and such ASX approval or ASIC modification is not obtained prior to the Settlement Date;
- (q) **(regulatory approval withdrawn)**: a regulatory body or government agency withdraws, revokes, varies or amends any approvals required for the Company to perform its obligations under the Underwriting Deed or to carry out the transactions contemplated by the Offer Materials;
- (r) **(financial assistance)**: after the date of the Underwriting Deed, the Company or any Company Group Member passes or takes any steps to pass a resolution under section 260B of the Corporations Act, without the prior written consent of the Underwriters;
- (s) **(Timetable delay)** any event set out in the Timetable is delayed for more than 2 business days, unless the Underwriters consent to a variation (which consent must not be unreasonably withheld or delayed);
- (t) **(failure to issue or transfer)** the Company is prevented from issuing the New Shares within the time required by the Timetable (as amended with the Underwriters' consent in accordance with the terms of the Underwriting Deed), the Offer Materials, the Listing Rules, the ASX Settlement Operating Rules or by any other applicable laws, under an order of a court of competent jurisdiction or a government agency;

Summary of underwriting agreement

- (u) **(directors)** any of the following occurs:
 - (i) a director of the Company or a director or senior executive of any other Company Group Member is charged with an indictable offence relating to a financial or corporate matter;
 - (ii) any government agency or regulatory body commences any public action against the Company, any other Company Group Member or any of their respective directors or senior executives or threatens or announces that it intends to take such action;
 - (iii) any director of the Company or any other Company Group Member is disqualified from managing a corporation under Part 2D.6 of the Corporations Act, or an action to disqualify and such person is threatened or announced; or
 - (iv) any director of the Company or any director of any other member of the Group engages in any fraudulent conduct or activity, or is found to have engaged in any fraudulent conduct or activity in the past.
- (v) **(government agencies)**: any licence, permit, authorisation, approval, order, concession or consent from a government agency in respect of the Company or any other Company Group Member is revoked or not renewed (except as fully disclosed in the Offer Materials);
- (w) **(change in laws)**: any of the following occurs which does or is likely to prohibit, restrict or regulate the Offer or materially reduce the level or likely level of Valid Applications or materially affects the financial position of the Company or the Company Group or has a material adverse effect of the success of the Entitlement Offer or New Shares:
 - (i) the introduction of legislation into the parliament of the Commonwealth of Australia, any State or Territory of Australia, New Zealand or Hong Kong;
 - (ii) the public announcement of prospective legislation or policy by the Australian Federal Government or the Government of any Australian State or Territory; or
 - (iii) the adoption by ASX, ASIC, or the Reserve Bank of Australia, or any of their respective delegates, of any regulations or policy.
- (x) **(breach of law or regulations)**: the Company or any other Company Group Member contravenes the Corporations Act, the Constitution, Listing Rules or any other applicable law or regulation;
- (y) **(general trading suspension)**: trading in securities generally has been suspended or materially limited, for at least five trading days, by the Hong Kong Stock Exchange or the ASX (except in the case of a suspension due to an electronic malfunction, a power outage or technology hacking attack);
- (z) **(warranties untrue)**: any of the warranties or representations by the Company in the Underwriting Deed are breached or are or become false, misleading or incorrect;

Summary of underwriting agreement

- (aa) **(breach)**: the Company is in default of any of the material terms and conditions of the Underwriting Deed or breaches any undertaking or covenant given or made by it under the Underwriting Deed and that default or breach is either incapable of remedy or is not remedied within ten business days after being given notice to do so by an Underwriter;
- (bb) **(restricted activities)**: without the prior written consent of the Underwriters, the Company or any other Company Group Member:
- (i) disposes, or agrees to dispose, of the whole, or a substantial part, of its business or property other than as contemplated in the Offer Materials;
 - (ii) ceases or threatens to cease to carry on business;
 - (iii) alters its capital structure (debt or equity), other than as contemplated in the Offer Materials or the Underwriting Deed or in connection with an issue or conversion of securities under the Company's employee incentive plan or a proposed issue that has been publicly disclosed to ASX prior to the date of the Underwriting Deed;
 - (iv) amends the Constitution or any other constituent document of the Company; or
 - (v) amends the terms of issue or transfer of the New Shares without the prior written consent of the Underwriters (which must not unreasonably be withheld or delayed);
- (cc) **(adverse change in financial markets)** any of the following occurs:
- (i) a general moratorium on commercial banking activities in Australia, New Zealand or Hong Kong, is declared by the relevant authority in any of those countries, or there is a disruption in commercial banking or security settlement or clearance services in any of those countries;
 - (ii) any adverse change or disruption to the existing financial markets, political or economic conditions of, or currency exchange rates or controls in, Australia, New Zealand or Hong Kong, or the international financial markets or any adverse change in national or international political, financial or economic conditions, in each case the effect of which is that, in the reasonable opinion of an Underwriter, it is impracticable to market the Offer or to enforce contracts to issue, allot or transfer the Securities or that the success of the Offer is likely to be adversely affected; or
 - (iii) after the date of the Underwriting Deed, a change or development (which was not publicly known prior to the date of the Underwriting Deed) involving a prospective adverse change in taxation affecting the Company Group or the Entitlement Offer occurs;

Summary of underwriting agreement

- (dd) **(hostilities)**: there is an outbreak of hostilities, political or civil unrest (whether or not war or a national emergency has been declared) not presently existing, or a major escalation in existing hostilities, political or civil unrest occurs, or a national emergency is declared or a major act of terrorism occurs in or involving any one or more of Australia, New Zealand or Hong Kong;
- (ee) **(change in board or management)** other than as contemplated in the Offer Materials, a change to the board of directors of the Company occurs, or the employment of any member of senior management disclosed in the Offer Materials is terminated, or any of Antonluigi Gozzi, Christy Forest or Michael Rennie gives notice of their intention to cease employment or being an officer (as the case may be), with any member of the Company Group;
- (ff) **(encumbrances)**: a member of the Company Group charges or agrees to charge or creates any encumbrance over, the whole, or a substantial part of its business or property, other than as disclosed in the Offer Materials;
- (gg) **(public statements)**: the Company or any other member of the Company Group issues a public statement concerning the Entitlement Offer after the date of the Underwriting Deed which has not been approved by the Underwriters, acting reasonably.

If an Underwriter terminates its obligations under the Underwriting Deed (**Terminating Underwriter**), the Terminating Underwriter will be discharged from any of its obligations that remain to be performed under the Underwriting Deed (other than in respect of its due diligence investigations, information rights and confidentiality obligations). The exercise by the Terminating Underwriter of its termination rights does not automatically terminate the obligations of the other Underwriter who may:

- (a) elect in writing to assume all the rights and obligations of the Terminating Underwriter; or
- (b) nominate a proposed replacement underwriter (**Replacement Underwriter**) to assume the obligations of the Terminating Underwriter in which case:
 - (i) the Company may, in its sole discretion, reject or approve the Replacement Underwriter (on such conditions as the Company considers appropriate); and
 - (ii) the Replacement Underwriter must enter into a binding agreement with the Company under which it assumes the obligations of the Terminating Underwriter under the Underwriting Deed.

Within 2 Business Days of the Terminating Underwriter terminating its obligations under the Underwriting Deed (or such longer period as the Company may agree in writing), if the other Underwriter does not make an election under paragraph (a) or (b) above, or an agreement with a Replacement Underwriter is not executed, that other Underwriter will be treated as also having terminated its obligations under the Underwriting Deed.

Summary of underwriting agreement

Subject to certain exceptions, to the maximum extent permitted by law, the Company has agreed to unconditionally and irrevocably indemnify and hold harmless each of the Underwriters, and their respective affiliates and related bodies corporate, and each of their directors, officers, employees, agents, advisers and partners (each an **Indemnified Party**) from and against (among other things) all claims, losses, damages, proceedings, liabilities, costs or expenses of any kind however arising that any of the Indemnified Parties may sustain or incur in any way in connection with the Offer, including but not limited to claims and liabilities sustained or incurred directly or indirectly as a result of:

- (a) any transaction or proposal contemplated by the Underwriting Deed;
- (b) the engagement of the Underwriters pursuant to the Underwriting Deed;
- (c) the performance by the Underwriters of their obligations under or the services contemplated by the Underwriting Deed, other than obligations relating to sub-underwriting fees or the liabilities to pay the issue price for each shortfall security the Underwriter is required to subscribe for under the Underwriting Deed; and
- (d) the performance or non-performance by the Company of its obligations under the Underwriting Deed.

The Underwriting Deed also contains covenants, warranties, representations and other terms customary for an agreement of this nature.

Neither the Underwriters, nor any of their respective related bodies corporate and affiliates, nor any of its directors, officers, partners, employees, representatives or agents (each an Underwriter Party and collectively the Underwriter Parties) have authorised or caused the issue or lodgement, submission, despatch or provision of this Investor Presentation, and there is no statement in this Investor Presentation which is based on a statement made by an Underwriter Party. To the maximum extent permitted by law, each Underwriter Party expressly disclaims all liabilities in respect of, and makes no representation or warranty as to the currency, accuracy, reliability or completeness of this Investor Presentation. To the maximum extent permitted by law, the Underwriter Parties exclude and disclaim all liability for any expenses, losses, damages or costs incurred by you as a result of your participation in the Entitlement Offer and this Investor Presentation being inaccurate or incomplete in any way for any reason, whether by negligence or otherwise. None of the Underwriter Parties makes any recommendations as to whether you or your related parties should participate in the Entitlement Offer nor do they make any representations or warranties concerning this Entitlement Offer or any such information and you represent, warrant and agree that you have not relied on any statements made by any of the Underwriter Parties in relation to the New Shares or the Entitlement Offer generally.

Summary of Risk Factors

Business and industry risks

(a) Financing Risks

The funds raised pursuant to the Entitlement Offer will be used to accelerate the Company's business and growth plans. If the Company incurs unexpected costs, invests in the wrong projects, people and/or geographies to generate a sufficient return, or is unable to generate sufficient revenue, further funding may be required. The Company may require additional funding to carry out the full scope of its plans. There can be no assurance that such funding will be available on satisfactory terms or at all. Any inability to obtain funding will adversely affect the business and financial condition of the Company and, consequently, its performance.

Any additional financing through Share issues may dilute shareholdings. Debt financing may not be available to support the scope and extent of proposed developments. If available, it may impose restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations as the case may be.

Conversely, the level of cash burn required for the Company to progress its growth strategy and business needs may be too high for the market's appetite. Accordingly, this may result in the Company needing to slow its business trajectory and its investment in growth to fit within its cash constraints.

(b) Competition Risk

Any domestic or international competition from existing direct or indirect competitors, or new market entrants, including attempts to copy product functionality or displace the technology/software with new technology offerings can impact revenue, customer base, and margins.

The Company participates in a competitive global marketplace against many larger, globally focussed competitors with significantly more access to capital and resources. Should any of the Company's competitors participate more aggressively on price, product, innovation or other means then this could have a material adverse impact on the Company's financial performance and future prospects of the business.

Summary of Risk Factors

Like all businesses developing a new platform in a competitive global marketplace, we face the risk that:

- (i) we fail to increase adoption and usage of our solution compared to that of our competitors;
- (ii) our solution fails to meet the expectations of our clients, or we fail to implement changes to satisfy the changing expectations of our clients, relative to our competitors;
- (iii) we fail to anticipate and adapt to technology changes as quickly as our competitors;
- (iv) technological advancements could make our products obsolete;
- (v) our competitors enhance their product offering to improve their competitive positioning relative to ourselves by increasing the functionality of their solutions;
- (vi) existing or potential competitors increase their market share through aggressive marketing campaigns, product innovation or development, improved functionality, price discounting or acquisitions;
- (vii) new entrants into the market could develop solutions which compete directly with the Company; and
- (viii) in-house developed solutions may become preferred to outsourced solutions.

If any of these risks arise, we may compete less effectively against our competitors which could reduce our market share and our ability to develop or secure new clients. This could have an adverse impact on our business, operations and financial performance.

(c) Failure to scale up and commercialise

There is a risk that the Company will be unable to achieve sufficient scale in the commercialisation of its products across all target customer segments, which could potentially result in reduced or negative growth.

There is also a risk that the Company's products launched and developed to the market may be unprofitable because they are not supported by sufficient market interest or otherwise not adequately marketed and fail to sell. There is also a risk that the delay in the product uptake will lead to lower revenues and larger costs leading to a lower than expected return on investment.

Summary of Risk Factors

Further, there is a risk that large-scale integrations are not accepted by clients for factors both within or outside the Company's control, which may lead to significant short term financial loss from lost revenue, costs to remediate and/or reputational damage.

With the expansion of the business into new high-growth international geographies such as North America and Europe, the Company becomes more exposed to the macroeconomic environment of these markets as well as to fluctuations in exchange rates. The Company may not be able to fully recoup its investment in these markets should it not be able to accelerate the growth of its business.

(d) Failure to realise benefits from research and development

We have invested significantly in research and development, and we expect to continue to do so in the future in order to further expand and improve our solution and to maintain our competitive position.

When investing in research and development we make certain assumptions about the expected future benefits generated by our investment and the expected timeframe in which such benefits may be realised. These assumptions are subject to change and involve both known and unknown risks that are beyond our control. Any change to these assumptions may have an adverse impact on our ability to realise benefits from innovation and product development related costs.

In addition the Australian government provides a research and development (R&D) tax incentive encourages companies to engage in R&D benefiting Australia, by providing a tax offset for eligible R&D activities.

(e) Security Software and Technology Breaches and Improper Access to Personal Data

The Company uses several information technology solutions to manage various aspects of its business operations. By their nature, information technology systems are susceptible to cyber attacks with third parties seeking unauthorised access to data. Security breaches may involve unauthorised access to the Company's networks, systems and databases and the deployment of viruses or other malicious software designed to create system and service disruptions, exposing financial, proprietary and personal information.

In addition, in providing services to its customers, the Company stores, analyses and transmits confidential and personal information. There is the possibility that the measures taken by the Company to protect its proprietary information and any personal information are not sufficient to prevent unauthorised access to, or disclosure of, such data.

Any accidental or deliberate security breach or other unauthorised access to the Company's information technology systems or customer data may subject the Company to reputational damage, a loss of confidence in the services it provides, claims by customers, loss of customers, reputation, business, financial condition and financial performance.

Summary of Risk Factors

(f) Loss of Key Personnel

Our success is dependent upon the ongoing retention of key personnel, including the Company's management team. These individuals have extensive experience in, and knowledge of, the Company's product and business.

In addition, there is a risk that we may not be able to attract and retain key personnel or be able to find effective replacements for those key personnel in a timely manner or have a well-defined succession plan in place. The loss of such personnel, or any delay in their replacement, could have a materially adverse impact on management's ability to operate the business and achieve our growth strategies and prospects. The loss of key personnel could also have an adverse impact on our operations, the potential loss of key client relationships, potential loss of business process knowledge and financial performance.

(g) Failure to effectively attract new or retain existing clients

Our business depends on our ability to retain existing clients, attract further business from existing clients and to gain new clients. There is a risk our existing clients reduce their usage of our solution.

Our ability to retain existing clients and attract new clients, as well as our clients' level of usage of our solution, depends on many factors including the adequacy of our solution with respect to matters such as functionality, reliability, cost-effectiveness, pricing, client support and value compared to competing products. In addition, clients' use of our solution may be affected by external factors such as changes to laws and regulations which affect our clients' business. If our clients do not continue to use our solution or increase their use over time, or if new clients do not choose to use our solution, the growth in our revenue may slow or decline.

Our business relies on a number of key contracts and arrangements. Any failure to maintain, renew or replace key contracts and arrangements on commercially acceptable terms, or any failure by a party (including ourselves) to perform its obligations under such contracts or arrangements, could have a material adverse effect on our business, operations and financial performance. There is a risk that we may lose key contracts and arrangements for a variety of reasons. Certain key contracts and arrangements may be terminated by the counterparty for convenience. In these cases, we may not have contractual certainty in respect of the term of the relevant contract or arrangement or the operation of such contract or arrangement. As a result, these contracts and arrangements may give rise to a greater risk of unexpected termination or renegotiation of key commercial terms, or disputes. In addition, there is a risk that we may lose key contracts and arrangements due to a breach of contract by either the relevant counterparty or ourselves. Unless the necessary consents or waivers of the relevant counterparties are obtained, such counterparties may seek to exercise or enforce rights under or in respect of the relevant contracts or arrangements, including rights of termination and/or damages claims for breach of contract. The enforcement of such rights may have an adverse impact on our revenue and financial performance.

Summary of Risk Factors

(h) Misuse or loss of personal information

The Company and its partners are subject to privacy laws in Australia, United States, Europe and other international jurisdictions. These laws regulate the handling of personal information and data collection. Such laws impact the way those entities can collect, use, analyse, transfer and share personal and other information. Any actual or perceived failure by those entities to comply with relevant privacy laws and regulations may result in the imposition of fines or other penalties, client losses, a reduction in existing services, and limitations on the use and development of technology requiring the input of such data. Any of these events could adversely impact the Company's business, financial condition and financial performance.

(i) Failure to keep abreast of changes in political, compliance and regulatory environments

Our business is influenced and affected by global laws and government policy. There is a risk that we may fail to keep abreast of these potential changes, which could have an adverse impact on our business and operations. Any new or altered laws or regulations which affect our business could require us to increase spending and employee resources on regulatory compliance and / or change our business practices, which could adversely affect our operations and profitability.

Further, any non-compliance by the Company with relevant laws and regulations may result in breach of contract and potential damages, recourse by regulatory bodies such as ASIC and ASX, or have a material adverse impact on the financial performance of the Company and/or the Share price which may affect security holders' investments in the Company.

General risks of an investment in Shares

(a) Price of Shares may fluctuate

The Company is a publicly listed company on the ASX, and as a result, is subject to general market risk that is inherent in all securities listed on a stock exchange. This may result in fluctuations in our Share price that are not explained by our fundamental operations and activities.

The price at which Shares are quoted on the ASX may increase or decrease due to a number of factors. These factors may cause the Shares to trade at prices below the Issue Price. There is no assurance that the price of Shares will increase, even if our earnings increase. Some of the factors which may adversely impact the price of the Shares include fluctuations in the domestic and international market for listed securities, general economic conditions including gross domestic product growth, interest rates, inflation rates, foreign currency fluctuations, commodity and oil prices, changes to fiscal, monetary or regulatory policies and settings, changes in legislation or regulation, inclusion in or removal from market indices, variations in sector performance, which can lead to investors exiting one sector in preference for another, initiatives by other sector participants which may lead to investors switching from one stock to another, the nature of the markets in which we operate and general operational and business risks.

Summary of Risk Factors

Deterioration of general economic conditions may also affect our business operations, and the consequent returns from an investment in Shares.

(b) Trading in Shares might not be liquid

There can be no guarantee that an active market for Shares will continue or that the price of Shares will increase. There may be relatively few potential buyers or sellers of Shares on the ASX at any time.

This may increase the volatility of the market price of Shares. It may also affect the prevailing market price at which Shareholders are able to sell their Shares. This may result in Shareholders receiving a market price for their Shares that is less or more than the price that Shareholders paid.

(c) Inability to pay dividends

Our ability to pay dividends or make other distributions in the future is contingent on our profits and certain other factors, including the capital and operational expenditure requirements of the business. Therefore, there is no assurance that dividends will be paid. Moreover, to the extent that we pay any dividends, our ability to offer fully franked dividends is contingent on making taxable profits. Our taxable profits may be difficult to predict, making the payment of franked dividends unpredictable.

The value of franking credits to a Shareholder will differ depending on the Shareholder's particular tax circumstances. Shareholders should also be aware that the ability to use franking credits, either as a tax offset or to claim a refund after the end of the income year, will depend on the individual tax position of each Shareholder.

(d) Risk of unauthorised transactions

An investment in any company that relies on its personnel carries a risk that management fraud, employee fraud, and illegal and unauthorized acts may take place, or that employees may use assets or act outside of their authority, any or all of which could lead to reputation degradation in the marketplace or even legal implications and/or financial loss.

Summary of Risk Factors

(e) Lack of access to information, requisite skills and leadership

An investment in any company that relies on its personnel carries a risk that the personnel responsible for managing and controlling an organization or a business process do not possess the requisite knowledge, skills and experience needed, or have access to the information required, to ensure that critical business objectives are achieved, and significant business risks are reduced to an acceptable level. Similarly, there is also a risk that the people responsible for important business processes do not or cannot provide the leadership, vision, and support necessary to help employees be effective and successful in their jobs.

There is also a risk that, from time to time, managers and employees are not properly lead, do not know what to do (or how to do it) when they need to do it, exceed the boundaries of their defined authorities, do not have the resources, training and tools necessary to make effective decisions or are given incentives to do the wrong thing.

(f) Shareholder dilution

In the future, we may elect to issue Shares (including pursuant to employee and management incentive arrangements) or engage in fundraising activities for a variety of reasons, including to fund acquisitions or growth initiatives. While we will be subject to the constraints of the ASX Listing Rules regarding the percentage of our capital that we are able to issue within a 12-month period (other than where exceptions apply), Shareholders may be diluted as result of such issues of Shares and fundraisings.

(g) Changes in tax rules or regulations

Tax laws may change in the future. Any changes to the current rates of taxes imposed on us are likely to affect returns to Shareholders. An interpretation of tax laws by the ATO, or any other relevant authority or body, that is contrary to our views of those laws, may increase the amount of tax to be paid or cause changes in the carrying value of tax assets or liabilities in our financial statements. In addition, any change in tax rules could have a material adverse effect on the level of dividend franking and Shareholder returns.

Summary of Risk Factors

(h) Australian Accounting Standards may change

AAS are issued by the AASB and are not within our control. The AASB may, from time to time, introduce new or refined AAS, which may affect future measurement and recognition of key statement of profit or loss and balance sheet items.

There is also a risk that interpretation of existing AAS, including those relating to the measurement and recognition of key statement of profit or loss or balance sheet items, may differ. Any changes to the AAS or to the interpretation of those standards may have a material adverse effect on our reported financial performance and position.

(i) Force majeure events may occur

Events may occur within or outside Australia that negatively impact global, Australian or other local economies relevant to our financial performance, operations and/or the price of Shares. These events include but are not limited to acts of terrorism, an outbreak of international hostilities, fires, floods, earthquakes, labour strikes, civil wars, natural disasters, outbreaks of disease or other natural or man-made events or occurrences that may have a material adverse effect on our supply chain, the demand for our products and our ability to conduct business.

(j) Expected future events may not occur

Certain statements in this Booklet and the Investor Presentation constitute forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance and achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Given these uncertainties, prospective investors should not place undue reliance on forward-looking statements. In addition, under no circumstances should forward-looking statements be regarded as a representation or warranty by the Company, or any other person referred to in this Booklet or the Investor Presentation that a particular outcome or future event is guaranteed.

(k) Interest rate fluctuations

Changes in interest rates will affect borrowings which bear interest at floating rates. Any increase in interest rates will affect our costs of servicing borrowings and may affect the relative strength of the Australian and the U.S. dollar, each of which could materially and adversely affect its financial performance and position.

Appendices



LiveHire's Performance Metrics – Glossary

Below we explain a handful of the headline performance metrics, and inputs into key metrics, that we use every day to manage and drive LiveHire's performance.

Monthly Recurring Revenue

Monthly recurring revenue is a point in time monthly view of LiveHire's recurring revenue components. This is a combination of fixed monthly recurring revenue streams, variable monthly recurring revenue streams, and monthly recognised recurring revenue streams for upfront paying clients.

Annualised Recurring Revenue (ARR)

ARR represents contracted recurring revenue components of term subscriptions normalised to a one-year period.

Opening ARR

Opening ARR represents the ARR at the beginning of the period.

New Business ARR

New Business ARR represents the ARR derived from new clients secured in that period.

ARR Churn – Customer Losses

ARR Churn represents the value of ARR which was not renewed by clients lost in that period.

Net Revenue Retention (NRR) rate %

Calculated as $(\text{Opening ARR} + \text{upsell ARR} - \text{downsell ARR} - \text{churn / lost ARR}) / \text{Opening ARR}$. NRR is an indicator that measures how well a business can not only renew but generate additional revenue from its clients post initial sale.

ARR Churn

$\text{ARR Churn} = \text{Customer Losses} + \text{Net Upsell ARR}$

Closing ARR

Closing ARR represents the ARR at the end of the period and is calculated as:
 $\text{Closing ARR} = \text{Opening ARR} + \text{New Business ARR} + \text{Net Upsell ARR} - \text{Churn ARR Customer Losses}$.

Churn %

ARR Churn as a percentage of Opening ARR.

Annualised Recurring Revenue Per Client (ARRPC)

ARRPC is calculated as: $\text{Closing ARR} / \text{number of clients}$

ARRPC is a key metric and can be grown by securing higher value clients, and by adding new products and functionality to provide more value to clients.

Client

A client is defined as being an entity from which ARR is generated at a point in time.

Talent Community Connection (TCC)

A talent community connection (TCC) represents a connection between a company and an employment candidate on the LiveHire platform. An individual candidate may join multiple talent communities resulting in multiple TCCs per candidate. TCCs include unclaimed candidate profiles created by a company or its service providers or by the candidate through a job application process. TCCs may also include claimed candidate profiles that remain on the platform available to be connected with live talent communities after being archived by their only active company connection.

Note: None of the information included in this presentation should be considered individually material, unless specifically stated. All figures in this announcement are provided on an unaudited basis. All references to dollar amounts or figures is in Australian currency unless stated otherwise.

LiveHire's Financial Metrics – Glossary

Below we explain a handful of the headline performance metrics, and inputs into key metrics, that we use every day to manage and drive LiveHire's performance.

Recurring Revenue

Recurring revenue is the component of statutory reported operating revenue that relates to recurring revenue streams earned during the period being reported on. Recurring revenue streams include hosting fees, user licence fees and ongoing support and maintenance fees.

Non-Recurring Revenue

Non-recurring revenue is the component of statutory reported operating revenue that relates to one-off revenue streams earned during the period being reported on. This predominantly consists of upfront implementation and integrations fees as well as professional services fees.

Management EBITDA

EBITDA excluding Share Based Payments and R&D rebate income, and prior to the transfer of certain costs to the software development asset. It provides a normalised view that excludes significant non-cash expenses, income not considered part of core operations, and includes all salary costs (including those able to be capitalised under the applicable accounting standards).

Ideal Client Profile (ICP)

Clients who are committed to the structure, scale and change management of a deal to be successful over time

Statutory EBITDA

EBITDA including Share Based Payments and R&D rebate income, and after the transfer of certain costs to the software development asset.

Annual Cash Burn excluding financing activities

Cash Burn excluding financing activities is calculated as operating and investing cash flows as reported in the statutory cash flow statement.

It does not include net cashflows from financing activities (e.g. capital raise).

Estimated Annual Contract Value (EACV) – Direct Sourcing

EACV refers to the expected annual contract value that a direct sourcing client will pay LiveHire when the client is at full ramp. LiveHire expects the client to take 18-24mths to ramp to this rate of use. Ramping may also be impacted by forex movements.

Management's assumption an average of \$215k EACV per client has been calculated on a blended sales basis across the paybooks (in \$US) of the companies LiveHire intends to target and the LiveHire fee (%) that would be calculated across each paybook. The size of each paybook was assumed in USD and has been converted to AUD based on an exchange rate of 1.41.

Opportunities Live

Organisations that have had a discovery meeting and / or demonstration of the product and are in active consideration of the LiveHire solution.

Top 20 Shareholders as at 30 June 2022

Rank	Investor	City	No of shares	% of issued
			30 June 2022	capital
1	Fidelity Investments - China	Hong Kong	27,298,637	9.18%
2	Haywood, Michael	Melbourne	23,750,396	7.99%
3	Gozzi, Antonluigi	Melbourne	19,980,780	6.72%
4	Galvin, Grant	Perth	14,539,703	4.89%
5	Firetrail Investments	Sydney	13,635,322	4.59%
6	Smith, Richard	Melbourne	13,419,923	4.51%
7	TelstraSuper	Melbourne	12,307,208	4.14%
8	Fitzpatrick, Jeanette & Kevin	Brisbane	10,604,727	3.57%
9	Thorney Investment Group	Melbourne	8,647,484	2.91%
10	SG Hiscock & Co	Melbourne	5,701,842	1.92%
11	Brice, Jennifer & Robert	Graceville	4,166,021	1.40%
12	Mahemoff, Danielle	Melbourne	4,000,000	1.35%
13	Ryan, Matt	Perth	3,930,674	1.32%
14	Brazil Farming Pty Ltd	Brookstead	3,440,000	1.16%
15	Forest, Christy	Sydney	2,914,065	0.98%
16	Hawter, Benjamin	Sydney	2,906,845	0.98%
17	Blackrock Investment Management - Australia	Melbourne	2,856,807	0.96%
18	Rennie, Michael	Sydney	2,763,948	0.93%
19	Mapledoram, Clare	Brisbane	2,641,771	0.89%
20	Ludski, Henry	Melbourne	2,550,000	0.86%
	Total		182,056,153	61.22%

Get In Touch



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Melbourne VIC 3000

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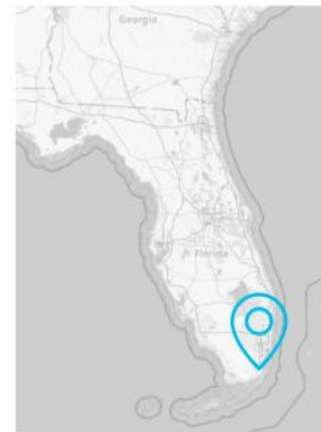
Sydney, AU



Perth, AU



Atlanta, USA



Miami, USA

