

JOHNSON | WINTER | SLATTERY

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30 September 2024

The Manager
ASX Market Announcements Office
ASX Limited
Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

FOR LODGEMENT ONLINE

Dear Sir/Madam

Seventh supplementary target's statement – LiveHire Ltd

We act for LiveHire Ltd (ACN 153 266 605) (ASX: LVH) (**LiveHire**).

We refer to LiveHire's target's statement dated 14 August 2024 in response to the unconditional on-market takeover bid by Humanforce Holdings Pty Ltd (ACN 618 020 401) to acquire all of the ordinary shares in the capital of LiveHire.

In accordance with section 647(3)(b) of the *Corporations Act 2001* (Cth), we attach a copy of the seventh supplementary target's statement in response to the takeover bid.

The attached seventh supplementary target's statement will be lodged with the Australian Securities and Investments Commission and sent to Humanforce today.

Yours faithfully,



Johnson Winter Slattery

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This document is a supplementary target's statement (**Seventh Supplementary Target's Statement**) prepared in accordance with section 644 of the *Corporations Act 2001* (Cth) and given by LiveHire Ltd (ACN 153 266 605) (**LiveHire**) in connection with the on-market takeover bid announced on 14 August 2024 by Humanforce Holdings Pty Ltd (ACN 618 020 401) (**Humanforce**). Neither ASIC, ASX nor its officers take any responsibility for the content of this Seventh Supplementary Target's Statement.

This Seventh Supplementary Target's Statement supplements, and should be read together with, the target's statement lodged with the Australian Securities Exchange (**ASX**), Humanforce and the Australian Securities and Investments Commission (**ASIC**) on 14 August 2024 (**Target's Statement**) as supplemented by the first supplementary target's statement dated 16 August 2024 (**First Supplementary Target's Statement**), second supplementary target's statement dated 29 August 2024 (**Second Supplementary Target's Statement**), third supplementary target's statement dated 30 August 2024 (**Third Supplementary Target's Statement**), fourth supplementary target's statement dated 16 September 2024 (**Fourth Supplementary Target's Statement**), fifth supplementary target's statement dated 23 September 2024 (**Fifth Supplementary Target's Statement**) and sixth supplementary target's statement dated 26 September 2024 (**Sixth Supplementary Target's Statement**) (together, the **Prior Target's Statements**).



30 September 2024

Dear LiveHire Shareholder,

Offer Period automatically extended to close on 11 October 2024

Humanforce increased its voting power in LiveHire to more than 50% on 27 September 2024 and accordingly, the Offer Period in the Humanforce Offer has been automatically extended to 11 October 2024 (unless further extended).

The LiveHire Directors continue to unanimously recommend that LiveHire Shareholders **ACCEPT** the Offer that has been made by Humanforce in the absence of a superior proposal and sell their LiveHire Shares to Humanforce on-market before the Offer closes on 11 October 2024.

LiveHire Performance Rights and Service Rights

As contemplated in the Bid Implementation Agreement, all "Go the extra mile award – FY23" and "Retention Equity Plan" Performance Rights have vested, and all remaining Unvested Performance Rights have lapsed.

Any Vested Performance Rights and Service Rights that are not exercised by LiveHire employees or directors by the end of the Offer Period will also lapse.

The LiveHire Directors continue to unanimously recommend that you ACCEPT the Offer

For the reasons set out below, the LiveHire Directors continue to unanimously recommend that LiveHire Shareholders **ACCEPT** the Offer that has been made by Humanforce in the absence of a superior proposal and sell their LiveHire Shares to Humanforce on-market before the Offer closes on 11 October 2024:

- (a) the Offer Price of \$0.045 cash per LiveHire Share represents a compelling premium to the trading prices of LiveHire Shares prior to the announcement of the Offer;
- (b) the Offer is unconditional, and provides certain cash consideration on a T+2 Basis;
- (c) the Offer provides an important liquidity opportunity for LiveHire Shareholders;
- (d) no superior proposal has emerged and it is very unlikely that one will emerge; and

- (e) by not accepting the Offer, LiveHire Shareholders will remain as minority shareholders in an entity controlled by Humanforce. These LiveHire Shareholders will be exposed to risks with being a minority shareholder including a fall in the price of LiveHire Shares and a reduction in the liquidity of LiveHire Shares following the end of the Offer Period.

The LiveHire Directors have sold their LiveHire Shares to Humanforce

Under Share Purchase Agreements entered into between each of the LiveHire Directors¹ and Humanforce on 14 August 2024, each of the LiveHire Directors sold all of the LiveHire Shares which they then held or controlled to Humanforce for the Offer Price (equal to 43,403,072 LiveHire Shares representing approximately 11.74% of LiveHire Shares then on issue).

In addition, each of the LiveHire Directors has informed LiveHire that they intend to **ACCEPT** the Offer in the absence of a superior proposal, in respect to any LiveHire Shares which they will own or control following the exercise during the Bid Period of any Vested Performance Rights or Vested Service Rights held by them.

The Humanforce Offer is the only offer to acquire all LiveHire Shares

Humanforce's Offer is the only offer made to acquire all LiveHire Shares and (subject to the comments in the following paragraph) the Offer may be accepted by LiveHire Shareholders at any time from now until the end of the Offer Period, which will close on 11 October 2024.

LiveHire Shareholders may not be able to accept Humanforce's Offer if the prevailing market price is above the Offer Price. If that arises, then LiveHire Shareholders may choose to sell some or all of their LiveHire Shares on market at the prevailing market price if there are sufficient bids available.

ACCEPT the Offer

The LiveHire Board continues to recommend that all LiveHire Shareholders ACCEPT the Offer without delay (and in any event before close of trading on Friday, 11 October 2024).

We encourage you to read this Seventh Supplementary Target's Statement and the Prior Target's Statements in full for further details about the LiveHire Board's formal response to the Offer.

You can access the Prior Target's Statements on LiveHire's website at <https://investorhub.livehire.com/announcements>.

If you have any questions in relation to this document or the Offer, please contact LiveHire via email to investors@livehire.com.

If you are in any doubt about what to do, you should contact your broker or your legal, financial or other professional adviser as soon as possible.

Yours sincerely,



Andrew Rutherford
Chairman
LiveHire Ltd

¹ Being Andrew Rutherford, Christy Forest, Henry Ludski and Cris Buningh.

1 Important information

This Seventh Supplementary Target's Statement is dated 30 September 2024. A copy of this Seventh Supplementary Target's Statement was lodged with ASIC on 30 September 2024. Neither ASIC, ASX nor its officers take any responsibility for the content of this Seventh Supplementary Target's Statement.

Unless the context requires otherwise, capitalised terms used in this Seventh Supplementary Target's Statement have the same meaning given to them as in the Prior Target's Statements. This Seventh Supplementary Target's Statement prevails to the extent of any inconsistency with the Prior Target's Statements.

2 Approval of the Seventh Supplementary Target's Statement

This Seventh Supplementary Target's Statement has been approved by a resolution of the LiveHire Board.

Dated 30 September 2024

Signed for and on behalf of LiveHire by:



Andrew Rutherford
Chairman
LiveHire Ltd