

JOHNSON | WINTER | SLATTERY

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11 December 2024

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

**FOR LODGEMENT ONLINE**

Dear Sir/Madam

**Target's statement – LiveHire Ltd**

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

Humanforce Holdings Pty Ltd (ACN 618 020 401) (**Humanforce**) announced on 25 November 2024 an unconditional on-market takeover bid to acquire all of the ordinary shares in the capital of LiveHire that Humanforce and its associates do not already hold.

Under item 10 of section 635(1) of the *Corporations Act 2001* (Cth), we attach a copy of the target's statement for the takeover bid.

The attached 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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## TARGET'S STATEMENT

issued in response to the on-market takeover bid made by Humanforce Holdings Pty Ltd (ACN 618 020 401) for all of your fully paid ordinary shares in LiveHire Ltd (ACN 153 266 605).

**THE INDEPENDENT DIRECTOR RECOMMENDS THAT YOU**

**ACCEPT**

**HUMANFORCE'S OFFER**

**IN THE ABSENCE OF A SUPERIOR PROPOSAL AND SUBJECT TO THE INDEPENDENT EXPERT CONTINUING TO CONCLUDE THAT THE OFFER IS FAIR AND REASONABLE TO LIVEHIRE SHAREHOLDERS**

**The Independent Expert has concluded that Humanforce's Offer is fair and reasonable for Non-Associated LiveHire Shareholders**

This is an important document and requires your immediate attention.

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.

LiveHire Shareholders can contact LiveHire by emailing [investors@livehire.com](mailto:investors@livehire.com).

**Legal Adviser**

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## IMPORTANT INFORMATION

### Key Dates

<b>Announcement of the Offer</b>	25 November 2024
<b>Bidder's Statement lodged with LiveHire, ASIC and ASX</b>	25 November 2024
<b>Earliest date from which LiveHire Shareholders are able to sell LiveHire Shares to Humanforce</b>	25 November 2024
<b>Date of this Target's Statement</b>	11 December 2024
<b>Offer Period opened</b>	10 December 2024
<b>Close of the Offer (unless extended or withdrawn)</b>	Close of trading on 10 January 2025

### Nature of this document

This document is a Target's Statement issued by LiveHire Ltd (ACN 153 266 605) (**LiveHire**) under Part 6.5 of the Corporations Act in response to the on-market takeover bid announced on 25 November 2024 by Humanforce Holdings Pty Ltd (ACN 618 020 401) (**Humanforce**) for all of your fully paid ordinary shares in LiveHire.

### ASIC and ASX disclaimer

A copy of this Target's Statement was lodged with ASIC and ASX on 11 December 2024. Neither ASIC, ASX nor any of their respective officers takes any responsibility for the contents of this Target's Statement.

### No account of personal circumstances

The information contained in this Target's Statement does not constitute personal advice. This Target's Statement does not take into account your individual investment objectives, financial situation or particular needs. You are advised to exercise caution in relation to the Offer and to seek independent financial and taxation advice before deciding whether or not to accept the Offer.

### Disclaimer regarding forward-looking statements

This Target's Statement contains certain forward looking statements which are based wholly or partly on expectations, opinions or predictions as at the date of this Target's Statement about future events and results. These forward looking statements are subject to inherent risks and uncertainties. Such risks and uncertainties include factors and risks specific to the industries in which LiveHire and Humanforce operate as well as general economic conditions, prevailing exchange rates and interest rates, conditions in the financial markets, government policies and regulation and competitive pressures. Actual events or results may differ materially from the expectations, opinions or predictions expressed or implied in such forward looking statements.

Neither LiveHire nor any of their directors, officers and advisers, nor any other person named in this Target's

Statement or involved in the preparation of this Target's Statement, makes any representation or warranty (express or implied) as to the accuracy or likelihood of fulfilment of any forward looking statement, or any events or results expressed or implied in any forward looking statement, except to the extent required by law. You are cautioned not to place undue reliance on any forward-looking statement.

The forward-looking statements in this Target's Statement only reflect views held as at the date of this Target's Statement.

### Disclaimer as to information regarding Humanforce

LiveHire has not independently verified the information contained in this Target's Statement relating to Humanforce and AKKR. Accordingly, LiveHire does not make any representation or warranty (express or implied) as to the accuracy or completeness of such information, to the extent permitted by the Corporations Act.

### Risk factors

LiveHire Shareholders should note that there are a number of risk factors attached to their investment in LiveHire and other risks which apply in the event the Offer is accepted by them. Section 8 of this Target's Statement sets out further information regarding those risks.

### Independent Expert's Report

The Independent Expert's Report has been prepared by the Independent Expert for the purposes of this Target's Statement and the Independent Expert takes full responsibility for that report. Neither LiveHire nor any of its officers, employees or advisers assumes any responsibility for the accuracy or completeness of the Independent Expert's Report.

### Foreign jurisdictions

The release, publication or distribution of this Target's Statement in jurisdictions outside Australia may be restricted by law, and persons who come into possession of it should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

This Target's Statement has been prepared in accordance with Australian law and the information contained in this Target's Statement may not be the same as that which would have been disclosed if this Target's Statement had been prepared in accordance with laws and regulations outside Australia.

### Privacy

LiveHire has collected your information from its register of members for the purpose of providing you with this Target's Statement. Such information may include the name, contact details and shareholdings of LiveHire Shareholders and the names of persons appointed to act as proxy, attorney or corporate representative of LiveHire Shareholders. Without this information, LiveHire would be hindered in its ability to issue this Target's Statement. The Corporations Act requires the names and addresses of LiveHire

Shareholders to be held in a public register. Personal information of the type described above may be disclosed on a confidential basis to Humanforce (in accordance with the Corporations Act and the ASX Settlement Operating Rules), LiveHire Shareholders and external service providers, and may be required to be disclosed to regulators, such as ASIC. If you would like details of the information about you held by LiveHire, please contact LiveHire directly using the details set out below.

**Available data**

Unless stated otherwise, all data contained in charts, graphs and tables is based on information available at the Last Practicable Date.

**Effect of rounding**

A number of figures, amounts, percentages, prices, estimates, calculations of value and fractions in this Target's Statement are subject to the effect of rounding. The actual calculation of these figures, amounts, percentages, prices, estimates, calculations of value and fractions may differ from those set out in this Target's Statement. Any

discrepancies between totals in tables or financial statements or in calculations graphs or charts are due to rounding.

**Currencies and Time**

In this Target's Statement, references to "Australian dollars", "AUD", "\$", "A\$" or "cents" are to the lawful currency of Australia, unless stated otherwise.

All references to time in this Target's Statement are references to Sydney, Australia time, unless stated otherwise.

**Defined terms and interpretation**

Capitalised terms used in this Target's Statement are defined in Section 12.1. The rules of interpretation that apply to this Target's Statement are also set out in Section 12.2.

**LiveHire contact details**

LiveHire Shareholders can contact LiveHire by emailing [investors@livehire.com](mailto:investors@livehire.com).

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## Letter from the Independent Director



c/- cdPlus Corporate Services Pty Ltd  
Level 13, 440 Collins Street  
Melbourne, Vic, 3000

11 December 2024

Dear LiveHire Shareholders,

### **THE LIVEHIRE INDEPENDENT DIRECTOR RECOMMENDS THAT YOU ACCEPT HUMANFORCE'S OFFER**

On 25 November 2024, Humanforce announced an unconditional on-market takeover bid to acquire all of LiveHire Shares which are listed for quotation on the official list of the ASX for \$0.045 cash per LiveHire Share (**Offer**).

Following the announcement of the Offer, LiveHire appointed RSM Corporate Australia Pty Ltd (**Independent Expert**) to assess the merits of the Offer. The Independent Expert has concluded that the Offer is fair and reasonable to Non-Associated LiveHire Shareholders.

### **Reasons why you should ACCEPT the Offer**

As the LiveHire Independent Director (**Independent Director**), I recommend that holders of LiveHire Shares (**LiveHire Shareholders**) **ACCEPT** the Offer, in the absence of a superior proposal and subject to the Independent Expert continuing to conclude that the Offer is fair and reasonable to LiveHire Shareholders, for the reasons outlined below:

- 1 as Humanforce holds 94.11% of LiveHire Shares<sup>1</sup>, it is entitled to proceed with the compulsory acquisition of the outstanding LiveHire Shares and has advised that it intends to do so. Accordingly, by not accepting the Offer, LiveHire Shareholders will be unable to receive the cash consideration for their LiveHire Shares until after the compulsory acquisition is completed. This is likely to be no earlier than six weeks from the commencement of the compulsory acquisition process. In contrast, if you choose to accept the Offer, you will receive payment two Trading Days after your acceptance;
- 2 the Independent Expert has concluded that the Offer is fair and reasonable to Non-Associated LiveHire Shareholders;
- 3 the offer price of \$0.045 cash per LiveHire Share (**Offer Price**) is the same price offered under the Previous Bid announced on 14 August 2024 (which closed on 11 October 2024), which was unanimously recommended by the LiveHire Board at the time;

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<sup>1</sup> Refer to Humanforce's First Supplementary Bidder's Statement released on LiveHire's ASX market announcements platform on 3 December 2024.

- 4 the Offer is Humanforce's best and final offer and the Offer Price of \$0.045 per LiveHire Share will not be increased;
- 5 the Offer Price represents a 15.38% premium to the entitlement offer that LiveHire completed on 21 November 2024 (being at \$0.039 per new LiveHire Share) and a 66.67% premium to the price that LiveHire was trading at on the last Trading Day prior to the announcement of the Offer on 25 November 2024 (being at \$0.027); and
- 6 the Offer is unconditional, and provides certain cash consideration on a T+2 basis. This provides you with an opportunity to receive full liquidity of your LiveHire Shares at the Offer Price (which might otherwise be limited, including due to LiveHire Shares exhibiting low trading volumes and prices on the ASX, in particular after close of the Previous Bid).

Section 1 contains further information in relation to each of these reasons.

#### **How to ACCEPT the Offer**

If you wish to **ACCEPT** the Offer, you can sell some or all of your LiveHire Shares on market at the Offer Price until the end of the offer period at the close of trading on 10 January 2025 (unless extended or withdrawn) (**Offer Period**). Section 5.8 contains further information about how LiveHire Shareholders can **ACCEPT** the Offer.

MA Moelis Australia Securities Pty Limited (ACN 122 781 560) is standing in the market to acquire, on behalf of Humanforce, all LiveHire Shares offered at the Offer Price during normal trading hours until the end of the Offer Period.

#### **Next steps**

I urge you to read this Target's Statement in its entirety including the Independent Expert's Report and to seek independent financial, legal, taxation or other professional advice before deciding whether or not to accept the Offer.

If you have any questions about the Offer, please contact LiveHire by emailing [investors@livehire.com](mailto:investors@livehire.com).

Yours sincerely



Mr Andrew Rutherford  
**Independent Director, LiveHire**

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# 1 Reasons why you should **ACCEPT** the Offer

## 1.1 *Independent Director's recommendation*

The Independent Director recommends that LiveHire Shareholders **ACCEPT** the Offer in the absence of a superior proposal and subject to the Independent Expert continuing to conclude that the Offer is fair and reasonable to LiveHire Shareholders and sell their LiveHire Shares on-market before the Offer closes on 10 January 2025.

The Independent Director's recommendation is given as at the Last Practicable Date.

If any new circumstances arise after the Last Practicable Date which should be drawn to the attention of LiveHire Shareholders, or which cause any change or variation to the recommendation of your Independent Director contained in this Target's Statement, LiveHire will ensure that LiveHire Shareholders are promptly and appropriately advised.

In considering whether to **ACCEPT** the Offer, the Independent Director encourages you to read this Target's Statement in its entirety, including the Independent Expert's Report, having regard to your individual risk profile, portfolio strategy, tax position and financial circumstances, and obtain advice from your legal, financial, taxation or other professional adviser.

## 1.2 *Summary of reasons to **ACCEPT** the Offer*

The Independent Director's reasons for recommending that LiveHire Shareholders **ACCEPT** the Offer in the absence of a superior proposal and subject to the Independent Expert continuing to conclude that the Offer is fair and reasonable to LiveHire Shareholders, are:

- 1 as Humanforce holds 94.11% of LiveHire Shares<sup>2</sup>, it is entitled to proceed with the compulsory acquisition of the outstanding LiveHire Shares and has advised that it intends to do so. Accordingly, by not accepting the Offer, LiveHire Shareholders will be unable to receive the cash consideration for their LiveHire Shares until after the compulsory acquisition is completed. This is likely to be no earlier than six weeks from the commencement of the compulsory acquisition process. In contrast, if you choose to accept the Offer, you will receive payment two Trading Days after your acceptance.
- 2 the Independent Expert has concluded that the Offer is fair and reasonable to Non-Associated LiveHire Shareholders;
- 3 the offer price of \$0.045 cash per LiveHire Share (**Offer Price**) is the same price offered under the Previous Bid announced on 14 August 2024 (which closed on 11 October 2024), which was unanimously recommended by the LiveHire Board at the time;
- 4 the Offer is Humanforce's best and final offer and the Offer Price of \$0.045 per LiveHire Share will not be increased;
- 5 the Offer Price represents a 15.38% premium to the entitlement offer that LiveHire completed on 21 November 2024 (being at \$0.039 per new LiveHire Share) and a 66.67% premium to the price that LiveHire was trading at on the last Trading Day prior to the announcement of the Offer on 25 November 2024 (being at \$0.027);

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<sup>2</sup> Refer to Humanforce's First Supplementary Bidder's Statement released on LiveHire's ASX market announcements platform on 3 December 2024.



- 6 the Offer is unconditional, and provides certain cash consideration on a T+2 basis. This provides you with an opportunity to receive full liquidity of your LiveHire Shares at the Offer Price (which might otherwise be limited, including due to LiveHire Shares exhibiting low trading volumes and prices on the ASX, in particular after close of the Previous Bid).

Further information in relation to each of these reasons is set out below in Section 1.3.

### 1.3 **Further information on reasons to ACCEPT the Offer**

- (a) **By not accepting the Offer, LiveHire Shareholders will be unable to receive the cash consideration for their LiveHire Shares until after the compulsory acquisition is completed**

As Humanforce holds 94.11% of LiveHire Shares<sup>3</sup>, it is entitled to proceed with the compulsory acquisition of the outstanding LiveHire Shares and has advised that it intends to do so.

If your LiveHire Shares are compulsorily acquired you will be unable to receive the cash consideration for your LiveHire Shares until after the compulsory acquisition is completed. This is likely to be no earlier than six weeks from the commencement of the compulsory acquisition process. In contrast, if you choose to accept the Offer, you will receive payment two Trading Days after your acceptance.

- (b) **The Independent Expert has concluded that Humanforce's Offer is fair and reasonable to Non-Associated LiveHire Shareholders**

LiveHire has appointed RSM Corporate Australia Pty Ltd as the Independent Expert to prepare an Independent Expert's Report on the Offer. The Independent Expert has concluded that the Offer is fair and reasonable to Non-Associated LiveHire Shareholders.

The Independent Expert has assessed the fair value of a LiveHire Share prior to the Offer to be at a price of between \$0.034 and \$0.040 (on a controlling basis). As the assessed fair value of a LiveHire Share is lower than the Offer Price of \$0.045 per LiveHire Share, the Independent Expert has concluded that the Offer is fair for Non-Associated Shareholders.

The Independent Expert has also assessed that the position of Non-Associated LiveHire Shareholders if the Offer is accepted is more advantageous than the position if it is not accepted. As a result, the Independent Expert has concluded the Offer is reasonable for Non-Associated Shareholders.

A copy of the Independent Expert's Report is attached to this Target's Statement as Annexure 1. The Independent Director encourages LiveHire Shareholders to read the Independent Expert's Report in its entirety before making a decision as to whether or not to accept the Offer.

- (c) **The Offer Price is the same price offered under the Previous Bid announced on 14 August 2024**

The Offer Price of \$0.045 cash per LiveHire Share is the same price offered under Humanforce's Previous Bid announced on 14 August 2024, which closed on

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<sup>3</sup> Refer to Humanforce's First Supplementary Bidder's Statement released on LiveHire's ASX market announcements platform on 3 December 2024.

11 October 2024.

The LiveHire Board unanimously recommended that LiveHire Shareholders accept the Previous Bid made by Humanforce in the absence of a superior proposal.

(d) **The Offer is Humanforce's best and final offer and will not be increased**

As at the date of this Target's Statement, the Offer is the only offer available for all of your LiveHire Shares.

Humanforce has stated in the Bidder's Statement that its Offer is best and final so the Offer Price cannot be increased. As a result, the Offer Price of \$0.045 cash per LiveHire Share is the maximum consideration that LiveHire Shareholders can receive from Humanforce.

(e) **The Offer Price represents a 15.38% premium to the entitlement offer that LiveHire completed on 21 November 2024 and a 66.67% premium to the price that LiveHire was trading at on the last Trading Day prior to the announcement of the Offer on 25 November 2024**

The Offer Price of \$0.045 cash per LiveHire Share represents a compelling opportunity for LiveHire Shareholders to realise certain and immediate value for their LiveHire Shares, at a substantial premium and with immediate liquidity.

The Offer Price also represents:

- (i) a 15.38% premium to the offer price in LiveHire's entitlement offer that completed on 21 November 2024 (being at \$0.039 per new LiveHire Share);
- (ii) a 62.2% premium to the 7-day VWAP of LiveHire Shares on the ASX to 22 November 2024 (being the last Trading Day prior to the announcement of the Offer);
- (iii) a 52.9% premium to the 14-day VWAP of LiveHire Shares on the ASX to 22 November 2024; and
- (iv) a 66.67% premium to the \$0.027 closing price of LiveHire Shares on 22 November.

(f) **The Offer is unconditional, and provides certain cash consideration on a T+2 basis**

The Independent Director considers that the Offer Price of \$0.045 cash per LiveHire Share provides certainty for LiveHire Shareholders that, on balance, is more attractive than remaining as a LiveHire Shareholder.

The Offer is unconditional and provides you with a straightforward and immediate exit, and the opportunity to receive full liquidity of your LiveHire Shares at the Offer Price (which might otherwise be limited, including due to LiveHire Shares exhibiting low trading volumes and prices on the ASX, in particular after close of the Previous Bid).

If you accept the Offer, you will:

- (i) be paid \$0.045 in cash for each LiveHire Share that you hold; and
- (ii) receive payment for the Offer on a T+2 Basis after the date of your acceptance.

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## 2 Reasons why you may not choose to accept the Offer

- (a) **You may disagree with the Independent Director's recommendation or the conclusions of the Independent Expert**

LiveHire Shareholders may not agree with the Independent Director's recommendation or the conclusion of the Independent Expert and are not obliged to follow that recommendation or conclusion.

- (b) **The potential tax consequences of the Offer may not suit your current financial position or tax circumstances**

Acceptance of the Offer may have potential tax consequences for you as a LiveHire Shareholders, which may not suit your current financial position or tax circumstances. A general outline of the Australian tax implications of accepting the Offer are set out in Section 9.

As this outline is a general outline only, LiveHire Shareholders are encouraged to seek their own specific advice as to the taxation implications applicable to their circumstances.

### 3 Frequently asked questions

This section answers some frequently asked questions about the Offer. It is not intended to address all relevant issues for LiveHire Shareholders. This section should be read together with all other parts of this Target's Statement.

Note: Section numbers refer to this Target's Statement unless otherwise indicated.

QUESTION	ANSWER	REFERENCE
What is this Target's Statement?	This Target's Statement is LiveHire's formal response to Humanforce's Offer, including the Independent Director's recommendation to <b>ACCEPT</b> the Offer in the absence of a superior proposal and subject to the Independent Expert continuing to conclude that the Offer is fair and reasonable to LiveHire Shareholders.	N/A
What is the Bidder's Statement?	The Bidder's Statement is the document dated 25 November 2024 prepared by Humanforce setting out the terms of the Offer, a copy of which was lodged with ASIC and released to the ASX on the same date.	N/A
Who is making the Offer?	Humanforce is offering to acquire all of your LiveHire Shares. Humanforce is an Australian company which operates a SaaS platform providing Workforce Management Solutions.  Further information about Humanforce is set out in Section 7 of this Target's Statement and section 6 of the Bidder's Statement.	Section 7
Does Humanforce already have a Relevant Interest in LiveHire Shares?	Based on publicly available information, Humanforce holds 94.11% of LiveHire Shares <sup>4</sup> .	Sections 7.4 and 10.2
What is Humanforce offering for LiveHire Shares?	Humanforce is offering \$0.045 cash for every LiveHire Share held by you.	Section 5

<sup>4</sup> Refer to Humanforce's First Supplementary Bidder's Statement released on LiveHire's ASX market announcements platform on 3 December 2024.

QUESTION	ANSWER	REFERENCE
<p>What choices do I have as a LiveHire Shareholder?</p>	<p>As a LiveHire Shareholder, you have the choice to:</p> <ul style="list-style-type: none"> <li>(a) <b>ACCEPT</b> the Offer for some or all of your LiveHire Shares in accordance with the instructions in the Bidder's Statement, by selling on market to Humanforce – it is the Independent Director's recommendation that you accept the Offer for all of your LiveHire Shares in the absence of a superior proposal and subject to the Independent Expert continuing to conclude that the Offer is fair and reasonable to LiveHire Shareholders;</li> <li>(b) sell some or all of your LiveHire Shares on market at the prevailing market price for LiveHire Shares; or</li> <li>(c) reject the Offer by doing nothing.</li> </ul> <p>There are several implications in relation to each of the above choices. A summary of these implications is set out in Section 4 of this Target's Statement.</p> <p>You should carefully consider the Independent Director's recommendation to <b>ACCEPT</b> the Offer in the absence of a superior proposal and subject to the Independent Expert continuing to conclude that the Offer is fair and reasonable to LiveHire Shareholders.</p> <p>You may wish to seek independent legal, financial and taxation advice from your professional adviser in relation to the action you should take in relation to the Offer.</p>	<p>Section 4</p>
<p>Why is the Independent Director the only LiveHire Director making a recommendation?</p>	<p>LiveHire has adopted appropriate conflict management protocols including delegating powers to the Independent Director to, amongst other things, consider, evaluate and respond to Humanforce's Offer.</p> <p>The other LiveHire Directors, being David Pullini, Joseph Porten and Clayton Pyne, are also directors of Humanforce, and have consequently decided to refrain from making a recommendation to LiveHire Shareholders in relation to Humanforce's Offer.</p>	<p>Section 10.5</p>

QUESTION	ANSWER	REFERENCE
What happens if I do nothing?	<p>You will remain a LiveHire Shareholder and will continue to be subject to the risks associated with holding LiveHire Shares as summarised in Section 8.3 of this Target's Statement.</p> <p>As Humanforce holds 94.11% of LiveHire Shares<sup>5</sup>, it is entitled to proceed with the compulsory acquisition of the outstanding LiveHire Shares and has advised that it intends to do so. Accordingly, by not accepting the Offer, LiveHire Shareholders will be unable to receive the cash consideration for their LiveHire Shares until after the compulsory acquisition is completed. This is likely to be no earlier than six weeks from the commencement of the compulsory acquisition process. In contrast, if you choose to accept the Offer, you will receive payment two Trading Days after your acceptance.</p>	<p>Section 8.3</p> <p>Section 8.3 of the Bidder's Statement</p>
What does the Independent Director recommend?	<p>The Independent Director has carefully considered Humanforce's Offer to assess whether it is in the best interests of LiveHire Shareholders.</p> <p>The Independent Director recommends that you <b>ACCEPT</b> the Offer in the absence of a superior proposal and subject to the Independent Expert continuing to conclude that the Offer is fair and reasonable to LiveHire Shareholders. See Section 1 for more information about the recommendation, including the Independent Director's reasons for his recommendation.</p> <p>The Independent Director's recommendation is given as at the Last Practicable Date.</p>	Section 1
What does the Independent Expert say?	<p>The Independent Expert has concluded that the Offer is fair and reasonable to Non-Associated LiveHire Shareholders.</p> <p>The Independent Expert's Report is included as Annexure 1 to this Target's Statement, and you are encouraged to read that report in its entirety.</p>	Annexure 1
Are there conditions to the Offer?	No, the Offer is unconditional.	Section 5.3
How do I <b>ACCEPT</b> the Offer?	<p>If you wish to <b>ACCEPT</b> the Offer, you should sell some or all of your LiveHire Shares to Humanforce on market at the Offer Price before the end of the Offer Period.</p> <p>Moelis will stand in the market to acquire, on behalf of Humanforce, all LiveHire Shares offered at the Offer Price during normal trading hours until the end of the Offer Period, as set out in Section 5.8.</p> <p>You should also note that brokerage, fees or other charges may be payable by you upon acceptance of the Offer.</p>	<p>Section 5.8</p> <p>Section 5.13 of the Bidder's Statement</p>

<sup>5</sup> Refer to Humanforce's First Supplementary Bidder's Statement released on LiveHire's ASX market announcements platform on 3 December 2024.

QUESTION	ANSWER	REFERENCE
How do I reject the Offer?	To reject the Offer, you can simply take no action in relation to any documents sent to you by Humanforce.	N/A
Can I be forced to sell my LiveHire Shares?	<p>You cannot be forced to sell your LiveHire Shares unless Humanforce proceeds to compulsorily acquire LiveHire Shares under Chapter 6A of the Corporations Act.</p> <p>As Humanforce holds 94.11% of LiveHire Shares<sup>6</sup>, it is entitled to proceed with the compulsory acquisition of the outstanding LiveHire Shares and has advised that it intends to do so.</p>	Section 8.3 of the Bidder's Statement
Can I sell my LiveHire Shares on market?	<p>Yes. You can sell your LiveHire Shares on market.</p> <p>If you do not wish to accept the Offer, you can still sell some or all of your LiveHire Shares on market at the prevailing market price for LiveHire Shares.</p> <p>Humanforce has appointed Moelis to stand in the market on behalf of Humanforce to acquire LiveHire Shares offered to it at the Offer Price before the end of the Offer Period.</p> <p>Accepting LiveHire Shareholders may only accept the Offer through Brokers. Any brokerage fees charged by such Brokers will be the sole responsibility of the accepting LiveHire Shareholder.</p>	Section 4.2
Can I buy LiveHire Shares during the Offer Period?	Yes. Despite the Offer, you can still continue to buy LiveHire Shares as you normally would through the ASX during the Offer Period.	N/A
What are the consequences of accepting the Offer now?	<p>If you <b>ACCEPT</b> the Offer in respect of a LiveHire Shares:</p> <ul style="list-style-type: none"> <li>(a) you will have sold that LiveHire Share to Humanforce;</li> <li>(b) you will not be able to withdraw your acceptance;</li> <li>(c) you will receive payment of the Offer Price for that LiveHire Share on a T+2 Basis (being two Trading Days after your acceptance); and</li> <li>(d) if a superior offer emerges, you will not be able to accept the superior offer in respect of that LiveHire Share, or benefit from any potential upside of LiveHire Share, or benefit from any potential upside of LiveHire Share, (although the Independent Director believes it is highly unlikely that a superior offer will emerge).</li> </ul>	Section 4.1
What happens if I accept the Offer now and the Offer Price increases?	Humanforce has stated that the Offer is best and final in its Bidder's Statement, so it cannot increase the Offer Price.	<p>Section 5.2</p> <p>Section 5.2 of the Bidder's Statement</p>

<sup>6</sup> Refer to Humanforce's First Supplementary Bidder's Statement released on LiveHire's ASX market announcements platform on 3 December 2024.

QUESTION	ANSWER	REFERENCE
If I accept, can I withdraw my acceptance of the Offer?	No, you may not withdraw your acceptance of the Offer once you have sold your LiveHire Shares.	Section 5.6
When does the Offer close?	The Offer is currently scheduled to close at the close of trading on 10 January 2025, but the Offer Period can be extended or withdrawn in certain circumstances.	Section 5.2
When do I have to make a decision?	If you wish to follow your Independent Director's recommendation to <b>ACCEPT</b> the Offer in the absence of a superior proposal and subject to the Independent Expert continuing to conclude that the Offer is fair and reasonable to LiveHire Shareholders, you can sell some or all of your LiveHire Shares on market at the Offer Price before the end of the Offer Period at the close of trading on 10 January 2025 (unless extended or withdrawn).	Section 5.2
Can Humanforce vary the Offer?	Humanforce has stated the Offer is best and final in its Bidder's Statement, so it cannot increase the Offer Price. However, Humanforce may vary the Offer by extending the Offer Period in accordance with the Corporations Act.  Humanforce cannot extend the Offer Period during the last five (5) Trading Days of the Offer Period, other than in limited circumstances.	Section 5.2  Section 5.2 of the Bidder's Statement
Can Humanforce withdraw its Offer?	Humanforce may only withdraw the Offer for any Offers that are unaccepted at that time:  (a) with ASIC's written consent and subject to any conditions specified in that consent (if any); or  (b) upon the occurrence of an Insolvency Event in relation to LiveHire.  Humanforce has noted in its Bidder's Statement that a notice of the withdrawal of the Offer will be provided by it to ASX.	Section 5.4  Section 5.11 of the Bidder's Statement
How is Humanforce funding the Offer?	The Bidder's Statement provides that the maximum amount that Humanforce could be required to pay under the Offer will be funded from its existing cash reserves.	Section 9.3 of the Bidder's Statement
When will you be paid the Offer Price?	The usual rules for settlement of transactions which occur on market will apply. Once you have accepted the Offer and sold your LiveHire Shares, you will be paid on a T+2 Basis after your acceptance (being two Trading Days after your acceptance).	Section 5.7
Will LiveHire Shares remain listed on ASX?	Humanforce has stated in its Bidder's Statement that, it intends, as soon as practicable and subject to satisfying the relevant preconditions, to remove LiveHire from the official list of ASX.  If Humanforce proceeds with the compulsory acquisition of the outstanding LiveHire Shares, ASX will automatically suspend quotation of LiveHire Shares five business days following receipt of a copy of the compulsory acquisition notice and subsequently remove LiveHire from the official list of ASX.	Section 5.10  Section 8.3 of the Bidder's Statement

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QUESTION	ANSWER	REFERENCE
What if there is a competing takeover bid?	If a competing takeover bid is received prior to the end of the Offer Period, LiveHire will carefully consider the proposal and advise LiveHire Shareholders. However, the Independent Director believes this is highly unlikely to occur.	N/A
What are the tax implications of accepting the Offer?	<p>A general outline of the tax implications of accepting the Offer is set out in Section 9 of this Target's Statement and section 10 of the Bidder's Statement.</p> <p>As those sections provide a general overview only, LiveHire Shareholders are encouraged to seek their own personal advice on the taxation implications applicable to their circumstances.</p>	<p>Section 9</p> <p>Section 10 of the Bidder's Statement</p>
Will I receive further advice during the Offer Period?	If circumstances change, or if matters arise which should be drawn to the attention of LiveHire Shareholders, LiveHire will ensure that LiveHire Shareholders are promptly and appropriately advised.	N/A
How do I get updates on the Share price?	You can check the market price for all ASX listed securities by visiting <a href="http://www.asx.com.au">www.asx.com.au</a> . The ticker code for LiveHire Shares is "LVH".	N/A
Will I need to pay brokerage or stamp duty if I accept the Offer?	<p>As the Offer by Humanforce is pursuant to an on-market takeover bid, Offers will be made during normal trading. Accepting LiveHire Shareholders may only accept the Offer through Brokers. Any brokerage fees charged by such Brokers will be the sole responsibility of the accepting LiveHire Shareholder.</p> <p>No stamp duty or GST will be payable by you on the disposal of your LiveHire Shares under the Offer (except for GST that may be charged on other costs incurred in relation to the Offer e.g. tax, legal or other advisers fees).</p>	<p>Section 9</p> <p>Section 10 of the Bidder's Statement</p>
How do I contact LiveHire if I have any questions?	LiveHire Shareholders can contact LiveHire by emailing <a href="mailto:investors@livehire.com">investors@livehire.com</a> .	N/A

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## 4 Your choices as a LiveHire Shareholder

Your Independent Director has carefully considered Humanforce's Offer to assess whether it is in the best interests of LiveHire Shareholders. The Independent Director recommends that you **ACCEPT** the Offer in the absence of a superior proposal and subject to the Independent Expert continuing to conclude that the Offer is fair and reasonable to LiveHire Shareholders, for the reasons set out in Section 1 of this Target's Statement.

LiveHire encourages you to consider your personal risk profile, investment objectives and tax and financial circumstances before making a decision as to whether or not to accept the Offer for your LiveHire Shares.

As a LiveHire Shareholder, you have the following three choices available to you in relation to the Offer:

### 4.1 **Option 1 – Accept the Offer**

To **ACCEPT** the Offer, you can sell some or all of your LiveHire Shares on market at the Offer Price until the close of trading on 10 January 2025 (unless extended or withdrawn). Further details are set out in Section 5.8.

If you accept the Offer in respect of a LiveHire Share, you will:

- (a) have sold that LiveHire Share to Humanforce;
- (b) not be able to withdraw your acceptance;
- (c) receive payment of the Offer Price for that LiveHire Share on a T+2 Basis after acceptance (being two Trading Days after your acceptance);
- (d) if a superior proposal emerges, not be able to accept the superior proposal in respect of that LiveHire Share (or otherwise benefit from the superior proposal as a LiveHire Shareholder) (although the Independent Director believes it is highly unlikely that a superior proposal will emerge); and
- (e) possibly incur a brokerage fee.

### 4.2 **Option 2 – Sell some or all of your LiveHire Shares on market at the prevailing market price**

During the Offer Period, you can still sell your LiveHire Shares on market at any time at the prevailing market price, provided you have not already accepted the Offer. If you sell your LiveHire Shares on market, you:

- (a) will not receive the benefits of:
  - (i) the potential upside of LiveHire;
  - (ii) any potential higher competing offer for your LiveHire Shares; or
  - (iii) any superior proposal received from a third party,(although there is no certainty as to whether such events will occur);
- (b) may incur a brokerage fee; and
- (c) may be liable for tax on gains you make on the sale.

As Humanforce's Offer is under an on-market takeover bid, the sale of your LiveHire Shares on market may result in a sale to Humanforce. In this case your position will be the same as if you had chosen to accept Humanforce's Offer.

You should seek your own specific professional advice regarding the taxation consequences of selling your LiveHire Shares on market.

#### **4.3 Option 3 – REJECT the Offer by DOING NOTHING**

If you do not wish to accept the Offer and want to retain your LiveHire Shares, you may simply do nothing and take no action in relation to any documents sent to you by Humanforce.

However, if you decide to do nothing, you should be aware that as Humanforce holds 94.11% of LiveHire Shares<sup>7</sup>, it is entitled to proceed with the compulsory acquisition of the outstanding LiveHire Shares and has advised that it intends to do so. If your LiveHire Shares are compulsorily acquired, you will be unable to receive the cash consideration for your LiveHire Shares until after the compulsory acquisition is completed. This is likely to be no earlier than six weeks from the commencement of the compulsory acquisition process. In contrast, if you choose to accept the Offer, you will receive payment two Trading Days after your acceptance.

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<sup>7</sup> Refer to Humanforce's First Supplementary Bidder's Statement released on LiveHire's ASX market announcements platform on 3 December 2024.

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## **5 About Humanforce's Offer**

### **5.1 Summary of the Offer**

On 25 November 2024 Humanforce announced its on-market takeover bid for all of the LiveHire Shares. Humanforce is offering \$0.045 cash for each LiveHire Share held by you.

The terms of the Offer are set out in the Bidder's Statement.

The Offer relates to all LiveHire Shares currently on issue. You may accept the Offer for all or some of your LiveHire Shares.

### **5.2 Offer Period**

The Offer is open for acceptance on 10 December 2024 until the close of trading on 10 January 2025, unless extended or withdrawn.

The Offer Period may be extended at any time prior to the last five Trading Days of the Offer Period, or in limited circumstances, at any time prior to the end of the Offer Period (in accordance with the Corporations Act).

### **5.3 No conditions of the Offer**

The Offer is unconditional.

### **5.4 Humanforce's right to withdraw**

Humanforce may withdraw the Offer in respect of unaccepted offers at any time:

- (a) with the written consent of ASIC, which consent may be subject to conditions; or
- (b) upon the occurrence of an Insolvency Event in relation to LiveHire.

Notice of withdrawal of the Offer must be given by Humanforce to the ASX.

### **5.5 Offer Price**

The Offer Price is \$0.045 cash per LiveHire Share.

Humanforce has stated in its Bidder's Statement that the Offer Price is best and final and will not be increased.

### **5.6 No withdrawal of your acceptance**

Once you accept the Offer and sell your LiveHire Shares, you will not be able to withdraw your acceptance of the Offer.

### **5.7 When you will receive payment of the Offer Price**

As stated in section 5.9 of the Bidder's Statement, in accordance with the usual rules for settlement of transactions which occur on market, if you accept the Offer you will be paid on a T+2 Basis after your acceptance (being two Trading Days after your acceptance).

### **5.8 How to ACCEPT the Offer**

If you wish to **ACCEPT** the Offer, you can sell some or all of your LiveHire Shares on market at the Offer Price until the end of the Offer Period at the close of trading on 10 January 2025 (unless extended or withdrawn).

MA Moelis Australia Securities Pty Ltd, Humanforce's Broker, will stand in the market to acquire, on behalf of Humanforce, LiveHire Shares at the Offer Price until the end of the Offer Period as follows:

- (a) **Issuer Sponsored Holdings** (Securityholder Reference Number beginning with "I"): To sell your LiveHire Shares to Humanforce, you may instruct any Broker to initiate acceptance. If you have not appointed a Broker, you will need to appoint a Broker in order to accept the Offer. Please contact LiveHire by emailing [investors@livehire.com](mailto:investors@livehire.com) for assistance;
- (b) **CHESS Holdings** (Holder Identification Number beginning with "X"): To sell your LiveHire Shares to Humanforce, you must instruct your Controlling Participant to initiate acceptance;
- (c) **Brokers and Controlling Participants**: To sell your LiveHire Shares to Humanforce, you must initiate acceptance in accordance with the requirements of the ASX Settlement Operating Rules; and
- (d) **Beneficial owner**: To sell your LiveHire Shares to Humanforce, you must contact the nominee of your LiveHire Shares, which may be a broker, investment dealer, bank, trust company, or other nominee to assist you to accept the Offer.

You are not required to complete a form to accept the Offer.

#### **5.9 Consequences of Humanforce acquiring more than 90% of LiveHire Shares**

As Humanforce holds 94.11% of LiveHire Shares<sup>8</sup>, it is entitled to proceed with the compulsory acquisition of the outstanding LiveHire Shares and has advised that it intends to do so.

If your LiveHire Shares are compulsorily acquired, you will be unable to receive the cash consideration for your LiveHire Shares until after the compulsory acquisition is completed. This is likely to be no earlier than six weeks from the commencement of the compulsory acquisition process. In contrast, if you choose to accept the Offer, you will receive payment two Trading Days after your acceptance.

#### **5.10 Delisting**

Humanforce has stated in its Bidder's Statement that it intends, as soon as practicable and subject to satisfying the relevant preconditions, to remove LiveHire from the official list of ASX.

If Humanforce proceeds with the compulsory acquisition of the outstanding LiveHire Shares, ASX will automatically suspend quotation of LiveHire Shares five business days following receipt of a copy of the compulsory acquisition notice and subsequently remove LiveHire from the official list of ASX.

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<sup>8</sup> Refer to Humanforce's First Supplementary Bidder's Statement released on LiveHire's ASX market announcements platform on 3 December 2024.

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## 6 Information relating to LiveHire

### 6.1 Overview of LiveHire

LiveHire is an award-winning, market-leading recruitment, talent mobility and direct sourcing platform. It revolutionises the candidate experience and enables businesses and curation partners to thrive with talent on demand. The platform makes managing the flow of talent into and through businesses seamless, delivering value through detailed visibility of talent, shifting both permanent and contingent recruitment from reactive to proactive, improving fit, reducing time and cost to hire, with an unrivalled candidate experience.

Founded in 2011, LiveHire is an Australian company headquartered in Melbourne, with locations also in Sydney, Perth and Miami.

More information about LiveHire can be found on its website at [www.LiveHire.com](http://www.LiveHire.com)

### 6.2 Director and senior management profiles

As at the Last Practicable Date, the LiveHire Director profiles are as follows:

(a) **Mr David John Podesta Pullini (Non-Executive Director, Chairman)**

Mr Pullini is an investment, funds management and business professional with over 30 years' experience in both public and private companies across a variety of sectors. He joined the Humanforce board of directors in 2018. Mr Pullini is also the principal of Ginostra Capital, a private investment vehicle that actively holds both private and public market investments, a director and Chair of Phocas Group Pty Ltd and a director of Tempus Partners Holdings Pty Ltd (Folklore Ventures). Mr Pullini was a founding partner of O'Sullivan Pullini, a leading boutique investment bank in Australia that completed M&A transactions totalling over \$10 billion in value. Prior to co-founding O'Sullivan Pullini, he managed international corporate business for fifteen years in Europe and Australia. Mr Pullini studied Engineering and Finance and completed an MBA from the International Institute for Management Development (IMD) in Lausanne, Switzerland.

(b) **Mr Clayton Matthew Pyne (Executive Director)**

Mr Pyne has been CEO of Humanforce since July 2019 and was appointed as Managing Director in 2022. Prior to joining Humanforce, Mr Pyne held executive positions with IBM and Cisco, where he was responsible for leading sales, marketing, product and partner teams across the world. For his achievements, Mr Pyne was crowned an AFR BOSS Young Executive of the Year in 2017. Mr Pyne was a Co-op Scholar at the University of New South Wales where he earned a BSc with first class honours in Business Information Technology. He also holds an Executive MBA from NYU Stern School of Business.

(c) **Mr Andrew Rutherford (Independent, Non-Executive Director)**

Mr Rutherford has held a number of senior executive roles over his career including Executive Director and Chief Operating Officer of Goldman Sachs Australia and Head of Mergers & Acquisitions for Reuters PLC. Mr Rutherford's executive roles were focussed on capital markets, finance, accounting, technology, strategy and business operations. Mr Rutherford is also an experienced Non-Executive Director and Audit and Risk Committee Chair having served on several boards over the past 15 years. Mr Rutherford is currently a Non-Executive Director

of Asgard Capital Management Limited, BT Funds Management No. 2 Ltd, BT Portfolio Services Ltd and Westpac Financial Services Ltd.

Mr Rutherford completed his Bachelor of Commerce and Masters of Business Administration at UNSW/AGSM and is a graduate of CPA Australia (Fellow), The Institute of Chartered Secretaries (Fellow) and Australian Institute of Company Directors (with Merit) and holds post-graduate qualifications in Corporate Finance (GradDipFin) and Financial Planning (DipFP).

(d) **Mr Joseph Porten (Non-Executive Director)**

Mr Porten is a Managing Director at AKKR and a board member of several of AKKR's portfolio companies, including ATP Software Solutions, Entersekt, FM:systems, FRISS, Partnerize, TELCOR, ToolsGroup, Birdeye, Submittable and Masabi. He joined the board of Humanforce in 2018. Prior to joining AKKR, Mr Porten was Vice President for Battery Ventures, a multistage venture capital firm focused on investing in technology, and held roles at private equity firms Lake Capital and Spectrum Equity Investors. Mr Porten began his career in the Corporate Acquisitions Group at ABN AMRO, where he advised and executed buy-side and sell-side transactions in the financial services, and financial technology sectors. Mr Porten holds an MBA from The University of Chicago Booth School of Business and a BA in Economics from The University of Chicago.

### **6.3 Historical financial information**

The historical financial information in this Section for LiveHire has been taken from the audited consolidated financial statements for LiveHire for the years ended 30 June 2023 and 30 June 2024.

The full consolidated financial statements for the financial periods ended 30 June 2023 and 30 June 2024, including notes to those financial statements, can be found in the corresponding annual reports that are available [www.LiveHire.com](http://www.LiveHire.com) or from the ASX website.

The historical financial information has been prepared in accordance with Australian Accounting Standards, other authoritative pronouncements of the Australian Accounting Standards Board, and the Corporations Act. The financial information also complies with International Financial Reporting Standards as issued by the International Accounting Standards Board. The financial information presented in the tables below does not represent complete financial statements and should therefore be read in conjunction with the financial statements for the respective periods, including the description of accounting policies contained in those financial statements and the notes to those financial statements.

(a) **Historical consolidated statement of profit or loss and other comprehensive income**

	FY24 Annual Year Results	FY23 Annual Year Results
	30-Jun-24	30-Jun-23
	\$	\$
<b>Revenue from continuing operations</b>		
Revenue from contracts with customers	7,027,388	7,786,858
Other income	325,265	335,932
Interest income	158,979	260,971
<b>Total revenue and other income</b>	<b>7,511,632</b>	<b>8,383,761</b>
<b>Expenses</b>		
Employee benefits expense	(7,636,611)	(12,466,677)
Operating expenses	(4,915,262)	(5,825,058)
Share based payment expense	(1,493,367)	(2,645,546)
<b>Earnings (Loss) before interest, tax, depreciation and amortisation (EBITDA)</b>	<b>(6,533,608)</b>	<b>(12,553,520)</b>
Depreciation and amortisation expense	(1,825,280)	(1,441,381)
<b>Earnings (Loss) before interest and tax (EBIT)</b>	<b>(8,358,888)</b>	<b>(13,994,901)</b>
Interest expense	(334,631)	(77,873)
<b>Loss before income tax</b>	<b>(8,693,519)</b>	<b>(14,072,774)</b>
Income tax expense	(8,577)	(49,301)
<b>Loss after income tax</b>	<b>(8,702,096)</b>	<b>(14,122,075)</b>
<i>Items that may be reclassified subsequently to the income statement</i>		
Exchange differences on translation of foreign operations, net of tax	(64,320)	10,763
<b>Other comprehensive (loss)/income for the year, net of tax</b>	<b>(64,320)</b>	<b>10,763</b>
<b>Total comprehensive loss for the year</b>	<b>(8,766,416)</b>	<b>(14,111,312)</b>
	<b>\$</b>	<b>\$</b>
<b>Loss per share attributable to ordinary equity holders</b>		
- Basic loss per share	(0.025)	(0.045)
- Diluted loss per share	(0.025)	(0.045)



## (b) Historical consolidated statement of financial position

	FY24 Annual Year Results	FY23 Annual Year Results
	30-Jun-24	30-Jun-23
	\$	\$
<b>ASSETS</b>		
<b>Current assets</b>		
Cash and cash equivalents	3,083,606	4,760,956
Term deposits	7,497	701,193
Trade and other receivables	1,756,563	2,207,797
Prepaid Expenditure	577,855	635,022
Contract acquisition costs	225,005	232,568
<b>Total current assets</b>	<b>5,650,526</b>	<b>8,537,536</b>
<b>Non-current assets</b>		
Plant and equipment	50,807	141,836
Intangible assets	5,897,769	4,435,099
Contract acquisition costs	166,370	235,928
Right-of-use assets	33,191	418,158
<b>Total non-current assets</b>	<b>6,148,137</b>	<b>5,231,021</b>
<b>Total assets</b>	<b>11,798,663</b>	<b>13,768,557</b>
<b>LIABILITIES</b>		
<b>Current liabilities</b>		
Trade and other payables	1,571,904	1,354,206
Provisions	907,802	1,066,553
Lease liabilities	34,656	305,226
Deferred revenue	3,325,696	2,636,668
Borrowings	1,415,833	181,727
<b>Total current liabilities</b>	<b>7,255,891</b>	<b>5,544,380</b>
<b>Non-current liabilities</b>		
Provisions	69,201	58,221
Lease liabilities	-	181,972
Borrowings	1,224,501	-
<b>Total non-current liabilities</b>	<b>1,293,702</b>	<b>240,193</b>
<b>Total liabilities</b>	<b>8,549,593</b>	<b>5,784,573</b>
<b>Net assets</b>	<b>3,249,070</b>	<b>7,983,984</b>
<b>EQUITY</b>		
Issued capital	74,577,206	73,065,148
Reserves	21,531,861	19,076,737
Accumulated losses	(92,859,997)	(84,157,901)
<b>Total equity</b>	<b>3,249,070</b>	<b>7,983,984</b>

(c) **Historical consolidated statement of cash flows**

	<b>FY24 Annual Year Results</b>	<b>FY23 Annual Year Results</b>
	<b>30-Jun-24</b>	<b>30-Jun-23</b>
	\$	\$
<b>Cash flows from operating activities</b>		
Receipts from customers	8,381,343	9,556,667
Payment to suppliers and employees	(13,081,210)	(19,639,131)
Payment of interest	(295,568)	(77,873)
Receipt of interest	169,752	244,124
Receipt of Research & Development Tax Incentive	363,662	356,614
<b>Net cash inflow/(outflow) from operating activities</b>	<b>(4,462,021)</b>	<b>(9,559,599)</b>
<b>Cash flows from investing activities</b>		
Payment for intangible assets	(1,072,435)	(2,678,221)
Receipt of Research & Development Tax Incentive	1,003,504	698,237
Payment for plant and equipment	(7,851)	(86,497)
Placement of term deposit	-	(39,600)
Withdrawal of term deposit	693,696	262,952
<b>Net cash inflow/(outflow) from investing activities</b>	<b>616,914</b>	<b>(1,843,128)</b>
<b>Cash flows from financing activities</b>		
Proceeds from the issue of shares	-	10,122,366
Proceeds from borrowings	3,921,242	-
Repayment of borrowings	(1,459,415)	-
Borrowings transaction costs	(2,269)	-
Payment of principal portion of lease liabilities	(256,252)	(365,874)
<b>Net cash inflow/(outflow) from financing activities</b>	<b>2,203,306</b>	<b>9,756,492</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>(1,641,801)</b>	<b>(1,646,235)</b>
Cash and cash equivalents at the beginning of the year	4,760,956	6,405,779
Effects of exchange rate changes on cash and cash equivalents	(35,549)	1,412
<b>Cash and cash equivalents at the end of the year</b>	<b>3,083,606</b>	<b>4,760,956</b>

(d) **Subsequent material changes to historical financial position and financial performance**

LiveHire's 2024 Annual Report and quarterly reports are available on the "Investors" section of LiveHire's website at [www.LiveHire.com](http://www.LiveHire.com).

Except as disclosed in this section 6.3(d), in LiveHire's 2024 Annual Report, in LiveHire's other ASX announcements or elsewhere in this Target's Statement, the financial position and financial performance of LiveHire has not materially changed since 30 June 2024.

**6.4 Publicly available information about LiveHire**

LiveHire is a listed disclosing entity for the purposes of the Corporations Act and as such is subject to the Listing Rules which require continuous disclosure of any information LiveHire has concerning it that a reasonable person would expect to have a material effect on the price or value of its securities (subject to certain exceptions).

ASX maintains files containing publicly disclosed information about all listed companies. LiveHire's file is available for inspection at ASX during normal business hours. LiveHire's recent ASX announcements are available from the ASX website ([www2.asx.com.au](http://www2.asx.com.au)).

LiveHire's ASX announcements released between 16 September 2024 and the Last Practicable Date are listed at Annexure 2.

In addition, LiveHire is required to lodge various documents with ASIC, copies of which may be obtained from, or inspected at, an ASIC office. A substantial amount of information about LiveHire is also available in electronic form at [www.LiveHire.com](http://www.LiveHire.com).

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## **7 Information relating to Humanforce**

### **7.1 Disclaimer**

The information about Humanforce and AKKR in this Section is based on publicly available information, and has not been independently verified by LiveHire. LiveHire does not make any representation or warranty (express or implied), as to the accuracy or completeness of this information.

The information about Humanforce in this Target's Statement should not be considered comprehensive. Further information about Humanforce is set out in the Bidder's Statement.

### **7.2 Overview of Humanforce**

The Offer will be made by Humanforce Holdings Pty Ltd.

Humanforce is an Australian proprietary company which operates a SaaS platform providing workforce management solutions. Humanforce was incorporated in 2017, though the business has been operating since 2002, with subsidiaries in Australia, New Zealand, Singapore and the United Kingdom. Humanforce is a portfolio company of Accel-KKR Growth Capital Partners IV, LP (**AKKR Fund IV**). The general partner of AKKR Fund IV is AKKR Growth Management Company IV LP, which has AKKR Management Company, LLC as its general partner. AKKR Management Company LLC is managed by Accel-KKR Holdings GP, LLC. The registered investment advisor of AKKR Fund IV is AKKR Fund II Management Company, LP (**AKKR**). AKKR is a US headquartered technology-focussed private equity firm. The AKKR Funds indirectly hold approximately 95% of the issued share capital of Humanforce, with the remaining interests held by minority investors.

Further information on Humanforce is set out in section 6 of the Bidder's Statement.

As at the date of this Target's Statement, three Humanforce directors, being David Pullini, Clayton Pyne and Joseph Porten, are also directors on the LiveHire Board.

### **7.3 Overview of AKKR**

AKKR is a technology-focused investment firm with over US\$19 billion in cumulative capital commitments. The firm focuses on software and tech-enabled businesses, well-positioned for topline and bottom-line growth. At the core of AKKR's investment strategy is a commitment to developing strong partnerships with the management teams of its portfolio companies and a focus on building value alongside management by leveraging the significant resources available through the AKKR network. AKKR focuses on middle-market companies and provides a broad range of capital solutions, including buyout capital, minority-growth investments, and credit alternatives. AKKR also invests across various transaction types, including private company recapitalizations, divisional carve-outs, and going-private transactions.

Further information on AKKR is set out in section 6 of the Bidder's Statement.

### **7.4 Humanforce's interest in LiveHire**

Based on publicly available information, Humanforce holds 94.11% of LiveHire Shares.

On 14 August 2024, Humanforce announced its intention to acquire all of the LiveHire Shares by way of an on-market takeover bid (**Previous Bid**).

Humanforce acquired:

- (a) 252,316,455 LiveHire Shares at \$0.045 per LiveHire Share under the Previous Bid;
- (b) 73,882,619 LiveHire Shares at \$0.045 per LiveHire Share pursuant to pre-bid share purchase agreements between Humanforce and various LiveHire Shareholders dated 14 August 2024 (each, a **Share Purchase Agreement**)<sup>9</sup>; and
- (c) 77,686,478 LiveHire Shares on 21 November 2024 at \$0.039 per new LiveHire Share pursuant to the entitlement offer which was announced by LiveHire on 28 October 2024.

Other than as disclosed above, neither the Bidder nor any of its Associates has provided, or agreed to provide, consideration for a LiveHire Share under a purchase or agreement to purchase during the four months before the date of this Bidder's Statement and \$0.045 is the maximum consideration agreed to be provided for a LiveHire Share during that period.

See section 7.8 of the Bidder's Statement for further details.

#### **7.5 Humanforce's intentions**

Humanforce's intentions in relation to the continuation of or changes to LiveHire's business, changes to the LiveHire Board and the future status of listing on the ASX of LiveHire are set out in section 8 of the Bidder's Statement.

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<sup>9</sup> Refer to Humanforce's Form 603 – Notice of Initial Substantial Holder released on LiveHire's ASX market announcements platform on 14 August 2024 which annexes copies of each Share Purchase Agreement.

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## 8 Risk factors

### 8.1 Overview

In considering Humanforce's Offer, you should be aware that there are various risks associated with either accepting the Offer or rejecting the Offer and continuing to hold LiveHire Shares.

This section is not intended to be an exhaustive list of all the risks that may be related to Humanforce's Offer for LiveHire, nor does it take into account your personal circumstances.

Prior to deciding whether to accept or reject the Offer, the Independent Director encourages you to read this Target's Statement in its entirety, including the risks set out in this Section, having regard to your individual risk profile, portfolio strategy, tax position and financial circumstances. If you have any doubt about the risks associated with accepting or rejecting the Offer or any other information in this Target's Statement, you should see advice from your legal, financial, taxation or other professional adviser.

### 8.2 Risks associated with accepting the Offer

If you accept the Offer, the following risks may apply to you.

(a) **No rights of withdrawal**

Once you sell your LiveHire Shares to Humanforce you will not be able to withdraw your acceptance.

(b) **Inability to accept any superior proposal that emerges**

While no superior proposal exists at the Last Practicable Date, a superior proposal may emerge from a third party (though the Independent Director believes this is highly unlikely to occur).

By selling your LiveHire Shares to Humanforce, you will not be able to accept any superior proposal that may be made or be involved in any such superior proposal. You will therefore not be able to obtain any potential benefit associated with any such superior proposal.

(c) **Taxation consequences of accepting the Offer**

The taxation consequences of disposing of your LiveHire Shares depend on a number of factors and your particular circumstances. A general outline of certain Australian tax considerations of such a disposal is set out in Section 9. You should seek your own specific professional tax advice as to the taxation implications applicable to your circumstances.

### **8.3 Risk associated with rejecting the Offer and continuing as a LiveHire Shareholder**

As Humanforce holds 94.11% of LiveHire Shares<sup>10</sup>, it is entitled to proceed with the compulsory acquisition of the outstanding LiveHire Shares and has advised that it intends to do so.

If your LiveHire Shares are compulsorily acquired, you will be unable to receive the cash consideration for your LiveHire Shares until after the compulsory acquisition is completed. This is likely to be no earlier than six weeks from the commencement of the compulsory acquisition process. In contrast, if you choose to accept the Offer, you will receive payment two Trading Days after your acceptance.

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<sup>10</sup> Refer to Humanforce's First Supplementary Bidder's Statement released on LiveHire's ASX market announcements platform on 3 December 2024.

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## 9 Taxation considerations

### 9.1 Introduction

This Section is a brief guide only on certain Australian tax considerations of transferring LiveHire Shares to Humanforce based on the law and the administrative practices of Australian revenue authorities as at the Last Practicable Date. It is not advice to any particular LiveHire Shareholder and does not set out all tax considerations that may be applicable. LiveHire Shareholders should seek their own tax advice that takes into account their personal circumstances.

The Australian tax consequences outlined below are relevant to LiveHire Shareholders who are individuals, companies, trusts and complying superannuation funds that hold their LiveHire Shares on capital account for Australian income tax purposes.

It does not consider the consequences for LiveHire Shareholders who:

- (a) hold their LiveHire Shares as trading stock, as part of a profit-making undertaking, are in the business of trading or dealing in securities or otherwise hold their LiveHire Shares on revenue account;
- (b) acquired their LiveHire Shares in return for services or as the result of an employee share plan or employee share option plan;
- (c) acquired (or are taken to have acquired for Australian income tax purposes) their LiveHire Shares prior to 20 September 1985;
- (d) are subject to the taxation of financial arrangements rules contained in Division 230 of the *Income Tax Assessment Act 1997* (Cth) in relation to gains and losses on their LiveHire Shares;
- (e) are subject to the Investment Manager Regime under Subdivision 842-I of the *Income Tax Assessment Act 1997* (Cth) in relation to their LiveHire Shares;
- (f) may be subject to special rules, such as banks, insurance companies, tax exempt organisations and superannuation funds with accounts in a tax-free pension phase;
- (g) are non-residents who currently hold, or have held, LiveHire Shares at any time through a permanent establishment in Australia;
- (h) change their tax residence while holding LiveHire Shares; or
- (i) are 'temporary residents' as that term is defined in section 995-1(1) of the *Income Tax Assessment Act 1997* (Cth).

### 9.2 Taxation on the disposal of LiveHire Shares

A LiveHire Shareholder who transfers their LiveHire Shares to Humanforce will dispose of those LiveHire Shares for Australian tax purposes.

If a LiveHire Shareholder disposes of their LiveHire Shares, the date of the contract to dispose of your LiveHire Shares will be the date that the LiveHire Shareholder sells the LiveHire Shares.

If the Shares of a LiveHire Shareholder are compulsorily acquired, the LiveHire Shareholder will be taken to have disposed of the LiveHire Shares on the date the LiveHire Shareholder ceases to be the owner of the LiveHire Shares.



### **9.3 Determination of capital gains and losses**

A LiveHire Shareholder should realise a capital gain equal to the amount by which the Offer Price exceeds the cost base of that LiveHire Share. A LiveHire Shareholder will alternatively realise a capital loss equal to the amount by which the reduced cost base of the LiveHire Share exceeds the Offer Price. The cost base of a LiveHire Share should generally include the amount paid (or deemed to be paid) to acquire the LiveHire Share, plus certain incidental costs (such as brokerage fees of the acquisition, holding and disposal of the LiveHire Share). The reduced cost base of a LiveHire Share is usually determined in a similar, but not identical, manner.

A capital loss may be used to offset a capital gain made in the same income year and any resulting net capital loss may be carried forward to offset a capital gain made in a future income year, subject to the satisfaction of certain loss recoupment tests. Capital losses cannot reduce or offset other income or gains.

### **9.4 Australian resident LiveHire Shareholders**

An Australian resident LiveHire Shareholder who is an individual, a trust or a complying superannuation fund may be entitled to reduce their capital gain (after first reducing the capital gain by any available capital losses) by the applicable Capital Gains Tax (CGT) discount (one-third in the case of a complying superannuation fund, and one-half in the case of an individual or a trust that is not a superannuation fund). To apply the CGT discount, the LiveHire Shares must have been acquired (for tax purposes) at least 12 months before the disposal to Humanforce (excluding the date of acquisition and the date of disposal) and the LiveHire Shareholder must not choose to index the cost base of their LiveHire Shares (where applicable).

No CGT discount is available for LiveHire Shareholders that are companies.

Any resulting net capital gain (i.e. the amount remaining after the application of any available capital losses, available CGT discounts and/or concessions) should be included in the LiveHire Shareholder's assessable income and is subject to Australian income tax at the LiveHire Shareholder's applicable rate of tax.

### **9.5 Non-resident LiveHire Shareholders**

Any LiveHire Shareholder that is not an Australian resident for Australian income tax purposes should generally be able to disregard any capital gain arising on the disposal of their LiveHire Shares for Australian income tax purposes.

### **9.6 Stamp duty**

LiveHire Shareholders will not be liable to any stamp duty in respect of their disposal of LiveHire Shares.

### **9.7 GST**

GST should not be payable on the disposal of the LiveHire Shares under the Offer.

LiveHire Shareholders may be charged GST on costs incurred in relation to the Offer (e.g. tax, legal or other advisers fees). Certain LiveHire Shareholders that are registered (or required to be registered) for GST may be entitled to claim input tax credits (or reduced input tax credits) in relation to GST incurred on these costs.

LiveHire Shareholders should seek their own independent tax advice on the impact of GST having regard to their own particular circumstances.

## 10 Additional information

### 10.1 LiveHire Shares on issue

As at the Last Practicable Date, there are 460,215,989 LiveHire Shares on issue.

### 10.2 Substantial holders

Based on substantial holder notices provided to LiveHire as at the Last Practicable Date, the substantial holders of LiveHire Shares are:

Name of Holder	Relevant number of LiveHire Shares	Disclosed Voting Power
Humanforce <sup>11</sup>	431,450,454	93.75%
Berger Equities Pvt Ltd <sup>12</sup>	22,344,352	5.78%

### 10.3 LiveHire Directors

#### (a) Interests and dealings in LiveHire Shares

The Independent Director does not have a Relevant Interest in LiveHire Shares. The other LiveHire Directors do not have a Relevant Interest in LiveHire Shares other than in those held by Humanforce by virtue of them being directors of Humanforce.

Except as set out below, none of the LiveHire Directors have acquired or disposed of interests in LiveHire Shares in the four months ending on the date of the Target's Statement:

LiveHire Director	Acquisitions	Disposals
Andrew Rutherford	Nil	1,449,633 <sup>13</sup>

#### (b) Interests and dealings in Humanforce

Neither LiveHire nor any of the LiveHire Directors have a Relevant Interest in the securities of Humanforce or any Related Body Corporate of Humanforce.

### 10.4 Impact of the Offer on LiveHire Directors arrangements

None of the contractual arrangements between LiveHire, its Directors and key employees will be materially affected by the Offer other than those matters described below. Any payments described below are subject to limitations in the Corporations Act.

<sup>11</sup> Based on Humanforce's First Supplementary Bidder's Statement released on LiveHire's ASX market announcements platform on 3 December 2024, Humanforce holds 94.11% of LiveHire Shares.

<sup>12</sup> Based on the members' register as at the Last Practicable Date, Berger Equities Pvt Ltd ceased to be a member of LiveHire on 26 November 2024.

<sup>13</sup> Refer to the Appendix 3Y lodged on 21 August 2024 and 2 October 2024 by LiveHire in respect of Andrew Rutherford's interest.

(a) **Director arrangements**

(i) **Benefits paid or to be paid to LiveHire Directors or company secretary of LiveHire or its Subsidiaries in connection with loss of, or resignation from, office as a result of the Offer**

As a result of the Offer, no benefit (other than a benefit which can be given without member approval under the Corporations Act) has been paid or will be paid to any Director or secretary of LiveHire or its Subsidiaries in connection with the loss of, or their resignation from, their office.

(ii) **Benefits paid or to be paid to LiveHire Directors conditional on, or related to, the Offer**

No LiveHire Director has agreed with Humanforce to receive, or is entitled to receive, any benefit which is conditional on, or is related to, the Offer.

(iii) **Agreements between LiveHire Directors and any person in connection with, or conditional upon, the outcome of the Offer**

No agreement has been made between any LiveHire Director and any person in connection with, or conditional upon, the outcome of the Offer.

(iv) **Independent Director's interests in Humanforce contracts**

The Independent Director does not have any interest in any contract entered into by Humanforce.

(b) **Deeds of indemnity, access and insurance**

In addition to their respective contracts of engagement, LiveHire has entered into deeds of indemnity, insurance and access with LiveHire Directors and various executive officers, on customary terms.

LiveHire pays premiums in respect of a directors and officers insurance policy for the benefit of the Directors and executive officers.

**10.5 Independent Director**

LiveHire has adopted appropriate conflict management protocols including delegating powers to the Independent Director to, amongst other things, consider, evaluate and respond to Humanforce's Offer.

The other LiveHire Directors, being David Pullini, Joseph Porten and Clayton Pyne, are also directors of Humanforce, and have consequently decided to refrain from making a recommendation to LiveHire Shareholders in relation to Humanforce's Offer.

**10.6 Material litigation**

As at the Last Practicable Date, LiveHire is not aware of any material disputes or litigation being undertaken, commenced or threatened against LiveHire or a Subsidiary.

**10.7 Transaction costs**

Transaction costs are expected to be in line with usual costs for a transaction such as the Offer. Transaction costs, primarily comprising the costs of the Independent Expert and legal costs, are expected to be in the order of \$120,000.

## 10.8 **Consents**

Johnson Winter Slattery has given and have not withdrawn before the lodgement of this Target's Statement with ASIC, its written consent to be named as legal advisers to LiveHire in this Target's Statement in the form and context in which they are so named.

The Independent Expert has given, and has not withdrawn before the lodgement of this Target's Statement with ASIC, its written consent to be named in this Target's Statement as the independent expert to the Company in the form and context in which they are so named and has given and not withdrawn its consent to the inclusion in this Target's Statement of the Independent Expert's Report in the form and context in which it is included.

Neither Johnson Winter Slattery nor the Independent Expert has caused or authorised the issue of this Target's Statement, or makes or purports to make any statement in this Target's Statement or any statement on which a statement in this Target's Statement is based or takes any responsibility for any part of this Target's Statement, other than statements included in this Target's Statement with its consent.

Each of the LiveHire Directors has given and not withdrawn their consent to

- (a) be named in this Target's Statement in the form and context in which they are named; and
- (b) statements attributable to them being included in this Target's Statement in the form and context in which they appear

## 10.9 **Regulatory relief**

As announced to ASX on 6 December 2024, ASIC granted LiveHire relief from the requirements of section 635(1) items 10 and 13 of the Corporations Act to allow LiveHire to release the Target's Statement within 21 days after the Offer was announced, rather than within the usual 14 days.

## 10.10 **Reliance on ASIC relief generally**

As permitted by ASIC Instrument 2023/683, this Target's Statement may include or be accompanied by statements which are made in documents lodged with ASIC or ASX. Pursuant to the ASIC Instrument, provided this Target's Statement fairly represents such statements and LiveHire makes available a copy of the document that contains the statement free of charge two Business Days upon request, the consent of the parties making those statements is not required for, and those parties have not consented to, the inclusion of such statements in this Target's Statement.

LiveHire Shareholders may, during the Offer Period, obtain a copy of the documents (free of charge) in which the aforementioned statements appear (or in which statements based on those statements appear, as the case may be), or the relevant part(s) of any of those documents, by contacting LiveHire by emailing [investors@livehire.com](mailto:investors@livehire.com).

In addition, as permitted by ASIC Corporations (Consents to Statements) Instrument 2016/72, this Target's Statement may include or be accompanied by statements:

- (a) which fairly represent what purports to be a statement by an official person;
- (b) which are a correct and fair copy of, or extract from, what purports to be a public official document; or
- (c) which are a correct and fair copy of, or extract from, a statement which has already been published in a book, journal or comparable publication.

**10.11 No other material information**

This Target's Statement is required to include all information that LiveHire Shareholders and their professional advisers would reasonably require to make an informed assessment whether to accept the Offer, but:

- (a) only to the extent to which it is reasonable for investors and their professional advisers to expect to find the information in this Target's Statement; and
- (b) only if the information is known to any of the LiveHire Directors.

The Independent Director is of the opinion that the information that LiveHire Shareholders and their professional advisers would reasonably require to make an informed assessment of whether to accept the Offer is the information contained in:

- (a) the Bidder's Statement (to the extent that the information is not inconsistent with or superseded by information in this Target's Statement);
- (b) LiveHire's releases to ASX before the date of this Target's Statement;
- (c) documents lodged by LiveHire with ASIC before the date of this Target's Statement; and
- (d) this Target's Statement.

The Independent Director has assumed, for the purposes of preparing this Target's Statement, that the information contained in the Bidder's Statement is accurate (unless they have expressly indicated otherwise in this Target's Statement). However, the Independent Director does not take any responsibility for the contents of the Bidder's Statement and are not to be taken as endorsing, in any way, any or all of the statements contained in it.

In deciding what information should be included in this Target's Statement, the Independent Director has had regard to:

- (a) the nature of the LiveHire Shares (being fully paid ordinary shares);
- (b) the matters which LiveHire Shareholders may reasonably be expected to know;
- (c) the fact that certain matters may reasonably be expected to be known to the professional advisers of LiveHire Shareholders; and
- (d) the time available to LiveHire to prepare this Target's Statement.

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**11 Approval of this Target's Statement**

This Target's Statement has been approved by a resolution passed by the LiveHire Board.

Date: 11 December 2024

Signed for and on behalf of LiveHire Ltd by



Independent Director  
**Andrew Rutherford**

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## 12 Definitions and Interpretation

### 12.1 Definitions

The following defined terms in this Target's Statement have the meanings set out below.

**AKKR** means AKKR Fund IV Management Company LP.

**AKKR Funds** means:

- (a) AKKR Fund IV;
- (b) AKKR Growth Management Company IV, LP;
- (c) AKKR Management Company, LLC;
- (d) Accel-KKR Holdings GP, LLC; and
- (e) AKKR.

**ASIC** means the Australian Securities & Investments Commission.

**Associate** has the meaning given under section 9 of the Corporations Act.

**ASX** means ASX Limited (ABN 98 008 624 691) or, as the context requires, the financial market operated by it.

**ASX Settlement** means ASX Settlement Pty Ltd (ACN 008 504 532).

**ASX Settlement Operating Rules** means the operating rules of ASX Settlement, as amended from time to time.

**Bid Period** means the period from the date of this Target's Statement to the end of the Offer Period.

**Bidder's Statement** means the bidder's statement issued by Humanforce dated 25 November 2024.

**Broker** means a person who is a share broker and a participant in CHES.

**Business Day** means a day on which banks are open for business in Sydney, New South Wales excluding the days of Saturday, Sunday or public holidays.

**CGT** means Capital Gains Tax.

**CHES** means Clearing House Electronic Sub-register System which provides for electronic transfer, settlement and registration of securities in Australia.

**CHES Holding** means a holding of LiveHire Shares on the CHES subregister of LiveHire.

**Controlling Participant** means the person who is designated as the controlling participant for shares in a CHES Holding.

**Corporations Act** means the *Corporations Act 2001* (Cth) and any regulations made under that Act.

**Humanforce** means Humanforce Holdings Pty Ltd (ACN 618 020 401).

**Independent Director** means Andrew Rutherford.

**Independent Expert** means RSM Corporate Australia Pty Ltd (ACN 050 508 024).

**Independent Expert's Report** means the report prepared by the Independent Expert, a copy of which is attached to this Target's Statement as Annexure 1.

**Insolvency Event** means any of the events set out in section 652C(2) of the Corporations Act.

**Issuer Sponsored Holding** means a holding of LiveHire Shares on LiveHire's issuer sponsored sub-register.

**Last Practicable Date** means 10 December 2024.

**Listing Rules** means the official listing rules of ASX as amended or varied from time to time.

**LiveHire** means LiveHire Ltd (ACN 153 266 605).

**LiveHire Board** means the Board of Directors of LiveHire.

**LiveHire Directors** means the directors of LiveHire.

**LiveHire Shareholders** means the holders of LiveHire Shares.

**LiveHire Shares** means fully paid ordinary shares in the capital of LiveHire.

**Moelis** means MA Moelis Australia Securities Pty Limited (ACN 122 781 560).

**Non-Associated LiveHire Shareholders** means LiveHire Shareholders who are not a party, or associates to a party, of the Offer.

**Offer** means the unconditional cash offer by Humanforce to acquire LiveHire Shares which will be made on-market by Moelis on behalf of Humanforce as described in the Bidder's Statement and includes a reference to that offer as varied in accordance with the Corporations Act.

**Offer Period** means the period during which the Offer will remain open for acceptance in accordance with the terms and conditions of the Bidder's Statement.

**Offer Price** means the consideration offered for LiveHire Shares under the Offer, being \$0.045 cash for each LiveHire Share held by a LiveHire Shareholder.

**Previous Bid** has the meaning given in Section 7.4 in this Target's Statement.

**Related Body Corporate** has the same meaning given in section 50 of the Corporations Act.

**Relevant Interest** has the same meaning given in the Corporations Act.

**Section** means a section of this Target's Statement.

**Share Purchase Agreement** has the meaning given in Section 7.4(a) in this Target's Statement.

**Subsidiary** has the same meaning given in section 46 of the Corporations Act.

**T+2 Basis** means that settlement occurs on the second Trading Day after the date of the transaction in accordance with ASX practice.

**Trading Day** has the meaning given to that term in the Listing Rules.

**Voting Power** has the meaning given in the Corporations Act.



**VWAP** means the volume weighted average price of LiveHire Shares sold on the ASX over the relevant period.

## **12.2 Interpretation**

- (a) Unless otherwise specified, words and phrases have the same meaning given in the Corporations Act.
- (b) Where a term is defined, its other grammatical forms have a corresponding meaning.
- (c) A reference to a statute, ordinance, code or other law includes regulations and other instruments under it and consolidations, amendments, re-enactments or replacements of any of them.
- (d) Headings and bold type are for convenience only and do not affect the interpretation of this Target's Statement.
- (e) The singular includes the plural and vice versa.
- (f) Words importing any gender include all genders.
- (g) A reference to a person includes any company, partnership, joint venture, association, corporation or other body corporate.
- (h) Unless otherwise specified, a reference to a section or paragraph are to a section of or paragraph in this Target's Statement.
- (i) Unless otherwise specified, a reference to time is a reference to the time in Sydney, Australia.
- (j) Unless otherwise specified, a monetary amount is in Australian dollars.
- (k) the reference to the paragraph is made.

**Annexure 1 – Independent Expert’s Report**

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# LiveHire Limited

## Financial Services Guide and Independent Expert's Report

11 December 2024

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# Financial Services Guide

11 December 2024

RSM Corporate Australia Pty Ltd ABN 82 050 508 024 (“**RSM**” or “**we**” or “**us**” or “**our**” as appropriate) has been engaged to issue general financial product advice in the form of a report to be provided to you.

In the above circumstances, we are required to issue to you, as a retail client, a Financial Services Guide (“**FSG**”). This FSG is designed to help retail clients make a decision as to their use of the general financial product advice and to ensure that we comply with our obligations as financial services licensees.

This FSG includes information about:

- who we are and how we can be contacted;
- the financial services that we will be providing you under our Australian Financial Services Licence (“**AFSL**”), Licence No 255847;
- remuneration that we and/or our staff and any associates receive in connection with the financial services that we will be providing to you;
- any relevant associations or relationships we have; and
- our complaints handling procedures and how you may access them.

## Financial services we will provide

For the purposes of our report and this FSG, the financial service we will be providing to you is the provision of general financial product advice in relation to securities.

We provide financial product advice by virtue of an engagement to issue a report in connection with a financial product of another person. Our report will include a description of the circumstances of our engagement and identify the person who has engaged us. You will not have engaged us directly but will be provided with a copy of the report as a retail client because of your connection to the matters in respect of which we have been engaged to report.

Any report we produce is provided on our own behalf as a financial services licensee authorised to provide the financial product advice contained in the report.

## General financial product advice

In our report we provide general financial product advice, not personal financial product advice, because it has been prepared without taking into account your personal objectives, financial situation or needs.

You should consider the appropriateness of this general advice having regard to your own objectives, financial situation and needs before you act on the advice. Where the advice relates to the acquisition or possible acquisition of a financial product, you should also obtain a product disclosure statement relating to the product and consider that statement before making any decision about whether to acquire the product.

## Benefits that we may receive

We charge various fees for providing different financial services. However, in respect of the financial service being provided to you by us, fees will be agreed, and paid by, the person who engages us to provide the report and such fees will be agreed on either a fixed fee or time cost basis. You will not pay to us any fees for our services; LiveHire Limited (“**LiveHire**” or “**the Company**”) will pay our fees. These fees are disclosed in the Report.

Except for the fees referred to above, neither RSM Corporate Australia Pty Ltd, nor any of its directors, employees, or related entities, receive any pecuniary benefit or other benefit, directly or indirectly, for or in connection with the provision of the Report.

## Remuneration or other benefits received by our employees

All our employees receive a salary.

## Referrals

We do not pay commissions or provide any other benefits to any person for referring customers to us in connection with the reports that we are licensed to provide.

## Associations and relationships

RSM Corporate Australia Pty Ltd is beneficially owned by the partners of RSM Australia, a large national firm of chartered accountants and business advisors. Our directors are partners of RSM Australia Partners.

From time to time, RSM Corporate Australia Pty Ltd, RSM Australia Partners, RSM Australia and/or RSM Australia related entities may provide professional services, including audit, tax and financial advisory services, to financial product issuers in the ordinary course of its business.

## Complaints resolution

### Internal complaints resolution process

As the holder of an Australian Financial Services Licence, we are required to have a system for handling complaints from persons to whom we provide financial product advice. All complaints should be directed to The Complaints Officer, RSM Corporate Australia Pty Ltd, PO Box R1253, Perth, WA, 6844.

If we receive a written complaint, we will record the complaint, acknowledge receipt of the complaint within 15 days and investigate the issues raised. As soon as practical, and not more than 45 days after receiving the written complaint, we will advise the complainant in writing of our determination. If a complaint is received in advance of a shareholder meeting or other key date where shareholders or investors may be making decisions which are influenced by our report, we will make all reasonable efforts to respond to complaints prior to that date.

### Referral to external dispute resolution scheme

A complainant not satisfied with the outcome of the above process, or our determination, has the right to refer the matter to the Australian Financial Complaints Authority (“AFCA”). AFCA is an independent dispute resolution scheme that has been established to provide free advice and assistance to consumers to help in resolving complaints relating to the financial services industry.

Further details about AFCA are available at the AFCA website [www.afca.org.au](http://www.afca.org.au). You may contact AFCA directly by email, telephone or in writing at the address set out below.

Australian Financial Complaints Authority  
GPO Box 3  
Melbourne VIC 3001  
Toll Free: 1800 931 678  
Email: [info@afca.org.au](mailto:info@afca.org.au)

Time limits may apply to make a complaint to AFCA, so you should act promptly or consult the AFCA website to determine if or when the time limit relevant to your circumstances expires.

## Contact details

You may contact us using the details set out at the top of our letterhead on page 4 of this report.

RSM Corporate Australia Pty Ltd

Level 27, 120 Collins Street Melbourne VIC 3000  
PO Box 248 Collins Street West VIC 8007  
T +61(0) 3 9286 8000  
F +61(0) 3 9286 8199

[www.rsm.com.au](http://www.rsm.com.au)

11 December 2024

Non-Associated Shareholders  
LiveHire Limited  
Level 13, 440 Collins Street,  
Melbourne, VIC, Australia, 3000

Dear Non-Associated Shareholders,

## Independent Expert's Report

### Introduction

On 25 November 2024, Humanforce Holdings Pty Ltd ("**Humanforce**"), a portfolio company of Accel-KKR Growth Capital Partners IV, LP ("**AKKR Fund IV**") announced an unconditional on-market takeover offer (the "**Offer**") to acquire all of the ordinary shares in LiveHire Limited ("**LiveHire**" or the "**Company**") for cash consideration of \$0.045 per LiveHire Share ("**Offer Price**"). Humanforce lodged a copy of its bidder's statement ("**Bidder's Statement**") in relation to the Offer with the Australian Securities and Investments Commission ("**ASIC**") on the same date. The Bidder's Statement was despatched to LiveHire shareholders on 26 November 2024.

The Offer is unconditional and best and final. The Offer opened on 10 December 2024 and closes (unless extended or withdrawn) on 10 January 2025 (the "**Closing Date**" and combined the "**Offer Period**").

As at market open on 25 November 2024, being the date of the Bidder's Statement, Humanforce had a relevant interest in 403,885,552 LiveHire Shares and voting power in LiveHire of 87.76%. As at the date of the Report (or as close as practically possible) Humanforce has increased its relevant interest in LiveHire to 94.11% of the total LiveHire Shares on issue through on-market share purchases.

LiveHire will issue a Target's Statement, being a document prepared by the Independent Board Committee of LiveHire, to assist the LiveHire shareholders not associated with the Offer ("**Non-Associated Shareholders**") in making an informed assessment in relation to the Offer.

### Purpose of the report

Our Report has been prepared in accordance with the requirements of Section 640 of the Corporation's Act (2001) (Cth) ("**Corporations Act**"), whereby a Target's Statement is required to include an independent expert's report ("**Report**" or "**IER**") to shareholders if:

- the bidder's voting power in the target is 30% or greater; or
- the bidder and the target have directors in common.

Both of these criteria are satisfied in respect of the Offer.

The Independent Board Committee of LiveHire has requested RSM, being independent and qualified for the purpose, to express an opinion as to whether the Offer is fair and reasonable to Non-Associated Shareholders.

Accordingly, we have prepared this Report for the purpose of stating, in our opinion, whether or not the Offer is fair and reasonable to Non-Associated Shareholders and to set out the reasons for that opinion.

## Summary of opinion

In our opinion, and for the reasons set out in Sections 6 and 7 of this report, the Offer is **fair** and **reasonable** for Non-Associated Shareholders of LiveHire.

We have formed this opinion for the reasons set out below.

## Approach

In assessing whether the Offer is “fair and reasonable” to Non-Associated Shareholders, we have considered Australian Securities and Investment Commission (“ASIC”) Regulatory Guide 111 – Content of expert reports (“RG 111”), which provides specific guidance as to how an expert is to appraise a takeover offer.

RG 111 provides ASIC’s views on how an expert can help security holders make informed decisions about transactions. Specifically, it gives guidance to experts on how to evaluate whether an Offer is fair and reasonable.

Therefore, consistent with the guidance set out in RG 111, we have considered whether the Offer is “fair” to Non-Associated Shareholders by assessing and comparing:

- the Fair Value of a LiveHire Share on a controlling basis; with
- the Offer Price.

Our assessment of the Fair Value of a LiveHire Share has been prepared on the following basis:

*“the value that should be agreed in a hypothetical transaction between a knowledgeable, willing but not anxious buyer and a knowledgeable, willing but not anxious seller, acting at arm’s length”.*

In accordance with RG 111, we have considered whether the Offer is “reasonable” to Non-Associated Shareholders by undertaking an analysis of the other factors relating to the Offer which are likely to be relevant to Non-Associated Shareholders, in their decision as to whether or not to accept the Offer.

Further information on the approach we have employed in assessing whether the Offer is fair and reasonable to Non-Associated Shareholders is set out in Sections 6 and 7 of this report.

## Fairness opinion

In assessing whether we consider the Offer to be fair to Non-Associated Shareholders, we have valued a LiveHire Share prior to the Offer on a controlling basis and compared it to the Offer Price, to determine whether a Non-Associated Shareholder would be better or worse off should the Offer be accepted.

Our assessment is set out in the table below.

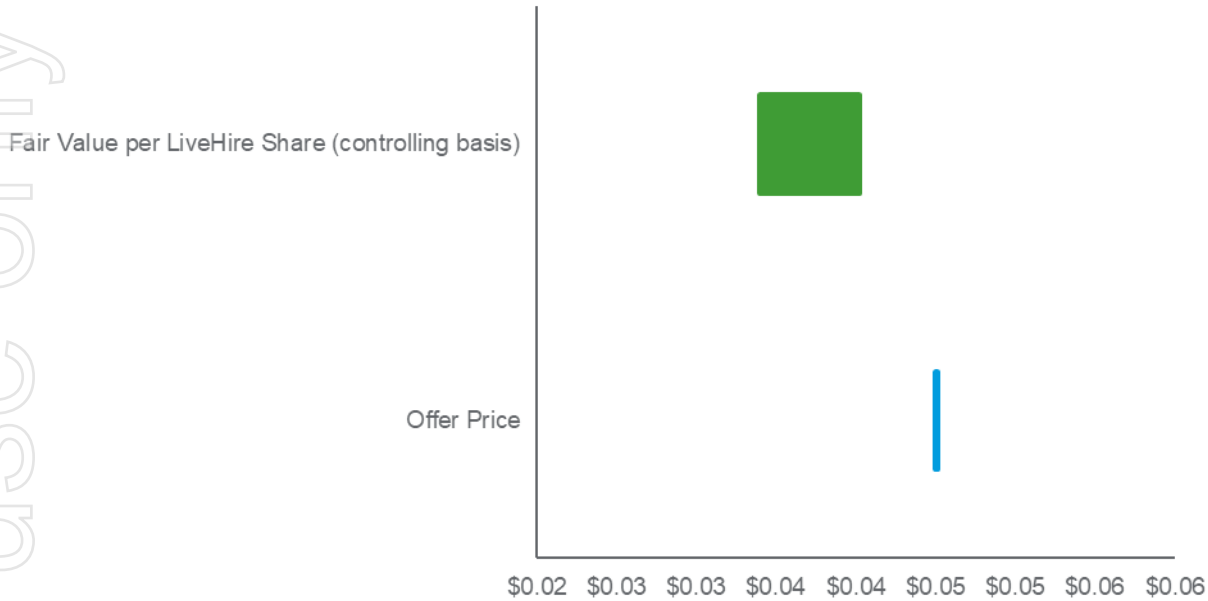
**Table 1 Valuation summary**

	Low	High
Fair Value of a LiveHire Share (controlling basis)	\$0.034	\$0.040
Offer Price (100% cash)	<b>\$0.045</b>	<b>\$0.045</b>

Source: RSM analysis

The above comparison is presented graphically below.

**Figure 1 Assessed Fair Value of a LiveHire Share on a controlling basis and the Offer Price**



Source: RSM analysis

We have utilised the capitalisation of future maintainable revenue (“CFMR”) methodology as our primary methodology in our assessment of the Fair Value of a LiveHire Share prior to the Offer and, accordingly, we concluded that the assessed Fair Value of a LiveHire Share prior to the Offer (controlling basis), is in the range of \$0.034 to \$0.040.

We also had regard to our assessment of the value of a LiveHire Share prior to the Offer using the quoted market price of listed securities (“QMP”) as a secondary methodology. We assessed the value of a LiveHire Share under the QMP methodology, on a controlling basis, as being in the range of \$0.031 to \$0.038, which was broadly consistent with the range assessed under the CFMR methodology.

We note that our assessed Fair Value of a LiveHire Share prior to the Offer on a controlling basis is lower than the Offer Price per LiveHire Share. As the assessed Fair Value of a LiveHire Share is lower than the Offer price for each LiveHire Share, we consider the Offer to be **Fair** to Non-Associated Shareholders of LiveHire.

Our valuation approach and our assessment of the Fair Value of a LiveHire Share (on a control basis) is set out in Section 5 of this Report.

### Reasonableness opinion

RG 111 establishes that an offer is reasonable if it is fair. It might also be reasonable if, despite not being fair, there are sufficient reasons for security holders to accept the offer in the absence of a higher bid before the Offer closes.

As such, we have also considered the following factors in relation to the reasonableness aspect of the Offer:

- Humanforce’s pre-existing shareholding in LiveHire of approximately 94.11% as at the date of this Report, and the implications of this for Non-Associated Shareholders given Humanforce’s stated intentions;
- the potential advantages and disadvantages of the Offer for Non-Associated Shareholders;
- the extent to which a control premium is being paid;
- the existence of alternative proposals; and
- the likelihood of a superior proposal emerging.



## Implications of Humanforce's pre-existing ownership interest

### Humanforce's ownership interest

As at the date of this Report, Humanforce has a relevant interest in LiveHire of approximately 94.11%. Consequently, Humanforce's relevant interest in Humanforce will act as an impediment to any alternative, superior offers, as another bidder will likely not succeed without Humanforce's agreement. Humanforce has stated in the Bidder's Statement that it continues to be impressed with LiveHire's product as seen or integrated with shared customers and has no intention of handing over control.

### Implications of Humanforce having obtained a relevant interest in LiveHire of greater than 90%

#### Compulsory acquisition rights

As Humanforce has, since announcement of the Offer, already obtained a relevant interest in LiveHire of greater than 90% it is entitled to exercise general compulsory acquisition rights in relation to LiveHire Shares under Part 6A.2 Division 1 of the Corporations Act. Humanforce will have 6 months from the date it became a 90% holder of LiveHire Shares to give compulsory acquisition notices to the remaining holders of LiveHire Shares.

In the absence of acquiring at least 75% (by number) of LiveHire Shares for which it has made an offer as part of the Offer (which would require Humanforce to obtain a relevant interest in LiveHire Shares of above 96.94%), Humanforce has stated that it intends to compulsorily acquire the remaining LiveHire Shares through its general compulsory acquisition rights following the end of the Offer. We note that Non-Associated Shareholders who do not accept the Offer will, therefore, be required to sell their LiveHire Shares to Humanforce, which based on our analysis will likely be at the Offer Price of \$0.045. However, through not accepting the Offer, the timing of receipt of the Offer Price will be delayed until the completion of the compulsory acquisition process.

We note, if Humanforce acquires at least 75% (by number) of LiveHire Shares for which it has made an offer, it is entitled to proceed with a post-bid compulsory acquisition of the outstanding LiveHire Shares under Part 6A.1 Division 1 of the Corporations Act. Again, through this process, Non-Associated Shareholders who do not accept the Offer will be required to sell their LiveHire Shares to Humanforce at the Offer Price of \$0.045, with the timing of receipt of the Offer Price being delayed until the compulsory acquisition process has been completed (with Humanforce again having six months from the date it became a 90% holder of LiveHire Shares to give compulsory acquisition notices).

Given that Humanforce has the right to compulsorily acquire the remaining LiveHire Shares and has stated its intention to do so, we note that there is no risk to Non-Associated Shareholders of becoming minority shareholders in an unlisted public company controlled by Humanforce. Therefore, we have not outlined these risks further in this report.

## Advantages and disadvantages of accepting the Offer

In assessing whether Non-Associated Shareholders are likely to be better off if the Offer is accepted than if not accepted, we have also considered various advantages and disadvantages that are likely to accrue to Non-Associated Shareholders.

The key advantages of the Offer are outlined below.

**Table 2 Advantages of the Offer**

Advantage	Details
The offer is fair	The Offer Price is above our assessed Fair Value range for a LiveHire Share on a 100% controlling interest basis.
Realisation of the Offer Price 2 days after selling on-market ("T+2 day basis")	The Offer provides shareholders the ability to exit their holdings and received the Offer Price in a T+2 day basis.  In the absence of accepting the Offer, as Humanforce has the right to compulsorily acquire the remaining LiveHire Shares and has stated its intention to do so, Non-Associated Shareholders will receive the compulsory acquisition price at a later date, and there would be an opportunity cost of not having the ability to use the funds for an alternative investment in the interim period. Based on our analysis, we consider it likely that through the general compulsory acquisition process, Non-Associated Shareholders would receive the same consideration for their shares as the Offer Price (i.e. \$0.045 per LiveHire Share).

Source: RSM analysis

The key disadvantage of the Offer is set below.

**Table 3 Disadvantage of the Offer**

Disadvantage	Details
Acceptance of the Offer will incur brokerage costs	<p>As the Offer is an on-market takeover offer, acceptance of the Offer will incur brokerage costs. If Non-Associated Shareholders receive consideration for their LiveHire Shares through the compulsory acquisition process that Humanforce has stated it intends to undertake, the consideration received from this process will not incur brokerage costs.</p> <p>Non-Associated Shareholders will need to consider the opportunity cost of not receiving the consideration for their LiveHire Shares immediately against the brokerage costs that will be incurred to accept the Offer and receive the Offer Price on a T+2 basis.</p>

Source: RSM analysis

### The extent to which a control premium is being paid

The value of the consideration offered is \$0.045 per LiveHire Share.

This value represents a premium of:

- 66.67% premium to the \$0.027 closing price and 5 calendar day VWAP of LiveHire Shares prior to the announcement of the Offer;
- 15.38% premium to the entitlement offer that LiveHire completed on 21 November 2024 (being \$0.039 per LiveHire Share);
- 56.1% premium to the \$0.028 30 calendar day VWAP of LiveHire Shares prior to the announcement of the Offer;
- 87.5% premium to the \$0.024 closing price of LiveHire Shares on 13 August 2024 prior to the announcement of the original on-market takeover offer by Humanforce; and
- 32.4% to 12.5% premium to our assessed low and high Fair Value of a LiveHire Share (controlling basis), respectively.

### The price of LiveHire Shares after the announcement of the Offer

Following announcement of the Offer, LiveHire's share price has increased to \$0.045 per LiveHire Share which is reflective of a number of on-market sales of LiveHire Shares to Humanforce at the Offer Price.

### Existence of alternative proposals

We are unaware of any alternative proposal at the current time which might offer Non-Associated Shareholders a greater benefit than the Offer.

The Directors have advised us that no formal alternative offers or approaches by potential acquirers have been received prior to the announcement of the Offer on 25 November 2024, or since that date until the issue of our Report.

### Likelihood of a superior proposal emerging

Given that Humanforce has a relevant interest in 94.11% of the total LiveHire Shares on issue, we do not consider that there is any likelihood of a superior proposal emerging.

### Conclusion on reasonableness

In our opinion, the position of Non-Associated Shareholders if the Offer is accepted is more advantageous than the position if it is not accepted. Therefore, in the absence of any other relevant information and/or a superior offer, we consider that the Offer is **reasonable** for Non-Associated Shareholders.

An individual shareholder's opinion in relation to the Offer may be influenced by his or her individual circumstances. If in doubt, shareholders should consult an independent advisor.

## General

This Report represents general financial product advice only and has been prepared without taking into consideration the individual circumstances of Non-Associated Shareholders.

The ultimate decision whether to accept the Offer should be based on each Non-Associated Shareholders' assessment of their circumstances, including their risk profile, liquidity preference, tax position and expectations of future market conditions.

Non-Associated Shareholders should read and have regard to the contents of the statement issued by the LiveHire Independent Board Committee to LiveHire Non-Associated Shareholders in response to the Bidder's Statement (the "**Target's Statement**").

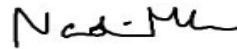
Non-Associated Shareholders who are in doubt as to the action they should take with regard to the Offer and the matters dealt with in this Report, should seek independent professional advice. This summary should be considered in conjunction with the detail contained in the following sections of this Report.

Yours faithfully,

**RSM CORPORATE AUSTRALIA PTY LTD**



Andrew Clifford  
**Partner – Corporate Finance**



Nadine Marke  
**Partner – Corporate Finance**

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# 1. Summary of the Offer

## 1.1 Overview

On 25 November 2024, Humanforce a portfolio company of AKKR Fund IV announced an unconditional on-market takeover offer to acquire all of the ordinary shares in LiveHire for a cash consideration of \$0.045 per LiveHire Share. Humanforce lodged a copy of its Bidder's Statement in relation to the Offer with ASIC on the same date. The Bidder's Statement was despatched to Non-Associated Shareholders on 26 November 2024.

The Offer is unconditional and best and final. The Offer opened on 10 December 2024 and closes (unless extended or withdrawn) on 10 January 2025.

As at market open on 25 November 2024, being the date of the Bidder's Statement, Humanforce had a relevant interest in 403,885,552 LiveHire Shares and voting power in LiveHire of 87.76%. As at the date of the Report (or as close as practically possible) Humanforce has increased its relevant interest in LiveHire to 94.11% of the total LiveHire Shares on issue through on-market share purchases.

## 1.2 Key conditions of the Offer

The Offer is an unconditional cash offer.

## 1.3 Funding of the Offer

Humanforce intends to fund the aggregate amount of the Offer ("**Offer Amount**"), including associated transaction costs, from existing cash reserves held and has stated in its Bidder's Statement that it has available to it, at call, cash reserves in excess of the Offer Amount plus associated transaction costs, and therefore it will be able to pay the Offer Amount plus any relevant transaction costs pursuant to the Offer.

## 2. Scope of the Report

### 2.1 Purpose of this Report

Humanforce's voting power at the date of this Report is 94.11%. Section 640(1)(a) of the Corporations Act 2001 (Cth) ("Corporations Act") provides that where the bidder's voting power is 30% or more, the target's statement must include a report by an Independent Expert that states whether, in the expert's opinion, the takeover is fair and reasonable and gives reasons for forming that opinion. Similarly, Section 640(1)(c) makes the same provision where a director of the bidder is also a director of the target.

Accordingly, the Independent Board Committee have engaged RSM to prepare this independent expert report to satisfy the requirement in Sections 640(1)(a) and 640(1)(c) of the Corporations Act to provide to Non-Associated Shareholders to assist them in deciding whether to accept or reject the Offer.

### 2.2 Basis of evaluation

Our report has been prepared under s 640 of the Corporations Act. Consequently, in preparing our report we have given due consideration to the Regulatory Guides issued by ASIC, particularly RG 111.

RG 111 provides ASIC's views on how an expert can help security holders make informed decisions about transactions. Specifically, it gives guidance to experts on how to evaluate whether or not an Offer is "fair and reasonable".

RG 111 states that the expert should focus on:

- the issues facing the security holders for whom the report is being prepared; and
- the substance of the transaction rather than the legal mechanism used to achieve it.

RG 111 distinguishes "fair" from "reasonable" and considers:

- an offer to be "fair" if the value of the offer price or consideration is equal to or greater than the value of the securities that are the subject of the offer. A comparison must be made assuming 100% ownership of the target company; and
- an offer to be "reasonable" if it is fair. An offer may also be "reasonable" if, despite not being "fair" but after considering other significant factors, shareholders should accept the offer in the absence of any higher bid before the close of the offer.

### 2.3 Fairness

Consistent with the guidelines in RG 111 as summarised above, we have considered whether the Offer is "fair" to Non-Associated Shareholders by assessing and comparing:

- the Fair Value of a share in LiveHire on a controlling basis prior to the Offer; with
- the Offer Price.

Our assessment of the Fair Value of a share in LiveHire has been prepared on the following basis:

*"the value that should be agreed in a hypothetical transaction between a knowledgeable, willing but not anxious buyer and a knowledgeable, willing but not anxious seller, acting at arm's length".*

On this basis, if the value of the Offer Price per LiveHire Share is equal to or greater than the Fair Value of a LiveHire Share prior to the Offer (on a controlling basis), in our opinion, the Offer would be "fair".

## 2.4 Reasonableness

In accordance with RG 111, we have also considered whether the Offer is "reasonable" to LiveHire Non-Associated Shareholders by undertaking an analysis of the other factors relating to the Offer which are likely to be relevant to Non-Associated Shareholders in their decision as to whether or not to accept the Offer.

We have also considered whether the Offer is "reasonable" by undertaking an analysis of the following factors:

- Humanforce's pre-existing shareholding in LiveHire of approximately 94.11% as at the date of this Report, and the implications of this for Non-Associated Shareholders given Humanforce's stated intentions;
- the potential advantages and disadvantages of the Offer for Non-Associated Shareholders;
- the extent to which a control premium is being paid;
- the existence of alternative proposals; and
- the likelihood of a superior proposal emerging.

Our assessment of the Offer is based on economic, market and other conditions prevailing at the date of this Report.

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### 3. Profile of LiveHire

#### 3.1 Background

Incorporated in 2011, LiveHire develops and markets LiveHire, a software as a service (“SaaS”) platform that includes:

- talent acquisition and engagement;
- talent mapping and internal mobility;
- direct sourcing of contingent workers;
- outplacement job matching (i.e. supporting departing staff through the use of Artificial Intelligence (“AI”) based job matching; and
- integration with the SAP SuccessFactors Human Capital Management (“HCM”) software suite.

LiveHire listed on the ASX in June 2016 after raising approximately \$10.0 million.

LiveHire’s primary markets of focus are ANZ, and North America. As at 30 June 2024, the Company disclosed that it had 182 subscription clients, 7 strategic direct sourcing partners and 11 direct sourcing clients and Annual Recurring Revenue (“ARR”) of \$6.2m.

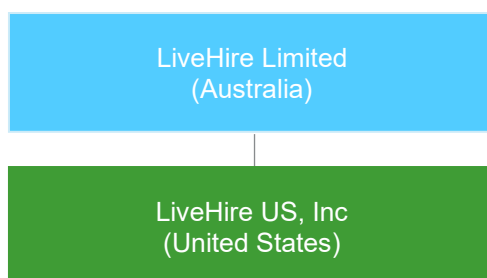
Revenue is generated from the following sources:

Source	Explanation
Recurring revenue	Hosting and maintenance fees and reseller fees for use of the LiveHire platform.
Non-recurring revenue	Integration and professional services fees.
Direct sourcing revenue	Technology fees paid for using LiveHire services in relation to the sourcing of contingent workers by strategic direct sourcing partners and clients.

#### 3.2 Legal structure

The current legal structure of LiveHire is shown in the figure below. LiveHire operates with a single, 100% owned, subsidiary incorporated in the United States.

Figure 2 LiveHire legal structure





### 3.3 Directors and management

The directors of LiveHire are summarised in the table below.

**Table 4 LiveHire Directors**

Name	Title	Experience
Mr David Pullini	Non-Exec. Chair, Non-Exec. Director	<p>Mr Pullini is an investment, funds management and business professional with over 30 years' experience in both public and private companies across a variety of sectors. Mr Pullini joined the Humanforce board of directors in 2018.</p> <p>Mr Pullini is also the principal of Ginostra Capital, a private investment vehicle that actively holds both private and public market investments, a director and Chair of Phocas Group Pty Ltd and a director of Tempus Partners Holdings Pty Ltd (Folklore Ventures).</p>
Mr Joseph Porten	Non-Exec. Director	<p>Mr Porten is a Managing Director at AKKR and a board member of several of AKKR's portfolio companies, including ATP Software Solutions, Entersekt, FM:systems, FRISS, Partnerize, TELCOR, ToolsGroup, Bireye, Submittable and Masabi.</p> <p>Mr Porten joined the board of Humanforce in 2018. Prior to joining AKKR, Mr Porten was Vice President for Battery Ventures, a multistage venture capital firm focused on investing in technology and held roles at private equity firms Lake Capital and Spectrum Equity Investors.</p>
Mr Clayton Pyne	Non-Exec. Director	<p>Mr Pyne has been the Chief Executive Officer of Humanforce since July 2019 and was appointed as Managing Director in 2022.</p> <p>Prior to joining Humanforce, Mr Pyne held executive positions with IBM and Cisco, where he was responsible for leading sales, marketing, product and partner teams across the world. Mr Pyne was named an AFR BOSS Young Executive of the Year in 2017.</p>
Mr Andrew Rutherford	Independent Director	<p>Mr Rutherford is the former Chairman of LiveHire and has held a number of senior executive roles over his career including Executive Director and Chief Operating Officer of Goldman Sachs Australia and Head of Mergers &amp; Acquisitions for Reuters Plc. Mr Rutherford's executive roles were focused on capital markets, finance, accounting, technology, strategy and business operations.</p> <p>Mr Rutherford is also an experienced Non-Executive Director and Audit &amp; Risk Committee Chair having served on several boards over the past 15 years.</p>

Sources: LiveHire FY24 Annual Report and Humanforce's Bidder's Statement dated 18 August 2024

### 3.4 Financial information

The information in the following section provides a summary of the financial performance of LiveHire for the financial years ended 30 June 2022 (“FY22”), 30 June 2023 (“FY23”), 30 June 2024 (“FY24”), and the four months ended 31 October 2024 (“YTD25”) (collectively the “Historical Period”), extracted from the audited financial statements of LiveHire for FY22, FY23 and FY24 and the unaudited management accounts of LiveHire for YTD25.

The auditors of LiveHire, Ernst & Young, provided an unqualified opinion on the FY24 financial statements, but, without modification of its opinion, included a paragraph bringing attention to a material uncertainty related to going concern.

### 3.5 Financial performance

The following table sets out a summary of the financial performance of LiveHire for FY22, FY23, FY24 and YTD25.

**Table 5 LiveHire’s historical financial performance**

	FY22	FY23	FY24	YTD25
Financial performance (\$'000)	Audited	Audited	Audited	Unaudited Mgmt
Revenue from contracts with customers	7,309	7,787	7,027	2,547
Other income	391	336	325	69
Interest income	20	261	159	29
<b>Total revenue and other income</b>	<b>7,719</b>	<b>8,384</b>	<b>7,512</b>	<b>2,645</b>
<b>Operating expenses</b>				
Employee benefits expense	(10,587)	(12,467)	(7,637)	(2,703)
Other operating expenses	(4,159)	(5,825)	(4,915)	(1,610)
Share based payment expense	(3,341)	(2,646)	(1,493)	(3)
<b>Total operating expenses</b>	<b>(18,087)</b>	<b>(20,937)</b>	<b>(14,045)</b>	<b>(4,316)</b>
<b>EBITDA</b>	<b>(10,368)</b>	<b>(12,554)</b>	<b>(6,534)</b>	<b>(1,671)</b>
Depreciation and amortisation expense	(1,547)	(1,441)	(1,825)	(210)
<b>EBIT</b>	<b>(11,915)</b>	<b>(13,995)</b>	<b>(8,359)</b>	<b>(1,881)</b>
Interest expense	(67)	(78)	(335)	(129)
<b>Loss before income tax expense</b>	<b>(11,982)</b>	<b>(14,073)</b>	<b>(8,694)</b>	<b>(2,010)</b>
Income tax expenses	(23)	(49)	(9)	(33)
<b>Loss after income tax</b>	<b>(12,005)</b>	<b>(14,122)</b>	<b>(8,702)</b>	<b>(2,043)</b>

Sources: Audited financial statements for FY22, FY23 and FY24 and YTD25 unaudited management accounts

We note the following in relation to LiveHire’s historical financial performance:

- LiveHire recorded a net loss after income tax of \$12.0m, \$14.1m, \$8.7m and \$2.0m in FY22, FY23, FY24 and YTD25, respectively.

- The following table summarises the composition of revenue over the Historical Period. Total revenue increased by 6.5% in FY23 from FY22 and subsequently declined by 9.8% in FY24. YTD25 revenue on an annualised basis is \$7.9m, representing an annualised increase of 5.6% from FY24. The growth in revenue in FY23 compared to FY22 was driven by an increase in SaaS customers and hosting and maintenance services. Hosting and maintenance services revenue for FY24 was broadly in line with FY23 with LiveHire reporting a net customer retention rate of 90.7%. Direct sourcing revenue consistently reduced over the Historical Period due to uncertain economic conditions in the United States and LiveHire exiting a number of lower margin direct sourcing clients (including one significant client – IMG) to focus on high return clients.

**Table 6 LiveHire historical revenue from contracts with customers**

	FY22	FY23	FY24	YTD25
Revenue from customer contracts (\$'000)	<i>Audited</i>	<i>Audited</i>	<i>Audited</i>	<i>Unaudited Mgmt</i>
<b>Revenue recognised over time</b>				
- Hosting and maintenance fees	4,716	6,025	5,923	1,921
- Reseller fees	-	-	30	26
- Direct sourcing revenue (subscription)	-	38	233	80
<b>Total revenue recognised over time</b>	<b>4,716</b>	<b>6,063</b>	<b>6,186</b>	<b>2,027</b>
<b>Revenue recognised at a point in time</b>				
- Implementation and integration fees	476	83	94	37
- Professional services fees	147	87	81	122
- Direct sourcing revenue (pay for performance)	1,970	1,554	666	361
<b>Total revenue recognised at a point in time</b>	<b>2,593</b>	<b>1,724</b>	<b>841</b>	<b>520</b>
<b>Total revenue from contracts with customers</b>	<b>7,309</b>	<b>7,787</b>	<b>7,027</b>	<b>2,547</b>

Sources: Audited financial statements for FY22, FY23 and FY24 and YTD25 unaudited management accounts

- Other income over the Historical Period related to Research & Development Tax Incentives.
- LiveHire's largest expense category related to employee benefits expenses, which were recognised net of any employee costs related to software development which were capitalised. Employee benefits expenses decreased by 38.7% in FY24 from FY23, as LiveHire undertook a strategic review at the end of FY23 and reduced its employee numbers as part of cost cutting measures. As a result of the reduction in head count and the cancellation of previous performance rights issued to departing staff (resulting in a reversal of expenses previously recognised), share based payment expenses also decreased by 43.6% in FY24 compared to FY23. In YTD25, employee benefits expenses increased on an annualised basis compared to FY24 by 6.2%. Share based payment expenses in YTD25 reduced to \$3k for the period due to employees no longer being remunerated via share based payments.
- Other operating expenses also decreased in FY24 from FY23 by 15.6% as a result of cost cutting measures implemented and further decreased (on an annualised basis) in YTD25 from FY24.

### 3.6 Financial position

The table below sets out a summary of the financial position of LiveHire as at 30 June 2022, 30 June 2023, 30 June 2024 and 31 October 2024.

**Table 7 LiveHire historical financial position**

Financial position (\$'000)	30-Jun-22 <i>Audited</i>	30-Jun-23 <i>Audited</i>	30-Jun-24 <i>Audited</i>	31-Oct-24 <i>Unaudited</i>
<b>Current assets</b>				
Cash and cash equivalents	6,406	4,761	3,084	1,333
Term deposits	925	701	7	300
Trade and other receivables	2,660	2,208	1,757	2,031
Prepaid Expenditure	537	635	578	763
Contract acquisition costs	282	233	225	195
<b>Total current assets</b>	<b>10,809</b>	<b>8,538</b>	<b>5,651</b>	<b>4,622</b>
<b>Non-current assets</b>				
Plant and equipment	227	142	51	35
Intangible assets	3,774	4,435	5,898	5,729
Contract acquisition costs	292	236	166	131
Right-of-use assets	315	418	33	5
<b>Total non-current assets</b>	<b>4,608</b>	<b>5,231</b>	<b>6,148</b>	<b>5,900</b>
<b>Total assets</b>	<b>15,417</b>	<b>13,769</b>	<b>11,799</b>	<b>10,522</b>
<b>Current liabilities</b>				
Trade and other payables	1,857	1,354	1,572	1,338
Provisions	1,170	1,067	908	854
Lease liabilities	226	305	35	5
Deferred revenue	2,342	2,637	3,326	4,693
Borrowings	-	182	1,416	1,519
<b>Total current liabilities</b>	<b>5,594</b>	<b>5,544</b>	<b>7,256</b>	<b>8,409</b>
<b>Non-current liabilities</b>				
Provisions	109	58	69	60
Lease liabilities	166	182	-	-
Borrowings	-	-	1,225	821
<b>Total non-current liabilities</b>	<b>276</b>	<b>240</b>	<b>1,294</b>	<b>881</b>
<b>Total liabilities</b>	<b>5,870</b>	<b>5,785</b>	<b>8,550</b>	<b>9,290</b>
<b>Net assets</b>	<b>9,547</b>	<b>7,984</b>	<b>3,249</b>	<b>1,232</b>
<b>Equity</b>				
Issued capital	63,162	73,065	74,577	75,109
Reserves	16,420	19,077	21,532	21,653
Accumulated losses	(70,036)	(84,158)	(92,860)	(95,530)
<b>Total equity</b>	<b>9,547</b>	<b>7,984</b>	<b>3,249</b>	<b>1,232</b>

Sources: Audited financial statements for FY22, FY23 and FY24 and YTD25 unaudited management accounts

We note the following in relation to LiveHire's financial position:

- As at 31 October 2024, LiveHire had net assets of \$1.2m, net tangible liabilities of \$4.5m and net current liabilities of \$3.8m.
- Trade and other receivables primarily comprised of trade and other receivables and an accrual for Research & Development Tax Incentive income (\$628k at 30 June 2024 and 31 October 2024).
- Intangible assets include the capitalised costs of employees and overheads related to the software development net of any Research & Development Tax Incentive income related to software development. Additionally on 6 July 2023, LiveHire completed the acquisition of the business assets of Arrived Workforce Connections Inc. ("**Arrived**") with the acquisition determined to be an asset acquisition. Consequently, the assessed fair value of the software assets of Arrived of \$2.5m were recognised at the acquisition date and included within intangible assets.

- A breakdown of borrowings is set out in the table below.

**Table 8 Borrowings**

Borrowings (\$'000)	30-Jun-22	30-Jun-23	30-Jun-24	31-Oct-24
	<i>Audited</i>	<i>Audited</i>	<i>Audited</i>	<i>Unaudited</i>
<b>Current</b>				
Lighter Capital - Tranche 1	-	-	250	1,396
Lighter Capital - Tranche 2	-	-	987	
Insurance Premium funding	-	182	161	89
Accrued Interest	-	-	18	34
<b>Total current borrowings</b>	<b>-</b>	<b>182</b>	<b>1,416</b>	<b>1,519</b>
<b>Non-current</b>				
Lighter Capital - Tranche 1	-	-	750	821
Lighter Capital - Tranche 2	-	-	475	
<b>Total non-current borrowings</b>	<b>-</b>	<b>-</b>	<b>1,225</b>	<b>821</b>

Sources: Audited financial statements for FY22, FY23 and FY24 and YTD25 unaudited management accounts

- In December 2023, LiveHire secured debt funding under two tranches with Lighter Capital Australia Pty Limited (“**Lighter Capital**”):
  - Tranche 1 – loan amount of \$1,000,000, maturity 36 months, interest rate of the 3-month BBSY +14.68% and a floor of 19.1%pa. Repayments were interest only for the first 12 months and principal and interest for the remaining 24 months.
  - Tranche 2 – loan amount of USD\$1,300,000, maturity 24 months, interest rate of WSJ Prime +10.5% and a floor of 19%pa. Repayments being principal and interest for the duration of the 24 months.

We have been advised that Lighter Capital has provided notice to LiveHire to repay all of the debt funding by 6 January 2025 and consequently, subsequently these borrowings are now all current and repayable by 6 January 2025.

As part of the arrangement, LiveHire issued Lighter Capital 728,828 warrants, each with an exercise price of \$0.07 and a 5-year exercise price. These warrants have now been cancelled pursuant to a warrant cancellation deed entered into between LiveHire and Lighter Capital dated 14 August 2024 whereby the warrants would be automatically cancelled for nil consideration upon Humanforce acquiring a relevant interest in at least 90% of LiveHire Shares, provided the warrants were out of the money at that time. Both of these conditions have been satisfied.

### 3.7 Capital structure

At the date of this Report, LiveHire has 460,215,989 ordinary shares on issue. The top 20 shareholders of LiveHire as at 27 November 2024 are set out below.

**Table 9 LiveHire Limited top 20 Shareholders**

Shareholder	Number	%
Humanforce Holding Pty Ltd	431,430,423	93.7%
Lex Talionis Pty Ltd	1,309,952	0.3%
Chandrasekaran Venugopal	1,219,512	0.3%
Mr Anthony James Lennon & Mr Anthony Wayne Lennon	1,155,406	0.3%
Peplon Nominees Pty Ltd	1,020,000	0.2%
Dr Bhagadatta Chakma	1,000,000	0.2%
HSBC Custody Nominees (Australia) Limited	910,387	0.2%
Ms Brigitte Ross	578,948	0.1%
MA Moelis Australia Securities Pty Ltd	544,109	0.1%
Mr Hans Jacob Rudback	500,000	0.1%
Mr Marcus Twine	483,159	0.1%
Ms Caroline Frances Falkiner	425,107	0.1%
Mr James Howell Davies	400,000	0.1%
Mr Peter John Morris Scott & Mrs Robyn Jan Scott	400,000	0.1%
Citicorp Nominees Pty Limited	378,748	0.1%
Markovic Holdings Pty Ltd	375,095	0.1%
Mr Dean Capobianco & Mrs Julie Capobianco	374,123	0.1%
BNP Paribas Nominees Pty Ltd	360,101	0.1%
Mr Robbert Anthonius Lammers	359,767	0.1%
Mr Shaileshkumar Shankarbai Patel	349,728	0.1%
	<b>443,574,565</b>	<b>96.4%</b>
Other Shareholders	16,641,424	3.6%
<b>Total</b>	<b>460,215,989</b>	<b>100.0%</b>

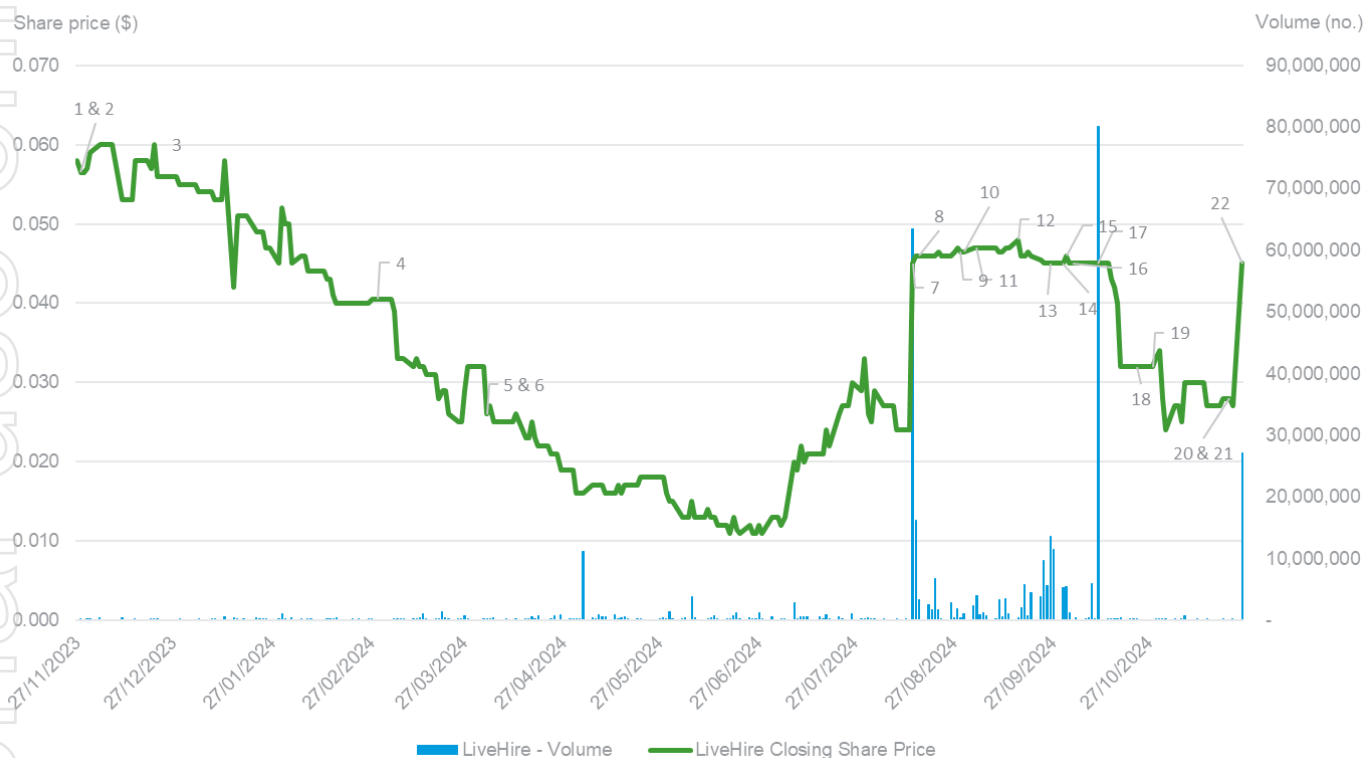
Source: LiveHire share register

Subsequent to the preparation of the LiveHire share register as at 27 November 2024, Humanforce has increased its relevant interest in LiveHire to 94.11%.

### 3.8 Share price performance

A summary of LiveHire's recent share price movement for the 12 months to 25 November 2024 is set out in the figure below.

**Figure 3 Historical share price performance of LiveHire**



Source: S&P Capital IQ

Over the period between 26 November 2023 and 25 November 2024, LiveHire Shares traded at a low of \$0.011 to a high of \$0.06.

The table below sets out a summary of selected recent announcements of LiveHire.

**Table 10 LiveHire selected announcements**

Ref	Date	Comment
1	28/11/2023	2023 AGM held and results of meeting announced.
2	28/11/2023	LiveHire announced that ManpowerGroup Talent Solutions', TAPFIN division (NYSE:MAN) had delivered its third direct sourcing client with LiveHire.
3	21/12/2023	<p>LiveHire announced that it had achieved key milestones that had been pending at as the end of Q1 2024 including:</p> <ul style="list-style-type: none"> <li>- Renewal of a key SaaS client with upfront payment for 3 years received and approximately \$0.5m in cash inflow in Q2 23;</li> <li>- R&amp;D refund from the Australian Tax Office for FY23 had been received totalling approximately \$1.4m;</li> <li>- New SaaS client signed - Water Corporation; and</li> <li>- New TAPFIN direct sourcing client.</li> </ul> <p>LiveHire also announced it had secured \$3.0m in debt funding through the debt facility with Lighter Capital.</p>
4	29/02/2024	LiveHire released its half year earnings for the period ended 31 December 2023, disclosing revenue for the six months of \$3.5m compared to \$4.0m for the comparative period and a net loss after tax of \$4.6m compared to a net loss after tax of \$7.2m for the comparative period.
5	3/04/2024	LiveHire announced that it had engaged Spark Plus Pte Ltd as its advisor under a corporate mandate on a non-exclusive basis in relation to identifying and presenting to prospective investors in Singapore and Hong Kong to enhance the liquidity of the Company's securities.

Ref	Date	Comment
6	3/04/2024	LiveHire announced the appointment of Henry Ludski as a Non-Executive Director of LiveHire.
7	14/08/2024	MA Moelis announced an unconditional on-market takeover offer for LiveHire at \$0.045 cash per share by Humanforce, with a bidder's statement being lodged on the same day and a target's statement being lodged on the same date with the LiveHire board of directors unanimously recommending the offer.
8	16/08/2024	LiveHire lodged a supplementary target's statement providing an update on current negotiations of an Australian Public Sector contract.
9	29/08/2024	LiveHire released its Appendix 4E for the year ended 30 June 2024, disclosing revenue for the year of \$7.0m compared to \$7.8m for the comparative period and a net loss after tax of \$8.8m compared to a net loss after tax of \$14.1m for the comparative period.
10	30/08/2024	LiveHire lodged a supplementary target's statement providing an update that it had signed a multi-year contract with the Australian Bureau of Statistics which was expected to generate incremental total revenue of \$2.5m over the life of the contract to 31 December 2026.
11	3/09/2024	Humanforce lodged a supplementary bidder's statement which noted that it had a relevant interest in 28.49% of LiveHire shares and was currently the largest shareholder in LiveHire.
12	16/09/2024	LiveHire released its annual report for the year ended 30 June 2024.
13	26/09/2024	LiveHire announced that it had converted 10,222,962 unlisted performance and service rights issued to employees and directors of the Company after satisfaction of the relevant vesting conditions applicable to those Performance Rights.
14	30/09/2024	Humanforce lodged a supplementary bidder's statement which noted that, on 27 September 2024 Humanforce had increased its voting power in LiveHire to more than 50% and accordingly, the offer period for the Humanforce offer had been automatically extended to 11 October 2024 (unless further extended).
15	1/10/2024	LiveHire lodged a supplementary target's statement providing an update that, as a result of Humanforce having more than 50% shareholding in LiveHire, David Pullini, Joseph Porten and Clayton Pyne had been appointed to the LiveHire Board following a request from Humanforce and each of Christy Forest, Henry Ludski and Cris Buningh had resigned as a LiveHire director.
16	3/10/2024	LiveHire announced that Andrew Rutherford was stepping down from his role as Chair of the Company but remaining on the board as an independent Non-Executive director, and David Pullini had been appointed to the position of Non-Executive Chair of the Company.
17	11/10/2024	The Humanforce offer period ended, with Humanforce holding 381,614,568 LiveHire Shares, representing 85.48% of the total LiveHire Shares on issue.
18	23/10/2024	LiveHire announced the redundancy of its Chief Executive Officer, Christy Forest.
19	28/10/2024	LiveHire announced and opened an entitlement offer where shareholders were entitled to subscribe for 1 new LiveHire Share for each 4.2 LiveHire Shares held at an offer price of \$0.039 per LiveHire Share to raise up to approximately \$3.54m. The Company's largest shareholder, Humanforce had advised the Company that it intended to take up its pro rata entitlement under the entitlement offer.
20	21/11/2024	LiveHire announced a change of Chief Financial Officer, with Ben Brooks being replaced by Alex Panich, the Chief Financial Officer of Humanforce.
21	21/11/2024	LiveHire announced the completion of the entitlement offer, raising a total of approximately \$3.036m. Following the completion of the entitlement offer, Humanforce increased its shareholding to 87.76% of the total LiveHire Shares on issue.
22	25/11/2024	MA Moelis announced the Offer by Humanforce, with the Bidder's Statement being lodged on the same day. LiveHire's Independent Director recommended that holders of LiveHire Shares accept the Offer, in the absence of a superior proposal and subject to an independent expert concluding that the Offer is either fair and reasonable or not fair but reasonable.

Sources: S&P Capital IQ and LiveHire ASX announcements



## 4. Valuation approach

### 4.1 Valuation methodologies

#### Basis of evaluation

The valuation of LiveHire has been prepared on the basis of Fair Value which may be defined as the value that should be agreed in a hypothetical transaction between a knowledgeable, willing but not anxious buyer and a knowledgeable, willing but not anxious seller, acting at arm's length.

Fair Value is context specific, such that under normal circumstances when a shareholder is in a controlling position or owns 100% of the shares, their shares attract a control premium. Conversely, when the shareholder is in a non-controlling position, a minority discount is typically applied.

In addition, we have not considered special value in forming our opinion. Special value is the amount that a potential acquirer may be prepared to pay for a business in excess of the fair value. This premium represents the value to the particular acquirer of potential economies of scale, reduction in competition, other synergies and cost savings arising from the acquisition under consideration not available to other likely purchasers in general. Special value is not normally considered in the assessment of fair value as it relates to the individual circumstances of specific purchasers.

#### Valuation methodologies

RG 111 proposes that it is generally appropriate for an expert to consider using the following valuation methodologies:

- the discounted cash flow (“**DCF**”) method and the estimated realisable value of any surplus and non-operating assets and liabilities;
- the application of earnings multiples to the estimated future maintainable earnings added to the estimated realisable value of any surplus assets surplus and non-operating assets and liabilities;
- the amount which would be available for distribution on an orderly realisation of assets;
- the quoted price for listed securities; and
- any recent genuine offers received.

We consider that the valuation methodologies proposed by RG 111 can be split into three valuation methodology categories, as follows.

#### Market based methods

Market based methods estimate the fair value by considering the market value of a company's securities or the market value of comparable companies. Market based methods include:

- the quoted price for listed securities; and
- industry specific methods.

The recent quoted price for listed securities method provides evidence of the fair value of a company's securities where they are publicly traded in an informed and liquid market.

Industry specific methods usually involve the use of industry rules of thumb to estimate the fair value of a company and its securities. Generally, rules of thumb provide less persuasive evidence of the fair value of a company than other market-based valuation methods because they may not account for company specific risks and factors.

#### Income based methods

Income based methods estimate value by calculating the present value of a company's estimated future stream of earnings or cash flows. Income based methods include:

- discounted cash flow; and
- capitalisation of future maintainable earnings (“**CFME**”).

The DCF technique has a strong theoretical basis, valuing a business on the net present value of its future cash flows. It requires an analysis of future cash flows, the capital structure and costs of capital and an assessment of the residual value or the terminal value of the company's cash flows at the end of the forecast period. This method of valuation is appropriate when valuing companies where future cash flow projections can be made with a reasonable degree of confidence.

CFME is generally considered a short form DCF, where an estimation of the future maintainable earnings (“FME”) of the business, rather than a stream of cash flows is capitalised based on an appropriate capitalisation multiple. Multiples are derived from the analysis of transactions involving comparable target companies and the trading multiples of comparable listed companies. This methodology is commonly applied where earnings are stable and a FME stream can be established with a degree of confidence. Capitalisation multiples can be applied to either estimates of future maintainable operating cash flows, EBITDA, EBIT, net profit after tax (“NPAT”) or revenue. The earnings from any surplus and non-operating assets and liabilities are excluded from the estimate of FME and the value of such assets and liabilities is separately added/subtracted to the value of the business in order to derive the total value of the company. The appropriate multiple to be applied is usually derived from an analysis of stock market trading multiples of comparable companies (which do not include a control premium) and the implied multiples paid in comparable transactions (which include a control premium).

### Asset based methods

Asset based methodologies estimate the fair value of a company’s securities based on the realisable value of its identifiable net assets. Asset based methods include:

- orderly realisation of assets method;
- liquidation of assets method; and
- net assets on a going concern basis.

The value achievable in an orderly realisation of assets is estimated by determining the net realisable value of the assets of a company which would be distributed to security holders after payment of all liabilities, including realisation costs and taxation charges that arise, assuming the company is wound up in an orderly manner. This technique is particularly appropriate for businesses with relatively high asset values compared to earnings and cash flows.

The liquidation of assets method is similar to the orderly realisation of assets method except the liquidation method assumes that the assets are sold in a shorter time frame. The liquidation of assets method will result in a value that is lower than the orderly realisation of assets method and is appropriate for companies in financial distress or where a company is not valued on a going concern basis.

The net assets on a going concern method estimates the market values of the net assets of a company but unlike the orderly realisation of assets method it does not take into account realisation costs. Asset based methods are appropriate when companies are not profitable, a significant proportion of the company’s assets are liquid, or for asset holding companies.

## 4.2 Selection of valuation methodologies

### Valuation of a LiveHire Share

In selecting an approach and methodology to value LiveHire, we have considered the following:

- There is an adequate number of publicly listed companies with operations sufficiently similar to LiveHire, as well as a reasonable number of transactions involving targets which are comparable to LiveHire to provide meaningful analysis. The CFME methodology allows the use of trading and transaction multiples of these listed entities and transactions respectively based on various income streams;
- LiveHire has yet to achieve profitability. An earnings-based multiples approach will undervalue LiveHire and will not reflect its current market position.
- EV/Revenue multiples are commonly utilised to value technology companies and observed listed company and transactions involving targets comparable to LiveHire generally show a high correlation between revenue growth and enterprise value.
- Long term cash flow projections are not available, which is a requirement for utilising the DCF methodology.
- RG 111 states that an expert should not include prospective financial information (including forecasts and projections) or any other statements or assumptions about future matters (together, ‘forward-looking information’) in its report unless there are reasonable grounds for the forward-looking information. In our opinion, forward-looking information is inherently uncertain and is only applied both where the use of current FME and multiples do not accurately reflect the value of a business and there are reasonable grounds to rely on the forward-looking information. In this instance, LiveHire’s recent historical financial performance and the observed trading and transaction multiples are considered adequate in estimating the fair value of the Company, and accordingly even if long term forecasts had been prepared by LiveHire’s Management and available, we do not consider that we would have been able to place reliance upon them.
- LiveHire’s securities are listed on the ASX, which provides an indication of the market value where an observable market for the securities exists; and due to the nature of its operations (being a SaaS business) LiveHire is not an asset intensive business. Accordingly, an asset-based approach will not capture the future earnings potential of the business and will likely understate its value.

- We have considered applying an observed EV/annual recurring revenue (“ARR”) multiple, which is commonly used in the valuation of SaaS businesses, as a secondary cross-check methodology. As the observed multiples are derived from the financial statements, shareholder presentations or similar stock exchange announcements of the comparable listed companies, we noted that the data required to derive the multiples (specifically the ARR) is either not available publicly or outdated. Accordingly, we have not applied the EV/ARR multiple in our analysis.

#### *Capitalisation of future maintainable revenue (“CFMR”)*

Given the above, we have adopted the CFME method, specifically an EV/Revenue multiple (“CFMR”) to assess the Market Value of the ordinary shares of LiveHire.

#### *Quoted price of listed securities*

We have also considered the implied value of a LiveHire Share based on recent trading prices for portfolio shareholding parcels of LiveHire Shares on the ASX. In accordance with RG 111, we have assessed the value of LiveHire Shares on a 100% controlling interest.

Prices at which a company’s shares have been traded on the ASX can, in the absence of low liquidity or unusual circumstances, provide an objective measure of the value of the company, excluding a premium for control.

As a cross-check, we have considered the quoted market price by considering the historical weighted average price of LiveHire Shares and the volatility of the share price prior to the announcement of the Offer. We have also considered the historical weighted average price of LiveHire Shares and the volatility of the share price prior to 14 August 2024 being the date of the initial on-market takeover offer for all LiveHire Shares by Humanforce at a cash price of \$0.045 per share on the basis that market prices during the offer period for this offer will be reflective of this takeover offer, and subsequent to the end of the offer period for this offer, the Company undertook an entitlement offer between 28 October 2024 and 21 November 2024 at \$0.039 per LiveHire Share which would have further impacted recent trading prices.

## 5. Valuation of a LiveHire Share prior to the Offer

As stated in Section 4 of the Report, we have assessed the Fair Value of LiveHire on a 100% controlling interest basis prior to the Offer based on the following approaches:

- Primary methodology – Capitalisation of future maintainable revenue; and
- Quoted price of listed securities.

### 5.1 Capitalisation of future maintainable revenue methodology

The table below sets out assessment of the Fair Value of LiveHire on a 100% controlling interest basis, prior to the Offer, using the CFMR methodology.

**Table 11 Valuation summary – Capitalisation of future maintainable revenue**

	Assessed Fair Value	
	Low	High
Future maintainable revenue (\$'000)	7,800	7,900
Assessed revenue multiple	2.3	2.6
<b>Enterprise Value (control) (\$'000)</b>	<b>17,940</b>	<b>20,540</b>
Less: net debt	(2,301)	(2,301)
<b>Equity value (100% interest) (\$'000)</b>	<b>15,639</b>	<b>18,239</b>
Ordinary shares on issue	460,215,989	460,215,989
<b>Fair Value per share (control basis) (\$)</b>	<b>0.034</b>	<b>0.040</b>

Source: RSM analysis

Our assessed value per LiveHire Share ranges between \$0.034 and \$0.040.

#### Key assumptions

The CFMR methodology estimates the value of the equity of a company by capitalising the future maintainable revenue (“FMR”) of the business at an appropriate multiple, which reflects the underlying risk profile and growth prospects of the business, applying a premium for control where necessary, adding any surplus or non-operating assets (or deducting any excess or non-operating liabilities) and deducting net debt (or adding net cash). Accordingly, valuing LiveHire using the CFMR methodology requires the determination of the following variables:

- FMR;
- an appropriate capitalisation multiple;
- an appropriate premium for control;
- the current level of net cash or net debt;
- the value of surplus assets and excess liabilities; and
- the number of shares.

Our considerations with regard to each of these factors are presented below.

## Assessment of future maintainable revenue

In assessing the FMR of LiveHire we have considered and reviewed the following:

- LiveHire audited financial performance for FY22, FY23, FY24;
- LiveHire's unaudited management accounts for the 4 months ended October 2024;
- LiveHire management's forecast revenue for the year ending 30 June 2025 (given the short-term nature of this forecast and having reviewed the underlying assumptions for the budget, we consider that we have reasonable grounds to consider this forward-looking information);
- changes in the nature of LiveHire's operations and financial performance;
- any abnormal or non-recurring revenue items;
- the market conditions and outlook of the HCM software industry; and
- our discussions with LiveHire's Management.

In our assessment of an appropriate FMR, we have given consideration to Table 6 in section 3.5 and determined there are no abnormal or non-recurring revenue items.

### Conclusion on FMR

On the basis of the above we have adopted a future maintainable revenue in the range of \$7.8 million to \$7.9 million, largely based on the annualised YTD25 financial performance of LiveHire, which is in line with the forecast revenue for the year ending 30 June 2025.

## Assessment of capitalisation multiple

In selecting an appropriate capitalisation multiple to value LiveHire we have considered the trading multiples of equities of companies which are listed in Australia and in the United States, consistent with LiveHire's primary geographical locations, whose operations are comparable to LiveHire. We have cross-checked the assessed trading multiple with comparable transactions in the HR SaaS industry.

### Comparable companies

The table below sets out a summary of the historical and forecast revenue multiples of entities listed in Australia and the United States whose operations and activities are broadly comparable to those of LiveHire. Brief descriptions of each comparable company are set out at Appendix E.

**Table 12 Comparable companies trading multiples**

Company Name	Country	Market Capitalisation	TEV	Revenue LTM	Revenue NTM	EV/Revenue Multiple LTM	EV/Revenue Multiple NTM
		\$'M	\$'M	\$'M	\$'M		
ReadyTech Holdings Limited	Australia	351.0	376.2	113.8	126.3	3.3	3.0
<b>Australia</b>		<b>351.0</b>	<b>376.2</b>	<b>113.8</b>	<b>126.3</b>	<b>3.3</b>	<b>3.0</b>
Paycom Software, Inc.	United States	20,112.7	19,733.4	2,630.6	3,119.7	7.0	6.3
Paylocity Holding Corporation	United States	18,081.4	17,461.7	2,088.3	2,435.9	7.8	7.2
Workiva Inc.	United States	8,414.3	8,436.3	1,017.5	1,271.3	7.7	6.6
Paycor HCM, Inc.	United States	5,132.8	5,001.3	979.1	1,156.3	4.8	4.3
Asure Software, Inc.	United States	398.4	401.1	166.2	202.0	2.2	2.0
<b>United States</b>							
<b>Median</b>		<b>8,414.3</b>	<b>8,436.3</b>	<b>1,017.5</b>	<b>1,271.3</b>	<b>7.0</b>	<b>6.3</b>
<b>Average</b>		<b>10,427.9</b>	<b>10,206.7</b>	<b>1,376.3</b>	<b>1,637.0</b>	<b>5.9</b>	<b>5.3</b>
<b>All Comparables</b>							
<b>Median</b>		<b>5,132.8</b>	<b>5,001.3</b>	<b>979.1</b>	<b>1,156.3</b>	<b>4.8</b>	<b>4.3</b>
<b>Average</b>		<b>7,548.8</b>	<b>7,398.0</b>	<b>1,015.6</b>	<b>1,205.4</b>	<b>5.2</b>	<b>4.6</b>

Sources: S&P Capital IQ as at 2 December 2024 and RSM analysis

We have considered the following in regard to the comparable companies and trading multiples considered above:

**Table 13 Trading comparable companies' analysis and commentary**

Trading comparable	Commentary and analysis
Readytech Holdings Ltd ("Readytech")	Readytech has experienced total growth in revenue of 26% in the last two financial years, with an FY24 EBIT margin of 9%. Despite the growth in revenue, over the last two years, the Readytech share price declined from \$3.40 to \$2.92 and the implied EV/Revenue NTM multiple declined from 3.8x to 3.0x. We have considered Readytech in our assessment due to its exposure to the HCM software industry through its 'Workforce Solutions' segment, the common geographical locations it shares with LiveHire and the relative stability in the EV/revenue multiple.
Paycom Software, Inc. ("Paycom")	Paycom is a high growth profitable HR cloud-based software business which experienced growth in revenue of 30% in the last two financial years, with an FY24 EBIT margin of 32%. Paycom's share price declined from \$310.31 per share in December 2022 to \$232.41 in December 2024 which has resulted in the EV/revenue NTM multiple decreasing from 11.0 times to 6.3 times over the same period. We consider Paycom comparable to LiveHire, but we note that Paycom is significantly larger than LiveHire with a market cap of c \$20.1 billion. All other things being equal, larger companies trade on higher multiples.
Paylocity Holding Corporation ("Paylocity")	Similar to Paycom, Paylocity is a high growth profitable HR cloud-based software business which experienced growth in revenue of 42% in the last two financial years, with an FY24 EBIT margin of 19%. Paylocity's share price increased from \$194.26 per share in December 2022 to \$209.46 in December 2024, however, its EV/revenue NTM multiple declined from 9.1 times to 7.2 times over the same period as the share price failed to increase to the same extent as its revenue. We consider Paylocity comparable to LiveHire given its operations in the HCM software industry. Paylocity is also significantly larger than LiveHire with a market cap of c.\$18.0 billion. All other things being equal, larger companies trade on higher multiples.
Workiva Inc ("Workiva")	Workiva is a high growth pre-earnings company which experienced growth in revenue of 29% in the last two financial years, with an FY24 EBIT margin of -6.6%. Workiva's share price increased from \$83.97 per share in December 2022 to \$98.10 in December 2024, however, Workiva's EV/revenue NTM multiple declined from 7.3 times to 6.3 times over the same period as the share price failed to increase to the same extent as its revenue. We note Workiva has similar operations to LiveHire however it is more geographically diversified and is significantly larger than LiveHire with a market cap of c.\$8.4 billion.
Paycor HCM Inc ("Paycor")	Paycor is a high growth pre-earnings company which experienced growth in revenue of 37% in the last two financial years, with an FY24 EBIT margin of -6.8%. Paycor's share price declined from \$24.47 per share in December 2022 to \$18.45 in December 2024 which has resulted in the EV/revenue NTM multiple falling from 7.7 times to 4.3 times over the same period. We note Paycor has similar operations to LiveHire. However, it is more geographically diversified and is significantly larger than LiveHire with a market cap of c.\$5.1 billion.
Asure Software Inc. ("Asure")	Asure is a lower growth and unprofitable HCM software business which experienced growth in revenue of 18% in the last two financial years, with an FY24 EBIT margin of -10.4%. The share price increased from \$9.34 in December 2022 to \$9.69 in December 2024 while the EV/revenue NTM multiple declining marginally from 2.3 times to 2.0 times over the same period.

We have also considered LiveHire's ranking as compared to the comparable trading entities in relation to some key metrics that impact the valuation and revenue multiples of software companies, being revenue growth and profitability.

The table below sets out a comparison of the 1 and 2-year revenue growth and the FY24 EBIT % (calculated as EBIT divided by revenue) for LiveHire and the comparable trading entities.

**Table 14 Trading comparable analysis - comparison of key valuation metrics**

		FY24 Revenue Growth %	Rank	2 Year Revenue Growth %	Rank	FY 24 EBIT %	Rank	EV/Revenue Multiple LTM	EV/Revenue Multiple NTM
<b>LiveHire</b>	<b>Australia</b>	<b>-10.80%</b>	<b>7</b>	<b>-3.80%</b>	<b>7</b>	<b>-119%</b>	<b>7</b>		
ReadyTech Holdings Limited	Australia	3.32%	5	25.82%	5	9.05%	3	3.3	3.0
Paycom Software, Inc.	United States	5.9%	4	30.0%	3	<b>32.5%</b>	<b>1</b>	7.0	6.3
Paylocity Holding Corporation	United States	10.2%	2	<b>41.8%</b>	<b>1</b>	19.3%	2	7.8	7.2
Workiva Inc.	United States	10.1%	3	28.6%	4	-6.6%	4	7.7	6.6
Paycor HCM, Inc.	United States	<b>10.4%</b>	<b>1</b>	37.3%	2	-6.8%	5	4.8	4.3
Asure Software, Inc.	United States	-4.8%	6	17.9%	6	-10.4%	6	2.2	2.0

Sources: S&P Capital IQ as at 2 December 2024 and RSM analysis

We note that LiveHire is ranked last in each of the key metrics. We note that LiveHire's Management has undertaken cost reduction measures in YTD25 which is expected to result in lower losses in FY25, as compared to FY24. Humanforce intends to delist LiveHire from the ASX which will further decrease LiveHire's cost based and increase profitability.

On the basis that our assessment of FMR has had regard to expected revenue in FY25 and is, therefore, forward looking, we have had most regard to the next twelve months ('NTM') EV/Revenue multiples in our assessment to assess our multiple on a like-for-like basis.

Based on our analysis, we have selected a comparable listed company revenue multiple, taking into account the size and specific characteristics of LiveHire of 1.8x to 1.9x. This is marginally below the NTM multiple of Asure Software, Inc. which is ranked 6<sup>th</sup> in all of the key metrics analysed and has the lowest EV/Revenue multiples of the comparable trading entities. We note that this implies a 58% discount to the average NTM EV/Revenue multiple of all of comparable trading entities which we do not consider, in our professional judgement to be unreasonable given the contraction in revenue experienced over the last two financial years and the losses currently being generated, but considering a forecast decrease in losses moving forward through cost reductions and delisting of LiveHire from the ASX.

We have then adjusted this multiple for a control premium as set out below.

### Premium for control

Obtaining control of an entity usually provides the acquirer with a number of advantages including the following:

- access to potential synergies;
- control over decision making and strategic direction;
- access to underlying cash flows; and
- control over dividend policies.

In the case of publicly traded securities, given the advantages control of an entity provides an acquirer, they are usually expected to pay a premium to the quoted market price to achieve control, which is often referred to as a control premium. Earnings multiples for listed companies do not reflect the market value of a controlling interest in the company as they are derived from market prices which usually represent the buying and selling of non-controlling portfolio holdings (small parcels of shares).

RSM has conducted a study on 605 takeovers and schemes of arrangement involving companies listed on ASX over the 15.5 years ended 31 December 2020 ("**RSM Control Premium Study**"). In determining the control premium, RSM compared the offer price to the closing trading price of the target company 20, 5 and 2 trading days pre the date of the announcement of the offer. Where the consideration included shares in the acquiring company, RSM used the closing share price of the acquiring company on the day prior to the date of the offer.

Our study concluded that, on average, control premiums in takeovers and schemes of arrangements involving Australian companies in the Telecommunications, IT & Software sector were in the range of 35% to 45%.

Further, the average control premiums in takeovers and schemes of arrangements involving all Australian companies were in the range of 25% to 35%.

Therefore, in assessing the value of 100% of LiveHire and a LiveHire Share (on a control basis) we have applied a control premium of between 30% and 35% for LiveHire at the Enterprise Value level.

On the basis of the above, we have assessed a controlling multiple range for LiveHire of 2.3x to 2.6x as set out in the table below.

**Table 15 Assessed revenue multiple**

	Assessed Fair Value	
	Low	High
Assessed revenue multiple (Minority basis)	1.8	1.9
Control premium	30%	35%
<b>Assessed revenue multiple (Control basis)</b>	<b>2.3</b>	<b>2.6</b>

Source: RSM analysis

### Revenue multiple cross check

As a cross check of our assessed revenue multiple based on the observed multiples of publicly listed comparable companies, we have also considered the revenue multiples implied by transactions involving companies whose operations and activities are similar to LiveHire.

Details of the target companies' business descriptions are set out in Appendix F of the Report.

The table below summarises the historical revenue multiples of the observed comparable transactions.

**Table 16 Comparable transaction revenue multiples**

Date	Target/Issuer	Buyer/investor	Country	Acquisition stake	Total transaction value (\$m)	Implied EV/Revenue
<b>Australia</b>						
14/11/2024	Xref Ltd (note 1)	Seek Ltd	Australia	Majority	30	2.3
14/06/2023	IntelliHR Ltd (note 2)	Humanforce	Australia	Majority	81	11.8
9/02/2023	Elmo Software Limited	K1 Investment Management Limited	Australia	Majority	483	5.3
9/11/2022	PayGroup Limited	Deel Inc.	Australia	Majority	93	3.5
17/03/2022	PhoenixHRIS	ReadyTech Holdings Limited	Australia	Majority	3	2.7
14/11/2019	Astute One Limited	PayGroup Limited	Australia	Majority	15	1.6
31/01/2019	HROnboard Pty Ltd	ELMO Software Limited	Australia	Majority	15	5.8
<b>Average</b>					<b>107</b>	<b>3.5</b>
<b>Median</b>					<b>23</b>	<b>3.1</b>
<b>United States</b>						
8/12/2023	HireRight Holdings Corp	General Atlantic	US	Majority	1,500	2.2
8/06/2023	Limeade Inc.	WebMD Health Corp	US	Majority	114	1.3
2/07/2021	Alight Holding Company, LLC	Foley Trasimene Acquisition Corp.	US	Majority	9,725	2.7
3/05/2019	UKG Inc.	Various	US	Majority	15,614	8.6
<b>Average</b>					<b>6,738</b>	<b>3.8</b>
<b>Median</b>					<b>5,613</b>	<b>3.1</b>

Note 1 - Not completed but subject to a binding agreement.

Note 2 - Excluded from consideration as an outlier given the implied EV/Revenue multiple

Sources: S&P Capital IQ, MergerMarket and RSM analysis



The observed transaction multiples related to targets engaged in providing software services for human capital management, or related human resource activities. The acquisitions are all of controlling stakes in the targets and therefore include a premium for control.

We note that there is a wide range of transaction multiples, which, excluding the outlier range from 1.3 times to 8.6 times. We are not able to analyse the individual characteristics in terms of profitability and revenue growth of the target entities. However, we consider that the assessed revenue multiple for LiveHire of 2.3 to 2.6 times revenue is broadly aligned with a number of the comparable transactions and sits below the average and median observed multiples, which does not seem unreasonable given the recent financial performance of LiveHire.

### Net debt

We have estimated the net debt position of LiveHire to currently be \$2.3m, as set out in Table 17.

**Table 17 Net cash/ (debt) summary**

	30-Jun-22	30-Jun-23	30-Jun-24	31-Oct-24
Net cash/(debt) (\$'000)	Audited	Audited	Audited	Unaudited
Cash and cash equivalents	7,330	4,761	3,084	1,333
Term deposits	-	701	7	300
Net cash raised from the entitlement offer (less unpaid costs)	-	-	-	2,800
Estimated cash used in operations in November 2024	-	-	-	(235)
R&D Tax Incentive Receivable	827	1,109	628	628
Borrowings (current and non-current)	-	(182)	(2,640)	(2,340)
Lease Liabilities (current and non-current)	(393)	(487)	(35)	(5)
Deferred revenue	(2,342)	(2,637)	(3,326)	(4,693)
Add: deferred revenue currently in trade receivables	NQ	NQ	NQ	1,011
One-off unpaid costs associated with the Humanforce takeover offers	NA	NA	NA	(1,100)
<b>Net cash/(debt)</b>	<b>5,423</b>	<b>3,266</b>	<b>(2,282)</b>	<b>(2,301)</b>

*NQ - Not Quantified - on the basis that only the current net debt position is relevant to our opinion, there was no benefit in quantifying*

*Sources: Audited financial statements for FY22, FY23 and FY24, YTD25 unaudited management accounts and RSM analysis*

LiveHire's net cash/ (debt) consists of cash and term deposits plus the R&D Tax Incentive, less borrowings, lease liabilities, deferred revenue and unpaid costs associated with the Humanforce takeover offers (both the original offer made in August 2024 and the current Offer) which we consider are 'debt-like in nature'.

We have updated the cash balances disclosed by LiveHire at 31 October 2024 to take into account material changes in cash since 31 October 2024 and the date of this Report related to the following:

- cash raised from the November 2024 entitlement offer (less unpaid costs associated with the entitlement offer); and
- estimated cash used in operations in November 2024.

In relation to deferred revenue, we consider this to be 'debt like' in nature, but have excluded deferred revenue that, as at 31 October 2024 had a corresponding balance in trade receivables and had not been converted to cash. We consider that an acquirer would require an adjustment to be made for deferred revenue for which cash had already been paid for the future services to be delivered.

### Treatment of excluded assets / liabilities

Based on our analysis of the LiveHire balance sheet as at 31 October 2024, we do not consider LiveHire to have any surplus assets or liabilities that require adjustments.

### Share capital

As at the date of the Report, LiveHire had a total of 460,215,989 ordinary shares on issue.

## 5.2 Quoted price of listed securities

In order to provide a cross-check to the valuation of a LiveHire Share under the capitalisation of future maintainable revenue approach, we have also assessed the fair value based on the quoted market price.

The assessment only reflects trading prior to the announcement of the Offer in order to avoid the influence of any movement in price that occurred as a result of the announcement.

We have also considered the historical weighted average price of LiveHire Shares and the volatility of the share price prior to 14 August 2024 being the date of the initial on-market takeover offer for all LiveHire Shares by Humanforce at a cash price of \$0.045 per share on the basis that market prices during the offer period for this offer will be reflective of this takeover offer, and subsequent to end of the offer period for this offer the Company undertook an entitlement offer between 28 October 2024 and 21 November 2024 at \$0.039 per LiveHire Share, which would have further impacted recent trading prices.

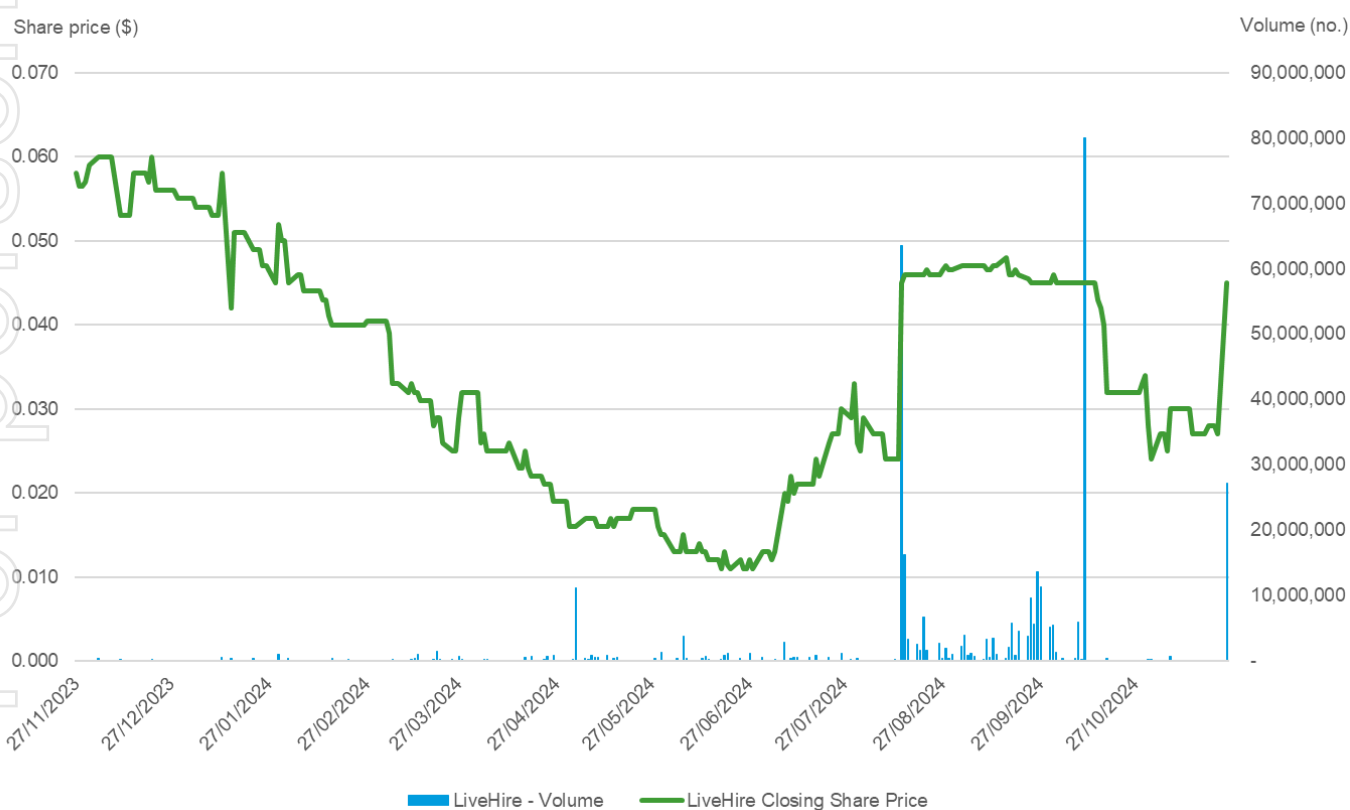
RG 111.69 indicates that for the quoted market share price methodology to represent a reliable indicator of Fair Value, there needs to be an active and liquid market for the securities.

The following characteristics may be considered to be representative of a liquid and active market:

- regular trading in the company's securities;
- approximately 1% of a company's securities traded on a weekly basis;
- the bid/ask spread of a company's shares must not be so great that a single majority trade can significantly affect the market capitalisation of the company; and
- there are no significant but unexplained movements in share price.

The Offer was announced on 25 November 2024. The following chart sets out daily closing share prices and volumes in LiveHire Shares traded in the year prior to the announcement of the Offer, i.e. the year to 25 November 2024.

**Figure 4 LiveHire's share price and volumes traded prior to the announcement of the Offer**



Sources: S&P Capital IQ and RSM analysis

During the year to 25 November 2024, the LiveHire share price has been generally in decline, albeit with a rally in May 2024 to July 2024, until 14 August 2024, being the date of the initial on-market takeover offer for all LiveHire Shares by Humanforce at a cash price of \$0.045, at which time the price increased to reflect that offer. After the expiry of that initial offer, the LiveHire share price declined to a similar price to immediately prior to 14 August 2024, albeit within minimal liquidity given the majority shareholding of Humanforce and the relatively low remaining free float of shares.

To provide further analysis of the quoted market prices for LiveHire Shares, we have considered the VWAP over a number of trading day periods ending 24 November 2024 and ending 13 August 2024.

An analysis of the volume in trading in LiveHire Shares for the 1, 5, 10 and 30-day trading periods prior to 25 November 2024 (we have not analysed further to avoid the skew in the LiveHire share price due to the original Humanforce on-market takeover bid and the entitlement offer) is set out in the table below.

**Table 18 VWAP of LiveHire Shares prior to 25 November 2024**

Calendar days	Share price	Share price	No. of days traded	Volume traded	Value traded	VWAP	Percentage of issued capital
	Low	High					
	\$	\$			\$	\$	%
5 days	0.0270	0.0280	1	8,353	45,616	0.0270	0.00%
10 days	0.0270	0.0280	2	33,353	45,611	0.0277	0.01%
30 days	0.0240	0.0340	11	1,322,484	45,591	0.0288	0.34%

Sources: S&P Capital IQ and RSM analysis

An analysis of the volume in trading in LiveHire Shares for the 1, 5, 10, 30, 60, 90-, and 180-day trading periods prior to 14 August 2024 is set out in the table below.

**Table 19 VWAP of LiveHire Shares prior to 14 August 2024**

Calendar days	Share price	Share price	No. of days traded	Volume traded	Value traded	VWAP	Percentage of issued capital
	Low	High					
	\$	\$			\$	\$	%
5 days	0.0240	0.0240	2	333,266	45,513	0.0240	0.09%
10 days	0.0240	0.0290	3	449,074	45,508	0.0248	0.12%
30 days	0.0210	0.0330	15	4,851,313	45,488	0.0262	1.31%
60 days	0.0110	0.0330	33	14,536,089	45,458	0.0193	3.93%
90 days	0.0110	0.0330	50	23,312,209	45,428	0.0176	6.31%
120 days	0.0110	0.0330	70	42,263,874	45,398	0.0174	11.44%
180 days	0.0110	0.0405	100	49,345,385	45,338	0.0193	13.41%

Sources: S&P Capital IQ and RSM analysis

We note the following:

- there was minimal trading in the 30 calendar days prior to the Offer, with the VWAP ranging between \$0.027 and \$0.0288 per LiveHire Share;
- the VWAP ranged from a low of \$0.174 to a high of \$0.0262 in the 180-day period before the announcement of the original Humanforce offer on 14 August 2024;
- LiveHire exhibited a relatively low level of liquidity prior to 14 August 2024;
- notwithstanding the level of liquidity, LiveHire complies with full disclosure regime required by the ASX. As a result, the market was and is fully informed about the performance of LiveHire; and
- in the absence of the Offer and the original Humanforce offers, the trading share price represented the value in which minority Shareholders could realise if they wanted to exit their investment.

Our assessment of the value of a LiveHire Share based on the quoted market price pre-announcement of the Offer, and therefore on the basis of a minority interest, is between \$0.024 and \$0.028 based on the 5-day VWAP prior to 14 August 2024 and the 30 & 10-day VWAP prior to 25 November 2024.

### Control premium

The quoted market price of listed securities methodology applied represents the value of a portfolio interest (non-controlling shareholding). Accordingly, we adjusted LiveHire's non-controlling value per the QMP method with a control premium ranging between 30% and 35% as discussed in Section 5.1 to determine a controlling interest value per share.

The table below sets out our assessment of the value of a LiveHire Share on a controlling interest basis, utilising the quoted price of listed securities methodology to be in the range of \$0.031 to \$0.038.

**Table 20 Valuation of a LiveHire Share using quoted market prices**

	Low	High
Quoted market price (non-controlling basis)	0.024	0.028
Control premium	30%	35%
<b>Fair Value of a LiveHire Share (controlling basis)</b>	<b>\$0.031</b>	<b>\$0.038</b>

Source: RSM analysis

### 5.3 Valuation of a LiveHire Share prior to the Offer summary

A summary of our assessed values of a LiveHire Share on a controlling interest basis prior to the Offer, derived under the two valuation methodologies, is set out in the table below.

**Table 21 Valuation of a LiveHire Share prior to the Offer summary**

	Low	High
CFMR – primary method	\$0.034	\$0.040
Quoted price of listed securities - secondary method	\$0.031	\$0.038

Source: RSM analysis

We have determined the Fair Value of a LiveHire Share on a controlling interest basis to be in the range of \$0.034 to \$0.040, derived using the CFMR methodology, which we have applied as our primary methodology. The quoted market prices of LiveHire provides a cross check to our primary methodology, and we consider the valuation ranged derived under the QMP methodology to be comparable to that derived under the primary methodology.

Therefore, in our opinion, we consider the Fair Value of a LiveHire share to be between \$0.034 (3.4 cents) and \$0.040 (4.0 cents), on a controlling interest basis.

## 6. Is the Offer fair to Non-Associated Shareholders?

RG 111 defines a takeover offer as being fair if the value of the Offer under the takeover offer is equal to or greater than the value of the securities being the subject of the offer.

In assessing whether we consider the Offer is fair and reasonable, we have compared the value of a LiveHire Share (including a premium for control) to the Offer Price

The table below sets out the value of the implied consideration payable per Share for LiveHire as compared to the valuation of each Share.

**Table 22 Assessed Fair Value of a LiveHire Share prior to the Offer and the Offer Price**

	Low	High
Fair Value per LiveHire Share (controlling basis)	\$0.034	\$0.040
Offer Price	\$0.045	\$0.045

Source: RSM analysis

The above comparison is presented graphically below.

**Figure 5 Assessed Fair Value of a LiveHire Share prior to the Offer on a controlling basis and the Offer Price**



Source: RSM analysis

As the Offer Price is more than the assessed Fair Value of a LiveHire Share on a controlling basis, in our opinion the Offer is **fair** to Non-Associated Shareholders of LiveHire.

## 7. Is the Offer reasonable to Non-Associated Shareholders?

RG 111 establishes that an offer is reasonable if it is fair. It might also be reasonable if, despite not being fair, there are sufficient reasons for security holders to accept the offer in the absence of a higher bid before the offer closes.

As such, we have also considered the following factors in relation to the reasonableness aspect of the Offer:

- Humanforce's pre-existing shareholding in LiveHire of approximately 94.11% as at the date of this Report, and the implications of this for Non-Associated Shareholders given Humanforce's stated intentions;
- the potential advantages and disadvantages of the Offer for Non-Associated Shareholders;
- the extent to which a control premium is being paid;
- the existence of alternative proposals; and
- the likelihood of a superior proposal emerging.

### 7.1 Implications of Humanforce's pre-existing ownership interest

#### Humanforce's ownership interest

As at the date of this Report, Humanforce has a relevant interest in LiveHire of approximately 94.11%. Consequently, Humanforce's relevant interest in Humanforce will act as an impediment to any alternative, superior offers, as another bidder will likely not succeed without LiveHire's agreement. Humanforce has stated in the Bidder's Statement that it continues to be impressed with LiveHire's product as seen or integrated with shared customers and has no intention of handing over control.

#### Implications of Humanforce having obtained a relevant interest in LiveHire of greater than 90%

##### Compulsory acquisition rights

As Humanforce has, since announcement of the Offer, already obtained a relevant interest in LiveHire of greater than 90% it is entitled to exercise general compulsory acquisition rights in relation to LiveHire Shares under Part 6A.2 Division 1 of the Corporations Act. Humanforce will have 6 months from the date it became a 90% holder of LiveHire Shares to give compulsory acquisition notices to the remaining holders of LiveHire Shares.

In the absence of acquiring at least 75% (by number) of LiveHire Shares for which it has made an offer as part of the Offer (which would require Humanforce to obtain a relevant interest in LiveHire Shares of above 96.94%), Humanforce has stated that it intends to compulsorily acquire the remaining LiveHire Shares through its general compulsory acquisition rights following the end of the Offer. We note that Non-Associated Shareholders who do not accept the Offer will, therefore, be required to sell their LiveHire Shares to Humanforce, which based on our analysis will likely be at the Offer Price of \$0.045. However, through not accepting the Offer, the timing of receipt of the Offer Price will be delayed until the completion of the compulsory acquisition process.

We note, if Humanforce acquires at least 75% (by number) of LiveHire Shares for which it has made an offer, it is entitled to proceed with a post-bid compulsory acquisition of the outstanding LiveHire Shares under Part 6A.1 Division 1 of the Corporations Act. Again, through this process, Non-Associated Shareholders who do not accept the Offer will be required to sell their LiveHire Shares to Humanforce at the Offer Price of \$0.045, with the timing of receipt of the Offer Price being delayed until the compulsory acquisition process has been completed (with Humanforce again having six months from the date it became a 90% holder of LiveHire Shares to give compulsory acquisition notices).

Given that Humanforce has the right to compulsorily acquire the remaining LiveHire Shares and has stated its intention to do so, we note that there is no risk to Non-Associated Shareholders of becoming minority shareholders in an unlisted public company controlled by Humanforce. Therefore, we have not outlined these risks further in this report.

## 7.2 Advantages and disadvantages

In assessing whether Non-Associated Shareholders are likely to be better off if the Offer is accepted, than if it not, we have also considered various advantages and disadvantages that are likely to accrue to Non-Associated Shareholders.

The key advantages and disadvantages of the Offer are outlined below.

### Advantages

The key advantages of the Offer are:

**Table 23 Advantages of the Offer**

Advantage	Details
The offer is fair	The Offer Price is above our assessed Fair Value range for a LiveHire Share on a 100% controlling interest basis.
Realisation of the Offer Price on a T+2 day basis	<p>The Offer provides shareholders the ability to exit their holdings and received the Offer Price in a T+2 day basis.</p> <p>In the absence of accepting the Offer, as Humanforce has the right to compulsorily acquire the remaining LiveHire Shares and has stated its intention to do so, Non-Associated shareholders will receive the compulsory acquisition price at a later date, and there would be an opportunity cost of not having the ability to use the funds for an alternative investment in the interim period. Based on our analysis, we consider it likely that through the general compulsory acquisition process, Non-Associated Shareholders would receive the same consideration for their shares as the Offer Price (i.e. \$0.045 per LiveHire Share).</p>

Source: RSM analysis

### Disadvantages

The key disadvantage of the Offer is:

**Table 24 Disadvantage of the Offer**

Disadvantage	Details
Acceptance of the Offer will incur brokerage costs	<p>As the Offer is an on-market takeover offer, acceptance of the Offer will incur brokerage costs. If Non-Associated Shareholders receive consideration for their LiveHire Shares through the compulsory acquisition process that Humanforce has stated it intends to undertake, the consideration received from this process will not incur brokerage costs.</p> <p>Non-Associated Shareholders will need to consider the opportunity cost of not receiving the consideration for their LiveHire Shares immediately against the brokerage costs that will be incurred to accept the Offer and receive the Offer Price on a T+2 basis.</p>

Source: RSM analysis

### 7.3 The extent to which a control premium is being paid

The value of the consideration offered is \$0.045 per LiveHire Share.

This value represents a premium of:

- 66.67% premium to the \$0.027 closing price and 5 calendar day VWAP of LiveHire Shares prior to the announcement of the Offer;
- 15.38% premium to the entitlement offer that LiveHire completed on 21 November 2024 (being \$0.039 per LiveHire Share);
- 56.1% premium to the \$0.028 30 calendar day VWAP of LiveHire Shares prior to the announcement of the Offer;
- 87.5% premium to the \$0.024 closing price of LiveHire Shares on 13 August 2024 prior to the announcement of the original on-market takeover offer by Humanforce; and
- 32.4% to 12.5% premium to our assessed low and high Fair Value of a LiveHire Share (controlling basis), respectively.

### 7.4 The existence of alternative proposals

We are unaware of any alternative proposal at the current time which might offer Non-Associated Shareholders a greater benefit than the Offer.

The Directors have advised us that no formal alternative offers or approaches by potential acquirers have been received prior to the announcement of the Offer on 25 November 2024, or since that date until the issue of our Report.

### 7.5 Likelihood of a superior proposal emerging

Given that Humanforce has a relevant interest in 94.11% of the total LiveHire Shares on issue, we do not consider that there is any likelihood of a superior proposal emerging.

### 7.6 Conclusion on reasonableness

In our opinion, the position of Non-Associated Shareholders if the Offer is accepted is more advantageous than the position if it is not accepted. Therefore, in the absence of any other relevant information and/or a superior offer, we consider that the Offer is **reasonable** for Non-Associated Shareholders.

An individual shareholder's opinion in relation to the Offer may be influenced by their individual circumstances. If in doubt, shareholders should consult an independent advisor.



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# Appendices

## A. Declarations and disclaimers

### Declarations and Disclosures

RSM Corporate Australia Pty Ltd holds Australian Financial Services Licence 255847 issued by ASIC pursuant to which they are licensed to prepare reports for the purpose of advising clients in relation to proposed or actual mergers, acquisitions, takeovers, corporate reconstructions or share issues.

### Qualifications

Our report has been prepared in accordance with professional standard APES 225 “Valuation Services” issued by the Accounting Professional & Ethical Standards Board.

RSM Corporate Australia Pty Ltd is beneficially owned by the partners of RSM Australia Pty Ltd (RSM), a large national firm of chartered accountants and business advisors.

Andrew Clifford and Nadine Marke are directors of RSM Corporate Australia Pty Ltd. Both Andrew Clifford and Nadine Marke are Chartered Accountants with extensive experience in the field of corporate valuations and the provision of independent expert’s reports for transactions involving publicly listed and unlisted companies in Australia.

### Reliance on this Report

This report has been prepared solely for the purpose of assisting Non-Associated Shareholders of LiveHire in considering the Offer. We do not assume any responsibility or liability to any party as a result of reliance on the Report for any other purpose.

### Reliance on Information

The statements and opinions contained in the Report are given in good faith. In the preparation of this report, we have relied upon information provided by the directors and management of LiveHire, and we have no reason to believe that this information was inaccurate, misleading or incomplete. RSM Corporate Australia Pty Ltd does not imply, nor should it be construed that it has carried out any form of audit or verification on the information and records supplied to us.

The opinion of RSM Corporate Australia Pty Ltd is based on economic, market and other conditions prevailing at the date of the Report. Such conditions can change significantly over relatively short periods of time.

In addition, we have considered publicly available information which we believe to be reliable. We have not, however, sought to independently verify any of the publicly available information which we have utilised for the purposes of the Report.

We assume no responsibility or liability for any loss suffered by any party as a result of our reliance on information supplied to us.

### Disclosure of Interest

At the date of the Report, none of RSM Corporate Australia Pty Ltd, RSM, Andrew Clifford, Nadine Marke, nor any other member, director, partner or employee of RSM Corporate Australia Pty Ltd and RSM has any interest in the outcome of the Offer, except that RSM Corporate Australia Pty Ltd are expected to receive a fee of \$35,000 (excluding goods and services tax (“GST”)) based on time occupied at normal professional rates for the preparation of the Report. The fees are payable regardless of whether Shareholders accept the Offer.

### Consents

RSM Corporate Australia Pty Ltd consents to the inclusion of the Report in the form and context in which it is included with the Offer Booklet to be issued to Shareholders. Other than the Report, neither of RSM Corporate Australia Pty Ltd or RSM Australia Pty Ltd has been involved in the preparation of the Target’s Statement. Accordingly, we take no responsibility for the content of the Target’s Statement.

## B. Sources of information

In preparing the Report, we have relied upon the following principal sources of information:

- the Bidder's Statement;
- the Draft and final Target's Statement;
- LiveHire's audited financial statements for FY22, FY23 and FY24;
- LiveHire's unaudited management accounts for YTD25;
- details of LiveHire's shareholders;
- ASX announcements of LiveHire;
- S&P Capital IQ database;
- MergerMarket;
- Connect4 database;
- IBISWorld;
- information provided to us throughout correspondence with the Directors and Management of LiveHire; and
- LiveHire's websites.

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## C. Glossary of terms and abbreviations

Term or Abbreviation	Definition
\$ or AUD	Australian dollar
Act of Corporations Act	Corporations Act 2001 (Cth)
AFCA	Australian Financial Complaints Authority
AFSL	Australian Financial Services Licence
AI	Artificial intelligence
AKKR Fund IV	Accel-KKR Growth Capital Partners IV, LP
APES	Accounting Professional & Ethical Standards
Arrived	Arrived Workforce Connections Inc.
ARR	Annual recurring revenue
ASIC	Australian Securities and Investments Commission
ASX	Australian Securities Exchange
ASX Listing Rules	The listing rules of the Australian Stock Exchange amended from time to time
ATO	The Australian Taxation Office
Bidder's Statement	The statement issued by Humanforce on 25 November 2024 in relation to the unconditional on-market takeover offer to acquire all the ordinary shares in LiveHire.
bn	Billion
CAGR	Compound annual growth rate
CFME	Capitalisation of future maintainable earnings
CFMR	Capitalisation of future maintainable revenue
CGT	Capital gains tax
Closing Date	10 January 2025 (unless extended or withdrawn)
Controlling Interest Basis	As assessment of the Fair Value of an equity interest, which assumes the holder or holders have control of the entity in which the equity is held.
DCF	Discounted cash flow
EBIT	Earnings before interest and tax
EBITDA	Earnings before interest, tax, depreciation and amortisation
Enterprise Value or EV	The market value of a business on a cash free and debt free basis
Equity Value	The owner's interest in a company after the addition of all non-operating or surplus assets and the deduction of all non-operating or excess liabilities from the Enterprise Value.
FME	Future maintainable earnings
FMR	Future maintainable revenue
Forward-looking information	Prospective financial information (including forecasts and projections) or any other statements or assumptions about future matters.
FSG	Financial Services Guide
FX	Foreign exchange
FY[XX]	Financial year ended 30 June 20[XX]

GST	Goods and services tax
HCM	Human capital management
Historical Period, the	FY22, FY23, FY24 and YTD25
Lighter Capital	Lighter Capital Australia Pty Limited
LiveHire or Company, the	LiveHire Limited
LiveHire Share(s) or Share(s)	The ordinary shares on issue in LiveHire
Humanforce	Humanforce Holdings Pty Ltd
IFRS	International Financial Reporting Standards
k	Thousands
LTM	Last twelve months
m	Millions
M&A	Merger & acquisition
Management, or Mgmt.	The management of LiveHire
Market Value or Fair Value	The amount at which an asset could be exchanged between a knowledgeable and willing but not anxious seller and a knowledgeable and willing but not anxious buyer, both acting at arm's length
Minority or Non-Controlling Interest	A non-controlling ownership interest, generally less than 50.0% of a company's voting shares
Non-Associated Shareholders	Shareholders who are not a party, or associated to a party, of the Offer
NPAT	Net profit after tax
NTM	Next twelve months
NQ	Not quantified
Offer Amount	The aggregate amount of the Offer
Offer Participants	Each person who is a LiveHire shareholder on the Offer Record Date
Offer Period	10 December 2024 to 10 January 2025 (unless extended or withdrawn)
Offer Price	Cash consideration of \$0.045 for each LiveHire share.
Offer, the	The unconditional off-market takeover offer by Humanforce to acquire all the ordinary shares in LiveHire
QMP	Quoted market price of listed securities
RBA	Reserve Bank of Australia
Report, or the IER	This Independent Expert's Report prepared by RSM Corporate Australia Pty Ltd
RG 111	ASIC Regulatory Guide 111 Content of expert reports
RG 112	ASIC Regulatory Guide 112 Independence of experts
RSM Control Premium Study	RSM study on 605 takeovers and schemes of arrangement involving companies listed on ASX over the 15.5 years ended 31 December 2020
RSM, we, us or our	RSM Corporate Australia Pty Ltd
SaaS	Software as a service

S&P Capital IQ or Capital IQ	An entity of Standard and Poor's which is a third-party provider of company and other financial information
Target's Statement	The statement issued by the LiveHire Independent Board Committee to LiveHire Non-Associated Shareholders, in response to the Bidder's Statement
T+2 day basis	Realisation of the Offer Price 2 days after selling on-market
VWAP	Volume weighted average share price
YTD25	The 4 months ended 31 October 2024

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## D. Industry overview

LiveHire operates in the Software Suppliers industry (the “Industry”). The Industry primarily provides software that enables businesses to increase their productivity and drive efficiency. We have provided an industry overview of the Australian and US markets as these are the predominant markets in which LiveHire operates.

The Australian and US market has grown at 6.8% and 6.0% to \$26.9 billion and \$510.8 billion respectively over the past five years to 2025, primarily due to:

### *Shift to subscription models*

Industry operators are moving to provide software under SaaS business models, where clients pay an annual or monthly subscription fee to gain access to cloud-based software, allowing for steadier revenue streams.

### *Digital shifts reignite corporate and household software sales*

Despite a revenue dip in previous years, a drive for productivity improvements is rekindling corporate software sales. Stifled spending in 2021-22 and 2022-23 caused by economic uncertainty has picked up again over the past couple of years, driven by technologies like AI, data storage and analytics. SaaS models and platforms like Google Play and Apple's App Store fuel household sales, as they easily and inexpensively connect suppliers to consumers without a large commitment. This accessibility has elevated enterprise numbers.

Software suppliers have experienced turbulent profitability amid workforce shifts and heightened technology costs

In recent years, software suppliers have faced a decline in profitability, especially in 2022-23. This drop was driven by fluctuating business confidence and retail demand for software, while investments in subscription models, cloud services and R&D rose. Compounding the issue were factors like software piracy and rising internal competition, which forced price cuts and further constrained profit margins.

The industry's workforce mainly operates in sales, marketing and support roles, providing clients with software solutions and integration services. While offshoring lower-tier roles is prevalent, an expansion in skilled roles keeps the balance. With share-based payments factored into wages, the industry's average wage increases. Even so, wage growth hasn't kept up with revenue growth, which has reduced wages' share of revenue.

Technological advancements, new remote working and studying lifestyles, an evolving AI and cloud computing landscape, and cybersecurity concerns are all raising purchase costs for suppliers.

### **Key external drivers**

#### *Capital expenditure on computer software*

Businesses represent the largest market for software suppliers. An increase in capital expenditure on computer software represents an opportunity for the industry.

#### *Business confidence index*

Industry performance is impacted by business confidence. Businesses typically hold off on software expenditure when business confidence is negative.

#### *Corporate profits*

When corporate profits rise, companies invest more in capital goods such as software and related equipment. Conversely, IT spending is often one of the first areas cut when profits decline. Decreases in corporate profit represent a threat to the industry, as companies may hesitate to invest heavily. This cyclical pattern underscores the vulnerability of IT spending to broader economic trends. Corporate profits are forecast to increase to 2030.

#### *IT and telecommunications adoption*

The increasing use of internet and mobile data services has increased demand for software services and led to more avenues for software innovation.

#### *Barriers to entry*

The industry demonstrates moderate barriers to entry, with low regulations preventing firms from entering the industry, however, establishing a presence can be difficult with the major barrier being acceptance of software and gaining access to customers.

#### *Industry outlook*

It is forecast that there would be potential rise in predictive analytics, growing cloud-based solutions, the expansion of SME businesses, rising per capita disposable income, growth in big data and digital advisory services over the next five years to 2027. Overall, these are forecast to drive an increase in the industry revenue at an annualised 7.1% to \$37.9 billion in Australia and 2.8% to \$587.8 billion in the US over the five years to 2030.

## E. Trading comparable companies' business descriptions

**Table 25 LiveHire comparable companies' business description**

Trading comparable	Business description
ReadyTech Holdings Limited	<p>ReadyTech Holdings Limited provides SaaS technology for education and work pathways, workforce solutions, and government and justice markets in Australia. It operates in three segments: Education, Workforce Solutions, and Government and Justice. The Education segment offers cloud-based student and learning management systems for education and training providers to manage the student lifecycle, including student enrolment and course completion. This segment also provides platforms to help state governments to manage vocational education and training programs; software platforms for the pathways and back-to-work sector to manage apprentices and job seekers; and a competency assessment and skills profiling tools to track on-the-job training through a qualification. The Workforce Solutions segment offers payroll software, outsourced payroll services, and human resource management software solutions to mid-sized company to assist with payroll and management of their employees. This segment also provides human resource (HR) administration services, such as employee records, workplace health and safety, and organizational structure, as well as talent management services. The Government and Justice segment offers government and justice case management software as a service solution to local and state governments, and justice departments; and provides asset management, property, licensing and compliance, finance, HR and payroll, and customer management products. ReadyTech Holdings Limited was founded in 1998 and is headquartered in Pymont, Australia.</p>
Paycom Software, Inc.	<p>Paycom Software, Inc. provides cloud-based human capital management (HCM) solution delivered as software-as-a-service for small to mid-sized companies in the United States. It offers functionality and data analytics that businesses need to manage the employment life cycle from recruitment to retirement. The company's HCM solution provides a suite of applications in the areas of talent acquisition, including applicant tracking, candidate tracker, background checks, onboarding, e-verify, and tax credit services; and time and labour management, such as time and attendance, scheduling/schedule exchange, time-off requests, labour allocation, labour management reports/push reporting, geofencing/geotracking, and Microfence, a proprietary Bluetooth. Its HCM solution also offers payroll applications comprising better employee transaction interface, payroll and tax management, payroll card, Paycom pay, expense management, mileage tracker/fixed and variable rates, garnishment management, and GL concierge applications; and talent management applications that include employee self-service, compensation budgeting, performance management, position management, and Paycom learning and content subscriptions, as well as my analytics, which offer employment predictor reporting. In addition, its HCM solution provides manager on-the-go that gives supervisors and managers the ability to perform a variety of tasks, such as approving time-off requests and expense reimbursements; direct data exchange; ask here, a tool for direct line of communication to ask work-related questions; document and checklist; government and compliance; benefits administration/benefits to carrier; COBRA administration; personnel action and performance discussion forms; surveys; and affordable care act applications, as well as Clue, which securely collect, track, and manage the vaccination and testing data of the workforce. Paycom Software, Inc. was founded in 1998 and is headquartered in Oklahoma City, Oklahoma.</p>
Paylocity Holding Corporation	<p>Paylocity Holding Corporation provides cloud-based human capital management and payroll software solutions for workforce in the United States. The company offers Payroll and Tax Services solution to simplifies payroll, automates processes, and manages compliance requirements within one system; and expense management, on demand payment, and garnishment solutions. It also provides human capital management and employee self-service solutions, document library, compliance dashboard, and HR edge; time and attendance solution; schedule tracking services; and time collection devices, including kiosks, time clocks, and mobile and web applications. In addition, the company offers talent management solutions comprising recruiting and onboarding, as well as learning, performance, and compensation management; employee benefits management and third-party administrative solutions; employee experiences solutions, including community, premium video, survey, and peer recognition; and insights and recommendations solutions, such as modern workforce index, data insights, and reporting. Further, it provides implementation and training, client, and tax and regulatory services. The company serves for-profit and non-profit organizations across industries, including business services, financial services, healthcare, manufacturing, restaurants, retail, technology, and others. It sells its products through sales representatives. The company was founded in 1997 and is headquartered in Schaumburg, Illinois.</p>



**Trading comparable**
**Business description**

Workiva Inc.

Workiva Inc., together with its subsidiaries, provides cloud-based compliance and regulatory reporting solutions worldwide. The company offers Workiva platform that offers controlled collaboration, data linking, data integrations, granular permissions, process management, and full audit trail services; and provides tools that enables customers to connect data from enterprise resource planning, governance risk and compliance, human capital management, and customer relationship management systems, as well as from other third-party cloud and on-premise applications. It serves public and private companies, government agencies, and higher-education institutions. The company was founded in 2008 and is headquartered in Ames, Iowa.

Paycor HCM, Inc.

Paycor HCM, Inc., through its subsidiaries, provides software-as-a-service (SaaS) human capital management (HCM) solutions for small and medium-sized businesses (SMBs) primarily in the United States. It offers cloud-native platform to address the comprehensive people management needs of SMB leaders. The company's SaaS based people management products include Cor HCM, a complete suite of HCM tools spanning HR, onboarding, payroll, compensation management, employee surveys, expenses, and reporting and analytics; Workforce Management, a solution with flexible time entry, overtime calculations, and scheduling capabilities with real-time payroll synchronization; Benefits Administration, a decision support solution to help leaders to streamline and optimize company's benefits administration; and Talent Management, an integrated compensation and performance management solution. It serves manufacturing, healthcare, restaurant, retail, professional services, non-profit, and education industries through its direct sales teams. The company was founded in 1990 and is headquartered in Cincinnati, Ohio.

Asure Software, Inc.

Asure Software, Inc. provides cloud-based human capital management solutions the United States. It helps various small and mid-sized businesses to build productive teams to help them stay compliant and allocate resources to grow their business. The company's solutions include Asure Payroll & Tax, an integrated cloud-based solution automates regulations associated with payroll and taxes, including wages, benefits, overtime, garnishments, tips, direct deposits, and fair labour standard act, as well as federal, state, and local payroll taxes; Asure (human resource) HR, a cloud-based functionality that handles HR complexities, such as employee self-service that enable employees to access information, pay history, and company documents; and Asure Time & Attendance that provides cost savings and return on investment gains come in the form of strategic use of labour dollars and the elimination of time theft. It also provides HR services that offers services comprising on-demand HR resource library, phone and email support for any HR issues, and compliance and policy updates; support for strategic HR decision making; and HR outsourcing solution, as well as data integration with related third-party systems, such as 401(k), benefits, and insurance provider systems. Asure Software, Inc. was incorporated in 1985 and is headquartered in Austin, Texas.

Source: S&amp;P Capital IQ

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## F. Comparable transactions

**Table 26 LiveHire comparable transactions target companies' business description**

Trading comparable	Business description
Xref Ltd	Xref Ltd is a software company engaged with the development of cloud-based pre-employment reference checks.
IntelliHR Ltd	IntelliHR Ltd is a software company offering a people management platform offering centralized HR data, automation of processes, HR analytics, compliance, team management, performance, engagement and feedback, employee retention, and onboarding solutions
Elmo Software Limited	ELMO provides human capital management (HCM) solutions to small businesses and mid-market organisations primarily in ANZ and the UK.
PayGroup Limited	PayGroup Limited provides payroll and human capital management (HCM) solutions in Australia, New Zealand, and Asia. It operates through 3 segments: PayAsia, Astute, and IWS. The PayAsia segment provides Software with a Service (SaaS) payroll solutions; HCM platform; payroll treasury, lodgement, and other payroll related services; and SaaS payroll outsourcing services. The Astute segment offers SaaS payroll and workforce management solutions. The IWS segment provides a cloud-based platform that delivers rostering, payroll, and accounting services specializing in solutions for the franchise sector. The company was formerly known as PeoplesHR Limited. PayGroup Limited was incorporated in 2017 and is headquartered in Melbourne, Australia. As of November 9, 2022, PayGroup Limited operates as a subsidiary of Deel, Inc..
PhoenixHRIS	PhoenixHRIS offers a cloud-based application for online recruitment management, including job requisition, video screening, candidate testing, verification, and onboarding. PhoenixHRIS was founded in 2002 and is based in Sydney, Australia. As of March 17, 2022, PhoenixHRIS operates as a subsidiary of ReadyTech Holdings Limited.
Astute One Limited	Astute One Limited designs and develops a software for human capital management service. The company was founded in 2016 and is based in Melbourne, Australia. As of November 14, 2019, Astute One Limited operates as a subsidiary of PayGroup Limited.
HROnboard Pty Ltd	HROnboard Pty Ltd provides cloud based employee onboarding software. The company was founded in 2012 and is based in Ringwood, Australia. As of January 31, 2019, HROnboard Pty Ltd operates as a subsidiary of Elmo Software Limited.
HireRight Holdings Corp	HireRight Holdings Corp is company that provides web-based employment screening services.
Limeade Inc.	Limeade Inc. is a software company engaged with providing software to companies to help employees reach wellness goals.
Alight Holding Company, LLC	Alight Holding Company, LLC provides cloud-based integrated digital human capital and business solutions worldwide. Its solutions enable employees to enrich their health, wealth, and wellbeing that helps organizations achieve a high-performance culture. The company is based in Lincolnshire, Illinois. As of July 2, 2021, Alight Holding Company, LLC operates as a subsidiary of Alight, Inc.
UKG Inc.	UKG Inc. develops and offers cloud-based human capital management and employee experience solutions for enterprises and mid-market companies in the strategic market in the United States, Canada, Europe, the Asia Pacific, and internationally. It offers UKG Pro, a human capital management software that features human resources (HR), payroll, talent, workforce management, HR service delivery, compliance, and reporting and analytics solutions; UKG Dimensions, a workforce management solution that provides time and attendance, scheduling, analytics, and compliance solutions; and UKG Ready, an HR technology for smaller teams. The company also provides professional, customer support, and product maintenance services. It serves manufacturing, food services, sports, technology, finance, insurance, retail, real estate, transportation, communications, healthcare, and other services industries primarily through a direct sales force. UKG Inc. was formerly known as The Ultimate Software Group, Inc. and changed its name to UKG Inc. in October 2020. The company was founded in 1990 and is based in Weston, Florida. It has additional locations in Lowell, Massachusetts; New York, New York; Montreal, Kelowna, and Toronto, Canada; México; London and Bracknell, United Kingdom; Amsterdam, Netherlands; Paris and Vandœuvre-lès-Nancy, France; Zellik, Belgium; Munich and Stuttgart, Germany; Madrid, Spain; Abu Dhabi, United Arab Emirates; Geneva, Switzerland; New South Wales, Australia; Bangalore, Noida, and Mumbai, India; Singapore.

Sources: S&P Capital IQ and MergerMarket

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## Annexure 2 – ASX Announcements

The following table lists the announcements made to ASX by LiveHire over the period between 16 September 2024 and the Last Practicable Date.

Date	Title
16 September 2024	Corporate Governance Statement
16 September 2024	Appendix 4G
16 September 2024	Annual Report
16 September 2024	Supplementary Target's Statement
23 September 2024	Notification of cessation of securities - LVH
23 September 2024	Supplementary Target's Statement
25 September 2024	Change in substantial holding
25 September 2024	Change in substantial holding
26 September 2024	Application for quotation of securities - LVH
26 September 2024	Conversion of employee equity
26 September 2024	Change in substantial holding
26 September 2024	Supplementary Target's Statement
30 September 2024	Change in substantial holding
30 September 2024	Supplementary Bidder's Statement
30 September 2024	Supplementary Target's Statement
30 September 2024	Change in substantial holding
30 September 2024	Change in substantial holding
1 October 2024	Supplementary Target's Statement
2 October 2024	Appendix 3Y
2 October 2024	Appendix 3Z
2 October 2024	Appendix 3Z
2 October 2024	Appendix 3Z
2 October 2024	Application for quotation of securities - LVH
2 October 2024	Notification of cessation of securities - LVH
3 October 2024	Notification of AGM date
3 October 2024	Appendix 3X
3 October 2024	Appendix 3X
3 October 2024	Appendix 3X

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Date	Title
3 October 2024	LiveHire Board Changes
7 October 2024	Supplementary Target's Statement
8 October 2024	Becoming a substantial holder
9 October 2024	Change in registered address
9 October 2024	Cleansing Statement
9 October 2024	Change in substantial holding
11 October 2024	Supplementary Bidder's Statement
14 October 2024	Change in substantial holding
15 October 2024	Amended Substantial Holder Notice
15 October 2024	Ceasing to be a substantial holder
23 October 2024	Redundancy of LiveHire CEO
28 October 2024	Cleansing Statement
28 October 2024	Entitlement Offer Booklet
28 October 2024	LiveHire announces \$3.54m Entitlement Offer
28 October 2024	Proposed issue of securities - LVH
29 October 2024	Notice of Annual General Meeting
29 October 2024	Letter to Shareholders re Annual General Meeting
31 October 2024	Quarterly Activities/Appendix 4C Cash Flow Report
5 November 2024	Entitlement Offer Opens
15 November 2024	ASIC approval of nominee for Entitlement Offer
21 November 2024	Change of Chief Financial Officer
21 November 2024	LiveHire successfully completes Entitlement Offer
21 November 2024	Application for quotation of securities - LVH
22 November 2024	Change in substantial holding
25 November 2024	Broker Announcement - on market takeover
25 November 2024	Humanforce Bidder's Statement
25 November 2024	Change in substantial holding
25 November 2024	LiveHire recommends all cash takeover offer from Humanforce
25 November 2024	Change in substantial holding
26 November 2024	Announcement - s 635(1) Item 8

Date	Title
27 November 2024	Notification of cessation of securities - LVH
29 November 2024	Results of Annual General Meeting
3 December 2024	Supplementary Bidder's Statement
3 December 2024	Retirement of auditor
6 December 2024	Extension of Time for Dispatch of Target's Statement