



LiveTiles | Your digital workplace

LiveTiles Limited

ACN 066 139 991

Notice of Annual General Meeting

Explanatory Statement

Proxy Form

Time: 2:00pm (Sydney time)

Date: Wednesday, 22 November 2017

Place: Whittens & McKeough
Level 29, 201 Elizabeth Street
Sydney NSW 2000

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting. Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61 2) 8072 1400.



WHITTENS & McKEOUGH
LAWYERS AND CONSULTANTS

Whittens McKeough & Sundaraj Pty Ltd
ACN 147 418 942
Level 29, 201 Elizabeth Street,
Sydney NSW 2000
Tel: (02) 8072 1400
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Venue

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 2:00pm (Sydney time) on Wednesday, 22 November 2017 at Whittens & McKeough, Level 29, 201 Elizabeth Street, Sydney NSW 2000.

Your vote is important

The business of the Annual General Meeting affects your shareholding and your vote is important.

Voting in person

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and either:

1. deliver the Proxy Form:
 - (a) by hand to:
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
 - (b) by post to:
LiveTiles Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia; or
2. by facsimile to +61 2 9287 0309; or
3. lodge online at www.linkmarketservices.com.au, instructions as follows:
Select 'Investor Login' and enter LiveTiles Limited or the ASX code LVT in the Issuer name field, your Security Reference Number (SRN) or Holder Identification Number (HIN) (which is shown on the front of your proxy form), postcode and security code which is shown on the screen and click 'Login'. Select the 'Voting' tab and then follow the prompts. You will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the website.

Your Proxy Form must be received not later than 48 hours before the commencement of the Meeting.

Proxy Forms received later than this time will be invalid.

Notice of annual general meeting

Notice is hereby given that an Annual General Meeting of Shareholders of LiveTiles Limited ACN 066 139 991 will be held at 2:00pm (Sydney time) on Wednesday, 22 November 2017 at Whittens & McKeough, Level 29, 201 Elizabeth Street, Sydney NSW.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement forms part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 7:00pm (Sydney time) on Monday, 20 November 2017. Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

Agenda

Ordinary business

Financial statements and reports

“To receive and to consider the Annual Financial Report of the Company for the financial year ended 30 June 2017 together with the declaration of the Directors, the Directors’ Report, the Remuneration Report and the Auditor’s Report for that financial year.”

Note: This item of ordinary business is **for discussion only and is not a resolution**.

However, pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

Resolutions

Part A: Remuneration report

1. Resolution 1 – Adoption of remuneration report

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the remuneration report as contained in the Company’s Annual Financial Report for the financial year ended 30 June 2017.”

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement: In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Company’s key management personnel (including the Directors), whose remuneration details are included in the Remuneration Report (**KMP**), or any of that person’s Closely Related Parties (such as close family members and any controlled companies of those persons) (collectively referred to as **Restricted Voter**). However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; and
- (b) it is not cast on behalf of a Restricted Voter.

If you appoint the person chairing the Meeting (**Chair**) and you are not a Restricted Voter, by submitting the Proxy Form you authorise the person chairing the Meeting to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP, and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of Resolution 1. If you do not want your vote exercised in favour of Resolution 1, you should direct the person chairing the Meeting to vote “against”, or to abstain from voting on, this Resolution.

Part B: Re-election of directors

2. Resolution 2 – Re-election of Mr Peter Nguyen-Brown as director

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That Peter Nguyen-Brown, a Director who retires by rotation in accordance with the Company’s Constitution and ASX Listing Rule 14.4, and being eligible offers himself for re-election as a Director of the Company.”

3. Resolution 3 – Election of Mr Andrew McKeon as director

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That Andrew McKeon, a Director appointed as an additional Director and holding office until the next general meeting of the Company after his appointment in accordance with the Company’s Constitution and ASX Listing Rule 14.4, be re-elected as a Director of the Company.”

4. Resolution 4 – Election of Ms Cassandra Kelly as director

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That Cassandra Kelly, a Director appointed as an additional Director and holding office until the next general meeting of the Company after her appointment in accordance with the Company’s Constitution and ASX Listing Rule 14.4, be re-elected as a Director of the Company.”

Part C: ASX Listing Rule 7.1A

5. Resolution 5 – ASX Listing Rule 7.1A approval of future issue of securities

To consider and, if thought fit, to pass with or without amendment, the following resolution as a **special resolution**:

“That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, the Shareholders approve the issue of equity securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting exclusion statement: The Company will disregard any votes cast on Resolution 5 by:

- (a) a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities if the resolution is passed; and
- (b) an Associate of those persons.

However, the Company will not disregard a vote if:

- (i) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (ii) it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Part D: Ratification of Prior Issue of Shares

6. Resolution 6 – Ratification of Prior Issue of Shares

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders of the Company ratify the allotment and prior issue of:

- (a) 58,888,889 fully paid ordinary shares at an issue price of 18 cents (\$0.18) per share, which were issued on 8 August 2017; and*
- (b) 329,155 fully paid ordinary shares at an issue price of 18 cents (\$0.18) per share, which were issued on 7 September 2017,*

on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of the Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast on Resolution 6 by:

- (a) a person who participated in the issue or received the Shares subject of this Resolution;
- (b) an Associate of those persons.

However, the Company will not disregard a vote if:

- (i) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (ii) it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Part E: Approval of aggregate amount of directors' fees

7. Resolution 7 – Approval of aggregate amount of directors' fees

To consider and if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 10.17 and for all other purposes, the maximum aggregate amount of remuneration that may be paid to the Company's non-executive directors in any financial year is increased by \$200,000, from \$300,000 to \$500,000, effective immediately.”

Voting exclusion statement: The Company will disregard any votes cast on Resolution 7 by:

- (a) any Directors of the Company or an associate of a Director, regardless of the capacity in which the vote is cast; and
- (b) as a proxy by a person who is a member of the Company's KMP at the date of this Meeting or their closely related parties.

However, the Company will not disregard a vote if:

- (i) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (ii) it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Part F: Approval for Directors to Participate in Placement

8. Resolution 8 – Related Party Approval of Issue of Shares to Karl Redenbach

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 694,444 Shares to Mr Karl Redenbach (or his nominee), an Executive Director of the Company on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of the Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast on Resolution 8 by:

- (a) Mr Karl Redenbach (or his nominee);
- (b) a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities if this resolution is passed; and
- (c) an Associate of any person described in (a) or (b).

However, the Company will not disregard a vote if:

- (i) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (ii) it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

9. Resolution 9 – Related Party Approval of Issue of Shares to Peter Nguyen-Brown

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 694,444 Shares to Mr Peter Nguyen-Brown (or his nominee), an Executive Director of the Company on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of the Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast on Resolution 9 by:

- (a) Mr Peter Nguyen-Brown (or his nominee);
- (b) a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities if this resolution is passed; and
- (c) an Associate of any person described in (a) or (b).

However, the Company will not disregard a vote if:

- (i) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (ii) it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

10. Resolution 10 – Related Party Approval of Issue of Shares to Andrew Gray

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 555,556 Shares to Mr Andrew Gray (or his nominee), a Non-Executive Chairman and Director of the Company on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of the Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast on Resolution 10 by:

- (a) Mr Andrew Gray (or his nominee);
- (b) a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities if this resolution is passed; and
- (c) an Associate of any person described in (a) or (b).

However, the Company will not disregard a vote if:

- (i) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (ii) it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

11. Resolution 11 – Related Party Approval of Issue of Shares to Andrew McKeon

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 277,778 Shares to Mr Andrew McKeon (or his nominee), a Non-Executive Director of the Company on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of the Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast on Resolution 11 by:

- (a) Mr Andrew McKeon (or his nominee);
- (b) a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities if this resolution is passed; and
- (c) an Associate of any person described in (a) or (b).

However, the Company will not disregard a vote if:

- (i) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (ii) it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Dated: 16 October 2017

BY ORDER OF THE BOARD

Andrew Whitten
Company Secretary

Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 2:00pm (Sydney time) on Wednesday, 22 November 2017 at Whittens & McKeough, Level 29, 201 Elizabeth Street, Sydney, NSW.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the Annual General Meeting are set out below.

Agenda

Ordinary business

Financial statements and reports

In accordance with the Constitution, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 30 June 2017 together with the declaration of the Directors, the Director's Report, the Remuneration Report and the Auditor's Report.

In accordance with the amendments to the Corporations Act, the Company is no longer required to provide a hard copy of the Company's Annual Financial Report to Shareholders unless a Shareholder has specifically elected to receive a printed copy. These amendments may result in reducing the Company's printing costs.

Whilst the Company will not provide a hard copy of the Company's Annual Financial Report unless specifically requested to do so, Shareholders may view the Company Annual Financial Report on its website at www.livetiles.nyc/investors/.

No resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the management and performance of the Company.

Resolutions

Part A: Remuneration report

Resolution 1 – Adoption of remuneration report

In accordance with section 250R(2) of the Corporations Act, the Company is required to present to its Shareholders the Remuneration Report as disclosed in the Company's Annual Financial Report.

The vote on the Resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's Annual Financial Report and is also available on the Company's website at www.livetiles.nyc/investors/.

However, if at least 25% of the votes cast are against the adoption of the Remuneration Report at the Meeting (subject of this Notice of Meeting), and then again at the 2018 Annual General Meeting (**2018 AGM**), the Company will be required to put to the vote a resolution (**Spill Resolution**) at the 2018 AGM to approve the calling of a further meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the Spill Meeting within 90 days of the 2018 AGM. All of the Directors who were in office when the 2018 Directors' Report was approved, other than the Managing Director, will (if desired) need to stand for re-election at the Spill Meeting.

The Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to KMPs (including Directors) and sets out remuneration details, service agreements and the details of any share-based compensation.

Voting

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, the Directors and other Restricted Voters must not vote on this Resolution and must not cast a vote as proxy, unless the appointment gives a direction on how to vote, or the proxy is given to the Chair and you submit the Proxy Form, authorising the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP and that in doing so you will be taken to have directed him to vote in accordance with his stated intention to vote in favour of Resolution 1.

Shareholders are urged to read carefully the Proxy Form and to provide a direction to the proxy on how to vote on this Resolution.

Part B: Re-election of directors

Resolution 2 – Re-election of Mr Peter Nguyen-Brown

The Company's Constitution requires that if the Company has 3 or more Directors, a third (or the number of Directors nearest to one third) of those Directors must retire at each annual general meeting, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re election. The Directors to retire at an annual general meeting are those who have been longest in office since their last election. Where 2 or more Directors have served equally the longest, the retiring Director is determined either amongst the Directors, or by drawing lots.

Mr Peter Nguyen-Brown was appointed a Director of the Company on 25 August 2015, and has since served as a Director of the Company.

Under this Resolution, Mr Nguyen-Brown seeks election at this AGM.

Peter has 20 years' experience in technology consulting and software development. Peter co-founded the LiveTiles concept, together with Karl Redenbach, in 2012. Peter was formerly Chief Operating Officer and co-founder of the nSynergy Group, a global technology consulting business. Peter holds a Bachelor of Applied Science in Computer Science and Software Engineering from Swinburne University.

Directors' recommendation

The Directors (excluding Mr Nguyen-Brown) recommend that Shareholders vote for this Resolution 2.

Resolution 3 – Election of Mr Andrew McKeon

The Company's Constitution provides the Board may at any time appoint any person to be a Director provided that the total number of Directors does not exceed 9 (**Additional Director**). Clause 14.4 of the Company's Constitution and ASX Listing Rule 14.4 also provides each Additional Director appointed during the year is to hold office until the next general meeting and is then eligible for election as a Director of the Company.

Mr Andrew McKeon was appointed an Additional Director of the Company on 1 April 2017 and has since served as a Director of the Company.

Under this Resolution, Mr McKeon seeks election at this AGM.

Andrew has over 25 years of global marketing experience and is currently a senior executive at Facebook and Instagram, where he manages Facebook's and Instagram's largest customers including Amazon, Nike and Apple. Previously Andrew was creative director at Apple where he helped launch a number of Apple's most innovative products. Andrew holds a Bachelor of Economics degree from Monash University.

based in San Francisco. Andy's team manages relationships with Facebook's most important customers,

Directors' recommendation

The Directors (excluding Mr McKeon) recommend that Shareholders vote for this Resolution 3.

Resolution 4 – Election of Ms Cassandra Kelly

Ms Cassandra Kelly was appointed an Additional Director of the Company on 5 September 2017 and has since served as a Director of the Company.

Under this Resolution, Ms Kelly seeks election at this AGM.

Cassandra has over 22 years of experience in leadership and executive roles at global organisations, including GMAC Commercial Mortgage, Deutsche Bank, HSBC and McKinsey. Cassandra is the founder of Pottinger Global, a global advisory firm combining expertise in strategy, innovation, financial analysis, M&A advisory and big data analytics. She is an expert advisor to the B20, providing guidance on matters including innovation, digitisation, entrepreneurship and growth and has addressed multiple forums, including the G20 Finance Ministers and the Reserve Bank Governor's Meeting. Cassandra holds a number of director and Chair positions and is the current Chair of Treasury Corporation Victoria and a former director of Flight Centre.

Cassandra has been voted one of Australia's top 10 chairs in 2017 by The Australian and was recognised by the Australian Financial Review/Westpac 100 Women of Influence Awards (2012) as one of the 10 most influential women in boards and management in Australia. She is based in New York City.

Directors' recommendation

The Directors (excluding Ms Kelly) recommend that Shareholders vote for this Resolution 4.

Part C: ASX Listing Rule 7.1A

Resolution 5 – ASX Listing Rule 7.1A approval of future issue of securities

Under Listing Rule 7.1A, certain companies may seek Shareholder approval by special resolution passed at an annual general meeting to have the additional capacity to issue equity securities (which must be in the same class as an existing quoted class of equity securities of the Company) which do not exceed 10% of the existing ordinary share capital without further Shareholder approval. The ability of the Company to make an issue under Listing Rule 7.1A is in addition to its 15% placement capacity under Listing Rule 7.1.

Approval under this Resolution is sought for the Company to issue equity securities under Listing Rule 7.1A.

If this Resolution is approved the Company may make an issue of equity securities under Listing Rule 7.1A at any time (either on a single date or progressively) up until the earlier of:

- (a) the date which is 12 months after the date of the 2017 Annual General Meeting; or
- (b) the date on which Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

or such longer period if allowed by the ASX.

Accordingly, the approval given if this Resolution is passed will cease to be valid on the earlier of 22 November 2018 or the date on which holders of the Company's ordinary securities approve a transaction under Listing Rules 11.1.2 or 11.2.

At the date of this Explanatory Statement, the Company is an 'eligible entity', and therefore able to seek approval under Listing Rule 7.1A, as it is not included in the S&P/ASX300 and has a market capitalisation less than the amount prescribed by ASX (currently \$300 million). If at the time of the Annual General Meeting the Company is no longer an eligible entity this Resolution will be withdrawn.

The maximum number of equity securities which may be issued in the capital of the Company under the approval sought by this Resolution will be determined in accordance with the following formula prescribed in Listing Rule 7.1A.2:

(A x D) – E

where:

A is the number of fully paid shares on issue 12 months before the date of issue or agreement to issue:

- (i) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- (ii) plus the number of partly paid shares that became fully paid in the 12 months;
- (iii) plus the number of fully paid shares issued in the 12 months with approval of the holders of shares under Listing Rules 7.1 and 7.4 (this does not include an issue of fully paid ordinary shares under the entity's 15% placement capacity without Shareholder approval); and
- (iv) less the number of fully paid shares cancelled in the 12 months.

D is 10%.

E is the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of Shareholders under Listing Rules 7.1 or 7.4.

The ability of the Company to make an issue under Listing Rule 7.1A is in addition to its 15% placement capacity under Listing Rule 7.1. The effect of this Resolution 5 will be to allow the Company to issue equity securities under Listing Rule 7.1A without using the Company's 15% placement capacity under Listing Rule 7.1.

As at 27 September 2017, the Company has on issue 446,927,073 ordinary shares and therefore has capacity to issue:

- (a) subject to Shareholder approval being obtained for Resolution 6 of this Notice, 67,039,060 equity securities under Listing Rule 7.1; and
- (b) subject to Shareholder approval being sought under this Resolution 5, 44,692,707 equity securities under Listing Rule 7.1A.

The issue price of the equity securities issued under Listing Rule 7.1A will be determined at the time of issue. The minimum price at which the equity securities the subject of this Resolution will be issued is 75% of the volume weighted average market (closing) price (**VWAP**) of the Company's equity securities in that class over the 15 days on which trades in that class were recorded immediately before either:

- (a) the date on which the price at which the equity securities are to be issued is agreed; or
- (b) if the equity securities are not issued within 5 ASX trading days of the date in paragraph (a) the date on which the securities are issued.

If this Resolution is approved, and the Company issues equity securities under Listing Rule 7.1A, the existing Shareholders' voting power in the Company will be diluted. There is a risk that:

- (a) the market price for the Company's equity securities may be significantly lower on the issue date than on the date of the approval of this Resolution; and
- (b) the equity securities issued under Listing Rule 7.1A may be issued at a price that is at a discount (as described above) to the market price for the Company's equity securities on the issue date;

which may have an effect on the amount of funds raised by the issue.

The table set out below shows the dilution of existing Shareholders on the basis of:

- The market price of the Company's ordinary shares and the number of ordinary securities as at 27 September 2017.
- Two examples where the number of ordinary shares on issue ("A") has increased, by 50% and 100%. The number of ordinary shares on issue may increase as a result of issues of ordinary shares that do not require Shareholder approval (for example, pro-rata entitlements issues) or as a result of future specific placements under Listing Rule 7.1 that are approved by Shareholders.
- Two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the market price as at 27 September 2017.

Variable "A" ASX Listing Rule 7.1A.2		Dilution		
		\$0.095 50% decrease in issue price	\$0.19 issue price **	\$0.38 100% increase in issue price
"A" is the number of shares on issue, being 446,927,073 *** shares	10% voting dilution	44,692,707	44,692,707	44,692,707
	Funds raised	\$4,245,807	\$8,419,614	\$16,983,229
"A" is a 50% increase in shares on issue, being 670,390,610 *** shares	10% voting dilution	67,039,061	67,039,061	67,039,061
	Funds raised	\$6,368,711	\$12,737,421	\$25,474,843
"A" is a 100% increase in shares on issue, being 893,854,146 *** shares *	10% voting dilution	89,385,414	89,385,414	89,385,414
	Funds raised	\$8,491,614	\$16,983,229	\$33,966,457

Notes:

- (i) The table assumes that the Company issues the maximum number of equity securities available under Listing Rule 7.1A.
- (ii) The table assumes that no options are exercised in ordinary shares before the date of the issue of equity securities under Listing Rule 7.1A.
- (iii) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of issues of equity securities under Listing Rule 7.1A based on that Shareholder's holding at the date of this Explanatory Statement.
- (iv) The table shows the effect of an issue of equity securities under Listing Rule 7.1A, not under the Company's 15% placement capacity under Listing Rule 7.1.
- (v) The issue of equity securities under the Listing Rule 7.1A consists only of ordinary shares. If the issue of equity securities includes options, it is assumed that those options are exercised into ordinary shares for the purposes of calculating the voting dilution effect on existing Shareholders.
- * Any issue of equity securities is required to be made in accordance with the Listing Rules. Any issue made other than under the Company's 15% capacity (Listing Rule 7.1) or the Company's additional 10% capacity (Listing Rule 7.1A) and not otherwise made under an exception in Listing Rule 7.2 (for example, a pro-rata rights issue) would require Shareholder approval.
- ** Based on the closing price of the Company's Shares on ASX on 27 September 2017.
- *** Based on the Company's Share structure as at 27 September 2017.

If this Resolution is approved the Company will have the ability to issue up to 10% of its issued capital without further Shareholder approval and therefore allow it to take advantage of opportunities to obtain further funds if required and available in the future.

As at the date of this Explanatory Statement, the Company has not formed an intention to offer any equity securities under Listing Rule 7.1A to any particular person or at any particular time. The total amount that may be raised by the issue of equity securities under Listing Rule 7.1A will depend on the issue price of the equity securities which will be determined at the time of issue. In some circumstances, the Company may issue equity securities under Listing Rule 7.1A for non-cash consideration (for example, in lieu of cash payments to consultants, suppliers or vendors). While the Company has not formed an intention to offer any equity securities under Listing Rule 7.1A, some of the purposes for which the Company may issue equity securities under Listing Rule 7.1A include (but are not limited to):

- (a) raising funds to further develop the Company's business;
- (b) raising funds to be applied to the Company's working capital requirements;
- (c) acquiring assets. In these circumstances, the issue of the ordinary shares may be made in substitution for the Company making a cash payment for the assets; and
- (d) paying service providers or consultants of the Company.

Details regarding the purposes for which any particular issue under Listing Rule 7.1A is made will be more fully detailed in an announcement to the ASX made pursuant to Listing Rule 7.1A.4 and Listing Rule 3.10.5A at the time the issue is made. The identity of the allottees of equity securities under Listing Rule 7.1A will be determined at the time the Company decides to make an issue having regard to a number of factors including:

- (a) the capital raising and acquisition opportunities available to the Company and any alternative methods for raising funds or acquiring assets that are available to the Company;
- (b) the potential effect on the control of the Company;
- (c) the Company's financial situation and the likely future capital requirements; and
- (d) advice from the Company's corporate or financial advisors.

Offers made under Listing Rule 7.1A may be made to parties including professional and sophisticated investors, existing Shareholders of the Company, clients of Australian Financial Service Licence holders and/or their nominees, or any other person to whom the Company is able to make an offer of equity securities.

The allocation policy the Company may adopt for a particular issue of equity securities under Listing Rule 7.1A and the terms on which those equity securities may be offered will depend upon the circumstances existing at the time of the proposed capital raising under Listing Rule 7.1A. Subject to the requirements of the Listing Rules and the Corporations Act, the Directors reserve the right to determine at the time of any issue of equity securities under Listing Rule 7.1A, the allocation policy that the Company will adopt for that issue.

As the Company has previously obtained Shareholder approval under Listing Rule 7.1A, it is required by Listing Rule 7.3A.6 to provide details of all issues of securities in the 12 months preceding the date of the Meeting. The details of all issues of Securities by the Company during the 12 months preceding the date of the Meeting are detailed below:

Number/Class of equity securities issued	Terms and Purpose of issue	Price and discount to closing market price on the date of issue (if any)	Consideration details	Allottees of the Securities
<i>Securities issued on 2 June 2017</i>				
300,000 fully paid ordinary shares. The shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company	Issue of shares under the Company's management incentive plan	Deemed issue price of 24.5 cents per share. No discount.	N/A – issued for nil cash consideration.	Invited participants under the management incentive plan
<i>Securities issued on 7 July 2017</i>				
800,000 fully paid ordinary shares. The shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.	Exercise of options	Exercise price of 10 cents per option. Share price on the date of issue was 23.5 cents, which represents a discount of 57.45%.	Cash consideration of \$80,000. All of these funds have been used by the Company for working capital purposes.	Optionholder
<i>Securities issued on 8 August 2017</i>				
58,888,889 fully paid ordinary shares. The shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.	Issue of shares to sophisticated and professional investors under a placement	Issue price of 18 cents per share. Share price on the date of issue was 22 cents, which represents a discount of 18.18%.	Cash consideration of \$10,600,000. All of the funds remain, which will be used to raise to accelerate global growth and working capital purposes.	Sophisticated and professional investors
<i>Securities issued on 6 September 2017</i>				
5,226,354 fully paid ordinary shares. The shares were fully paid on issue and	Issue of shares to eligible shareholders under a share purchase plan	Issue price of 18 cents per share. Share price on the date of issue was 19	Cash consideration of \$940,743.72. All of the funds remain, which will be	Eligible shareholders under the share purchase plan

ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.		cents, which represents a discount of 5.26%.	for working capital purposes.	
<i>Securities issued on 7 September 2017</i>				
329,155 fully paid ordinary shares. The shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.	Issue of shares to a sophisticated investor under a placement	Exercise price of 18 cents per option. No discount.	Cash consideration of \$95,000. All of the funds remain, which will be for working capital purposes.	Sophisticated investor
3,000,000 fully paid ordinary shares. The shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.	Exercise of options	Exercise price of 10 cents per option. Share price on the date of issue was 18 cents, which represents a discount of 44.44%.	Cash consideration of \$300,000. All of the funds remain, which will be for working capital purposes.	Optionholder

Total equity securities issued in previous 12 months	68,544,398
Percentage total equity securities issued in previous 12 months* represent of the total number of equity securities on issue at the commencement of that 12 month period	17.86%

*Based on Company's fully diluted capital structure as at date of 2016 Annual General Meeting

This Resolution is a special resolution. For a special resolution to be passed, at least 75% of the votes validly cast on the resolution by Shareholders (by number of ordinary shares) must be in favour of this Resolution.

Part D: Ratification of Prior Issue of Shares

Resolution 6 – Ratification of Prior Issue of Shares

Background

On 2 August 2017, it was announced that:

- (a) the Company would be raising \$11 million in two tranches via the issue of 61,111,111 Shares at an issue price of 18 cents (\$0.18) per Share (**Placement**); and
- (b) the Company would be launching a share purchase plan (**SPP**) to raise a maximum of \$1 million via the issue of Shares at an issue price of 18 cents (\$0.18) per Share.

The first tranche of the Placement of 58,888,889 Shares (raising \$10.6 million, before costs) was completed on 8 August 2017 by utilising the Company's existing capacity under Listing Rules 7.1 and 7.1A.

On 4 September 2017, the Company announced that it had raised \$1 million via the SPP which had closed raising \$940,572 and an additional top-up placement for \$59,428 to a sophisticated investor.

The top-up placement was conducted on the same terms as the Placement, and was completed on 7 September 2017 by utilising the Company's existing capacity under Listing Rule 7.1, resulting in the issue of 329,155 Shares at an issue price of price of 18 cents (\$0.18) per Share.

Resolution 6 seeks Shareholder approval to approve and ratify the previous allotment of:

- (a) 58,888,889 Shares issued on 8 August 2017; and
- (b) 329,155 Shares issued on 7 September 2017,

which were issued utilising the Company's existing capacity under ASX Listing Rules 7.1 and 7.1A.

ASX Listing Rules 7.1 and 7.1A

ASX Listing Rule 7.1 allows the Board of an ASX listed entity to issue up to 15% of the Company's issued capital in any 12 month period without the approval of the Shareholders of the Company. Separately, the Company sought and obtained Shareholder approval at its 2016 annual general meeting to issue up to a further 10% (in addition to the 15% under Listing Rule 7.1) of the Company's issued capital under ASX Listing Rule 7.1A.

ASX Listing Rule 7.4 provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to Listing Rules 7.1 and 7.1A (and provided that the previous issue did not breach Listing Rule 7.1 and/or 7.1A), those securities will be deemed to have been made with Shareholder approval for the purposes of Listing Rules 7.1 and 7.1A.

The effect of approval of this Resolution 6 is to allow the Board of the Company to issue additional securities within the 15% limit under Listing Rule 7.1 and within the additional 10% limit under Listing Rule 7.1A after this Resolution is adopted, instead of having to wait 12 months after the issue (insofar as Listing Rule 7.1 is concerned) and instead of having to wait until Shareholder approval is obtained at the next annual general meeting for the additional 10% capacity under Listing Rule 7.1A (insofar as Listing Rule 7.1A is concerned).

Information required by ASX Listing Rule 7.5

The following information in relation to the prior issue of the Shares under the first tranche of the Placement is provided to Shareholders for the purposes of Listing Rule 7.5:

- (a) The Company issued:
 - (i) 58,888,889 Shares on 8 August 2017; and
 - (ii) 329,155 Shares issued on 7 September 2017.
- (b) Each of the Shares had an issue price of 18 cents (\$0.18) per Share.
- (c) The Shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.

- (d) The Shares were issued to sophisticated and professional investors invited to participate in the placements.
- (e) The Company intends to use funds raised to drive further customer and revenue growth as the Company continues to aggressively grow its global footprint and for general working capital purposes.

Part E: Approval of aggregate amount of directors' fees

Resolution 7 – Approval of aggregate amount of directors' fees

In accordance with Listing Rule 10.17 and clause 14.8 of the Company's Constitution, Shareholder approval is sought to increase the maximum aggregate amount available for non-executive directors' remuneration in any financial year by \$200,000, from \$300,000 to \$500,000. The current aggregate remuneration amount was fixed on 30 July 2015, as set out in the Company's Constitution.

The Company seeks Shareholder approval to increase the aggregate amount of directors' fees for non-executive directors as:

- (a) it is important to ensure that the Company maintains the ability to pay competitive fees and attract and retain high calibre non-executive directors; and
- (b) the size of the proposed increase would be consistent with other ASX listed entities of similar market capitalisation.

It is not intended that should this Resolution be passed, the maximum aggregate of the fees of non-executive directors would be utilised immediately. The proportion remaining unused will provide the Company with the ability to attract and retain high quality directors, to make any appropriate increases to the size of the Board, and to increase fees in the future in line with market conditions.

It is proposed that the increase in the aggregate amount of fees of non-executive directors will take effect immediately after this meeting.

As required by Listing Rule 10.17, the Company confirms that the following securities have been issued to non-executive directors in the preceding three years (from the date of this Meeting) under Listing Rules 10.11 or 10.14:

Date of issue	Non-executive director	Terms and number of securities issued
25/08/2015	Michael Hill (resigned on 5 September 2017)	Listing Rule 10.11: Acquired 666,667 shares at an issue price of 15 cents per share under the prospectus dated 2 July 2015. Listing Rule 10.14: Issued 2,250,000 shares under the Management Incentive Plan (as approved by Shareholders on 30 July 2015).
25/08/2015	Andrew Gray	Listing Rule 10.11: Acquired 3,333,334 shares at an issue price of 15 cents per share under the prospectus dated 2 July 2015. Listing Rule 10.14: Issued 2,250,000 shares under the Management Incentive Plan (as approved by Shareholders on 30 July 2015).

Given the nature of this Resolution, the Board does not consider that it is appropriate to make a recommendation on how Shareholders should vote on this Resolution. As noted in the Proxy Form, the Chair intends to cast all undirected proxies in favour of this Resolution.

Part F: Approval for Directors to Participate in Placement

Resolutions 8, 9, 10 and 11 – Approval of issue of Shares to Directors of the Company

As noted in the Explanatory Statement for Resolution 6, the Company announced on 2 August 2017 that the Placement of \$11 million would be completed in two tranches.

The first tranche of \$10.6 million, which did not require Shareholder approval, completed on 8 August 2017.

The second tranche of the Placement for the issue of the remaining \$400,000 worth of Shares will be made to Directors of the Company, subject to the Shareholder approvals being sought under Resolutions 8, 9, 10 and 11 of this Notice, as set out in the following table.

Resolution	Director	Subscription amount	Number of Shares
8	Karl Redenbach	\$125,000	694,444
9	Peter Nguyen-Brown	\$125,000	694,444
10	Andrew Gray	\$100,000	555,556
11	Andrew McKeon	\$50,000	277,778
	Total	\$400,000	2,222,222

Related party approvals

ASX Listing Rule 10.11 provides that the Company, as an ASX listed entity, must not issue equity securities to a related party without Shareholder approval.

If approval is obtained under ASX Listing Rule 10.11, in accordance with ASX Listing Rule 7.2 (exception 14), separate approval is not required under ASX Listing Rule 7.1.

A “related party” for the purposes of the Listing Rules is widely defined and includes a director of a public company or a spouse of a director of a public company. Given that Messrs Karl Redenbach, Peter Nguyen-Brown, Andrew Gray and Andrew McKeon are existing Directors of the Company, they are all “related parties” of the Company and the issue of Shares to each of them constitutes the giving of a financial benefit under Chapter 2E of the Corporations Act.

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (a) the giving of the financial benefit falls within one of the nominated exceptions to the provisions; or
- (b) prior Shareholder approval is obtained prior to the giving of the financial benefit.

The Shares proposed to be issued to Messrs Karl Redenbach, Peter Nguyen-Brown, Andrew Gray and Andrew McKeon under the second tranche of the Placement are on the same terms and issue price of 18 cents (\$0.18) per Share, as offered and completed to other non-related parties under the first tranche of the Placement, and to all eligible Shareholders under the SPP.

For the above reason, the non-conflicted directors of the Company (Messrs Mike Hill and Matthew Brown) formed the view that the issue of these Shares to Messrs Karl Redenbach, Peter Nguyen-Brown, Andrew Gray and Andrew McKeon fall within the “arm’s length” exception as set out in section 210 of the Corporations Act. Accordingly, the Company relies on this exception for the purposes of this Resolution 8 under this Notice.

Information required by ASX Listing Rule 10.13

The following information in relation to the issue of the Shares to Karl Redenbach, Peter Nguyen-Brown, Andrew Gray and Andrew McKeon (or their nominees) is provided to Shareholders for the purposes of Listing Rule 10.13:

- (a) The related parties are existing Directors of the Company, being Messrs Karl Redenbach, Peter Nguyen-Brown, Andrew Gray and Andrew McKeon.
- (b) The maximum number of Shares to be issued:
 - (i) to Mr Redenbach (or his nominee) is 694,444;
 - (ii) to Mr Nguyen-Brown (or his nominee) is 694,444;
 - (iii) to Mr Gray (or his nominee) is 555,556; and
 - (iv) to Mr McKeon (or his nominee) is 277,778.
- (c) The Shares under the second tranche of the Placement will be issued within 1 month of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion).
- (d) The issue price of the Shares is 18 cents (\$0.18) per Share, which is the same issue price as the Shares issued under the first tranche of the Placement, and the Shares offered under the SPP to all eligible Shareholders of the Company.
- (e) The Shares will be fully paid on issue and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (f) The Company intends to use funds raised to drive further customer and revenue growth as the Company continues to aggressively grow its global footprint and for general working capital purposes.

Enquiries

Shareholders are asked to contact Mr Andrew Whitten, Company Secretary, on (+61 2) 8072 1400 if they have any queries in respect of the matters set out in these documents.

Glossary

2018 AGM means the annual general meeting of the Company to be held following the completion of the 2018 financial year.

Annual Financial Report means the 2017 Annual Report to Shareholders for the period ended 30 June 2017 as lodged by the Company with ASX on 27 September 2017.

Annual General Meeting or **AGM** or **Meeting** means an Annual General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

ASIC means Australian Securities and Investment Commission.

Associate has the meaning given to it by the ASX Listing Rules.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

ASX Listing Rules or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

Auditor's Report means the auditor's report of BDO East Coast Partnership dated 24 August 2017 as included in the Annual Financial Report.

Board means the current board of Directors of the Company.

Business Day means a day on which trading takes place on the stock market of ASX.

Chair means the person chairing the Meeting.

Closely Related Party of a member of the KMP means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporation Regulations 2001* (Cth).

Company means LiveTiles Limited ACN 066 139 991.

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

Director means a current director of the Company.

Directors' Report means the report of Directors as included in the Annual Financial Report.

Dollar or "\$" means Australian dollars.

Explanatory Statement means the explanatory statement accompanying this Notice of Meeting.

KMP means key management personnel (including the Directors) who remuneration details are included in the Remuneration Report.

Notice of Meeting or **Notice of Annual General Meeting** means this notice of annual general meeting dated 16 October 2017 including the Explanatory Statement.

Option means an option to acquire a Share.

Placement means the placement of Shares to raise \$11 million in two tranches, as announced by the Company on 2 August 2017.

Proxy Form means the proxy form attached to this Notice of Meeting.

Resolutions means the resolutions set out in this Notice of Meeting, or any one of them, as the context requires.

Restricted Voter means a member of the Company's KMP and any Closely Related Parties of those members.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

Spill Resolution means the resolution required to be put to Shareholders at the 2018 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2018 AGM.

SPP means the share purchase plan to raise a maximum of \$1 million as announced by the Company on 2 August 2017.

VWAP means the volume weighted average price, with respects to the price of Shares.



LiveTiles | Your digital workplace

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LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

LiveTiles Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138



ALL ENQUIRIES TO

Telephone: +61 1300 554 474

LODGE A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **2:00pm (Sydney time) on Monday, 20 November 2017**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the reverse of this Proxy Form).

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

PROXY FORM

I/We being a member(s) of LiveTiles Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

☐ the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **2:00pm (Sydney time) on Wednesday, 22 November 2017 at Whittens & McKeough, Level 29, 201 Elizabeth Street, Sydney NSW 2000** (the Meeting) and at any postponement or adjournment of the Meeting.

Important for Resolutions 1 and 7: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1 and 7, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an ☒.

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Adoption of remuneration report	☐	☐	☐	9 Related Party Approval of Issue of Shares to Peter Nguyen-Brown	☐	☐	☐
2 Re-election of Mr Peter Nguyen-Brown as director	☐	☐	☐	10 Related Party Approval of Issue of Shares to Andrew Gray	☐	☐	☐
3 Election of Mr Andrew McKeon as director	☐	☐	☐	11 Related Party Approval of Issue of Shares to Andrew McKeon	☐	☐	☐
4 Election of Ms Cassandra Kelly as director	☐	☐	☐				
5 ASX Listing Rule 7.1A approval of future issue of securities	☐	☐	☐				
6 Ratification of Prior Issue of Shares	☐	☐	☐				
7 Approval of aggregate amount of directors' fees	☐	☐	☐				
8 Related Party Approval of Issue of Shares to Karl Redenbach	☐	☐	☐				



* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

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