

### Letter to Shareholders regarding AGM and Proxy Form

Please find attached for immediate release in relation to LiveTiles Limited (ASX: LVT) (LiveTiles or the Company) the following documents:

- Letter to Shareholders regarding AGM; and
- Proxy Form.

This announcement has been authorised for release by the Board.

#### For further information, please contact:

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#### **About LiveTiles:**

LiveTiles is the global leader in intranet and workplace technology software, creating and delivering solutions that drive digital transformation, productivity and employee communications in the modern workplace.

LiveTiles have operations spanning North America, Europe, Asia and Australia, and services over 1,000 Enterprise customers in over 30 countries. LiveTiles was named by The Australian Financial Review as Australia's fastest growing technology company in 2020 and by Forrester & Gartner as a leader in this space globally.



Dear Shareholder

#### 2020 Annual General Meeting - Notice and Proxy Form

Notice is hereby given that the Annual General Meeting (AGM) of LiveTiles Limited (ASX: LVT) (Company) will be held **as a virtual meeting (Meeting)** at 9:00am (AEDT) on Monday 30 November 2020.

In accordance with section 5(1)(f) of the *Corporations (Coronavirus Economic Response) Determination (No. 3) 2020* made by the Commonwealth Treasurer on 21 September 2020, the Company will not be despatching physical copies of the Notice of Meeting. The Notice of Meeting is being made available to Shareholders electronically and can be viewed and downloaded online at the following link: https://livetilesglobal.com/livetiles-notice-of-2020-annual-general-meeting/

Given the significant health concerns attributed to the COVID-19 pandemic, in addition to guidelines and restrictions issued by Australian state and federal governments, the Company considers that it is appropriate to hold the 2020 AGM as a virtual meeting, in a manner that is consistent with the temporary modifications to the Corporations Act 2001 (Cth) introduced by the Commonwealth Treasurer.

All resolutions will be decided on a poll. The poll will be conducted based on votes submitted by proxy and at the Meeting by shareholders who have indicated that they intend to vote at the Meeting in accordance with the instructions set out below.

#### **Venue - Virtual Meeting**

If you are a shareholder and you wish to attend the AGM (which will be broadcast as a live webinar), please <u>pre-register</u> in advance for the virtual meeting here:

https://us02web.zoom.us/webinar/register/WN On6CWpFiRDW0qFZHYgJzkQ

After registering, you will receive a confirmation containing information on how to attend the virtual meeting on the day of the AGM.

Shareholders will be able to vote and ask questions at the virtual meeting. Shareholders are also encouraged to submit questions in advance of the Meeting to the Company.

Questions must be submitted in writing to the Company Secretary at least 48 hours before the AGM.

The Company will also provide Shareholders with the opportunity to ask questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business.

#### **Voting virtually on the day of AGM**

Shareholders who wish to vote virtually on the day of the AGM will need to login to the Automic website (https://investor.automic.com.au/#/home) with their username and password.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account **as soon as possible and well in advance of the Meeting** to avoid any delays on the day of the Meeting.

#### How do I create an account with Automic?

To create an account with Automic, please go to the Automic website (<a href="https://investor.automic.com.au/#/home">https://investor.automic.com.au/#/home</a>), click on 'register' and follow the steps. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.



#### I have an account with Automic, what are the next steps?

Shareholders who have an existing account with Automic (Note: with a *username* and *password*) are advised to take the following steps to attend and vote virtually on the day of the AGM:

- 1. Login to the Automic website (<a href="https://investor.automic.com.au/#/home">https://investor.automic.com.au/#/home</a>) using your username and password.
- 2. (Registration on the day) If registration for the virtual meeting is open, click on 'Meeting open for registration' and follow the steps.
- 3. (Live voting on the day) If live voting for the virtual meeting is open, click on 'Meeting open for voting' and follow the steps.

#### Voting by proxy

Shareholders who wish to participate and vote at the AGM are strongly encouraged to complete and submit their proxies as early as possible. A copy of your personalised Proxy Form is enclosed for your convenience.

To vote by proxy, please use one of the following methods:

Online	Lodge the Proxy Form online at <a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a> by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.  For further information on the online proxy lodgment process please see the Online Proxy Lodgment Guide at <a href="https://www.automicgroup.com.au/virtual-agms/">https://www.automicgroup.com.au/virtual-agms/</a>
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. Proxy Forms received later than this time will be invalid. The Chair intends to vote all open proxies in favour of all resolutions, where permitted.

Given the uncertainty surrounding the COVID-19 pandemic, circumstances may change, and if this is the case the Company will make an announcement on the ASX market announcements platform and on the Company's website at <a href="https://livetilesglobal.com/">https://livetilesglobal.com/</a>. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

The Notice of Meeting is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser. If you have any difficulties obtaining a copy of the Notice of Meeting please contact the Company Secretary on +61 2 8072 1400.

Yours Faithfully,

**Andrew Whitten** 

**Company Secretary** 



LiveTiles Limited ABN 95 066 139 991

# **Proxy Voting Form**

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

# [HolderNumber]

Holder Number: [HolderNumber]

[EntityRegistrationDetailsLine1Envelope] [EntityRegistrationDetailsLine2Envelope] [EntityRegistrationDetailsLine3Envelope] [EntityRegistrationDetailsLine4Envelope] [EntityRegistrationDetailsLine5Envelope] [EntityRegistrationDetailsLine6Envelope]

Your proxy voting instruction must be received by **9.00am (AEDT) on Saturday, 28 November 2020,** being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

#### **SUBMIT YOUR PROXY**

## Complete the form overleaf in accordance with the instructions set out below. YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: https://investor.automic.com.au/#/home Shareholders sponsored by a broker should advise their broker of any changes.

#### STEP 1 - APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

#### DEFAULT TO THE CHAIR OF THE MEETING

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

#### STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking 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 SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

#### SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

**Power of attorney**: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

**Companies**: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held bu you.

**Email Address**: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

#### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at https://automic.com.au.

#### **Lodging your Proxy Voting Form:**

#### Online:

Use your computer or smartphone to appoint a proxy at

https://investor.automic.com.au/#/loginsah or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



#### **BY MAIL:**

Automic GPO Box 5193 Sydney NSW 2001

#### IN PERSON:

Automic Level 5, 126 Phillip Street Sydney NSW 2000

#### BY EMAIL:

meetings@automicgroup.com.au

#### **BY FACSIMILE:**

+61 2 8583 3040

### All enquiries to Automic: WEBCHAT:

https://automicgroup.com.au/

**PHONE:** 1300 288 664 (Within Australia) +61 2 9698 5414 (Overseas)

#### STEP 1 - How to vote

#### APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of LiveTiles Limited, to be held virtually at **9.00am (AEDT) on Monday, 30 November 2020** hereby:

**Appoint the Chair of the Meeting (Chair)** OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the

**Chair is entitled to vote.**Unless indicated otherwise by ticking the "for"," against" or "abstain" box you will be

authorising the Chair to vote in accordance with the Chair's voting intention.

### AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 1 and 10 (except where I/we have indicated a different voting intention below) even though Resolution 1 and 10 (are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

#### VIRTUAL PARTICIPATION AT THE AGM:

The company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic, where shareholders will be able to watch, listen, and vote online.

To access the virtual meeting:

- Open your internet browser and go to investor.automic.com.au
- 2. Login with your username and password or click "register" if you haven't already created an account. Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting

Further information on how to do this is set out in the Notice of Meeting. The Explanatory Notes that accompany and form part of the Notice of Meeting describe the various matters to be considered.

# STEP 2 – Your voting direction

Res	olutions	For	Against	Abstain
1.	Adoption of Remuneration Report			
2.	Re-election of Dana Rasmussen as Director			
3.	Election of Marc Stigter as Director			
4.	Appointment of Auditor			
5.	ASX Listing Rule 7.1A Approval of Future Issue of Securities			
6.	Ratification of Prior Issue of CYCL Shares			
7.	Ratification of Prior Issue of Wizdom Shares			
8.	Ratification of Prior Issue of Incentive Shares			
9.	Approval of Future Issue of CY2020 Earn-out Shares			
10.	Adoption of Management Incentive Plan			

Individual or Securityholder 1	Securityholder 2	Securityholder 3	]
Sole Director and Sole Company Secretary fontact Name:	Director	Director / Company Secretary	j
mail Address:			
ontact Daytime Telephone		Date (DD/MM/YY)	