Live Verdure Limited

ACN 614 347 269

Notice of General Meeting

A general meeting of the Company will be held as follows:

Time and date: **12.00pm (AEDT) on Friday, 28 October 2022**

Location: **Level 21, 459 Collins Street, Melbourne, Victoria, 3000**

The Notice of General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their suitably qualified advisor prior to voting.

Should you wish to discuss any matter, please do not hesitate to contact the Company Secretary by telephone on +61 3 8630 3321 or email at justin@liveverdure.com.au.

Shareholders are urged to vote by lodging a Proxy Form

Live Verdure Limited
ACN 614 347 269
(Company)

Notice of General Meeting

Notice is hereby given that a general meeting of Shareholders of Live Verdure Limited will be held at Level 21, 459 Collins Street, Melbourne, Victoria, 3000 on Friday 28 October 2022 at 12.00pm (AEDT) (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of the Notice.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Wednesday 26 October 2022 at 7.00pm (AEDT).

Terms and abbreviations used in the Notice are defined in Schedule 1.

Agenda

1 Resolutions

Resolution 1 – Approval of issue of Consideration Shares

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

'That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 1,666,667 Consideration Shares on the terms and conditions in the Explanatory Memorandum.'

Resolution 2 – Approval of issue of Corporate Advisor Shares

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

'That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 166,667 Corporate Advisor Shares on the terms and conditions in the Explanatory Memorandum.'

Resolution 3 – Ratification of issue of Tranche 1 Placement Shares

To consider and, if thought fit, to pass with or without amendment, each as a separate ordinary resolution the following:

'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of:

(a) 8,313,858 Placement Shares issued under Listing Rule 7.1; and

(b) 5,019,476 Placement Shares issued under Listing Rule 7.1A,

on the terms and conditions in the Explanatory Memorandum.'

Resolution 4 – Approval of issue of Tranche 1 Placement Options

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

'That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 6,666,667 Placement Options on the terms and conditions in the Explanatory Memorandum.'

Resolution 5 – Approval of issue of Director Placement Securities

To consider and, if thought fit, to pass without or without amendment, each as a **separate** ordinary resolution the following:

'That, pursuant to and in accordance with Listing Rule 10.11 and section 195(4) of the Corporations Act and for all other purposes, Shareholders approve the issue of the Director Placement Securities to the Directors (or their respective nominees) as follows:

(a) up to 333,333 Director Placement Shares and 166,667 free attaching Director Placement Options to Gernot Abl; and

(b) up to 333,333 Director Placement Shares and 166,667 free attaching Director Placement Options to Ran Vaingold,

on the terms and conditions in the Explanatory Memorandum.'

Resolution 6 – Approval of issue of Lead Manager Options

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 8,000,000 Options to the Lead Manager (or its nominee) on the terms and conditions set out in the Explanatory Memorandum."

Resolution 7 – Modification of existing Constitution

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

'That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, the constitution of the Company be modified by making the amendments contained in the document tabled at this Meeting and signed by the Chair for the purposes of identification, with effect from the date this resolution is passed.'

Resolution 8 – Approval of New Plan

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

*'That, pursuant to and in accordance with exception 13(b) of Listing Rule 7.2 and for all other purposes, Shareholders approve the new employee incentive scheme of the Company known as the "Live Verdure Limited Employee Securities Incentive Plan" (**New Plan**) and the issue of up to 6,000,000 Securities under the New Plan, on the terms and conditions in the Explanatory Memorandum.'*

Resolution 9 – Approval of potential termination benefits under the New Plan

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

'That, conditional on Resolution 8 being approved, for a period commencing from the date this Resolution is passed and ending upon the expiry of all Securities issued or to be issued under the New Plan, approval be given for all purposes including Part 2D.2 of the Corporations Act for the giving of benefits to any current or future person holding a managerial or executive office of the Company or a related body corporate in connection with that person ceasing to hold such office, on the terms and conditions in the Explanatory Memorandum.'

Voting exclusions

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of:

(a) **Resolution 1** by or on behalf of the Sellers and any other person who is expected to participate in, or any other person who will obtain a material benefit as a result of, the proposed issue of the Consideration Shares (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

(b) **Resolution 2** by or on behalf of Equion Capital and any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of the Corporate Advisor Shares (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

(c) **Resolution 3(a)** and **(b)** by or on behalf of a person who participated in the issue of the Tranche 1 Placement Shares or is a counterparty to the agreement being approved, or any of their respective associates.

(d) **Resolution 4** by or on behalf of the Placement Participants and any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of the Tranche 1 Placement Options (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

(e) **Resolution 5(a)** by or on behalf of Gernot Abl and any other person who will obtain a material benefit as a result of the issue of these Director Placement Securities (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

(f) **Resolution 5(b)** by or on behalf of Ran Vaingold and any other person who will obtain a material benefit as a result of the issue of these Director Placement Securities (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

(g) **Resolution 6** by or on behalf of CPS Capital and any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of the Lead Manager Options (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

(h) **Resolution 8:** by or on behalf of a person who is eligible to participate in the New Plan, or any of their respective associates.

The above voting exclusions do not apply to a vote cast in favour of the relevant Resolution by:

(i) a person as proxy or attorney for a person who is entitled to vote, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;

(j) the Chair as proxy or attorney for a person who is entitled to vote, in accordance with a

direction given to the Chair to vote on the Resolution as the Chair decides; or

(k) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

(ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting prohibitions

Resolution 9: In accordance with sections 250BD and 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member.

A vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

(a) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or

(a) the voter is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chair to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

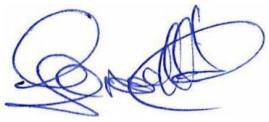
Resolution 9: In addition to the above, in accordance with section 200E(2A) of the Corporations Act, a vote on this Resolution must not be cast by any participants or potential participants in the New Plan and their associates, otherwise the benefit of this Resolution will be lost by such a person in relation to that person's future retirement.

However, a vote may be cast by such a person if:

(a) the person is appointed as proxy by writing that specifies the way the proxy is to vote on the Resolution; and

(b) it is not cast on behalf of the person or an associate of the person.

BY ORDER OF THE BOARD



Gernot Abl
Non-Executive Chairman
Live Verdure Limited
Dated: 27 September 2022

Live Verdure Limited
ACN 614 347 269
(Company)

Explanatory Memorandum

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Level 21, 459 Collins Street, Melbourne, Victoria, 3000 on Friday 28 October 2022 at 12.00pm (AEDT).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Action to be taken by Shareholders
Section 3	Resolution 1 – Approval of issue of Consideration Shares
Section 4	Resolution 2 – Approval of issue of Corporate Advisor Shares
Section 5	Resolution 3(a) and (b) – Ratification of issue of Tranche 1 Placement Shares
Section 6	Resolution 4 – Approval of issue of Tranche 1 Placement Options
Section 7	Resolution 5 – Approval of issue of Director Placement Securities
Section 8	Resolution 6 – Approval of issue of Lead Manager Options
Section 9	Resolution 7 – Modification of existing Constitution
Section 10	Resolution 8 – Approval of New Plan
Section 11	Resolution 9 – Approval of potential termination benefits under the New Plan
Schedule 1	Definitions
Schedule 2	Terms and conditions of Options
Schedule 3	Summary of employee securities incentive plan

A Proxy Form is located at the end of the Explanatory Memorandum.

2. Action to be taken by Shareholders

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Voting in person

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

2.2 Voting by proxy

Shareholders are encouraged to vote by voting online or by completing a Proxy Form.

Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Lodgement instructions (which include the ability to lodge proxies electronically) are set out in the Proxy Form.

Please note that:

(a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;

(b) a proxy need not be a member of the Company; and

(c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

(a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);

(b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;

(c) if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and

(d) if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Section 250BC of the Corporations Act provides that, if:

(a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;

(b) the appointed proxy is not the chair of the meeting;

(c) at the meeting, a poll is duly demanded, or is otherwise required under section 250JA on the resolution; and

(d) either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

2.3 Chair's voting intentions

The Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention.

2.4 Submitting questions

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at justin@liveverdure.com.au by 5.00pm (AEDT) on Wednesday 26 October 2022.

Shareholders will also have the opportunity to submit questions during the Meeting in respect to the formal items of business. In order to ask a question during the Meeting, please follow the instructions from the Chair.

The Chair will attempt to respond to the questions during the Meeting. The Chair will request prior to a Shareholder asking a question that they identify themselves (including the entity name of their shareholding and the number of Shares they hold).

3. Resolution 1 – Approval of issue of Consideration Shares

3.1 General

(a) **Acquisition**

On 22 August 2022, the Company announced that it had entered into a share purchase agreement (**SPA**) with four unrelated vendors (**Sellers**) to acquire 100% of the share capital in The Beauty Apothecary Australia Pty Ltd (ACN 602 853 538), trading as 'Edible Beauty Australia' (**Edible Beauty**) (the **Acquisition**).

In return for the Acquisition, the Company agreed to:

(i) upfront consideration consisting of:

(A) $500,000 payable in cash on completion of the Acquisition; and

(B) 1,666,667 fully paid ordinary shares in the Company (**Consideration Shares**), being $250,000 in Shares at a deemed issue price of $0.15 each;

(ii) $250,000 payable in cash within six months of completing the Acquisition; and

(iii) deferred cash consideration equal to 10% of the revenue generated by Edible Beauty across the 24 month period following completion.

The Acquisition is subject to the following material conditions precedent:

(i) the Company's shareholders approving the issue of the Consideration Shares under Listing Rule 7.1, the subject of this Resolution 1;

(ii) certain key persons entering into employment agreements with the Company;

(iii) no material adverse change occurring prior to completion;

(iv) the Company completing the Placement on terms and conditions acceptable to the Company in its absolute discretion;

(v) the majority Seller entering a voluntary restriction deed in respect of the Consideration Shares to be issued to the majority Seller, imposing a period of 12 months escrow on the from the date of issue; and

(vi) discharge and release of any related party loans to which Edible Beauty is a party,

(together, the **Conditions Precedent**).

(b) **Placement**

In connection with the Acquisition, the Company announced a placement to raise up to $2,100,000 (before costs) (**Placement**) through the issue of 14,000,000 fully paid ordinary shares in the Company at an issue price of $0.15 (**Placement Shares**), with one free attaching option for every two Shares subscribed for under the Placement (**Placement Options**). The Placement Options are exercisable at a price of $0.25 on or before 31 August 2025.

The Placement consists of:

(i) 13,333,334 Placement Shares (**Tranche 1 Placement Shares**) issued on 5 September 2022 without Shareholder approval under the Company's available Listing Rule 7.1 and 7.1A placement capacity to raise $2,000,000 (before costs) (the subject of Resolution 3(a) and (b));

(ii) 6,666,667 free attaching Placement Options to be issued to the subscribers of Tranche 1 Placement Shares subject to Shareholder approval (the subject of Resolution 4) (**Tranche 1 Placement Options**);

(iii) 666,666 Placement Shares (**Director Placement Shares**) to raise a further $100,000 (before costs) with 333,334 free attaching Placement Options (**Director Placement Options**) (collectively, the **Director Placement Securities**) to be issued to certain Directors of the Company who wish to participate in the Placement subject to Shareholder approval (the subject of Resolution 5(a) and (b)).

Resolution 1 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of up to 1,666,667 Consideration Shares.

3.2 Listing Rule 7.1

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The issue of the Consideration Shares does not fit within any of the exceptions to Listing Rules 7.1. It therefore requires the approval of the Company's Shareholders under Listing Rule 7.1.

If Resolution 1 is passed, the Company will be able to proceed with the issue of the Consideration Shares and satisfy the relevant Condition Precedent under the SPA. In addition, the Consideration Shares will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 1 is not passed, the Company will not be able to proceed with the issue of the Consideration Shares and will not satisfy the relevant Condition Precedent under the SPA. Accordingly, the Company will be unable to proceed with the Acquisition if the Resolution is not passed.

3.3 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the issue of the Consideration Shares:

(a) The Consideration Shares will be issued to the Sellers in the following proportions, none of whom are a related party of the Company.

Seller	% of Consideration Shares
Anna Mitsios (majority Seller)	94.82
Kathy Mitsios	1.64
Dimitrios Mitsios	1.64
Julie Mitsios	1.90

(b) A maximum of 1,666,667 Consideration Shares will be issued.

(c) The Consideration Shares are fully paid ordinary Shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.

(d) The Consideration Shares will be issued no later than 3 months after the date of the Meeting.

(e) The Consideration Shares will be issued for nil cash consideration as they are being issued as partial consideration for the Acquisition.

(f) A summary of the material terms of the SPA are provided above at section 3.1(a).

(g) A voting exclusion statement is included in the Notice.

3.4 Additional information

Resolution 1 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 1.

4. Resolution 2 – Approval of issue of Corporate Advisor Shares

4.1 General

Equion Capital Pty Ltd (**Corporate Advisor**) was engaged to provide corporate advisory services pursuant to a corporate advisory mandate between the Company and the Corporate Advisor dated 28 April 2022 (**Corporate Advisor Mandate**).

Fees payable to the Corporate Advisor for services provided in connection with the Acquisition comprise (refer to the summary of the Acquisition Section 3.1(a)):

(a) a monthly retainer of A$5,000 (excluding GST);

(b) a $75,000 cash fee; and

(c) 166,667 Shares (**Corporate Advisor Shares**) (the subject of this Resolution 2), being $25,000 in Shares at a deemed issue price of $0.15 per Share.

Resolution 2 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of the Corporate Advisor Shares.

If Resolution 2 is passed, the Company will be able to proceed with the issue of the Corporate Advisor Shares. In addition, the Corporate Advisor Shares will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 2 is not passed, the Company will not be able to proceed with the issue of the Corporate Advisor Shares without using its available capacity under Listing Rule 7.1. As at the date of this Notice, the Company does not have sufficient placement capacity to issue the Corporate Advisor Shares. Accordingly, the Company will not be able to proceed with the issue if Resolution 2 is not passed unless it has sufficient placement capacity following the Meeting. In the event that the Company cannot issue the Shares, it may be required to negotiate alternative forms of remuneration to be paid to the Corporate Advisor as consideration for its services, which may include the payment of cash in lieu of the Shares.

4.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is provided above in Section 3.2.

4.3 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the issue of the Corporate Advisor Shares:

(a) The Corporate Advisor Shares will be issued to Equion Capital (or its nominees).

(b) A maximum of 166,667 Corporate Advisor Shares will be issued if Shareholders pass this Resolution.

(c) The Corporate Advisor Shares are fully paid ordinary Shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.

(d) The Corporate Advisor Shares will be issued within three months after the date of the Meeting.

(e) The Corporate Advisor Shares are being issued in consideration for corporate advisory services. Accordingly, nil cash will be paid in consideration for the Corporate Advisor Shares.

(f) A summary of the material terms of the Corporate Advisor Mandate is set out in Section 4.1 above.

(g) A voting exclusion statement is included in the Notice.

4.4 Additional information

Resolution 2 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 2.

5. Resolution 3(a) and (b) – Ratification of issue of Tranche 1 Placement Shares

5.1 General

Background to the Placement is summarised above in Section 3.1(b).

Resolution 3(a) and (b) seek the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of the Tranche 1 Placement Shares.

5.2 Listing Rules 7.1, 7.1A and 7.4

A summary of Listing Rule 7.1 is provided above in Section 3.2.

Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained this approval at its annual general meeting held on 18 November 2021.

The issue of the Tranche 1 Placement Shares does not fit within any of the exceptions to Listing Rules 7.1 and 7.1A and, as it has not yet been approved by Shareholders, effectively uses up part of the Company's 15% placement capacity under Listing Rule 7.1 and 10% placement capacity under Listing Rule 7.1A. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under those Listing Rules for the 12 month period following the issue of the Tranche 1 Placement Shares.

Listing Rule 7.4 provides an exception to Listing Rules 7.1 and 7.1A. It 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 Rules 7.1 and 7.1A), those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rules 7.1 and 7.1A.

The effect of Shareholders passing Resolution 3(a) and (b) will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% annual placement capacity under Listing Rule 7.1 and the additional 10% annual placement capacity under Listing Rule 7.1A without the requirement to obtain prior Shareholder approval.

If Resolution 3(a) is passed, 8,313,858 Tranche 1 Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 3(b) is passed, 5,019,476 Tranche 1 Placement Shares will be excluded in calculating the Company's 10% limit in Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date (assuming the Company's approval under Listing Rule 7.1A remains in force for this period).

If Resolution 3(a) is not passed, 8,313,858 Tranche 1 Placement Shares will continue to be included in the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 8,313,858 Equity Securities for the 12 month period following the issue of the Tranche 1 Placement Shares.

If Resolution 3(b) is not passed, 5,019,476 Tranche 1 Placement Shares will continue to be included in the Company's 10% limit in Listing Rule 7.1A, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 5,019,476 Equity Securities for the 12 month period following the issue of the Tranche 1 Placement Shares (assuming the Company's approval under Listing Rule 7.1A remains in force for this period).

5.3 Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Tranche 1 Placement Shares:

(a) The Tranche 1 Placement Shares were issued to sophisticated and institutional investors, including Hardwood Holdings Pty Ltd who is a substantial holder of Company Shares. The participants in the Placement were identified through a bookbuild process, which involved the Lead Manager seeking expressions of interest to participate in the Placement from clients of the Lead Managers (**Placement Participants**). A total of 13,333,334 Tranche 1 Placement Shares were issued as follows:

(i) 8,313,858 Tranche 1 Placement Shares were issued using the Company’s placement capacity under Listing Rule 7.1; and

(ii) 5,019,476 Tranche 1 Placement Shares were issued using the Company’s placement capacity under Listing Rule 7.1A.

(b) The Tranche 1 Placement Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.

(c) The Tranche 1 Placement Shares were issued on 5 September 2022.

(d) The Tranche 1 Placement Shares were issued at a price of $0.15 per Share.

(e) The proceeds of the Placement will be used for:

(i) the cash component payable for the Acquisition of Edible Beauty; and

(ii) general working capital.

(f) There are no other material terms to the agreement for the subscription of the Tranche 1 Placement Shares.

(g) A voting exclusion statement is included in the Notice.

5.4 Additional information

Resolution 3(a) and (b) are separate ordinary resolutions.

The Board recommends that Shareholders vote in favour of Resolution 3(a) and (b).

6. Resolution 4 – Approval of issue of Tranche 1 Placement Options

6.1 General

Background to the Placement is summarised above in Section 3.1(b).

If Resolution 4 is passed, the Company will be able to proceed with the issue of 6,666,667 Placement Options. In addition, the Placement Options will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of the Placement Options.

6.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is provided above in Section 3.2.

6.3 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the issue of the Placement Options:

(a) The Placement Options will be issued to the Placement Participants (refer to Section 5.3(a) for further details of the Placement Participants).

(b) A maximum of 6,666,667 Placement Options will be issued if Shareholders pass this Resolution.

(c) The Placement Options are exercisable at a price of $0.25 on or before 31 August 2025 and will otherwise be issued on the terms and conditions in Schedule 2. The Company intends to apply for quotation of the Placement Options.

(d) The Placement Options will be issued within three months after the date of the Meeting.

(e) The Placement Options are being issued as free attaching Options to the Tranche 1 Placement Shares. Accordingly, nil additional cash consideration will be payable by the Placement Participants.

(f) There are no other material terms to the agreement for the subscription of the Placement Options.

(g) A voting exclusion statement is included in the Notice.

6.4 Additional information

Resolution 4 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 4.

7. Resolution 5 – Approval of issue of Director Placement Securities

7.1 General

The background to the proposed issue of the Director Placement Securities is in Section 3.1(b) above.

Resolution 5(a) and (b) seek Shareholder approval pursuant to Listing Rule 10.11 for the issue of up to 666,666 Director Placement Shares and 333,334 free attaching Director Placement Options to the participating Directors (or their respective nominees).

The Directors have committed a total of $100,000 under the Placement. The Director Placement Shares will be issued in the following proportions:

Director	Amount committed to the Placement	Number of Director Placement Shares	Number of Director Placement Options
Gernot Abl	$50,000	333,333	166,667
Ran Vaingold	$50,000	333,333	166,667

7.2 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to any of the following persons without the approval of its Shareholders:

(a) a related party (Listing Rule 10.11.1);

(b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (30%+) in the company (Listing Rule 10.11.2);

(c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (10%+) in the company and who has nominated a director to the

board of the company pursuant to a relevant agreement which gives them a right or expectation to do so (Listing Rule 10.11.3);

(d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or

(e) a person whose relation with the company or a person referred to in Listing Rule 10.11.1 or 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders (Listing Rule 10.11.5).

The Directors are related parties of the Company by virtue of being Directors. Shareholder approval pursuant to Listing Rule 10.11 is therefore required unless an exception applies. It is the view of the Board that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

Approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Placement Securities as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of the Director Placement Securities to the Directors (or their respective nominees) will not be included in the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

The effect of Shareholders passing Resolution 5(a) and (b) will be to allow the Company to issue the Director Placement Shares and the free attaching Placement Options, raising $100,000 (before costs).

If Resolution 5(a) and (b) are not passed, the Company will not be able to proceed with the issue of the Director Placement Securities, and will not receive the additional $100,000 committed by the Directors.

7.3 Specific information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed issue of the Director Placement Securities:

(a) The Director Placement Securities will be issued to Gernot Abl and Ran Vaingold (or their respective nominees).

(b) The Directors fall into the category stipulated by Listing Rule 10.11.1 by virtue of being Directors of the Company.

(c) A maximum of 666,666 Director Placement Shares and 333,334 Director Placement Options will be issued to the Directors (or their respective nominees) in the proportions set out in Section 7.1 above.

(d) The Director Placement Shares will be fully paid ordinary Shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.

(e) The Director Placement Options will be exercisable at a price of $0.25 on or before 31 August 2025 and will otherwise be issued on the terms and conditions in Schedule 2. The Company intends to apply for quotation of the Placement Options.

(f) The Director Placement Securities will be issued no later than one month after the date of the Meeting.

(g) The Director Placement Shares are proposed to be issued at an issue price of $0.15 each, being the same price at which the Placement Shares were issued to other participants in the Placement.

(h) The Director Placement Options are being issued as free attaching Options to the Director Placement Shares. Accordingly, nil additional cash consideration will be payable.

(i) A summary of the intended use of funds raised under the Placement is in Section 5.3(e) above.

(j) The proposed issue of the Director Placement Securities is not intended to remunerate or incentivise the Directors.

(k) There are no other material terms to the proposed issue of the Director Placement Securities.

(l) A voting exclusion statement is included in the Notice.

7.4 Chapter 2E of the Corporations Act

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

(a) obtain Shareholder approval in the manner set out in section 217 to 227 of the Corporations Act; and

(b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The proposed issue of the Director Placement Securities constitutes giving a financial benefit to related parties of the Company.

The Board considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Director Placement Securities because the Shares will be issued on the same terms as those Shares issued to non-related party participants in the Placement and as such the giving of the financial benefit is on arm's length terms.

7.5 Additional information

Each of Resolution 5(a) and (b) are ordinary resolutions.

The Directors decline to make a recommendation to Shareholders in relation to Resolution 5(a) and (b) due to their personal interests in the outcome of the Resolutions.

The Board (other than Messrs Abl and Vaingold, who have a material personal interest in the outcome of the Resolution) recommends that Shareholders vote in favour of each of the resolutions which form part of Resolution 5(a) and (b).

8. Resolution 6 – Approval of issue of Lead Manager Options

8.1 General

CPS Capital acted as lead manager to the Placement (**Lead Manager**) pursuant to a lead manager mandate entered into by the Company and the Lead Manager dated 21 August 2022 (**Lead Manager Mandate**).

In consideration for these services, the Company agreed to pay the Lead Manager fees comprising:

(a) a cash management fee of 6% (excluding GST) of the funds raised under the Placement; and

(b) 6,000,000 Options plus one Option for every $1 raised under the Placement, to be issued on the same terms as the Placement Options.

Accordingly, Resolution 6 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue 8,000,000 Options (**Lead Manager Options**) to the Lead Manager in consideration for services provided as lead manager to the Placement (refer to the summary of the Placement in Section 3.1(b)).

If Resolution 6 is passed, the Company will be able to proceed with the issue of the Lead Manager Options. In addition, the Lead Manager Options will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 6 is not passed, the Company will not be able to proceed with the issue of the Lead Manager Options without using its available capacity under Listing Rule 7.1. As at the date of this Notice, the Company does not have sufficient placement capacity to issue the Lead Manager Options. Accordingly, the Company will not be able to proceed with the issue if Resolution 6 is not passed unless it has sufficient placement capacity following the Meeting. In the event that the Company cannot issue the Options, it may be required to negotiate alternative forms of remuneration to be paid to the Lead Manager as consideration for its services, which may include the payment of cash in lieu of the Options.

8.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is provided above in Section 3.2.

8.3 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the issue of the Lead Manager Options:

(a) The Lead Manager Options will be issued to the Lead Manager (or its nominees).

(b) A maximum of 8,000,000 Lead Manager Options will be issued if Shareholders pass this Resolution.

(c) The Lead Manager Options will be exercisable at a price of $0.25 on or before 31 August 2025 and will otherwise be issued on the terms and conditions in Schedule 2. The Company intends to apply for quotation of the Placement Options.

(d) The Lead Manager Options will be issued within three months after the date of the Meeting.

(e) The Lead Manager Options are being issued in consideration for lead manager services provided in connection with the Placement. Accordingly, nil cash will be paid in consideration for the Lead Manager Options.

(f) A summary of the material terms of the Lead Manager Mandate is set out in Section 8.1 above.

(g) A voting exclusion statement is included in the Notice.

8.4 Additional information

Resolution 6 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 6.

9. Resolution 7 – Modification of existing Constitution

9.1 General

Under section 136(2) of the Corporations Act, a company may modify or repeal its constitution or a provision of its constitution by special resolution of Shareholders.

Resolution 7 seeks the approval of Shareholders to modify the Company's existing Constitution.

The proposed modifications to the existing Constitution will incorporate recent amendments to the Corporations Act regarding the holding of meetings of Shareholders using virtual meeting technology and the new regime for the making of offers in connection with an employee share schemes under Part 7.12 of the Corporations Act.

The Directors believe that it is preferable in the circumstances to simply modify individual provisions of the existing Constitution rather than repealing the entire existing Constitution and replacing it with a new constitution.

The Directors believe these amendments are not material nor will they have any significant impact on Shareholders.

A copy of the modified Constitution is available for review by Shareholders at the Company's website https://liveverdure.com.au/governance/ and at the office of the Company. A copy of the modified Constitution can also be sent to Shareholders upon request to the Company Secretary at justin@liveverdure.com.au. Shareholders are invited to contact the Company if they have any queries or concerns.

If Resolution 7 is passed, the Company will adopt the modified Constitution with effect from the date this Resolution is passed.

9.2 Summary of material proposed changes

(a) **Convening a general meeting (Article 5.2)**

The modifications provide for the ability of the Company to hold general meetings using virtual technology only, as well as physical or hybrid meetings. This improved

flexibility is necessary to ensure the Company is able to hold general meetings at times where physical meetings may not be practicable (such as during pandemics).

Set out below are the proposed modifications to Article 5.2 of the existing Constitution:

Prior to modification:

5.2 Convening a general meeting

(a) The Directors may convene and arrange to hold a general meeting of the Company whenever they think fit and must do so if required to do so under the Corporations Act.

(b) The Company may hold a meeting of Members at 2 or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.

(c) Notice of a general meeting must be given in accordance with article 14, the Corporations Act and the Listing Rules.

(d) In computing the period of notice under article 5.2(c), the day of the meeting is to be disregarded.

(e) A Director is entitled to receive notice of and to attend all general meetings and all separate meetings of the holders of any class of shares in the capital of the Company and is entitled to speak at those meetings.

After modification:

5.2 Convening a general meeting

(a) The Directors may convene and arrange to hold a general meeting of the Company whenever they think fit and must do so if required to do so under the Corporations Act.

(b) The Company may hold a meeting of Members at a time determined by the Directors:

(i) at one or more physical venues;

(ii) at one or more physical venues and using virtual meeting technology; and

(iii) using virtual meeting technology only,

provided that, in each case, Members as a whole are given a reasonable opportunity to participate in the meeting, and otherwise in the manner determined by the Directors.

(c) If the Directors elect to use virtual meeting technology for a general meeting of the Company, the Directors will determine the type of virtual meeting technology to be used, which may include any combination of telephone, video conferencing, messaging, smartphone application or any other audio and/or visual device which

permits instantaneous communication.

(d) Notice of a general meeting must be given in accordance with article 14, the Corporations Act and the Listing Rules.

(e) In computing the period of notice under article 5.2(d), the day of the meeting is to be disregarded.

(f) A Director is entitled to receive notice of and to attend all general meetings and all separate meetings of the holders of any class of shares in the capital of the Company and is entitled to speak at those meetings.

(b) **Issue cap for offers involving monetary consideration under an employee incentive scheme**

The proposed amendment provides the ability for the Company to increase the 5% issue cap under the Corporations Act in respect of offers for monetary consideration under the New Plan to 10% (see Resolution 8 below). Set out below is the proposed modification to the existing Constitution.

(i) Insert as new definitions in Article 1.1:

ESS Interests has the meaning under section 1100M(1) of the Corporations Act.

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

(ii) Insert as a new Article 2.8:

2.8 Issue cap for offers involving monetary consideration under an employee incentive scheme

For the purposes of section 1100V(2)(a) of the Corporations Act, the Company may only make an offer of ESS Interests if, at the time the offer is made, the Company reasonably believes:

(a) the total number of Shares that are, or are covered by, the ESS Interests of the Company that may be issued under the offer; and

(b) the total number of Shares that are, or are covered by, the ESS Interests that have been issued, or could have been issued, under offers made under the Company's employee share scheme at any time during the 3 year period ending on the day the offer is made,

does not exceed 10% of the number of Shares actually on issue as at the start of the day the offer is made.

9.3 Additional information

Resolution 7 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Board recommends that Shareholders vote in favour of Resolution 7.

10. Resolution 8 – Approval of New Plan

10.1 General

On 1 October 2022, amendments to the Corporations Act will commence, simplifying the process for incentivising participants under employee share schemes (**ESS**). Division 1A will be introduced into Part 7.12 of the Corporations Act, providing a new regime for the making of offers in connection with an ESS (**New Regime**). This regime will replace the current relief afforded by ASIC Class Order 14/1000 (**Class Order**), which has been in force since 30 October 2014.

To ensure that the Company's ESS complies with the New Regime, the Company will adopt, subject to Shareholder approval, a new ESS called the 'Live Verdure Limited Employee Securities Incentive Plan' (the **New Plan**).

Resolution 8 seeks Shareholder approval of the New Plan in accordance with Listing Rule 7.2 exception 13(b).

Under the New Plan, the Board may offer to eligible persons the opportunity to subscribe for such number of Equity Securities in the Company as the Board may decide and on the terms set out in the rules of the New Plan. A summary of the key terms of the New Plan is in Schedule 3. In addition, a copy of the New Plan is available for review by Shareholders at the registered office of the Company until the date of the Meeting. Shareholders are invited to contact the Company if they have any queries.

10.2 Key changes between the Class Order and New Regime

The following table summarises the key changes that will be implemented by the New Regime for "Invitations" (within the meaning given in the New Plan) made on or after 1 October 2022. These changes are reflected in the New Plan.

	Current position under the Class Order	**Position from 1 October 2022**
Disclosure obligations	The Class Order mandates certain information that must be provided to ESS participants. There is no difference between the disclosure requirements where ESS interests are offered for monetary consideration or for no monetary consideration.	**If the offer of ESS interests is for no monetary consideration:** There are no prescribed disclosure obligations, other than a statement that the offer is made under Division 1A. **If the offer of ESS interests is for monetary consideration:** • Certain prescribed disclosure requirements apply. These disclosure requirements are similar (although different) to the current disclosure requirements under the Class Order. • The participant cannot acquire the ESS interests until 14 days

	Current position under the Class Order	Position from 1 October 2022
		after receiving the above disclosure. This mandates a waiting period ensuring a participant has time to consider their decision and seek legal financial advice. • Any associated trust, contribution plan and loan arrangement will need to comply with specified requirements.
Eligible participants	• Directors; • Full-time and part-time employees; • Casual employees and contractors, provided they work the number of hours that are the pro-rata equivalent of 40% or more of a comparable full-time position with the entity.	• Directors; • Full-time and part-time employees; • Any service providers to the entity (with no minimum requirement of hours of service provided); • Certain 'related persons' to the above.
5% limit	The maximum number of ESS interests that can be issued under the Class Order relief over a three-year period is 5% of the issued share capital.	**If the offer of ESS interests is for no monetary consideration:** There is no limit on the number of such ESS interests that may be issued. **If the offer of ESS interests is for monetary consideration:** The number of ESS interests issued over a three-year period must not exceed 5% of the issued share capital. Entities may specify a different issue cap in their constitution.
Quotation requirement	An entity's shares must have been quoted for three months before the Class Order relief is available.	Newly listed entities can offer ESS interests under the new regime without any minimum quotation period. This will make it much simpler for newly listed entities to offer ESS interests.
Suspension	For the Class Order relief to be available, the entity's shares must not have been suspended for more	The new regime permits an entity to offer ESS interests regardless of any

	Current position under the Class Order	Position from 1 October 2022
	than 5 days over the previous 12 months.	suspension to the trading of its shares.
On-sale relief	Relief is provided from the on-sale provisions for securities issued under the Class Order.	There is no equivalent relief under the new provisions. This means cleansing notices must be issued in order to ensure shares may be on-sold within 12 months of issue.
ASIC involvement	A 'Notice of Reliance' must be submitted to ASIC to rely on the Class Order relief.	There are no ASIC lodgement requirements. ASIC has the power to require the provision of documents necessary in order to form an opinion about whether the regime has been complied with. ASIC has also been given express enforcement powers including the ability to issue 'stop orders'.
Criminal offences	N/A	New ESS related criminal offences have been introduced regarding certain misleading or deceptive statements or omissions.

10.3 Listing Rules 7.1 and 7.2, exception 13(b)

A summary of Listing Rule 7.1 is provided in Section 3.2 above.

Listing Rule 7.2, exception 13(b), provides an exception to Listing Rule 7.1 such that issues of Equity Securities under an employee incentive scheme are exempt for a period of three years from the date on which Shareholders approve the issue of Equity Securities under the scheme as an exception to Listing Rule 7.1.

Listing Rule 7.2, exception 13(b), ceases to be available to the Company if there is a material change to the terms of the Plan from those set out in this Notice in Schedule 3.

If Resolution 8 is passed, the Company will be able to issue Equity Securities under the New Plan pursuant to Listing Rule 7.2, exception 13(b), to eligible participants over a period of three years up to a nominated maximum amount without using the Company's 15% annual placement capacity under Listing Rule 7.1.

However, any future issues of Equity Securities under the New Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such

that approval should be obtained will require additional Shareholder approval under Listing Rule 10.14 at the relevant time.

If Resolution 8 is not passed, any issue of Equity Securities pursuant to the New Plan must either be undertaken using the Company's 15% annual placement capacity under Listing Rule 7.1, or with prior Shareholder approval.

10.4 Specific information required by Listing Rule 7.2, exception 13(b)

Pursuant to and in accordance with Listing Rule 7.2, exception 13(b), the following information is provided in relation to the New Plan:

(a) A summary of the material terms of the New Plan is in Schedule 3.

(b) As at the date of this Notice, no Equity Securities have been issued under the New Plan.

(c) The Company adopted its Existing Plan under Listing Rule 7.2, exception 13(b) prior to its admission to the Official List. Since that date, the Company has issued 3,400,000 Equity Securities under the Existing Plan.

(d) The maximum number of Equity Securities proposed to be issued under the New Plan pursuant to Listing Rule 7.2, exception 13(b), following approval of Resolution 8 is 6,000,000 (subject to adjustment in the event of a reorganisation of capital and further subject to applicable laws and the Listing Rules). This number comprises approximately 10% of the Company's Equity Securities currently on issue.

(e) A voting exclusion statement is included in the Notice.

10.5 Additional information

Resolution 8 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 8.

11. Resolution 9 – Approval of potential termination benefits under the New Plan

11.1 General

The Corporations Act contains certain limitations concerning the payment of 'termination benefits' to persons who hold a 'managerial or executive office'. The Listing Rules also provides certain limitations on the payment of 'termination benefits' to officers of listed entities.

As is common with employee incentive schemes, the New Plan provides the Board with the discretion to, amongst other things, determine that some or all of the Equity Securities granted to a participant under the New Plan (**Plan Securities**) will not lapse in the event of that participant ceasing their engagement with the Company before such Plan Securities have vested. This 'accelerated vesting' of Plan Securities may constitute a 'termination benefit' prohibited under the Corporations Act, regardless of the value of such benefit, unless Shareholder approval is obtained.

The Company has not previously sought and obtained Shareholder approval at an annual general meeting for the granting of such termination benefits. However, as the Company is

seeking an approval under Listing Rule 7.2, exception 13(b) at this Meeting (the subject of Resolution 8) to adopt the New Plan, the Board has resolved to seek Shareholder approval for the granting of such termination benefits in accordance with this Resolution.

If Resolution 9 is not passed, the Company will not be able to offer 'termination benefits' to persons who hold a 'managerial or executive office' pursuant to the terms of the New Plan unless Shareholder approval is obtained each and every time such termination benefit is proposed, in accordance with section 200E of the Corporations Act.

11.2 Part 2D.2 of the Corporations Act

Under section 200B of the Corporations Act, a company may only give a person a benefit in connection with them ceasing to hold a 'managerial or executive office' (as defined in the Corporations Act) if an exemption applies or if the benefit is approved by Shareholders in accordance with section 200E of the Corporations Act.

Subject to Shareholder approval of Resolution 8, Shareholder approval is sought for the purposes of Part 2D.2 of the Corporations Act to approve the giving of benefits under the New Plan to a person by the Company in connection with that person ceasing to be an officer of, or ceasing to hold a managerial or executive office in, the Company (or subsidiary of the Company) on the terms and conditions in this Explanatory Memorandum.

Under the terms of the New Plan and subject to the Listing Rules and the Corporations Act, the Board possesses the discretion to vary the terms or conditions of the New Plan Securities. Notwithstanding the foregoing, without the consent of the participant in the New Plan, no amendment may be made to the terms of any granted Plan Security which reduces the rights of the participant in respect of that Plan Security, other than an amendment introduced primarily to comply with legislation, to correct any manifest error or mistake or to take into consideration possible adverse tax implications.

As a result of the above discretion, the Board has the power to determine that some or all of a participant's Plan Securities will not lapse in the event of the participant ceasing employment or office before the vesting of their Plan Securities.

The exercise of this discretion by the Board may constitute a 'benefit' for the purposes of section 200B of the Corporations Act. The Company is therefore seeking Shareholder approval for the exercise of the Board's discretion in respect of any current or future participant in the New Plan who holds:

(a) a managerial or executive office in, or is an officer of, the Company (or subsidiary of the Company) at the time of their leaving or at any time in the three years prior to their leaving; and

(b) Plan Securities at the time of their leaving.

11.3 Valuation of the termination benefits

Provided Shareholder approval is given, the value of the termination benefits may be disregarded when applying section 200F(2)(b) or section 200G(1)(c) of the Corporations Act (i.e. the approved benefit will not count towards the statutory cap under the legislation).

The value of the termination benefits that the Board may give under the New Plan cannot be determined in advance. This is because various matters will or are likely to affect that value. In particular, the value of a particular benefit will depend on factors such as the Company's

Share price at the time of vesting and the number of Plan Securities that will vest or otherwise be affected. The following additional factors may also affect the benefit's value:

(a) the participant's length of service and the status of the vesting conditions attaching to the relevant Plan Securities at the time the participant's employment or office ceases; and

(b) the number of unvested Plan Securities that the participant holds at the time they cease employment or office.

In accordance with Listing Rule 10.19, the Company will ensure that no officer of the Company or any of its child entities will, or may be, entitled to termination benefits if the value of those benefits and the terminations benefits that are or may be payable to all officers together exceed 5% of the equity interests of the Company as set out in the latest accounts given to ASX under the Listing Rules.

11.4 Additional information

Resolution 9 is conditional on the passing of Resolution 8.

If Resolution 8 is not approved at the Meeting, Resolution 9 will not be put to the Meeting.

Resolution 9 is an ordinary resolution.

The Board declines to make a recommendation in relation to Resolution 9 due to their potential personal interests in the outcome of the Resolution.

Schedule 1 Definitions

In the Notice, words importing the singular include the plural and vice versa.

$ or A$	means Australian Dollars.
Acquisition	means the acquisition of 100% of the share capital in The Beauty Apothecary Australia Pty Ltd (ACN 602 853 538).
AEST	means Australian Eastern Standard Time.
Agreement	means the convertible note agreement between the Company and the Noteholder.
ASX	means ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
Board	means the board of Directors.
Chair	means the person appointed to chair the Meeting of the Company convened by the Notice.
Company	means Live Verdure Limited (ACN 614 347 269).
Conditions Precedent	means the conditions precedent to the Acquisition, as stated in the SPA.
Consideration Shares	means 1,666,667 Shares to be issued to the Sellers, the subject of Resolution 1.
Constitution	means the constitution of the Company, as amended.
Corporate Advisor or **Equion Capital**	means Equion Capital Pty Ltd (ACN 654 046 938).
Corporate Advisor Mandate	means the mandate between the Company and the Corporate Advisor dated 28 April 2022.
Corporate Advisor Shares	means 166,667 Shares to be issued to the Corporate Advisor, the subject of Resolution 2.
Corporations Act	means the *Corporations Act 2001* (Cth), as amended.
Director	means a director of the Company.
Director Placement Options	means up to 333,334 free attaching Options to be issued to certain Directors that wish to participate in the Placement, the subject of Resolution 5(a) and (b).
Director Placement Securities	means the Director Placement Shares and Director Placement Options, the subject of Resolution 5(a) and (b).
Director Placement Shares	means up to 666,666 Shares to be issued to certain Directors that wish to participate in the Placement, the subject of Resolution 5(a) and (b).

Existing Plan	means the existing Employee Securities Incentive Plan of the Company.
Explanatory Memorandum	means the explanatory memorandum which forms part of the Notice.
Issue Date	means the date of issue of a Convertible Note.
Key Management Personnel	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any Director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.
Lead Manager or **CPS Capital**	means CPS Capital Group Pty Ltd (ACN 088 055 636).
Lead Manager Mandate	means the mandate between the Company and the Lead Manager dated 21 August 2022.
Lead Manager Options	means 8,000,000 Options to be issued to the Lead Manager, the subject of Resolution 6.
Listing Rules	means the listing rules of ASX.
Material Investor	means, in relation to the Company: (a) a related party; (b) Key Management Personnel; (c) a substantial Shareholder; (d) an advisor; or (e) an associate of the above, who received or will receive Securities in the Company which constitute more than 1% of the Company's anticipated capital structure at the time of issue.
Meeting	has the meaning given in the introductory paragraph of the Notice.
New Plan	means the proposed new Employee Securities Incentive Plan of the Company, the subject of Resolution 8.
Notice	means this notice of general meeting.
Option	means an option, giving the holder the right, but not an obligation, to acquire a Share at a predetermined price and at a specified time in the future.
Placement	means a capital raising of $2,100,000 through the issue of up to 14,000,000 Shares at an issue price of $0.15 per Share.

Placement Shares	means the Tranche 1 Placement Shares and Director Placement Shares.
Placement Options	means the Tranche 1 Placement Options and Director Placement Options.
Plan Securities	means Equity Securities issued or to be issued under the New Plan.
Proxy Form	means the proxy form attached to the Notice.
Resolution	means a resolution referred to in the Notice.
Schedule	means a schedule to the Notice.
Section	means a section of the Explanatory Memorandum.
Securities	means any Equity Securities of the Company (including Shares, Options, Performance Securities, and/or Convertible Notes).
Sellers	means the sellers of fully paid ordinary shares in The Beauty Apothecary Australia Pty Ltd (ACN 602 853 538), trading as 'Edible Beauty Australia'.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the holder of a Share.
SPA	means the share purchase agreement between the Company and The Beauty Apothecary Australia Pty Ltd (ACN 602 853 538) dated 22 August 2022.
Trading Day	has the meaning given to it in the Listing Rules.
Tranche 1 Placement Shares	means the 13,333,334 Placement Shares, the subject of Resolution 3(a) and (b).
Tranche 1 Placement Options	means the 6,666,667 free attaching Placement Options, the subject of Resolution 4.

Schedule 2 Terms and conditions of Options

The terms and conditions of the Options are as follows:

1. Entitlement

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

2. Consideration

The Options will be granted for nil additional cash consideration.

3. Exercise Price

The amount payable upon exercise of each Option is $0.25 per Option (**Exercise Price**).

4. Expiry Date

Each Option will expire at 5:00pm (AEST) on 31 August 2025 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

5. Exercise

A holder may exercise their Options by lodging with the Company, before the Expiry Date:

(a) a written notice of exercise of Options specifying the number of Options being exercised; and

(b) a electronic funds transfer for the Exercise Price for the number of Options being exercised.

6. Exercise Notice

An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds. The Options held by each holder may be exercised in whole or in part, and if exercised in part, at least 10,000 must be exercised on each occasion.

7. Timing of issue of Shares on exercise

Within 5 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.

8. Transferability

(a) to the extent they are quoted on ASX's official list, subject to any restriction or escrow arrangements imposed by ASX or under Australian securities laws, the Options will be freely transferable from the date of issue, subject to any restriction or escrow arrangements imposed by ASX or under Australian securities laws; and

(b) to the extent they are not quoted on ASX's official list, the Options will not be transferable without the prior written approval of the Company.

9. Ranking of Shares

All Shares allotted upon the exercise of Options will upon allotment be fully paid and rank *pari passu* in all respects with other Shares.

10. Quotation

(a) The Company will apply for quotation of the Options on ASX. The Company will apply for quotation of all Shares allotted pursuant to the exercise of Options on ASX within 5 Business Days after the date of allotment of those Shares. However, the Options will only be admitted to official quotation by ASX if the conditions for quotation of a new class of securities are satisfied (which include, amongst other things, there being a minimum of 100,000 Options on issue, with at least 50 holders with a marketable parcel (within the meaning of the ASX Listing Rules).

(b) If official quotation of the Options is not granted by ASX in accordance with Section 10(a) above), the Options will not be quoted.

11. Reconstruction

If at any time the issued capital of the Company is reconstructed, all rights of a holder of Options are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.

12. Participating rights

There are no participating rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

13. Amendments

A Option does not confer the right to a change in the Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

14. Dividend and voting rights

An Option does not confer on the holder an entitlement to vote at general meetings of the Company or to receive dividends.

Schedule 3 Summary of employee securities incentive plan

A summary of the terms of the Plan is set out below:

(a) (**Eligible Participant**): Eligible Participant means a person that has been determined by the Board to be eligible to participate in the Plan from time to time and is an "ESS participant" (as that term is defined in Division 1A) in relation to the Company or an associated entity of the Company. This relevantly includes, amongst others:

(i) an employee or director of the Company or an individual who provides services to the Company;

(ii) an employee or director of an associated entity of the Company or an individual who provides services to such an associated entity;

(iii) a prospective person to whom paragraphs (i) or (ii) apply;

(iv) a person prescribed by the relevant regulations for such purposes; or

(v) certain related persons on behalf of the participants described in paragraphs (i) to (iv) (inclusive).

(b) (**Maximum allocation**) The Company must not make an offer of Securities under the Plan in respect of which monetary consideration is payable (either upfront, or on exercise of convertible securities) where:

(i) the total number of Plan Shares (as defined in paragraph (m) below) that may be issued or acquired upon exercise of the convertible securities offered; plus

(ii) the total number of Plan Shares issued or that may be issued as a result of offers made under the Plan at any time during the previous 3 year period,

would exceed 5% of the total number of Shares on issue at the date of the offer or such other limit as may be specified by the relevant regulations or the Company's Constitution from time to time.

The maximum number of equity securities proposed to be issued under the Plan for the purposes of Listing Rule 7.2, Exception 13 will be as approved by Shareholders from time to time (**ASX Limit**). This means that, subject to the following paragraph, the Company may issue up to the ASX Limit under the Plan without seeking Shareholder approval and without reducing its placement capacity under Listing Rule 7.1.

The Company will require prior Shareholder approval for the acquisition of equity securities under the Plan to Directors, their associates and any other person whose relationship with the Company or a Director or a Director's associate is such that, in ASX's opinion, the acquisition should be approved by Shareholders. The issue of Securities with Shareholder approval will not count towards the ASX Limit.

(c) (**Purpose**): The purpose of the Plan is to:

(i) assist in the reward, retention and motivation of Eligible Participants;

(ii) link the reward of Eligible Participants to Shareholder value creation; and

(iii) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Securities.

(d) (**Plan administration**): The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion, subject to compliance with applicable laws and the Listing Rules. The Board may delegate its powers and discretion.

(e) (**Eligibility, invitation and application**): The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for Securities on such terms and conditions as the Board decides. An invitation issued under the Plan will comply with the disclosure obligations pursuant to Division 1A.

On receipt of an invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part. If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.

A waiting period of at least 14 days will apply to acquisitions of Securities for monetary consideration as required by the provisions of Division 1A.

(f) (**Grant of Securities**): The Company will, to the extent that it has accepted a duly completed application, grant the successful applicant (**Participant**) the relevant number of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.

(g) (**Terms of Convertible Securities**): Each 'Convertible Security' represents a right to acquire one or more Shares (for example, under an option or performance right), subject to the terms and conditions of the Plan.

Prior to a Convertible Security being exercised a Participant does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security by virtue of holding the Convertible Security. A Participant may not sell, assign, transfer, grant a security interest over or otherwise deal with a Convertible Security that has been granted to them. A Participant must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.

(h) (**Vesting of Convertible Securities**): Any vesting conditions applicable to the grant of Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that Convertible Security will lapse.

(i) (**Exercise of Convertible Securities and cashless exercise**): To exercise a Convertible Security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise of Convertible Securities (see below), pay the exercise price (if any) to or as directed by the Company, at any time prior to the earlier of any date specified in the vesting notice and the expiry date as set out in the invitation.

At the time of exercise of the Convertible Securities, and subject to Board approval, the Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities.

Market Value means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation.

A Convertible Security may not be exercised unless and until that Convertible Security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.

(j) (**Delivery of Shares on exercise of Convertible Securities**): As soon as practicable after the valid exercise of a Convertible Security by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.

(k) (**Forfeiture of Convertible Securities**): Where a Participant who holds Convertible Securities ceases to be an Eligible Participant or becomes insolvent, all unvested Convertible Securities will automatically be forfeited by the Participant, unless the Board otherwise determines in its discretion to permit some or all of the Convertible Securities to vest.

Where the Board determines that a Participant has acted fraudulently or dishonestly, or wilfully breached his or her duties to the Group, the Board may in its discretion deem all unvested Convertible Securities held by that Participant to have been forfeited.

Unless the Board otherwise determines, or as otherwise set out in the Plan rules:

(i) any Convertible Securities which have not yet vested will be forfeited immediately on the date that the Board determines (acting reasonably and in good faith) that any applicable vesting conditions have not been met or cannot be met by the relevant date; and

(ii) any Convertible Securities which have not yet vested will be automatically forfeited on the expiry date specified in the invitation.

(l) (**Change of control**): If a change of control event occurs in relation to the Company, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the Participant's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the Participant to participate in and/or benefit from any transaction arising from or in connection with the change of control event.

(m) (**Rights attaching to Plan Shares**): All Shares issued under the Plan, or issued or transferred to a Participant upon the valid exercise of a Convertible Security, (**Plan Shares**) will rank pari passu in all respects with the Shares of the same class. A Participant will be entitled to any dividends declared and distributed by the Company on the Plan Shares and may participate in any dividend reinvestment plan operated by the Company in respect of Plan Shares. A Participant may exercise any voting rights attaching to Plan Shares.

(n) (**Disposal restrictions on Securities**): If the invitation provides that any Plan Shares or Convertible Securities are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.

(o) (**Adjustment of Convertible Securities**): If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Convertible Securities is entitled, upon exercise of the Convertible Securities, to receive an allotment of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.

Unless otherwise determined by the Board, a holder of Convertible Securities does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.

(p) (**Participation in new issues**): There are no participation rights or entitlements inherent in the Convertible Securities and holders are not entitled to participate in any new issue of Shares of the Company during the currency of the Convertible Securities without exercising the Convertible Securities.

(q) (**Amendment of Plan**): Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.

No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.

(r) (**Plan duration**): The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely, and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.

If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.

Live Verdure Ltd

ABN 28 614 347 269

Need assistance?

Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

Online:
www.investorcentre.com/contact

LV1

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **12.00pm (AEDT) Wednesday, 26 October 2022.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative
If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form: XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with '**X**') should advise your broker of any changes.

I 9999999999 I N D

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Live Verdure Ltd hereby appoint

☐ **the Chair of the Meeting** **OR** _____

PLEASE NOTE: Leave this box blank if you have selected the Chair of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Live Verdure Ltd to be held at Level 21, 459 Collins Street, Melbourne, Victoria, 3000 on Friday, 28 October 2022 at 12.00pm (AEDT) and at any adjournment or postponement of that meeting.

Chair authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 9 (except where I/we have indicated a different voting intention in step 2) even though Resolution 9 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chair.

Important Note: If the Chair of the Meeting is (or becomes) your proxy you can direct the Chair to vote for or against or abstain from voting on Resolution 9 by marking the appropriate box in step 2.

Step 2 Items of Business

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

		For	Against	Abstain
Resolution 1	Approval of issue of Consideration Shares	☐	☐	☐
Resolution 2	Approval of issue of Corporate Advisor Shares	☐	☐	☐
Resolution 3a	Ratification of issue of Tranche 1 Placement Shares issued under Listing Rule 7.1.	☐	☐	☐
Resolution 3b	Ratification of issue of Tranche 1 Placement Shares issued under Listing Rule 7.1A.	☐	☐	☐
Resolution 4	Approval of issue of Tranche 1 Placement Options	☐	☐	☐
Resolution 5a	Approval of issue of Director Placement Securities to Gernot Abl	☐	☐	☐
Resolution 5b	Approval of issue of Director Placement Securities to Ran Vaingold	☐	☐	☐
Resolution 6	Approval of issue of Lead Manager Options	☐	☐	☐
Resolution 7	Modification of existing Constitution	☐	☐	☐
Resolution 8	Approval of New Plan	☐	☐	☐
Resolution 9	Approval of potential termination benefits under the New Plan	☐	☐	☐

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chair of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1	Securityholder 2	Securityholder 3	
			/ /
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date

Update your communication details *(Optional)*

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

Mobile Number	Email Address

Computershare