LiveVerdure

ASX Release
19 August 2024

LV1 Announces Voluntary Escrow Agreement with CPS Capital Group

Live Verdure Ltd (ASX: LV1) ("LV1", "LiveVerdure" or the "Company"), owner of Health & Wellness brands Edible Beauty, 13 Seeds and strategic partner of Decidr.ai ("Decidr), is pleased to announce that it has reached a voluntary escrow agreement with CPS Capital Group Pty Ltd ("CPS"), an option holder in the Company. Under the terms of this agreement, CPS has agreed to place shares resulting from the exercise of their Advisory Options under escrow, with specific conditions and restrictions on disposal to show their long term and ongoing support for LV1.

Highlights

- Live Verdure Ltd ("LV1") is pleased to announce that it has entered into a Voluntary Escrow and Sell Down Deed with CPS Capital Group Pty Ltd ("CPS"), an option holder, to escrow shares related from the exercise of their Advisory Options.
- The escrow arrangement ensures that the options and resulting shares, once exercised, are subject to specific holding and disposal restrictions over a 24-month period following exercise.
- This agreement aligns with LV1's strategic objectives to maintain an orderly market and support long-term value creation for shareholders.

Details of the Escrow Agreement

The Advisory Options covered by this agreement amount to a total of 12,000,000 unquoted options, exercisable at $0.10 each on or before 27 June 2027. These options are divided into two tranches of 6,000,000 options each and are currently not vested, as the vesting criteria has not yet been met.

Upon the exercise of these options, the resulting shares will be subject to the following escrow periods:

- **12-month Escrow Period:** No shares can be disposed of during the first 12 months following the exercise of the options.
- **Orderly Sell Down Period:** In the 12 months following the initial escrow period, CPS may dispose of up to 25% of the escrowed shares during each three-month period, ensuring a controlled and orderly sell-down process.

This agreement includes the application of a Holding Lock on the escrowed shares, which will be released in accordance with the escrow and sell-down schedule.

LV1 Chairman, David Brudenell, commented: "This escrow arrangement with CPS is a testament to the strong alignment between our strategic objectives and the interests of our stakeholders. By ensuring an orderly and phased disposal of shares, we are protecting shareholder value and maintaining market stability as we continue to execute on our growth strategy."

This voluntary escrow arrangement reflects LV1's commitment to fostering long-term value creation while maintaining an orderly market. The agreement with CPS supports our ongoing efforts to ensure that our strategic initiatives, including those related to our AI enablement strategy, are aligned with the best interests of our shareholders.

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This announcement has been authorised for release by the Board of LV1.

About Live Verdure (ASX:LV1)

Live Verdure is an Australian Health, Wellness, and Skincare company making a range of naturally based products with effective active ingredients. Its products are primarily sold Direct-to-Consumer (D2C), via eCommerce digital marketing channels to existing and new customers. Live Verdure is committed to making innovative products that are high quality, sustainable and provide effective results for their consumers.

The company is also focused on delivering growth and business-wide optimisations by developing and deploying cutting-edge technical applications into the existing 13 Seeds and Edible Beauty business ecosystems. LV1 will also leverage this technology to fuel innovation through new product development, allowing its existing businesses to develop pioneering new products, services, and customer experiences in the plant-based food, nutraceutical and skin care markets, to unlock rapid growth and gain a competitive edge for its existing businesses and its go-to-market strategy.