LiveVerdure

ASX Release
31 December 2024

LIVE VERDURE INCREASES DECIDR.AI STAKE BY 6%

Highlights

- Live Verdure Ltd ("LV1") has acquired an additional 6% of Decidr.ai Pty Ltd ("Decidr"), increasing LV1's ownership to a controlling interest of 51%.
- The acquisition consideration is facilitated by a $13.2 million loan by Decidr Group Pty. Ltd., payable over a 36 month term.
- The acquisition aligns with the strategic objectives outlined in the Memorandum of Understanding (MOU) between LV1 and Decidr, cementing LV1's leadership in AI-driven innovation.

Live Verdure Limited (ASX: LV1) ("LV1" or "the Company") is pleased to announce that it has acquired an additional 6% equity stake in Decidr.ai Pty Ltd ("Decidr") for a total consideration of $13.2 million. This acquisition increases LV1's holding to a controlling interest of 51% in Decidr, positioning the Company as the majority owner of one of Australia's most dynamic AI technology platforms. The $13.2 million is facilitated by an interest-free loan from Decidr Group Pty. Ltd. ("Decidr Group") which is payable over a 36 month term.

The acquisition builds on the key milestones and partnership terms established in the Memorandum of Understanding (MOU) previously announced, reinforcing LV1's commitment to accelerating Decidr's growth and expanding its transformative AI solutions across industries.

Strategic Rationale

With a controlling interest, LV1 will have greater ability to influence and drive Decidr's strategic direction, ensuring alignment with LV1's broader goals of AI-enablement and value creation. Decidr has continued to demonstrate rapid traction across diverse industries, and new partnerships that have created multiple new revenue opportunities between and within partner ecosystems. These emerging partnerships have presented a timely opportunity for the group to garner additional influence and control over Decidr, positioning itself as a leader in applying AI to streamline operations, optimise sales, and enhance customer engagement.

The stepped acquisition of Decidr is a natural progression of LV1's initial dual-track strategy, which aimed to combine operational excellence within its core health and wellness brands, Edible Beauty and 13 Seeds, with cutting-edge AI enablement through its strategic partnership with Decidr.ai. This strategy has delivered significant early results, particularly in the Edible Beauty business, where AI-enabled initiatives have driven meaningful improvements across multiple operational and customer-facing areas.

Through the integration of Decidr's AI capabilities, Edible Beauty achieved measurable gains in efficiency, customer engagement, and revenue growth. Highlights include the successful Proof of

Concept (POC) deployment, which demonstrated AI's potential to reduce costs and improve decision-making in key areas such as inventory management, customer interactions, and content production.

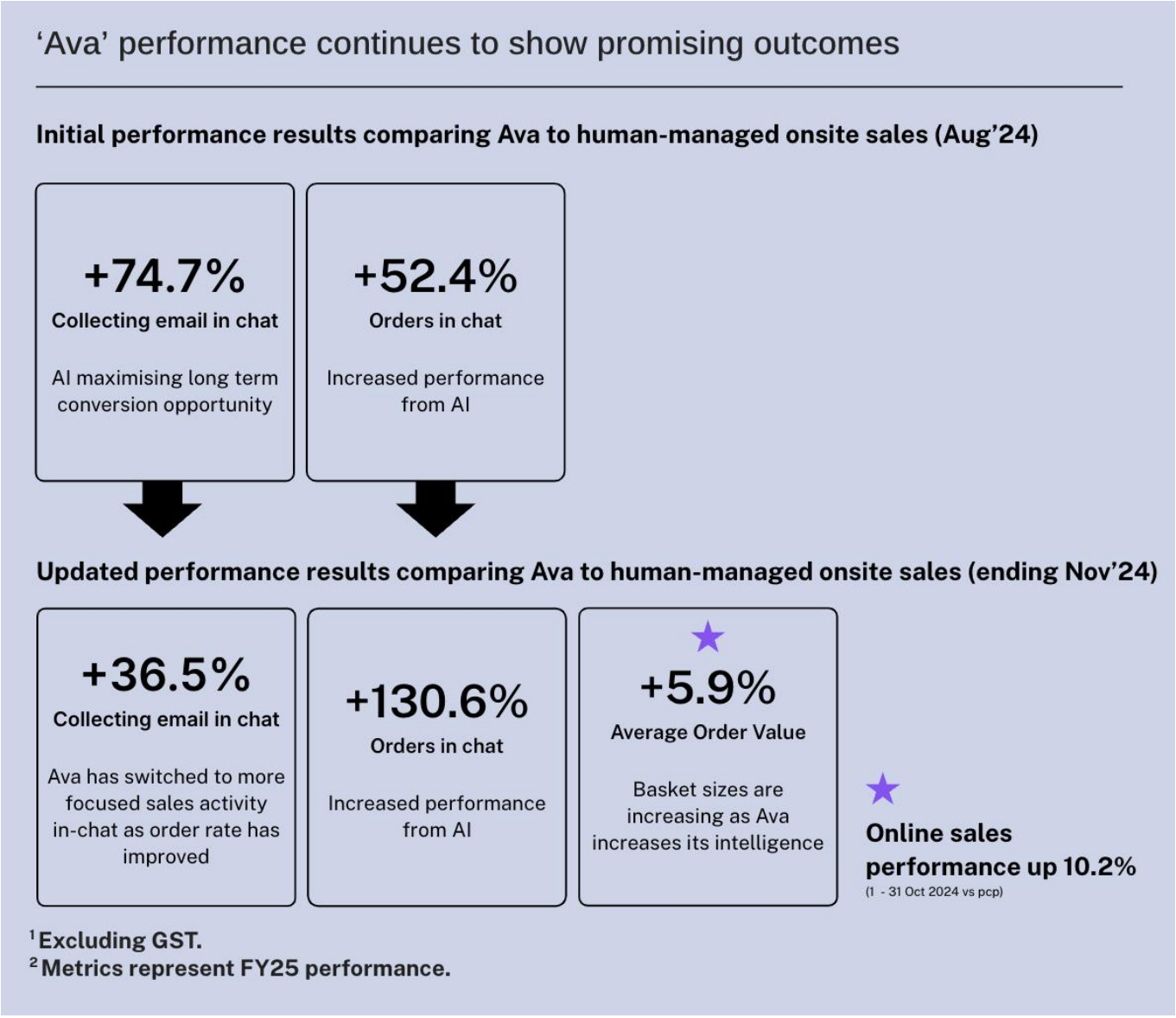


Figure 1: POC and extended results of Decidr's 'AVA' online sales agent, as released in LV1 AGM in November 2024

In addition, the acquisition builds on Decidr's strong momentum in securing contracts and proposals across diverse industries, including eCommerce, Retail, Debt Recovery, Childcare, FMCG, Media, Finance, Content Production, HR and Healthcare. These wins validate Decidr's ability to deliver AI-driven solutions that address real-world challenges, creating opportunities for scalability and revenue growth across its platform.

By acquiring a controlling interest in Decidr, LV1 is well-positioned to expand this success beyond Edible Beauty, applying the same AI-enablement framework across its broader portfolio and in new markets. The acquisition also provides LV1 with enhanced ability to guide Decidr's strategic direction, ensuring its continued alignment with the Company's goals of delivering innovation and long-term value for shareholders.

Comments from Leadership

David Brudenell, Executive Chairman of LV1, said:

"Securing a controlling interest in Decidr marks a pivotal moment for LV1 as we continue to lead the way in AI integration and innovation. Decidr's horizontal architecture and resulting ability to deliver tangible results across multiple sectors is unmatched, and taking majority ownership enables us to unlock even greater synergies and accelerate its growth trajectory. We are incredibly excited about the opportunities this acquisition presents for our shareholders and for Decidr's continued success."

Paul Chan, Founder of Decidr Group, added:

"This next phase of our relationship with LV1 reflects the strong partnership we have built and the significant growth potential that lies ahead. LV1's strategic vision and support have been instrumental in helping Decidr reach this stage. I am excited with the market response to the Decidr products and vision and with LV1's strategic majority stake, I believe that further commercialisation acceleration is possible."

Transaction Details

- LV1 will pay $13.2 million in cash to acquire an additional 6% equity in Decidr.
- This cash payment is facilitated in the form of an interest-free loan from Decidr Group payable monthly over 36 months in the following tranches:

	M1	M2	M3	M4	M5	M6	M7	M8	M9	M10	M11	M12	Total
Year 1	$0.1M	$0.1M	$0.1M	$0.1M	$0.1M	$0.2M	$0.2M	$0.2M	$0.2M	$2.0M	$0.3M	$0.3M	$3.9M
Year 2	$0.3M	$0.3M	$0.3M	$0.3M	$0.3M	$0.3M	$0.4M	$0.4M	$0.4M	$0.4M	$0.4M	$0.4M	$4.2M
Year 3	$0.4M	$0.4M	$0.4M	$0.4M	$0.4M	$0.4M	$0.4M	$0.4M	$0.4M	$0.5M	$0.5M	$0.5M	$5.1M
												Total	**13.2M**

- In the period from Jan-Sep 2025, total payments are $1.3 million. The group has 31.1 million listed options exercisable at $0.25 that expire in August 2025. These options would raise a total of $7.77 million for LV1 if all are exercised, and would provide significant funding for future payments and growth.
- IP created following the transaction, excluding historical, partnership and operational IP will be used as collateral to secure the loan from Decidr Group, which will transfer back to Decidr Group in the event of default for nil consideration.
- In the event that LV1 defaults on a repayment and is unable to remedy the default within 10 business days, Decidr Group can request that the amount outstanding under the loan agreement is repaid in shares in LV1. Such a share issue is subject to the receipt of LV1 shareholder approval, with the value of LV1's shares having a deemed value equal to a 10% discount to LV1's 5 day VWAP as at the date of the default.
- Following this transaction, LV1's ownership in Decidr increases to 51%, granting the Company a controlling interest in Decidr.

- The terms of the acquisition align to the existing MOU between LV1 and Decidr, with further governance and operational synergies expected to deliver significant shareholder value.

- Decidr Group is not a related party or substantial shareholder of LV1.

Strategic Outlook

The acquisition of a controlling interest in Decidr represents a significant milestone for LV1 as it continues to integrate and commercialise Decidr's advanced AI capabilities. The partnership has already demonstrated success, including Decidr's wins in multiple industries, proof-of-concept outcomes, and ongoing commercial engagements with leading partners such as ELMO Software, CareerOne, Onside Content and The Growth Faculty.

With a majority stake, LV1 is now well-positioned to drive the next phase of Decidr's growth, expanding its technology deployment across its brands, exploring new licensing opportunities, and maximising the benefits of Decidr's AI platform for external clients.

Conclusion

This acquisition solidifies LV1's position as a leader in AI-driven business innovation, delivering significant growth opportunities for Decidr and its stakeholders. The Company looks forward to updating shareholders as it continues to build on this momentum.

-Ends-

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

About Live Verdure (ASX:LV1)

About Live Verdure (ASX)
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). The company is now focused on delivering growth and business-wide optimisations by developing and deploying cutting-edge applications into the existing 13 Seeds and Edible Beauty business ecosystems using technology developed by Decidr. LV1 will also leverage this technology to fuel innovation through new product development, in additional sectors and geographies to unlock rapid growth and gain a competitive edge for its existing businesses and its go-to-market strategy.

To be updated on all LV1 activities, news and access historical information register on the LV1 Investor Portal: https://liveverdure.com.au/auth/signup

For more information see:

https://www.decidr.ai/
https://liveverdure.com.au/
https://ediblebeautyaustralia.com/
https://13seeds.com.au/