

## ASX STATEMENT

23 November 2018

## KEY TERMS OF CHIEF EXECUTIVE OFFICER CONTRACT

Further to the announcements of 23 July 2018 and 17 October 2018, Estia Health Limited (ASX: EHE) advises that Mr Ian Thorley has formally commenced in the role of Chief Executive Officer effective 23 November 2018. He was also appointed as Managing Director on this date.

The key terms of Mr Thorley's employment contract are as follows:

### Commencement and Term

The contract commences on 23 November 2018.

### Remuneration

#### *Base Remuneration*

From 23 November 2018, base remuneration will be \$720,000 per annum, inclusive of statutory superannuation.

Base remuneration is subject to annual review thereafter having regard to the Company performance and personal performance.

#### *Short Term Incentive*

Mr Thorley is eligible to be considered for annual short-term incentive (**STI**) payment, assessment of which will be subject to the Company's performance as well as personal performance based on key performance indicators (**KPIs**) determined on an annual basis.

The STI is up to a maximum of 50% of base remuneration. A portion of the STI awarded to Mr Thorley will be subject to mandatory deferral on terms determined by the Board from year to year.

The Board has the discretion to adjust the maximum STI amount, the KPIs and the deferral conditions from year to year.

#### *Long Term Incentive*

Mr Thorley is eligible to be considered for an annual long-term incentive (**LTI**) payment.

The LTI is up to a maximum of 100% of base remuneration, depending on achievement of KPIs in place from time to time, assessed and determined in the sole and absolute discretion of the Board.

The LTIs will be in the form of performance rights. The number of performance rights to be granted is determined by dividing the value by the volume weighted average price of Estia's shares for the ten trading days following the release of annual results. There is nothing payable for the grant of these performance rights.

The Board has the discretion to adjust the maximum LTI amount, the KPIs and the LTI conditions from year to year.

### **Termination**

Mr Thorley's employment may be terminated at any time without any reason by the Company or Mr Thorley providing the other with six months' written notice of termination.

### **Non-competition undertaking**

Mr Thorley must not be employed or engaged in any capacity in a business substantially similar to Estia for a period of six months in Australia.

### **Media Enquiries:**

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