



Introduction of Long-Term Incentive Plan and CEO Grant

AI Media Technologies Limited (ASX: AIM) (“Ai-Media” or the “Company”) announces the introduction of a new Long-Term Incentive Plan (“LTIP”) designed to retain and reward executives and key staff, aligning with the Company’s five-year aspirational growth targets.

The LTIP will operate through the issuance of Restricted Share Units (“RSUs”) under the Company’s existing Restricted Share Unit Plan (“RSU Plan”)¹ which has vesting conditions that are subject to continued service, aligning the interests of participants and shareholders through long-term equity participation.

Alignment with Five-Year Strategic Plan

The LTIP has been designed to complement and reinforce the Company’s five-year growth strategy, which includes targets to expand Ai-Media’s global footprint and accelerate uptake of its AI based technology solutions to drive sustained growth and shareholder value creation.

The LTIP enables eligible executives and staff to participate in the long-term success of the Company, recognising the importance of retaining and incentivising key talent across the organisation to deliver on the growth objectives.

Key Terms of the LTIP

The LTIP will span over five years commencing 1 July 2025 and ending 30 June 2030, with RSUs granted biannually supporting continuous alignment and retention.

Key terms include:

- **Eligible Participants:** Executives and key employees across the Ai-Media group.
- **Instrument:** Restricted Share Units (“RSUs”), each representing an entitlement to receive one fully paid ordinary share (“Share”) in the Company upon vesting. The RSUs are non-transferrable and have no rights to dividends, no rights to attend or vote at general meetings and no rights to the capital of the Company.

¹ Restricted Share Unit Plan lodged with ASX on 14 September 2020



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- **RSU Plan:** The LTIP offer is being made under, and is governed by, the RSU Plan.
- **No Issue Price or Exercise Price:** No consideration will be payable for the grant or exercise of the RSUs.
- **Vesting Condition:** The vesting of RSUs is subject to continuous service – the participant must be employed or engaged by the Ai-Media group on the vesting date of a tranche of RSUs in order for the RSUs to vest (failing which the RSUs will lapse).
- **Grant Period:** 1 July 2025 to 30 June 2030.
- **Grant Frequency:** RSUs will be granted in equal tranches every six months during the Grant Period and each tranche will vest six months after the grant date, subject to satisfaction of the Vesting Condition. A participant must be employed or engaged by the Ai-Media group on the relevant grant date of a tranche of RSUs in order to be entitled to that grant. Accordingly, any participant who ceases to be employed or engaged by Ai-Media will cease to be entitled to any future grant of RSUs under the LTIP.
- **Exercise of RSUs:** The RSUs will be automatically exercised for Shares on satisfaction of the Vesting Condition.
- **Restriction on Shares:** The Shares issued on exercise of the RSUs will be ‘Restricted Shares’ under the RSU Plan and will be subject to escrow for a period of 12 months from the date of issue of the Shares.
- **Number of RSUs and Shares:** The Company has agreed to grant up to a maximum of 10,000,000 RSUs under the LTIP over the five-year Grant Period (subject to shareholder approval where required). This will involve the grant of up to 2,000,000 RSUs in each financial year from FY2026 to FY2030 (inclusive). Assuming all RSUs are granted and exercised, a total of 10,000,000 Shares will be issued between approximately 1 July 2025 and 1 July 2030.
- **Lapse of RSUs:** Any granted but unvested RSUs will lapse if the participant is not employed or engaged by the Ai-Media group on the relevant vesting date of a tranche of RSUs. ‘Good Leavers’ are entitled to retain any RSUs that vest within 90 days of the participant becoming a ‘Good Leaver’.
- **Key Management Personnel participation:** The following Key Management Personnel (KMPs) are participating in the RSU Plan:

KMP	Annual Grant of RSUs (over each financial year)	Total number of RSUs granted
Tony Abrahams	200,000	1,000,000
Jason Singh	200,000	1,000,000



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CEO Participation in the LTIP

The Company advises that, subject to the requisite shareholder approvals, the Chief Executive Officer, Anthony Abrahams, will be eligible to participate in the LTIP and will be granted RSUs in accordance with the table above on the terms described above.

The Company will seek shareholder approval under Listing Rule 10.14 for the grant of RSUs to Mr Abrahams at the Company's 2025 Annual General Meeting. Assuming the resolution approving the grant is approved, any RSUs must be issued within 3 years of the date of the Annual General Meeting. Accordingly, subsequent shareholder approval will be required at a future meeting of shareholders in relation to the grants of RSUs to Mr Abrahams occurring after this three year period has expired.

ENDS

This announcement has been authorised for release by AI-Media's Board of Directors.

Further Information

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About AI-Media

Founded in Australia in 2003, AI-Media (ASX:AIM) is a global leader in AI-powered live and recorded captioning, transcription and translation solutions. Trusted by the world's leading broadcasters, enterprises and government agencies, AIMensures high accuracy, secure and cost-effectiveness through its cutting-edge LEXI technology, seamlessly integrated with iCap infrastructure.

LEXI products are delivered to millions of screens worldwide via AIM's industry-leading encoders and the iCap Network, which powers over 10 million minutes of live content each month.

Since commencing trading on the ASX on 15 September 2020, AIM has significantly expanded its global footprint and continues to drive innovation in AI-powered media solutions. With the growing LEXI Toolkit, AIM extends beyond core captioning into new frontiers with LEXI DR, LEXI Local, LEXI Voice and LEXI Brew, enhancing accessibility security and efficiency for customers across multiple markets.