

10<sup>th</sup> March 2021  
 Market Announcements Platform  
 ASX Limited

## Long Term Incentive Plan

Motio Ltd (**Motio** or the **Company**) provides an update below on remuneration arrangements of the Company's Executives and Board for 2021.

### FY 2021 Long Term Incentives

The Company has agreed to issue 16,000,000 Performance Rights and 7,938,461 Performance Options under the Company's Long Term Incentive Plan to the Company's Board and Chief Operating Officer as set out below.

The Performance Rights and Options will vest upon certain market-based hurdles detailed in the table below. The Performance Rights and Options will have a term of 3 years from the date of issue and will be subject to shareholder approval where required.

<b>FY21 LTI Performance Condition</b>	<b>Justus Wilde (Non-Executive Chairman)</b>	<b>Adam Cadwallader (Managing Director)</b>	<b>Jason Byrne (Non-Executive Director)</b>	<b>Harley Grosser (Non-Executive Director)</b>	<b>Michael Johnstone (COO)</b>
<b>Total Number of Securities</b>	<b>2,400,000 Performance rights</b>	<b>6,000,000 Performance rights</b>	<b>3,600,000 Performance rights</b>	<b>7,938,461 Performance Options</b>	<b>4,000,000 Performance rights</b>
Vest upon the 30-day VWAP of MXO shares being at least \$0.15	800,000	2,000,000	1,200,000	4,000,000 options exercisable at 12¢	1,000,000
Vest upon the 30-day VWAP of MXO shares being at least \$0.18	800,000	2,000,000	1,200,000	2,400,000 options exercisable at 12¢	1,000,000
Vest upon the 30-day VWAP of MXO shares being at least \$0.25	800,000	2,000,000	1,200,000	1,538,461 options exercisable at 12¢	2,000,000
<b>Total</b>	<b>2,400,000</b>	<b>6,000,000</b>	<b>3,600,000</b>	<b>7,938,461</b>	<b>4,000,000</b>

#### Adjustment to Adline Tranche B Deferred Consideration Shares

The Board would also like to take this opportunity to advise it has restructured the Tranche B Deferred Consideration Shares for the Adline Media Pty Ltd (Adline) acquisition announced on 10 December 2019 (**Agreement**). The Agreement required Adline to achieve EBITDA of greater than \$480,000 in calendar year ending 2021, with a potential extension out to the end of financial year ending 30 June 2022 (Milestone B) in order to be issued 9,400,000 ordinary MXO shares (**Tranche B Deferred Consideration Shares**).

The Board of Directors believe that a more appropriate milestone target should be tied to and reflect Total Shareholder Returns. This will ensure that Adline's vendor and Motio's Chief Operating Officer, Michael Johnstone, is fully incentivised to focus on the growth of the overall group and the various strategic opportunities that are on offer to the Company.

As such the Board will seek shareholder approval to adjust Milestone B to a performance condition of a 30-day VWAP of MXO shares being 14.1¢ which is a 50% premium to the 30-day VWAP preceding this announcement, being 9.4¢.

The Motio Board believes that this new LTI package and adjustment to the Adline Tranche B Deferred Consideration Shares creates clear alignment between the Board, Executives and MXO shareholders as we embark on this next phase of the Company's growth story.

An Appendix 3B for the proposed issue of securities will accompany this announcement. A notice of meeting to seek shareholder approval for the issue of performance related securities and the adjustment of Adline Tranche B Deferred Consideration Shares will be released in the coming weeks.

This announcement has been authorised by the Board of Motio Ltd.

**ENDS**

#### **Media & Investor relations**

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