



18 January 2022

ASX Announcement

DXN Limited announces resignation of MD and appointment of CEO

Resignation of Managing Director

Pre-fabricated modular Data Centre specialist, DXN Limited (ASX:DXN) (“**DXN**” or “the Company”) wishes to advise that Mr Matthew Madden has submitted his resignation as Managing Director and CEO of DXN to spend time with family and pursue other career opportunities. Matthew joined DXN on 19 August 2019 and during his tenure Matthew has made a considerable contribution to resetting DXN’s strategy and creating a more stable platform for DXN’s future growth and profitability. The Board would like to thank Matthew for his dedication and unwavering efforts in supporting the Company’s turnaround and for helping position DXN for future success.

Appointment of Chief Executive Officer

DXN is pleased to announce the appointment of Ms Shalini Lagrutta as Chief Executive Officer of DXN. Shalini joined DXN on 25 February 2019 as Global Head of Sales & Marketing and has been instrumental in the continued growth of Modular Data Centre sales.

Shalini has had a successful track record in the telecoms and data centre industry that spans over 20 years and has demonstrated an impressive track record of sales achievement from start-ups through to established companies which has continued during her tenure thus far at DXN.

Prior to joining DXN, Shalini was APAC Head of Sales for 7 years at Flexenclosure AB where she was able to significantly grow their EDGE modular deployment sales.

Shalini holds a Bachelor’s Degree in Engineering from the University of Malaya.

Commenting on her appointment as CEO, Shalini said: “I look forward to continuing to work with the fantastic team we have assembled at DXN to further grow the business, leverage its significant core assets and capabilities, and continue to build on the reputation DXN has become renowned for.”

The Chairman, Mr Bailie said, “The Board are excited to have Shalini step into the role of CEO to ensure a smooth transition and allow DXN to successfully deliver on the next phase of our development strategy”.

-ends-

DXN Limited

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About DXN Limited

DXN is Asia Pacific's only vertically integrated manufacturer and operator of modular data centres. Our core business is designing, engineering, manufacturing, maintaining and operating data centres.

DXN's business has two core divisions that provide complementary and symbiotic services that better captures what we do, how we do it and why we do it. They are our;

1. Modular Division – designs, engineers, manufactures, and deploys EDGE facilities and critical DC infrastructure; and
2. Data Centre Operations - operates, maintains and markets data centres and critical infrastructure for our own DXN data centres as well as our modular customers

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ASX Release authorised by the Board of Directors

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Ms Shalini Lagrutta
Summary of Key Terms and Conditions of Employment

Appointment	The appointment is to the position of Chief Executive Officer of DXN Limited								
Commencement	19 January 2022								
Term	The appointment will be on an ongoing basis with termination provisions summarised below.								
Remuneration	<p>There are three components to Ms Lagrutta’s remuneration:</p> <p>(a) Gross Annual Remuneration Package</p> <p>Ms Lagrutta is currently paid a base annual remuneration of \$300,000 plus statutory superannuation contributions, which is capped at \$27,500 per annum. The employer may review the employee’s performance, remuneration and benefits in accordance with the employer policy from time to time.</p> <p>(b) Short Term Incentive Benefits</p> <p>Ms Lagrutta will be entitled to receive an STI component of up to \$125,000 based on achieving agreed KPI's.</p> <p>(c) Long Term Incentive Benefits</p> <p>The LTI component has an annual grant value of up to 25% of the executive remuneration package. The number of performance rights and/or options will depend on the share price at the allocation or grant date.</p> <p>On 22 July 2021, Ms Lagrutta was issued with 8,300,000 performance rights, subject to the following Vesting Conditions:</p> <p>(a) 3 years of service (continued employment) with the Company from 1 July 2021 to 30 June 2024; and</p> <p>(b) The Company achieving the following Compound Growth in Total Shareholder Return (TSR CAGR) over the 3 year period from 1 July 2021 to 30 June 2024:</p> <table border="1" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th style="text-align: center;">TSR CAGR</th> <th style="text-align: center;">% Vesting</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">Less than 35%</td> <td style="text-align: center;">0</td> </tr> <tr> <td style="text-align: center;">35 - 45%</td> <td style="text-align: center;">50 – 100 on a pro-rata basis</td> </tr> <tr> <td style="text-align: center;">Greater than 45%</td> <td style="text-align: center;">100</td> </tr> </tbody> </table> <p style="text-align: center;"> $TSR = \frac{(Current\ Share\ Price - Share\ Price\ on\ Allocation) + Dividends\ paid}{Share\ Price\ on\ Allocation}$ </p> <p>In the event of cessation of employment during the 3 year period, without cause, retirement or resignation, the Performance Rights will lapse.</p>	TSR CAGR	% Vesting	Less than 35%	0	35 - 45%	50 – 100 on a pro-rata basis	Greater than 45%	100
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	<p>In the event of cessation of employment during the 3 year period due to retrenchment, death or disability, the Performance Rights will be pro-rated with Board discretion based on the circumstances.</p> <p>Any Performance Rights that do not vest and become exercisable in accordance with the Vesting Conditions will automatically lapse.</p>
Termination	The employment shall continue until terminated in accordance with the provisions for termination, being by either party with 3 months' notice.
Other Benefits	Ms Lagrutta is entitled to the benefit of a Deed of Indemnity, Insurance and Access on usual commercial terms.
Other Provisions	The Agreement also contains general provisions in relation to confidential information and non-compete arrangements.