



Quantify Technology Restructures Board of Directors

ASX RELEASE

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Highlights

- The Board of Directors of Quantify Technology to undergo a restructure which reflects the Company's plans for domestic and international growth.
- Peter Rossdeutscher to be appointed as Chairman of the Board
- Mr Rossdeutscher has held previous roles including Managing Director of Gateway Asia and was responsible for building the business in the Asia region from inception, to a \$320M division of that former US \$8 billion Fortune 500 company
- Brett Savill to be appointed as CEO of the Company
- Formerly a Non-Executive Director of the Quantify Technology, for 8 years Mr Savill was a partner of Price Waterhouse Coopers (UK) and has also held roles as Managing Director of Free TV and Director of Strategy & Corporate Development for Bai Communications, before being appointed CFO
- Mark Lapins to transition from CEO to the role of Technical Director. Having founded the Company, and with a track record in successful technology solutions, Mark will continue to drive technical innovation for the Company
- Gary Castledine to be appointed as a Non-Executive Director
- Mr Castledine is a Founding Director of Westar Capital and has 25 years-experience in stockbroking, corporate advisory and investment banking. He was also a founder, Chairman and Managing Director of Indian Ocean Capital, a successful, specialist boutique securities dealer and corporate advisory firm
- Lee Christensen and Alex Paor will resign from the Board of Directors
- This restructured Board of Directors will provide a wealth of experience, knowledge and strategic advice, as the Company enters its next phase of domestic and international growth
- Restructure and appointments to be effective from 1 October 2018



Quantify Technology Holdings Limited (ASX:QFY) ("Quantify Technology" the "Company") is pleased to announce a restructure to its Board of Directors to contribute significant value to the Company, as it moves from technology development to commercialisation and sales. Details of the restructure are outlined below:

Peter Rossdeutscher – Appointment as Chairman of the Board

The Company will appoint Peter Rossdeutscher as Chairman of the Board. Mr Rossdeutscher has more than twenty years' experience leading global technology companies. He has held previous roles such as Managing Director of Gateway Asia and was responsible for building the business in the Asia region from infancy, to a \$320M division of this former US \$8 billion, Fortune 500 company. He also held the role as Managing Director of Targus's Asia Pacific branch and led an international team of 200+ staff across all functions, which transformed the business and realised revenue growth from SGD\$75M to SGD\$160M over a 5-year period.

Mr Rossdeutscher currently sits as Non-Executive Director and Chairman of CSA Mining Industry Consultants and is a Fellow of the Australian Institute of Company Directors (AICD). He is a former national finalist in the Austmine Champion of Innovation Awards and is an Adjunct Professor of Strategy and Innovation at University of Western Australia. He has extensive commercial board and strategic advisory experience in the areas of entrepreneurship, innovation, and commercial strategy. Peter Rossdeutscher's extensive experience will contribute significant value to the Company as it enters into its next stage of international growth.

Quantify Technology Chairman elect Peter Rossdeutscher commented "Joining Quantify Technology's team at this crucial stage in their development is a very exciting opportunity. The Company is poised on the edge of realising their potential. Pairing strategic guidance with experienced leadership of high growth technology companies and international market expertise is a key ingredient to launch the Company into the next phase of its evolution. I look forward to working alongside the Board and Leadership team to help build Quantify Technology toward a global technology category champion".

Brett Savill - Appointment as Managing Director

Brett Savill will be appointed as Managing Director of Quantify Technology. Mr Savill has a 25-year track record in technology, media and telecoms and is a leader focussed on growth and transformation. He has also worked on, or advised more than 30 M&A transactions. A former partner of Price Waterhouse Coopers (UK) for 8 years, Mr Savill has also served as CEO of Free TV; the industry body representing Australia's commercial free-to-air television broadcasters. Prior to this, he held the position of Director of Strategy and Corporate Development & Head of Government Relations for Bai Communications, before being appointed as CFO of the organisation.

Mr Savill held the position of Director at Mainsheet Corporate, which provides strategic, operational and transaction advice to major corporates and private equity clients. He also served as a Non-Executive Director of Search Optics; a digital marketing company that turns virtual traffic into measurable results. Brett Savill holds a Master of Business Administration from the University of Warwick, Bachelor of Arts (Hons) from the University of Kent and is a member of the AICD.

Quantify Technology CEO elect Brett Savill commented "After being involved with Quantify Technology as a Non-Executive Director, I am honoured to be appointed as CEO of the Company. I look forward to working with the restructured board as the Company moves from its development stage through to commercialisation and sales. I strongly believe that my experience in technology and media will be invaluable as Quantify Technology grows both within Australia and internationally".



Mark Lapins – Transition to Technical Director

Mark Lapins will be transitioning from the role of Founder and CEO of Quantify Technology to the Company's Technical Director. He will also continue as a Board Director. As the Founder of Quantify Technology, Mark has led the Company since 2013. With strong technical experience and having served as Managing Director of both Sierra Systems and Vieo Systems, Mark will continue to drive technical innovation and excellence for the Company.

Mark Lapins, commented "This is an exciting time for Directors, shareholders and staff alike. Quantify Technology continues to strengthen its business and the transition to a new Board of Directors with world-class experience guiding and governing the company in its next stage of strategic growth. This calibre of leadership and international experience on our board, coupled with our dedicated operational team, instils even greater confidence in Quantify Technology delivering on our vision for the Company. I look forward to leading the Quantify Technology team in delivering outstanding products to our target markets as Technical Director".

Gary Castledine - Appointment as Non-Executive Director

Gary Castledine will be appointed as a Non-Executive Director. Mr Castledine has a highly successful career in capital markets, which spans more than 25 years. With strong expertise in stockbroking, corporate advisory and investment banking, he is a Founding Director of Perth based Westar Capital, a corporate finance specialist with strong high net worth and institutional contacts. Under this role, Mr Castledine has participated in a range of capital raisings and Initial Public Offerings (IPO's) across a broad spectrum of industries. He thrives on working with young companies and helping them transition into successful, high-value organisations.

Gary's finance career started in 1993, where he spent a decade spent developing his skills as a stockbroker, before moving into a corporate advisory role, where he became involved in investment banking. Before establishing Westar Capital, he was a founder, Chairman and Managing Director of Indian Ocean Capital, a successful, specialist boutique securities dealer and corporate advisory firm. Gary is active in contributing to his community and has been a long-time supporter of Parkerville Children and Youth Care (Inc). He joined their Finance Committee in 2009 and has been on the Board of Directors since 2012. Gary will contribute skills in corporate advisory, financial structuring and capital raising to the Quantify Technology board.

Lee Christensen and Alex Paor - Resigned from Board of Directors

Lee Christensen and Alex Paor will resign from the Quantify Technology board of directors. Appointed on the 28th of May 2018, Lee Christensen was appointed to the role of Interim Chairman, prior to the appointment of Peter Rosseutscher as announced above.

Alex Paor has served the Company as a Non-Executive Director since 2016. The Company would like to thank both Lee Christensen and Alex Paor for their services to Quantify Technology to date.

Details of CEO Remuneration and material terms of the director appointments are outlined in Annexure A.

-ENDS-



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CONT.

Further Information:

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About Quantify Technology

Quantify Technology is an Australian-based pioneer of Truly Intelligent Buildings technology. The Company has created simple to install, affordable Internet of Things devices that encourage wide-scale adoption of Internet of Things solutions.

Quantify Technology's commercial product known as the Q Device replaces standard power outlets and light switches in commercial and residential structures. Due to using standard wired Alternating Current (AC) wiring, it can be easily retrofitted without re-cabling in existing buildings.

The Q Device replaces AC light switches/dimmers and power outlets with an intelligent, network-connected framework to provide energy management and reporting, voice-enabled control and interaction, and real-time evaluation of environmental and risk factors for building occupants.

This enables the delivery of the Company's vision of Truly Intelligent Buildings, with a goal to deploying the offering globally.



Annexure A

CEO Remuneration – Mr Brett Savill

The remuneration package offered to Mr Savill is designed to link reward to both Company and individual performance, and to align his interests with the interest of shareholders through a significant at risk performance based component.

- (i) Fixed remuneration of \$300,000 per annum, subject to annual review; and
- (ii) Entitlement to participate in short term incentive (STI) and long term incentive (LTI) plans at the Board's discretion and based on key performance indicators agreed between the parties. It has been agreed that the following performance shares be issued to the CEO:

40,000,000 Performance Shares under the Company's Performance Shares Plan, comprising:

- a. 10,000,000 Tranche 1 Performance Shares (**Tranche 1**);
- b. 10,000,000 Tranche 2 Performance Shares (**Tranche 2**); and
- c. 20,000,000 Tranche 3 Performance Shares (**Tranche 3**)

The Performance Shares will be issued with the following key terms:

- (A) **Expiry Date:** an expiry date of five (5) years from the date of grant; and
- (B) **Vesting Conditions:** The Performance Shares shall vest, subject to board approval, and the Nominee maintaining their position of Board Member at the time of vesting, and become exercisable into Shares on a one for one basis at the following times:

(**Tranche 1**): The successful completion of the Company Executive Team restructure, Board restructure and securing long-term funding prior to the 31st December 2018.

(**Tranche 2**): The receipt of accumulated revenue (excluding Government Grants and/or R&D rebates) by the Company and/or the Company's subsidiaries of \$5M over 36 months of the appointment (1 October 2018 - 31 September 2019). Vesting shall occur immediately the accumulated \$5M is achieved.

(**Tranche 3**): The Market capitalisation of the Company reaching \$45 million based on a 20-day VWAP valuation of the Company's traded shares, during the tenure of the nominee as Chairman of Quantify Technology Holdings Ltd.

Acquisition: If an acquisition of the company occurs, the Performance Shares will vest immediately.

Run Out: If any of the milestones is achieved within six (6) months of the resignation, or removal, of the nominee for any reason, other than a legal breach of their duties, from their appointed board position, the Performance Shares will still vest as per this agreement.



and otherwise on the terms and conditions of the Company's Performance Shares Plan and ASX listing rules.

- (iii) An annual STI of \$60,000 on key performance indicators to be agreed between the parties.
- (iv) On termination the CEO will be entitled to six (6) months' salary if removal from the position occurs for any reason other than a legal breach of his duties.

Non-Executive Chairman/Non-Executive Director

Mr Peter Rossdeutscher and Mr Gary Castledine will be entitled to participate in short term incentive (STI) and long term incentive (LTI) plans at the Board's discretion and based on key performance indicators agreed between the parties. It has been agreed that the following performance shares be issued to each of Mr Rossdeutscher and Mr Castledine:

20,000,000 Performance Shares under the Company's Performance Shares Plan, comprising:

- a. 5,000,000 Tranche 1 Performance Shares (**Tranche 1**);
- b. 5,000,000 Tranche 2 Performance Shares (**Tranche 2**); and
- c. 10,000,000 Tranche 3 Performance Shares (**Tranche 3**)

The key terms of the Performance shares will be as outlined above.