



ASX Announcement

2 April 2019

CEO Remuneration Commensurate with Small Cap

ShareRoot limited (ASX:SRO) ("ShareRoot" or "the Company") today confirmed, in accordance with Listing Rule 3.16.4, the material variations and terms of ShareRoot CEO, Michelle Gallaher's employment contract.

"Michelle along with the Board is very mindful of the resources currently available to ShareRoot", said Chairman, Mr Harvey Kaplan, "and thus have readily agreed that an attractive and incremental incentive package linked to success milestones and positioned for growth is appropriate."

The Board and Management team recognise the considerable task it has had in quickly and confidently revising the strategy for ShareRoot to get the company back on track and wish to reward and recognise employees, particularly the CEO, fairly and as commensurate with a small cap at this stage in the company's development.

Material variations to Ms Gallaher's employment contract (as compared to her previous contract as Managing Director of The Social Science) are as follows:

- Cash component of the employment contract has increased but remains equivalent to the previous CEO's base salary (\$230,000).
- Up to 50m incentive options are now included based on success milestones linked to company growth and share price, which will only be issued if the milestones are met.
- ShareRoot will fund the residual (approximately 60%) a Monash University Global Executive MBA that Ms Gallaher has commenced in 2018. Ms Gallaher is the recipient of a part scholarship.
- The Company or the CEO may terminate the contract on the giving of 6 months written notice to the other party.

The success conditions relating to equity in ShareRoot linked to revenue targets, associated with the acquisition of The Social Science in April 2018, are still in play, expiring in June 2020.

End

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