



Announcement to Shareholders and the ASX

## **Saunders International announces Managing Director Succession**

Sydney – Tuesday 7 April 2015

Saunders International Limited (**Saunders** or **Company**) advises that John Power has indicated his intention to retire from the role of Managing Director and Chief Executive Officer of the Company.

Today the board of Saunders has appointed Mark Benson as the incoming Managing Director and Chief Executive Officer. He will commence at Saunders on 10 August 2015 as an Executive Director and will take over as Managing Director on 5 October 2015. John Power will continue as an Executive Director until he retires later in October 2015 and he will facilitate handover activities in this transition period.

Mark Benson joins Saunders from RCR Tomlinson Limited (see [www.rcrtom.com.au](http://www.rcrtom.com.au)) where he is currently General Manager of RCR Energy which includes manufacturing workshops, site maintenance, construction and engineering groups. His career with RCR has spanned 9 years and has also held positions of Divisional Manager and National Operations Manager, in addition to holding senior positions on several major utility alliances. Mark came to RCR when RCR acquired VRBT Group Pty Ltd, an engineering, construction and maintenance business which was 50 percent owned by Mark. Mark has an Advanced Diploma in Management from Ballarat University, along with an Advanced Diploma in Project Management and an electrical engineering background.

In announcing the change, Chairman Tim Burnett said: "John Power has been employed by Saunders since May 2003 and has served the Company and shareholders as Managing Director with distinction for the last 10 years. As Managing Director he was pro-actively involved in the IPO process that led to the ASX listing in 2007 and he has been pivotal in the significant growth in revenue and profitability that Saunders has experienced since then. John has led the safety culture and process to achieve excellent safety outcomes for our employees and he has grown Saunders' capability in engineering, procurement and contracting and maintenance over a sustained period. On behalf of all employees, past and present and our shareholders, the board thanks him and wishes him well in retirement."

John Power said: "I have enjoyed building the Saunders business and its capability and reputation over the last 12 years. I leave Saunders with its excellent reputation, healthy cash reserves and an outstanding team. I am confident that Mark Benson will complement this team and under his leadership they will continue to improve and grow the Company."



### **SAUNDERS INTERNATIONAL LIMITED**

ABN 14 050 287 431  
PO Box 281 Condell Park NSW Australia 2200  
271 Edgar Street Condell Park NSW Australia 2200

Phone: (02) 9792 2444 Fax: (02) 9771 2640  
E-Mail: [mail@saunders-international.com.au](mailto:mail@saunders-international.com.au)  
Web: [www.saunders-international.com.au](http://www.saunders-international.com.au)

Mark Benson said: "I am excited to be taking on the role of CEO at Saunders and continuing to build on its current position and company culture of delivering growth and high returns to shareholders".

Commenting on Mark Benson's appointment, Chairman Tim Burnett said: "Mark Benson brings to Saunders a track record in successfully managing and growing engineering, construction and maintenance businesses that provide services to the power, oil & gas, petro-chemical, mining sectors and infrastructure. This experience will be very valuable as Saunders seeks to grow the scope of its tankage design, construction and maintenance business and to leverage off its excellent reputation and expertise to increase the range of services it can provide to a growing customer base.

The key terms of Mark Benson appointment are set out in the attached Appendix.

**For further information, please contact:-**

John Power  
Managing Director  
Saunders International Limited  
(02) 9792 2444

**About Saunders International Limited**

Saunders specialises in the design, construction and maintenance of steel bulk liquid storage tanks and associated infrastructure and services a variety of "blue chip" clients ranging from multinational oil, gas and mining companies to water authorities.

## Appendix

### Summary of Key Terms and Conditions of Employment of Mark Benson

Commencement	10 August 2015
Term	Ongoing until such later date as mutually agreed.
Termination	Either party may terminate the executive's employment by giving six months' written notice.
Fixed remuneration	Total Fixed Remuneration (TFR) is \$500,000 per annum which includes base salary, superannuation withholding and costs association with the provision and use of a motor vehicle. TFR is reviewed annually.
Sign-on incentive	Grant of 400,000 shares under the current Saunders ESP to be issued after the Saunders 2015 AGM, the principal terms of which include shares issued at prevailing market price, vesting in 4 years, financed by an interest-free non-recourse loan and dividends paid to the executive.
Short Term Incentive (STI)	STI ranging up to a maximum of 60% of TFR assessed each year against a basket of KPI's with on-target performance earning 30% of TFR.
Long Term Incentive (LTI)	The executive will be entitled to LTI benefits in the form of performance rights issued under a (yet to be established) Saunders Performance Rights Plan. The Plan will have a vesting period of 3 years and performance targets will initially be relative total shareholder returns and EPS growth. The value of the annual LTI benefits will be up to a maximum of 40% of TFR with on-target performance earning 20%. Transition arrangements will apply at half the above annual rate for each of the first two years of employment.