

ASX Announcement
18th July 2016

KNOSYS LIMITED ANNOUNCES APPOINTMENT OF NEW CEO

Knosys Ltd (ASX: KNO) ("Knosys") announced today the appointment of its new CEO, industry veteran and experienced technology company executive, Mr. John Thompson.

The appointment of Mr. Thompson follows the resignation of former CEO, Mr. Ashley Gall.

Mr. Gall's resignation took effect from close of business on Friday 15 July 2016 and Mr. Thompson will take up duties with Knosys from Monday, 18 July 2016.

JOHN THOMPSON

Mr. Thompson brings a wealth of leadership experience having worked for more than 20 years at the helm of renowned technology companies. Most recently, Mr. Thompson spent 11 years as CEO of Sigtec and 5 years as CEO of Wavenet International in addition to 5 years with CS Communications and Systems in New York and London.

Mr. Thompson received a first class honours degree in Engineering from the Queensland University of Technology in addition to a Master of Business Administration from the City University Business School in London. Mr. Thompson has a strong record in driving sales and revenue in addition to his ample experience as a capable CEO providing pivotal leadership expertise across UK, US, Australia and New Zealand markets for multi-national, listed, IPO and start-up technology companies.

Knosys Chairman, Hon. Alan Stockdale said today:

"We are very fortunate to have secured John's service to lead Knosys into the next stage of the company's development. His experience in building teams and developing an engaged customer-focused culture is exemplary and I am very excited to have him join our company.

"He is an outstanding person with proven general management capability and a record of driving revenue. At his last position he increased revenue from \$6 million p.a. to over \$40 million in just five years." he said.

"The Board felt that John was highly qualified and the right appointment for the role. He has extensive experience in the technology industry and has the ability to make Knosys an even greater success story."

Details of Mr. Thompson's engagement and remuneration package are set out in Attachment A.

ASHLEY GALL

Mr. Gall had advised the Board he was considering his position as CEO of Knosys and was desirous of pursuing new opportunities. Mr. Gall agreed to remain in the position whilst the company conducted



its search for a new CEO. The Board interviewed a number of candidates and at the end of last week resolved to appoint Mr. Thompson.

Mr. Stockdale paid tribute to Mr. Gall, saying:

“The Board is very appreciative of Ashley Gall’s contribution to the company. He has been CEO through preparation for listing, through the listing process in September 2015 and for the implementation of the initial steps of the company’s business strategy.

“During his time as CEO, Ashley has put in place an important strategic program to take the Company forward, and it is our intention to continue with and grow that strategy.”

“Ashley has made a very positive contribution to Knosys and we especially appreciate his selfless assistance in ensuring a smooth hand-over to the new CEO. “

“We thank Ashley and wish him continued success in his future management roles.”

As part of his severance arrangements, Mr Gall has agreed to provide continued and ongoing assistance to the company in transitioning Mr Thompson into his new role and as otherwise reasonably required by the company.

ABOUT KNOSYS

The Knosys Platform is an enterprise-grade, knowledge management solution that enables organisations, large or small, to better capture, manage and access information across often disparate business units, divisions and information technology (IT) platforms.

Knosys augments an organisation’s technology or IT platforms, without the need to disrupt existing processes. The Knosys Platform optimises the business outcomes by providing various integration and touchpoints into an organisation IT capabilities and knowledge repositories.

The Knosys Platform drives business outcomes and allows organisations to capture, manage and utilise information in various forms of decision making and issue resolution. Analytics allows companies to measure and tune the relevance of their knowledge management solution and optimise the information delivered to specific queries, business processes and ultimate outcomes.

The Knosys knowledge management platform provides an open and expandable framework, which can extend into a fully integrated digital work centre, becoming the window into an organisation’s applications environment.

For more information please visit: www.knosys.it

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ATTACHMENT A

A summary of Mr. Thompson's terms of engagement and remuneration package is set out below:

1. Mr. Thompson will be employed in the role of chief executive officer of Knosys on a full time basis. He must devote the whole of his time and attention to the business of Knosys and its group of companies during normal working hours and beyond as necessary.
2. Mr. Thompson's appointment will be subject to a probationary period of up to six months during which period either party may terminate the employment on short notice (viz. on two weeks' notice during the first three months and on four weeks' notice during the subsequent three months).
3. Beyond the probationary period, the employment term is not fixed and continues until terminated in accordance with the terms of his executive service agreement.
4. Mr. Thompson will be paid a base salary of \$275,000 per annum plus statutory superannuation.
5. If Knosys agrees to continue Mr. Thompson's employment beyond the probationary period, the company will in good faith meet with Mr. Thompson to agree:
 - (a) KPIs applicable to his position;
 - (b) performance bonus amounts and terms; and
 - (c) an equity package appropriate to his position as CEO of Knosys.
6. Beyond the probationary period, Mr. Thompson's employment may be terminated:
 - (a) by either party without cause with three months' notice, or in the case of the company immediately with payment in lieu of notice (subject to the limitation of the Corporations Act and Listing Rules);
 - (b) by the company on one months' notice, if John is unable to perform his duties due to illness, accident or incapacitation, for three consecutive months or a period aggregating more than three months in any 12 month period; or
 - (c) summarily following material breach or in the case of serious misconduct.
7. Other terms of employment are in accordance with industry standards for a senior executive of a public listed company.