

Managing Director Remuneration Update

Melbourne Australia: Connexion Telematics Ltd (“CXZ”, “Connexion” or “the Company”) provides the following update in respect of Management remuneration and the Managing Director remuneration for Mr Aaryn Nania.

Today, Connexion published the logic behind two key financial metrics which, amongst others, form the basis for internal performance measurement.

Managing Director remuneration update

As announced to the ASX on 2 February 2021, Mr Nania is presently on a fixed annual remuneration of AUD\$200,000 per annum, excluding of superannuation contributions.

The Board, taking into consideration his performance and other external factors such as CPI movements over the past three years and a broader market comparison with comparable ASX-listed entities, has updated Mr Nania’s annual remuneration for FY24, effective 1 September 2023, to the following:

1. Base or fixed remuneration: Increase from \$200,000 (exclusive of superannuation contributions) to \$320,000 (exclusive of superannuation contributions);
2. Short Term Incentive (maximum): Short term annual variable remuneration of up to 52% of fixed remuneration (inclusive of superannuation contributions), based on performance against specific targets determined by the Board (outlined in Annexure A); and
3. Long Term Incentive (maximum): Up to 75% of fixed remuneration (inclusive of superannuation contributions), issued as equity under the employee incentive plan subject to Shareholder approval, based on performance against specific targets determined by the Board (outlined in Annexure A).

Previously, Mr Nania was allotted 24,000,000 performance rights in respect of a three-year plan commencing in FY21, with the first two years having partially vested. The final tranche of 8,000,000 performance rights, being for the period to 30 June 2023 required achievement of the Board-determined performance criteria to 30 June 2023. The Company notes that the performance criteria has been assessed, partially satisfied and hence, 75% of the 8,000,000 performance rights have vested, and upon Mr Nania’s request will be converted into shares.

Ends

Issued by: Connexion Telematics Ltd

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ASX Code: CXZ

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See next page for Appendix A

About Connexion Telematics

Connexion is a public, enterprise-grade, mobility software company servicing the global Automotive Retail industry. Its mission is to be the Connexion between Fleet Owners and the Future of Mobility, starting with courtesy transportation.

The Company's proprietary OnTRAC and Connexion platforms incorporate embedded telemetry, fleet management, contract management and data analytics tools to help OEMs and dealerships move people, parts, and vehicles.

Connexion powers courtesy transportation for thousands of dealerships across the US, maximising their asset utilisation and increasing operational efficiency, whilst elevating the end-customer experience.

Appendix A

All figures in AUD

Short Term Incentive ("STI")

Subject at all times to Board approval, Mr Nania will be entitled to the following STI:

STI Target #1: Diluted Maintainable Earnings Per Share ("DMEPS")

Weighting: 40%

Opportunity: \$56,832

Target: DMEPS +20% - 30% on Prior Year

Threshold	DMEPS Outcome	Payment of STI Opportunity	\$ Payment
Failed	Below 10% on PY	0%	\$0
Part-success	10% - 20% on PY	50%	\$28,416
Target	20% - 30% on PY	100%	\$56,832
Stretch	30%+ on PY	125%*	\$71,040

Rationale: core Group performance metric, per ASX announcement 13 October 2023

* Provisioned to increase to 200% in FY25, following roll-off of Connexion Platform expansion announced in February 2023.

STI Target #2: Return on Growth Spend ("RGS")

Weighting: 40%

Opportunity: \$56,832

Target: RGS between 50% - 75%

Threshold	RGS Outcome	Payment of STI Opportunity	\$ Payment
Failed	Below 25%	0%	\$0
Part-success	25% - 50%	50%	\$28,416
Target	50% - 75%	100%	\$56,832
Stretch	75%+	125%*	\$71,040

Rationale: core Group performance metric, per ASX announcement 13 October 2023

* Provisioned to increase to 200% in FY25, following roll-off of Connexion Platform expansion announced in February 2023.

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STI Target #3: Customer Diversification

Weighting: 20%

Opportunity: \$28,416

Target: Non-GM CTP Gross Profit between \$US200k - \$300k

Threshold	Non-GM CTP GP \$ Outcome	Payment of STI Opportunity	\$ Payment
Failed	< US\$100k	0%	\$0
Part-success	US\$100k – US\$200k	50%	\$14,208
Target	US\$200k – US\$300k	100%	\$28,416
Stretch	> US\$300k	150%	\$42,624

Rationale: Shareholder value is largely driven by the size, sustainability and diversification of earnings. Connexion has a very clear need and ambition to diversify earnings away from General Motors' CTP Team.

Long Term Incentive ("LTI")

Subject at all times to Board approval, Mr Nania will be entitled to the following LTI:

LTI Target #1: Diluted Maintainable Earnings Per Share ("DMEPS")

Weighting: 75%

Opportunity: \$159,840

Target: DMEPS +20% - 30% on Prior Year

Threshold	DMEPS Outcome	Payment of LTI Opportunity	\$ Payment*
Failed	Below 10% on PY	0%	\$0
Part-success	10% - 20% on PY	50%	\$79,920
Target	20% - 30% on PY	100%	\$159,840
Stretch	30%+ on PY	125%**	\$199,800

Rationale: core Group performance metric, per ASX announcement 13 October 2023

LTI Target #2: Return on Growth Spend ("RGS")

Weighting: 25%

Opportunity: \$53,280

Target: RGS between 50% - 75%

Threshold	RGS Outcome	Payment of LTI Opportunity	\$ Payment*
Failed	Below 25%	0%	\$0
Part-success	25% - 50%	50%	\$26,640
Target	50% - 75%	100%	\$53,280
Stretch	75%+	125%**	\$66,600

Rationale: core Group performance metric, per ASX announcement 13 October 2023

*\$ amounts to be translated into # of Performance Rights based on 5-day VWAP on date of Board approval.

** Provisioned to increase to 200% in FY25, due to roll-off of Connexion Platform expansion announced in February 2023.

The LTI will consist of performance rights over Ordinary Shares in the Employer under the Employer's Incentive Performance Rights Plan ("Performance Rights").

The granting of the Performance Rights is subject to any shareholder approvals required under the ASX Listing Rules and the Corporations Act and also any grant is subject to the terms and conditions set out in the Company's performance rights plan as amended from time to time.

Performance Rights will each convert into one ordinary fully paid share upon satisfaction of the Performance Criteria and on exercise by the Executive.

Notwithstanding the Performance Criteria referred to above, the Performance Rights will vest upon a Change of Control of the Company, notwithstanding that the Performance Criteria have not yet been satisfied.

To the extent they are un-exercised, the Performance Rights will lapse and be of no further effect on termination of the Contract or termination of employment of the Managing Director for any other reason (other than a Change of Control).