7 July 2022

Appointment of Managing Director and CEO

Spirit Technology Solutions ("Spirit" ASX:ST1) is pleased to announce the appointment of Mr Julian Challingsworth as Managing Director and Chief Executive Officer (MD and CEO) of the Company, effective 11 July 2022.

Julian has been the Co-Chief Executive Officer of Tesserent, ASX TNT. Tesserent provides cybersecurity to enterprise, government and critical infrastructure customers. Under Julian's leadership the organisation grew significantly through both acquisitive and organic means. Julian spent 3 years in the role before he resigned and stepped down from his role as Co-Chief Executive in November 2021.

Julian joined Tesserent after serving as Managing Director and a Partner of The Litmus Group for over ten years and a board member and Partner of PPB Advisory. In addition to advising over twenty organisations on growth acceleration strategies in Australia, Asia and Europe, Julian was a key driver in growing Litmus in Australia and internationally before it was acquired by PPB Advisory. Julian was a Director of Cordence Worldwide, a global consulting partnership with 2,800 consultants across 60+ locations. Julian worked with the international team to develop sales and growth strategies for the 8 member firms.

Julian is a proven ASX listed CEO, with a strong professional services and corporate finance background.

Spirit Chairman, James Joughin, commented that "the Board is very pleased to appoint Julian Challingsworth as MD and CEO. Julian brings a broad range of skills and background to lead Spirit through its next phase, and we look forward to Julian's leadership in the next stage of the Company's strategy."

The Board also thank Julian Haber for supporting the Company during the leadership transition period, in the role as interim Managing Director. Julian Haber will formally conclude the role as interim Managing Director on 11 July 2022 and revert back to his previous role as CEO of Intalock (Spirit's Cyber Security Business) and remain as an Executive Director on the Board.

For the purposes of ASX Listing Rule 3.16.4, a summary of the material terms of Mr Julian Challingsworth's Employment Agreement is included in Appendix 1.

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This announcement is authorised for release to the market by the Board of Directors of Spirit Technology Solutions Ltd.

For all media enquiries regarding this announcement, please contact:

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APPENDIX 1

Key Terms of Mr Julian Challingsworth's Employment Agreement

Position:	Managing Director and Chief Executive Officer
Commencement Date:	11 July 2022
Salary:	A$400,000 per annum plus minimum superannuation contributions as prescribed under legislation from time to time (currently 10.5%) up to the maximum contribution base.
Share Purchases:	He has agreed to purchase at least $75,000 each year of shares. He must ensure that he complies with the terms of the Employer's Securities Trading Policy before doing so.
Short Term Incentive (STI):	25% of Annual Base Salary. Payable in cash or equity at the election of the Company in consultation with him, subject to the achievement of Key Performance Indicators (KPIs) to be determined from time to time by the Board. Any equity component is subject to shareholder approval. KPIs are to be determined on an annual basis by the Remuneration and Nomination Committee and approved by the Board.
Long Term Incentive (LTI):	He is eligible to participate in any long-term incentive (LTI) schemes that may be in operation from time to time, run at the absolute discretion of the Company. His initial LTI for FY2023 will comprise the grant of 6,250,000 Performance Rights, vesting over a three-year period (1 July 2022 to 30 June 2025) subject to continued employment and satisfaction of a relative Total Shareholder Return (**TSR**) performance hurdles measured against a comparator group of companies. The vesting schedule is set out below: • If the TSR is at the 50th percentile of the peer group, 65% of the rights will vest; • If the TSR is at the 90th percentile of the peer group, 100% of the rights will vest; and • If the TSR is between the 50th and 90th percentile, a pro-rata number of rights will vest. The number of Performance Rights which vest is determined by assessing the performance of the Company, as measured by TSR relative to a comparator group of companies. The VWAP of the Shares in the one-month preceding 30 June 2025 compared to the VWAP of the Shares in the one month preceding the commencement of the Performance Period (which commenced on 1 July 2022), will be used in calculating TSR over the performance period. The TSR incorporates capital returns as well as dividends notionally reinvested and is considered the most appropriate means of measuring the Company's performance. After the initial LTI detailed above for FY2023, from FY2024 the Employee will be entitled to an annual allocation of Performance Rights pursuant to the terms of the Company's Employee Incentive Plan (EIP). An LTI entitlement of 75% of Annual Base Salary can be paid to him from FY2024. Subject to shareholder approval, the LTI will be granted on an annual basis from FY2024, and vesting will be contingent on the achievement of specific performance hurdles.
Loan Share Plan:	The Company intends to offer to implement a Loan Share Plan and offer him $380,000 each year to purchase shares on the terms to be finalised in good faith and subject to shareholder approval which is intended to be sought in November 2022.
Termination – Notice by Company:	3 months (the Company may also pay the Executive in lieu of notice)
Termination – Notice by Executive:	3 months