



Netccentric Limited (200612086W)
Listed on the ASX

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ASX RELEASE

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Establishment of Employee and Director Share Ownership Offers

Social commerce platform provider Netccentric Ltd (ASX: NCL, "Netccentric" or "the Company") is pleased to announce the launch of an Employee Share Ownership Offer ("Employee Offer") under its Employee Securities Incentive Plan ("Plan") which was approved by Securityholders at the Company's AGM in July 2020. The Company is also proposing to issue its Non-Executive Directors with options on the same terms ("Director Offer").

The offer of these equity incentives is a key part of the Company's strategy to attract and retain world-class talent to help drive Netccentric's operations.

Employee Share Ownership Offer

Under the terms of the Employee Offer, key employees in Malaysia and Taiwan will qualify to earn unlisted options to buy Netccentric shares (or CDIs as the case may be). Exercise of these options will be settled by way of transfer of CDIs from Executive Chairman Ganesh Kumar Bangah's own securityholding in Netccentric. CDIs will be transferred on a 1 CDI for each exercised option basis and the exercise proceeds will be paid to Mr Bangah. The maximum number of options to be given to key employees is 12,000,000, however, the final number of options issued will only be known once the employees have confirmed eligibility and acceptance.

Options will vest in six equal tranches over three years (50% tenure-based and 50% KPI-based). An example is illustrated below (based on an employee's qualification for 500,000 options):

	Not subject to Performance Conditions	Subject to Performance Conditions	Up to a total of
On the 1 st anniversary of the Grant Date	83,333 CDIs	83,333 CDIs	166,666 CDIs
On the 2 nd anniversary of the Grant Date	83,333 CDIs	83,333 CDIs	166,666 CDIs
On the 3 rd anniversary of the Grant Date	83,334 CDIs	83,334 CDIs	166,668 CDIs

Director Share Ownership Offer

The Company proposes to issue its Non-Executive Directors with options to buy Netccentric CDIs on a similar basis to the Employee Offer. These options would vest in three equal tranches over three years, based on tenure. The maximum number of options expected to be issued under the Director Offer is 2,475,000 (i.e. 825,000 options per director).

The issue of options under the Director Offer will not be made under the Company's Employee Securities Incentive Plan and the Company will seek approval for the issue of the options at a general meeting of shareholders at a time to be advised. As per the Employee Offer, the exercise of vested



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options by the Non-Executive Directors will be settled by way of transfer of CDIs by Mr Bangah from his own securityholding in Netccentric.

Netccentric Executive Chairman, Ganesh Kumar Bangah, said:

"We are delighted to offer our key management personnel and directors with this opportunity to invest in Netccentric. The Company believes strongly in both the alignment of incentives between investors, directors and management, and also in rewarding and recognising its most valuable asset: its people.

"Offers with these incentive features are a common remuneration structure used by technology companies globally, and we view their establishment at Netccentric as a key part of the Company's strategy to attract and retain world-class talent. Linking the Employee Offer and Director Offer to my own security holding will help to boost liquidity in NCL CDIs and also allows us to avoid the dilutionary impact of issuing new securities.

"I remain a committed long-term Netccentric shareholder and look forward to providing Netccentric's key people with the opportunity to invest in the Company to ensure that the interests of key management are aligned with all securityholders."

This announcement was approved for release by the Netccentric Board of Directors.

For further information, please contact:

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About Netccentric Ltd

Netccentric Ltd (ASX: NCL) is a pioneering and established provider of social media influencer marketing solutions. The Company provides its diverse client base of leading brands with results-focused growth strategies backed by end-to-end expertise spanning Influencer Marketing, Social Media Marketing, Performance Marketing, Video and Content Creation and Social Commerce.

Listed on the Australian Securities Exchange and based in Malaysia with offices in Malaysia and Taiwan, Netccentric is rapidly commercialising an innovative social commerce platform which turns the engagement between social media influencers and followers into revenue and sales.

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