

ASX Announcement

28 September 2020

Board takes opportunity to make strategic changes to drive long term growth

- LogiCamms executes strategic changes to its Board, Management and remuneration structure following resignation of the CEO
- Linton Burns appointed as CEO and Managing Director bringing 20+ years of commercial leadership experience across multiple ASX and NASDAQ companies
- Brian O’Sullivan moves from Executive Director of Corporate Development to Non-Executive Director and Development Advisor to the Company
- Introduction of Long-Term Incentive Plan focused on driving shareholder wealth creation
- LogiCamms is poised to execute on its growth strategy and deliver long-term commercial success amid a changing market environment

LogiCamms Limited (ASX:LCM) today announces it is making changes to its Board, Management and remuneration structure occasioned by the resignation of the CEO. These changes are designed to accelerate long term growth and drive the next phase of operational and commercial development, following the successful merger with OSD Pty Ltd (“**OSD**”) which completed on 28 June 2019.

Until now the Board and Management have been focused on the integration and realisation of merger synergies of leading engineering and operations company, OSD, which is now almost complete. The Board and Management have also focused on the Company’s rapid operational response to the COVID-19 outbreak.

The Board and Management are now strategically focused on capitalising on new opportunities and delivering long-term growth for shareholders. The following changes are set to achieve this and to better position the Company for the changing market environment.

1. Resignation of Chris O’Neill as CEO

Chris O’Neill has given notice of his resignation as CEO of LogiCamms.

Since his appointment to the role of CEO on the 22nd November 2018, Chris has worked tirelessly and without any time-off to achieve a very significant turnaround in the performance

of LogiCamms, and the release of such positive FY20 annual results on 28 August 2020 are a testament to his success.

The transaction with OSD and the outbreak of COVID-19 presented many challenges for the Company which included the cultural change required to successfully integrate the management teams and employees of a public company and a private company. Chris' exemplary performance during this time is highly praised by the Board.

Given the personal circumstances resulting in his resignation, the Board has seen fit to waive the normal notice period in Chris' employment agreement. Chris will spend this week providing an orderly handover.

The Board and Management thank Chris for his leadership, tireless energy and enthusiasm and wish him the very best in his future endeavors.

Chairman, Phillip Campbell said: "I first got the opportunity to work closely with Chris when I took over the role of Chair at the end of February, and in the time since, I have grown to respect his tenacity, good cheer and determination to build customer goodwill and satisfaction while also seeking to restore shareholder value. In this he has succeeded. I personally wish him the best of luck in his next role."

2. Linton Burns appointed as CEO and Managing Director

Linton Burns has been appointed as CEO and Managing Director of LogiCamms from his previous role as Executive Director of Transition which commenced on the 28th June 2019. Linton has strong previous CEO experience and brings almost 20 years of industry knowledge and a wide-reaching network of contacts. Linton takes up the role with immediate effect.

In his role as Transition Director, Linton managed the integration of the OSD and LogiCamms management systems including a new ERP system which will provide a cost-efficient platform for future business expansion.

Prior to this, Linton was Managing Director of OSD where he instigated the merger of LogiCamms and OSD. In this role, Linton delivered revenue growth of 40% and earnings growth of 200% across the four years he was Managing Director. This positioned the company well to undertake the transformational merger with LogiCamms. He has also held senior leadership positions at a number of ASX and NASDAQ companies where he led many corporate transactions.

With the transition activities substantively complete, the timing for this change is in line with the Board's strategy to focus on accelerating long-term growth. Details of Mr. Burns' fixed term, Executive Service Agreement are contained in Appendix 1 to this announcement.

Linton Burns commented: "I am privileged to be given the opportunity to lead LogiCamms, and the success of the merger to date places the Company in a strong

position to pursue a number of growth opportunities. Having the opportunity to execute on the potential I saw when initiating the merger is very exciting and I look forward to getting to work.”

Chairman, Phillip Campbell observed: “We are indeed fortunate that Linton is available to fill the void left by Chris’s resignation. I look forward to working with Linton to forge the next chapter in the reinvention of Logicamms.”

3. Executive Director Brian O’Sullivan becomes Non-Executive Director

As part of the Company’s refocused strategy, Brian will cease his executive role and will continue as a Non-Executive Director. Brian will also serve as a Development Advisor to the Company where he will continue to pursue special projects and development opportunities to ensure the Company delivers long term operational and commercial growth.

As the former founder and Executive Chairman of OSD, Brian O’Sullivan was a key driver of the merger and has since played an important role in the successful merger integration in his position as Executive Director of Corporate Development. Now the merger is substantively complete, the Company will continue to leverage Brian’s industry expertise and relationships, which will be invaluable to its next phase of growth.

The material terms of the Development Advisor Agreement between LogiCamms and iBos Developments Pty Ltd ACN 643 005 583 (an entity associated with Brian) are outlined in Appendix 2 of this announcement as required under Listing Rule 3.16.4.

This follows the appointment of Non-Executive Director, Sarah Zeljko as announced on 1 September 2020.

Brian O’Sullivan commented: “I am looking forward to taking a step back from day-to-day executive management and I am passionate about spending more time developing major opportunities for LogiCamms to reach the next phase of its growth strategy.”

Phillip Campbell, Chairman commented: “Brian’s experience, reputation and knowledge is second to none in the market segments in which we operate, and we hold high hopes for the future success of this partnership with Brian.”

4. Revised remuneration structure to drive shareholder wealth creation

The Board is in the final stages of settling the design of a Long-Term Incentive Plan (LTI) to reward the Managing Director, the Chief Financial Officer and senior executives for growing shareholder wealth consistently year on year. This plan will be put to shareholders at the next AGM for ratification.

In designing the LTI Plan, the Board has taken external advice from a well-respected consultant and will focus on year-on-year growth in earnings per share (EPS).

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Authorised for release by the Board of Directors of LogiCamms Limited.

Further Information

Company enquiries

Phillip Campbell
LogiCamms Ltd
Chairman
+61 4 0832 9862

Investor Relations

Hannah Howlett
Media & Capital Partners
Hannah.howlett@mcpartners.com.au
+61 4 5064 8064

Media Relations

Melissa Hamilton
Media & Capital Partners
Melissa.hamilton@mcpartners.com.au
+61 4 1775 0274

Appendix 1

Material Terms of Employment Agreement
Mr. Linton W P Burns

Key Terms	Detail
Position	Chief Executive Officer (CEO) and Managing Director
Commencement Date	28 September 2020
Termination Date	27 September 2023 Employed on a permanent full-time basis from the Commencement Date until Termination Date in accordance with the Executive Services Agreement.
Notice Period	The Company and Executive may terminate without cause by providing twelve (12) months' written notice. The Executive may be terminated immediately for serious misconduct.
Fixed Remuneration	\$450,000 per annum (inclusive of superannuation).
Short-Term incentive (STI)	Up to 50% of Fixed Remuneration annually in accordance with the Company STI plan which has gates for earnings (bonus pool must be self-funding) and safety (which can reduce STI to nil). Key Performance Indicators (KPI's) consistent with driving Company Performance. Payment made in cash.
Long-Term Incentive (LTI)	There is currently no operating LTI plan for the company. However, one is in development and it is intended that it will be presented to shareholders for approval at the next AGM of the company. It is intended that the LTI plan will provide for an on-target performance of 35% of fix remuneration in the form of either Share Rights or Value Rights vesting over three (3) years. An opportunity for over performance will be provided for.
Payments on Termination	Employee or by the Employer at any time by either of them giving to the other twelve (12) months' written notice. The Company can make a payment in lieu of Notice Period.
Other Terms	The Employment Agreement contains standard terms and conditions for agreements of this nature, including provisions relating to leave entitlements, confidential information and intellectual property.

Appendix 2

Material Terms of Development Advisor Agreement with
iBOS Developments Pty Ltd ACN 643 005 583
(an entity associated with Brian Patrick O’Sullivan)

Key Terms	Detail
Position	Development Advisor
Commencement Date	28 September 2020
Terms of Engagement	<p>iBOS Developments Pty Ltd is engaged as a Development Advisor to identify and progress Designated Major Projects development opportunities and M&A Transactions. The services under the Agreement include:</p> <ul style="list-style-type: none"> (a) identifying and pursuing opportunities which have the potential to provide significant project work and other revenue streams to LogiCamms; (b) building relationships with other parties that lead to LogiCamms formalising that relationship by way of merger or acquisition, alliance, joint venture, memorandum of understanding which gives LogiCamms certain rights to provide its services or earn a royalty stream or other similar payment; and (c) other business development and introduction services as agreed between LogiCamms and the Development Advisor from time to time. <p>The Development Advisor will be responsible for pursuing Designated Major Projects and M&A Transactions. The Designated Major Projects and M&A Transactions are:</p> <ul style="list-style-type: none"> (a) as at the Commencement Date those M&A Transactions or Designated Major Projects already agreed in writing; and (b) any future Designated Major Projects agreed between LogiCamms and the Development Advisor in accordance with the following process: <ul style="list-style-type: none"> i. if the Development Advisor proposes that a project to be classified as a Designated Major Project, the Development Advisor must submit an application to the CEO of LogiCamms, in a form acceptable to the CEO, for the project to be approved as a Designated Major Project; ii. the application must outline the nature and scope of the opportunity and the rights LogiCamms has over future project work or revenue streams; and iii. the CEO will provide this application to LogiCamms’ Board for a final determination as to whether the project constitutes a Designated Major Project;

	(c) the same process applies for Board approval for M&A opportunities as it does for Designated Major Project approval.
Contract Period (term)	28 September 2020 until 27 September 2023.
Termination	As noted above, the Agreement has a term of 3 years following which the Agreement may be terminated upon 6 months' written notice by LogiCamms or 4 weeks' written notice by the Development Advisor. LogiCamms may also terminate the Agreement with immediate effect in specified circumstances.
Fees	The Development Advisor will be paid \$120,000 per annum, paid monthly. The Development Advisor is also entitled to success fees in relation to Designated Major Projects and M&A Transactions introduced by the Development Advisor.