

ASX Announcement  
 20 November 2024

## Adslot Ltd: Resolution 5 at the Annual General Meeting - Additional Information and Clarification to Explanatory Statement

The Company refers to the information provided in respect of Resolution 5 – Directors Fees Plan – in the Explanatory Statement accompanying the Notice of Meeting for the Company’s 2024 Annual General Meeting.

In conjunction with Resolution 5, the Company advises that to support the Company’s plan for the turnaround of the Company’s business, the Directors have agreed to the following adjustments in their compensation:

1. **Fee Reductions:** Directors will reduce their fees by one-third, from 1 October 2024, until the Company can sustainably afford otherwise.
  - a. Adrian Giles and Sarah Morgan: Reduced from \$75,000 to \$50,000 per annum.
  - b. Andrew Dyer: Reduced from \$100,000 to \$66,667 per annum.
2. **Temporary Executive Chair Additional Fee:** The additional fee of \$75,000 per annum for the Executive Chair role will only apply until the turnaround plan is complete (target: March 2025).
3. **Return to Cash-Based Fees:** Once the business is sustainable—defined as the Company achieving a positive net income with sufficient cash reserves to execute the Company’s further strategies—directors’ fees will revert to historic levels and be paid in cash, which has always been the director’s preferred method of receiving their compensation.

The Directors believe these measures demonstrate their commitment to the turnaround of the Company’s business and their willingness to support the business alongside shareholders.

The impact of these measures will reduce the potential dilution if all directors’ fees were to be paid in shares. We further note the potential dilution has been further reduced because of the resignation of Thomas Triscari as a Director.

Shareholders are advised that the two tables set out in the section of the Explanatory Statement regarding Resolution 5 should now be replaced with the following.

Each Participating Director’s total current remuneration per annum is as follows:

Director	Salary and fees (\$)	Superannuation (\$)	Total (\$)
Mr Andrew Dyer	118,750 <sup>1</sup>	-	118,750
Mr Tom Triscari	16,839 <sup>2</sup>	-	16,839
Mr Adrian Giles	50,448 <sup>3</sup>	5,802	56,250
Ms Sarah Morgan	50,448 <sup>3</sup>	5,802	56,250

Note 1: Mr Dyer’s base annual fee as Chairman is \$100,000, which will be temporarily reduced to \$66,667 from 1 October 2024. Mr Dyer is entitled to a Temporary Executive Chairman Fee of \$75,000 pa, applicable for the period of the execution of the Company’s turnaround plan. The targeted date for completion of the turnaround plan is March 2025. Payment frequency will match payment of base fees.

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Note 2: Mr Triscari resigned as a director on 29 October 2024. His annual remuneration (through his related entity) was US\$50,000 per annum, which will be reduced to US\$33,333 from 1 October 2024. The amount set out in the table is his unpaid remuneration for the period from 1 August 2024 to 29 October 2024, which has been converted to AU\$ in this table at an exchange rate of 0.6455.

Note 3: Mr Giles and Ms Morgan's base annual fee is \$75,000, which will be temporarily reduced to \$50,000 from 1 October 2024.

If each of the Directors is paid 100% of their annual Director's fees through the issue of Shares under the Director Fees Plan, the following will be the maximum effect on the holding of Shares of each of the Directors after one year:

Director	Current shareholding <sup>1</sup>	% of total share capital <sup>2</sup>	Shares issued under Plan <sup>3</sup>	Shareholding following issue <sup>3</sup>	% of Total share capital
Mr Andrew Dyer	252,362,652	5.00%	118,750,000	371,112,652	7.03%
Mr Tom Triscari	-	0.00%	16,839,000	16,839,000	0.32%
Mr Adrian Giles	84,416,487	1.67%	50,448,000	134,864,487	2.55%
Ms Sarah Morgan	72,956,406	1.45%	50,448,000	123,404,406	2.34%

Note 1: Assuming no options are exercised, and no further Shares are issued.

Note 2: Assuming there are currently 5,042,621,691 Shares on issue.

Note 3: Assuming the Shares are issued at \$0.001 per Share, that all Directors are paid 100% of their annual director's fees in the form of Shares under the Director Fees Plan and that no other Shares are issued or Options exercised.

This announcement was authorised for release by the Board of Adslot Ltd.

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## About Adslot

Adslot's mission is to automate the trading of forward guaranteed display advertising, referred to as automated guaranteed. Our leading technology is a purpose-built, global media trading platform. Adslot benefits a global community of media buyers and sellers, including media agencies, publishers and advertisers, by providing trading efficiencies and effectiveness made possible only via technology, and by doing so the basis on which the \$80B online display advertising industry will realise its full growth potential.

Adslot is a global organisation with operations in North America, Europe and Asia Pacific and is headquartered in Australia.

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This Announcement contains certain references to forecasts, estimates, assumptions and other forward-looking statements and statements regarding the intent, belief or current expectations of The Company. The words “likely”, “expect”, “aim”, “should”, “could”, “may”, “anticipate”, “predict”, “believe”, “plan” and other similar expressions are intended to identify forward-looking statements. Forward-looking statements, opinions and estimates provided in this Announcement are based on assumptions and contingencies which are subject to change without notice, as are statements about market and industry trends, which are based on interpretations of current market conditions. Forward-looking statements are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance. This Announcement contains such statements, which are subject to risk factors associated with an investment in The Company. The Company believes that these statements are reasonable, but they may be affected by a range of variables which could cause actual results or trends to differ materially. Forward-looking statements involve known and unknown risks, uncertainties and assumptions and other important factors that could cause actual results, performance or achievements of The Company to be materially different from future results, performances or achievements expressed or implied by such statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this Announcement.