

ASX RELEASE

9 November 2018

APPOINTMENT OF PERMANENT CEO

Tech Mpire Limited (**Company** or **Tech Mpire**) (**ASX: TMP**) is pleased to advise that Interim Chief Executive Officer Mathew Ratty has accepted the Board of Directors' offer to serve as permanent Chief Executive Officer (CEO).

Mathew has been interim CEO from 20 March 2018, but his involvement with the Company commenced as a seed investor in 2014. Since that time, at various intervals he has acted as a Non-Executive Director and then an Executive Director - Head of Business Development.

The Board is pleased to acknowledge the team's substantial achievements since Mathew became interim CEO in March 2018, including the following:

- Transforming the business model from generation of volatile campaign-driven revenues of the performance marketing segment to the annuity revenues a global business-to-business (B2B) software-as-a-service (SaaS) model can provide through provision of the Company's unique TrafficGuard anti-fraud solution for the digital marketing segment (see ASX release 20 August 2018).
- Sale of the Company's performance marketing segment to ClearPier (see ASX release 3 August 2018).
- Signing up two inaugural SaaS clients - ClearPier and Omnicom Media Group MENA.
- Filing a patent to protect TrafficGuard (see ASX release 23 April 2018).
- Completing a \$2.4m entitlement rights issue which provides additional funding for growth purposes and welcomed highly accomplished technology investor Mark McConnell to the register (see ASX release 23 October 2018).

Chairman Stephen Belben said, "I have been impressed with Mathew's ability to not only identify our new growth strategy but also to implement it at such speed. The Board believes he is a high-quality young and committed CEO and his track record to date indicates he is well placed to drive the Company's next growth phase".

CEO Mathew Ratty said, "I am excited to commit to the Company as CEO. As a Company, we are uniquely placed to solve the global US\$19bn digital marketing fraud epidemic with our unique, patent-pending TrafficGuard SaaS solution. Our immediate objective is to drive

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revenue growth by globally raising awareness of our offering and servicing existing clients in the mobile app install segment. We also have the potential to extend our digital anti-fraud solutions into impression level fraud and other customer verticals. We look forward to creating sustainable value for both our customers and shareholders in this next growth phase of Tech Mpire.”

Mr Ratty’s terms of employment are set out in schedules 1 and 2

- ENDS -

For more information, please contact:

Investor Enquiries

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Schedule 1

Nature of Employment	Executive Service Agreement up until 30 th June 2021
Commencement	9 th November 2019
Fixed Annual Remuneration (TFR)	\$265,000, plus superannuation guarantee contribution on this amount, which will be reviewed by the Board on an annual basis.
Annual Short-Term Incentive Opportunity (STI)	Grant of a short-term incentive (STI) award of up to a maximum of 50% of the bonus base, depending on the achievement of targets to be agreed by the board.
Long Term Incentive (LTI)	Set out in schedule 2
Termination Period	Notification by the Company – 12 months Notification by Mr Mathew Ratty – 3 months

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Schedule 2

KPIs	Quantum of Performance Rights to vest upon achievement of hurdle *
First 10 clients that sign on using TrafficGuard	250,000
First 3 "Tier 1" clients who the board consider to be enterprise level i.e. > 1 billion clicks per month	500,000
First achievement of revenue producing twelve month contracts to the amount of \$1m	500,000
First achievement of revenue producing twelve month contracts to the amount of \$3m	1,000,000
First achievement of revenue producing twelve month contracts to the amount of \$5m	1,500,000
First achievement of break-even cash flow in a financial year	1,000,000
First achievement of audited \$1m EBITDA	1,500,000
First achievement of audited \$3m EBITDA	2,000,000
Total	8,250,000

* Performance rights to be issued subject to Shareholder approval.

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