

Supplementary Disclosure – Executive Chairman Remuneration

On 14 March 2022, **intelliHR Limited (ASX: IHR)**, announced the appointment of Matt Donovan as Executive Chairman. Further information regarding Matt’s remuneration is set out in the table below:

Position	Executive Chairman
Commencement date	14 March 2022
Term	Appointment on an on-going basis
Total Fixed Remuneration	AUD\$100,000 base salary excluding superannuation.
Equity based compensation	350,000 Performance Rights granted per month from appointment through to December 2022 (subject to Shareholder approval). The Performance Rights will vest on 31 December 2022 subject to the achievement of Board approved performance conditions linked to contracted ARR and operating cashflow. The Performance Rights will expire 31 December 2024. A summary of the key terms of the Performance Rights are included in Appendix 1.
Termination	The company and the executive can terminate the agreement by providing three months’ notice.

Authorised for release by the Board of intelliHR.

Further Information

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About intelliHR

intelliHR is an Australian HR technology company developing and currently marketing a next-generation cloud-based people management and data analytics platform. Delivered to customers by a SaaS business model, it is disruptive and advanced technology leveraging AI, specifically Natural Language Processing, in the application. It is scalable to a global market and is industry agnostic. For more information visit www.intellihr.co



APPENDIX 1 - KEY TERMS OF PERFORMANCE RIGHTS

A summary of the terms of the Performance Rights are as follows:

(a) Grant of Performance Rights

Performance Rights will be offered to Matt Donovan for no consideration. The offer is in writing and specifies, amongst other things, the number of Performance Rights for which he may accept, the date on which the Performance Rights vest and any conditions to be satisfied before vesting, and any other terms attaching to the rights.

(b) Vesting of Performance Rights

The Performance Rights vest, subject to the satisfaction of any vesting conditions or any other conditions contained in the offer, by Matt Donovan giving a signed notice to intelliHR.

(c) Lapse

Unvested Performance Rights shall lapse upon the earlier of the date specified by the Board or events including termination of employment or resignation, redundancy, death or disablement.

(d) Rights of Participants

Performance Rights issued do not entitle the holder to receive notice of, or to vote at, or attend Shareholders' meetings, or to receive any dividends declared by intelliHR.

Should intelliHR undergo a reorganisation or reconstruction of capital or any other such change, the terms of the rights will be correspondingly changed to the extent necessary to comply with the Listing Rules.

In the event of a change of control, the Board shall have discretion to deal with the Performance Rights, including allowing accelerated vesting of the rights.

(e) Quotation

Performance Rights will not be quoted on the ASX. intelliHR will apply for official quotation of any Shares issued on the exercise of Performance Rights in accordance with the Listing Rules and having regard to any disposal restrictions.

(f) Assignment

Performance Rights are not transferable or assignable without the prior written approval of the Board.

