

ASX Release

8 May 2023



ReadCloud CEO Appointment

ReadCloud (ASX RCL) is pleased to announce the appointment of Andrew Skelton as the new Chief Executive Officer with effect from 15 May 2023. Andrew will take over from founder Lars Lindstrom who stood down from the role in December 2022. Andrew will be involved in transitioning to the role with selected pre-15 May 2023 activities to provide impetus with the employees and the Board to be well prepared for the role.

Andrew is a business and technology executive with more than 20 years of leadership experience, most recently as Chief Executive Officer of A2B Australia Ltd (ASX A2B). Andrew's previous roles include General Counsel of ASX200 Cabcharge Australia Ltd and Chief Operating Officer of Black Cabs Combined Ltd where he led the establishment and growth of the 13cabs brand and associated technologies. Andrew has a track record of growing business by delivering significant transformation programmes, executing growth strategies in highly competitive industries, and navigating market, technological and regulatory changes. Andrew began his career at K&L Gates in Melbourne as a lawyer specialising in mergers and acquisitions.

Cristiano Nicolli, Chairman of ReadCloud said "after a period of founder leadership we are delighted to appoint someone of Andrew's calibre to lead ReadCloud through our next phase of growth. Andrew's appointment follows a formal recruitment process where we considered a number of strong candidates. We see Andrew as an executive with an ability and experience in developing and empowering teams to achieve success through technology innovation and customer centricity." "Andrew is a purpose driven and human centred leader who has a proven history of growing strong teams. Supporting our clients to be more successful will better position ReadCloud's unique platform and capabilities, and Andrew's experience and passion will be invaluable as we accelerate progress towards our vision."

Andrew brings a strong set of skills and experiences and is well regarded as a commercially astute, values driven Executive. His experience in strategy formulation and business transformation together with his experience in building revenue and profit growth outcomes is well suited to the role.

Andrew will work closely with Lars Lindstrom and Darren Hunter (Interim CEO) to develop an understanding of how ReadCloud can best serve the education market. The Board will work with Andrew to enhance ReadCloud's strategic direction, build momentum and galvanise the team to drive execution.

Andrew commented: "ReadCloud is an established business with clear growth ambitions in a socially important market. I am delighted to embrace the opportunity to lead the talented and dedicated team at ReadCloud.

"ReadCloud positively impacts educational processes and, importantly, education outcomes. The potential to unlock value while supporting teacher and student outcomes is both compelling and inspiring. I look forward to making a strong contribution to ReadCloud's next phase of growth. It is a privilege to focus on enriching and delivering a platform that connects and equips schools, teachers, students, and prospective employers."



Andrew holds a Bachelor of Laws and a Bachelor of Commerce from Monash University, a Master of Business Administration from AGSM Business School – University of Sydney, and a Graduate Diploma in Applied Corporate Governance from the Governance Institute of Australia.

The key terms of Andrew's appointment agreement are outlined in the attached Appendix.

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About ReadCloud Limited

ReadCloud is the leading provider of eLearning software solutions, including eBooks, to over 600 schools and educational institutions throughout Australia. ReadCloud's proprietary eBook platform delivers digital content to students and teachers with extensive functionality, including the ability to make commentary in, and import third party content into eBooks.

Students and teachers can share notes, questions, videos and weblinks directly inside the eBooks turning the eBook into a place for discussion, collaboration, and social learning, substantially improving learning outcomes.

ReadCloud sources content for its solutions from multiple publishers, delivering the full Australian school curriculum in digital form in all States, on one platform. In the Vocational Education and Training (VET) sector, ReadCloud provides over 60 nationally accredited VET qualifications and services to schools and the broader VET sector.

Appendix: Key terms of appointment for Andrew Skelton

Role	Chief Executive Officer
Commencement date	15 May 2023, unless otherwise agreed in writing
Term	No fixed term. Ongoing until terminated by either party in accordance with the terms of appointment
Fixed Annual Remuneration	<ul style="list-style-type: none"> \$435,000 (inclusive of superannuation) For FY23, this will be pro-rated from the commencement date
Sign-on bonus	Share rights equivalent to \$100,000 (with the number of share rights calculated based on the closing market share price on the day prior to contract signing) to be issued on the commencement date, with vesting subject to continuous employment until 15 November 2024 and an expiry date two months thereafter
Short term incentives (STI)	<ul style="list-style-type: none"> Zero incentive for period 15 May 2023 to 30 Sept 2023 For FY24 - 20% to 30% of Fixed Annual Remuneration subject to achievement of key performance indicators (which may be based on individual performance, Company performance or other objectives), as determined by the Board in its absolute discretion
Long term incentives (LTI)	<p>One-off LTI for the period 15 May 2023 to 30 September 2023 in the amount of \$130,000 to be structured as 2-year share options with an exercise price equal to a 38% premium to the market price of the Company's shares (based on the 5-day VWAP up to and including 5 May), with vesting subject to continuous employment until 1 May 2025 and an expiry date of 15 May 2025.</p> <p>Annual ongoing LTI for the period commencing 1 October 2024 to be agreed with the Chairman and to be based on financial measures.</p>
Termination	Either Mr Skelton or ReadCloud may terminate his appointment agreement by providing 2 months' notice. Mr Skelton may be required to serve out the whole or part of the notice period, or be paid in lieu of all or part of the notice period at the Board's discretion
Leave	Eligible for statutory leave entitlements including annual and long service leave
Restraint	A cascading 6 month non-compete and non-solicitation restraint provision applies