ASX Release
11 November 2021

For personal use only

FY22-FY24 LTI scheme under Plan

Leading Australian headquartered global cybersecurity company, FirstWave Cloud Technology Limited (ASX: FCT) (FirstWave) is pleased to advise that the Board has issued a new class of right under its long term incentive scheme (LTI) that was established in FY21 under the Company's existing FirstWave Cloud Technology Limited Rights Plan (Plan). The Plan was approved by Shareholders on 29 July 2020.

Pursuant to the LTI, the Board will have the discretion to invite certain key executives to apply for Share Appreciation Rights (Rights) under the Plan, which have been designed to deliver long term variable remuneration opportunities for key executives, which have service and vesting conditions, that assist in aligning the interests of the executives, with shareholders of the Company.

The Board has completed its remuneration review for FY22 and has assessed an initial grant of 9,277,165 Rights under the Plan.

The material terms of the Rights are attached.

ENDS

This announcement has been authorised for release by the Board of the Company.

For media and investor inquiries, please contact:

Ryan Thompson
+61 (0) 423 151 378
rthompson@citadelmagnus.com

About FirstWave Cloud Technology Limited (FirstWave)
FirstWave, a leading Australian global cybersecurity technology company, has delivered cybersecurity-as-a-service solutions since 2004, in line with its mission is to democratise enterprise-grade cybersecurity-as-a-service for the SMB market. In an increasingly connected and vulnerable digital world, FirstWave believes that safe business is good business and that every business should have access to enterprise-grade cybersecurity. FirstWave's infrastructure, management and security processes are certified to ISO 27001 Information Security Management System Standard and ISO 9001 Quality Management System Standard.

For personal use only

SHARE APPRECIATION RIGHTS

Key Terms

Number of Rights	**Share Appreciation Rights** (SARs)	**9,277,165**
Term	Each Right has a **Term** from the Grant Date until Expiry on 30 June 2027 and if not exercised within that Term the Rights will lapse.	
Measurement Period	The Measurement Period for the all of the Rights outlined in this Invitation is from **1 July 2021 to 30 June 2024 i.e. three financial years**.	
Service Condition	Continued service with the Group during the Measurement Period is a requirement for all Rights to become eligible to vest (there will be pro-rata forfeiture for departure during the Measurement Period).	
Exercise and Exercise Price	**The Exercise Price for Share Appreciation Rights is split into 3 tranches being;** 1. **2,796,610 at $0.18 per Share** 2. **3,113,208 at $0.27 per Share** 3. **3,367,347 at $0.36 per Share** **However, these prices are notional and no amount needs to be paid by the Participant in order to exercise the SARs. Instead it is accounted for in the calculation of the Exercised Rights Value which is as follows:** **(Share Price - Exercise Price) x Number of Rights Exercised** On exercise of vested Rights, the Board will determine the Exercised Rights Value and consider whether to exercise any of the discretions available to the Board, and the result will be advised to you in a Settlement Notice.	
Settlement Limitation	The Share Appreciation Rights that are the subject of this Invitation may only be settled in the form of Shares (including Restricted Shares) i.e. cash settlement is not available under the terms of this Invitation.	
Termination of Employment	In the case of a termination of Employment during the Measurement Period, the Rights that are the subject of this Invitation will be reduced and forfeited pro-rata by the percentage that the remainder of the Measurement Period bears upon the full Period.	

First FirstWave Cloud Technology Limited ABN: 35 144 733 595
Level 10, 132 Arthur St North Sydney, NSW, 2060, Australia
T +61 02 9409 7000 W Firstwavecloud.com