

2020 Global Share Incentive Plan - Update

21 May 2020

At its forthcoming Annual General Meeting ("**AGM**") on 27 May 2020, the Company has put forward for approval by shareholders the XLMedia 2020 Global Share Incentive Plan (the "**Plan**"). Details of the new Plan is set out in the Notice of AGM that has been posted to shareholders and is available to download from the Company's website at www.xlmedia.com.

In response to feedback from shareholders, the Company wishes to clarify how it intends to operate the Plan in relation to the executive directors. The Company's Remuneration Committee (the "**Committee**") proposes that any awards made to executive directors under the Plan will be:

- (a) PSU Awards subject to a minimum three-year performance period, with vesting subject to stretching performance targets set by the Committee, followed by a two-year holding period; and/or
- (b) Deferred Share Awards, where a percentage of the individual's annual cash bonus is deferred into RSU Awards subject to a three-year vesting period. The maximum bonus opportunity for the executives this year is equivalent to 100% of annual salary.

There is no intention to grant other types of awards under the Plan to executive directors.

The board of directors of the Company (the "**Board**") proposes to amend the rules of the Plan to insert an individual annual limit for awards, other than Deferred Share Awards, of 200% of annual salary. The Board also proposes to amend the rules of the Plan to reflect a resolution passed by the shareholders at the 2018 AGM in relation to the Company's 2013 Global Share Incentive Plan to exclude in calculating the plan limit any awards granted on or prior to the date on which the Company's shares were first admitted to trading on AIM (21 March 2014). If the Plan is adopted by shareholders, these amendments will be made to the rules of the Plan before any awards are granted under it.

Shareholders are requested to take into account the above comments and proposed amendments to the Plan in completing their voting instructions for the AGM.