

3 September 2019

Market Announcements Office  
Australian Stock Exchange  
20 Bridge Street  
Sydney NSW 2000

**MSL Solutions Limited ('MPW'): Directors' Interest notices**

Further to the recent announcements regarding changes to the Board of MSL Solutions Limited, we attach the following notices:

- Appendix 3X – Initial Director's Interest Notice – Tony Toohey (effective 1 September 2019);
- Appendix 3Z – Final Director's Interest Notice – Kenneth John Down (effective 30 August 2019);
- Appendix 3Z – Final Director's Interest Notice – Ian Michael Daly (effective 30 August 2019).

We also attach the disclosure required for Mr Toohey's appointment as Executive Director and Chairman required under ASX Listing Rule 3.16.4.

Yours sincerely  
for **MSL Solutions Limited**



**Andrew Ritter**  
**Company Secretary**

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## Appendix

### Material Terms of Services Agreement – Tony Toohy

| Key Terms                      | Detail  |
|--------------------------------|---|
| <b>Position</b>                | Executive Director & Chairman   |
| <b>Commencement Date</b>       | 1 September 2019  |
| <b>Term</b>                    | Nine (9) to Twelve (12) month term, with extension by agreement between the Executive and the Company after the initial nine (9) month term.  |
| <b>Notice Period</b>           | The Company and Executive may terminate without cause by providing three (3) months' written notice. The Executive may be terminated immediately for serious misconduct.  |
| <b>Remuneration</b>            | The Executive will be remunerated on the basis of four (4) days per week, with 1.5 days paid as a fixed cash component at \$2,300 per day (inclusive of superannuation), and the additional 2.5 days through an equity incentive component, the details of which are yet to be finalised. Any rights, options or equity plans will be detailed in the Notice of Meeting and will be subject to shareholder approval at the Company's next Annual General Meeting. |
| <b>Payments on Termination</b> | The Company can make a payment in lieu of the Notice Period.  |
| <b>Other Terms</b>             | The Services Agreement contains standard terms and conditions for agreements of this nature, including provisions relating to confidential information and intellectual property.   |

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# Appendix 3X

## Initial Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/9/2001.

|                       |                       |
|-----------------------|-----------------------|
| <b>Name of entity</b> | MSL Solutions Limited |
| <b>ABN</b>            | 96 120 815 778        |

We (the entity) give ASX the following information under listing rule 3.19A.1 and as agent for the director for the purposes of section 205G of the Corporations Act.

|                            |                  |
|----------------------------|------------------|
| <b>Name of Director</b>    | Anthony P Toohey |
| <b>Date of appointment</b> | 1 September 2019 |

### Part 1 - Director's relevant interests in securities of which the director is the registered holder

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

|   |
|---|
| <b>Number &amp; class of securities</b> |
| Nil.                                    |

+ See chapter 19 for defined terms.

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## Appendix 3X Initial Director's Interest Notice

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### Part 2 – Director's relevant interests in securities of which the director is not the registered holder

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

| Name of holder & nature of interest  | Number & class of Securities |
|--|------------------------------|
| Note: Provide details of the circumstances giving rise to the relevant interest. |                              |

### Part 3 – Director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

|  |  |
|--|--|
| Detail of contract                                       |  |
| Nature of interest                                       |  |
| Name of registered holder<br>(if issued securities)      |  |
| No. and class of securities to which<br>interest relates |  |

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+ See chapter 19 for defined terms.

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## Appendix 3Z

### Final Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/9/2001.

|                       |                       |
|-----------------------|-----------------------|
| <b>Name of entity</b> | MSL Solutions Limited |
| <b>ABN</b>            | 96 120 815 778        |

We (the entity) give ASX the following information under listing rule 3.19A.3 and as agent for the director for the purposes of section 205G of the Corporations Act.

|   |                           |
|---|---------------------------|
| <b>Name of director</b>                         | Kenneth John Down         |
| <b>Date of last notice</b>                      | 8 June 2018 (Appendix 3Y) |
| <b>Date that director ceased to be director</b> | 30 August 2019            |

#### **Part 1 – Director's relevant interests in securities of which the director is the registered holder**

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

|   |
|---|
| <b>Number &amp; class of securities</b><br><br>Kenneth John Down – 924,929 ordinary shares. |
|---|

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**Appendix 3Z**  
**Final Director's Interest Notice**

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**Part 2 – Director's relevant interests in securities of which the director is not the registered holder**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

| Name of holder & nature of interest  | Number & class of securities  |
|--|---|
| <small>Note: Provide details of the circumstances giving rise to the relevant interest</small> |   |
| Jambet Downs Pty Ltd ATF The KJD Superannuation Fund   | 3,510,744 ordinary shares   |
| AM Down Pty Ltd ATF The Annette Down Superannuation Fund                                       | 1,514,007 ordinary shares   |
| Jambet Downs Pty Ltd (ATF The Down Family Trust)   | 764,007 ordinary shares & 785,714 options to acquire ordinary shares (Exercise price - \$0.217, Expiry date – 18 Dec 2020). |
| Anne Margaret Down   | 671,660 ordinary shares   |

**Part 3 – Director's interests in contracts**

|  |  |
|--|--|
| <b>Detail of contract</b>                                    |  |
| <b>Nature of interest</b>                                    |  |
| <b>Name of registered holder (if issued securities)</b>      |  |
| <b>No. and class of securities to which interest relates</b> |  |

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+ See chapter 19 for defined terms.

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## Appendix 3Z

### Final Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/9/2001.

|                       |                       |
|-----------------------|-----------------------|
| <b>Name of entity</b> | MSL Solutions Limited |
| <b>ABN</b>            | 96 120 815 778        |

We (the entity) give ASX the following information under listing rule 3.19A.3 and as agent for the director for the purposes of section 205G of the Corporations Act.

|   |                          |
|---|--------------------------|
| <b>Name of director</b>                         | Ian Michael Daly         |
| <b>Date of last notice</b>                      | 8 May 2017 (Appendix 3X) |
| <b>Date that director ceased to be director</b> | 30 August 2019           |

#### Part 1 – Director's relevant interests in securities of which the director is the registered holder

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

|  |
|--|
| <b>Number &amp; class of securities</b>                          |
| 460,155 ordinary shares held in joint capacity with Sheena Daly. |

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## Appendix 3Z Final Director's Interest Notice

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### Part 2 – Director's relevant interests in securities of which the director is not the registered holder

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

| Name of holder & nature of interest   | Number & class of securities  |
|---|---|
| Note: Provide details of the circumstances giving rise to the relevant interest   |   |
| Lovat Pty Ltd ATF The Lovat Pty Ltd Superannuation Fund) – Director & Shareholder | 8,754,131 ordinary shares   |
| Ian Michael Daly ATF The Ian Daly Family Trust – Trustee & Beneficiary            | 785,714 options to acquire ordinary shares (Exercise price - \$0.217, Expiry date – 18 Dec 2020). |

### Part 3 – Director's interests in contracts

|   |  |
|---|--|
| Detail of contract                                    |  |
| Nature of interest                                    |  |
| Name of registered holder (if issued securities)      |  |
| No. and class of securities to which interest relates |  |

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+ See chapter 19 for defined terms.

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