

## Corporate Update - Change of Company Secretary, New Performance Rights Plan and Executive Director Remuneration

A  
S  
X  
  
R  
E  
L  
E  
A  
S  
E

**MGC Pharmaceuticals Ltd (ASX: MXC or “the Company”)** advises the Company’s Board and independent committees have, following the recent dual listing on the London Stock Exchange, and in conjunction with the Company’s key advisors in the United Kingdom, agreed market appropriate changes to the remuneration and equity incentive structures of the Executive Directors and Key Management Personnel. This includes a new performance rights program structured to retain the services of key personnel managing the Company’s business and to bring in line with similar listed companies in the bio-pharma sector in the United Kingdom.

In addition, the Company announces the change of Company Secretary, Mrs Narelle Warren resigning as Joint Company Secretary of the Company with an effective date of 07 April 2021. The Board would like to express its appreciation to Mrs Warren for her contribution to the Company during her tenure which included the successful dual listing of the Company on the London Stock Exchange in February.

The Company is pleased to appoint Ms Nadine Barry as Joint Company Secretary replacing Mrs Warren, effective immediately, alongside Mrs Rachel Kerr.

Ms Barry has three years’ experience working as a Corporate Secretary for Chieftain Securities Pty Ltd, a boutique Corporate Advisory, Equity Capital Markets and Venture Capital firm, and in this role has been working with small to mid-cap listed companies in the bio pharma, resources, and energy sectors. The Company’s CFO, Mr Daniel Kendall, will also assist Ms Barry in the joint Company Secretary role.

### **2021/22 Performance Rights Program**

The Board and Remuneration Committee have approved the issue of 70,000,000 performance rights to the Directors and Key Management Personnel of the Company, as part of the review of remuneration structures to retain key personnel in the company based on its current operations, and business plan following its recent successful capital raising and listing on the London Stock Exchange. The performance rights will have a share price hurdle and a tenure of service of between 12-24 months from 1 April 2021.

Subject to shareholder approval, the Remuneration Committee and Board have approved the issue of 57,000,000 performance rights to the Directors’ to reward, retain and incentivise the Directors for their ongoing commitment to the performance and future success of the Company. The performance rights will be split into two classes with differing performance conditions: 17,100,000 under Class A and 39,900,000 under Class B.

In addition, 13,000,000 Performance rights (3,875,000 Class A and 9,125,000 Class B) will be issued to management for their ongoing commitment to the performance and future success of the Company, in accordance with the incentive equity plan as approved by shareholders on 31 March 2021.

The performance conditions relating to the performance rights are as follows:

**Class A:** If and once the price per share of the Company, at any time prior to or on 1 April 2022, has a 10-trading day volume weighted average price (VWAP) equal to or exceeding 125% of the VWAP during 10 trading days before 1 April 2021. The 10-day VWAP up to 1 April 2021 is 7.0c.

**Class B:** If and once the price per share of the Company, at any time prior to or on 1 April 2023, has a 10-trading day volume weighted average price (VWAP) equal to or exceeding 150% of the VWAP during 10 trading days before 1 April 2021. The 10-day VWAP up to 1 April 2021 is 7.0c.

## Executive Remuneration

In accordance with Listing Rule 3.10.3, The Company advises that the Remuneration Committee and Board of Directors have resolved to approve the following changes to the Director’s services agreement in relation to their remuneration in accordance with their annual performance review effective 1 March 2021.

The material terms for Mr. Brett Mitchell – Executive Chairman remain as previously announced, the adjustments to his service agreement with Sibella Capital Pty Ltd are as follows;

Salary - £14,000 per month

2021/22 Performance Rights – 7.5 million Class A and 17.5 million Class B performance rights, as set out above and subject to shareholder approval at the Company’s next general meeting.

The material terms for Mr. Roby Zomer – Managing Director remain as previously announced, the adjustments to his service agreement with Chitta Lu Limited are as follows;

Salary - £14,500 per month

2021/22 Performance Rights – 7.5 million Class A and 17.5 million Class B performance rights, as set out above and subject to shareholder approval at the Company’s next general meeting.

--Ends--

**Authorised for release by the Board, for further information please contact:**

### **MGC Pharmaceuticals Ltd**

Roby Zomer  
CEO & Managing Director  
+61 8 6382 3390  
[info@mgcpharma.com.au](mailto:info@mgcpharma.com.au)

### **UK PR Tavistock – Tavistock**

Charles Vivian +44 20 7920 3150  
[Charles.Vivian@tavistock.co.uk](mailto:Charles.Vivian@tavistock.co.uk)  
Tim Pearson +44 7983118 502  
[Tim.Pearson@tavistock.co.uk](mailto:Tim.Pearson@tavistock.co.uk)

### **UK Broker – Turner Pope**

Andy Thacker  
[Andy.Thacker@TurnerPope.com](mailto:Andy.Thacker@TurnerPope.com)  
Zoe Alexander  
[Zoe.Alexander@TurnerPope.com](mailto:Zoe.Alexander@TurnerPope.com)  
+44 20 3657 0050

### **Australian PR/IR Advisors – Media & Capital Partners**

Rod Hinchcliffe (IR) +61 412 277 377  
[Rod.Hinchcliffe@mcpartners.com.au](mailto:Rod.Hinchcliffe@mcpartners.com.au)

## About MGC Pharma

MGC Pharmaceuticals Ltd (ASX: MXC) is a European based bio-pharma company developing and supplying affordable standardised phytocannabinoid derived medicines to patients globally. The Company’s founders were key figures in the global medical cannabis industry and the core business strategy is to develop and supply high quality phytocannabinoid derived medicines for the growing demand in the medical markets in Europe, North America and Australasia. MGC Pharma has a robust product offering targeting two widespread medical conditions – epilepsy and dementia – and has further products in the development pipeline.

Employing its ‘Nature to Medicine’ strategy, MGC Pharma has partnered with renowned institutions and academia to optimise cultivation and the development of targeted phytocannabinoid derived medicines products prior to production in the Company’s EU-GMP Certified manufacturing facility.

MGC Pharma has a number of research collaborations with world renowned academic institutions, and including recent research highlighting the positive impact of using specific phytocannabinoid formulations developed by MGC Pharma in the treatment of glioblastoma, the most aggressive and so far therapeutically resistant primary brain tumour.

MGC Pharma has a growing patient base in Australia, the UK, Brazil and Ireland and has a global distribution footprint via an extensive network of commercial partners meaning that it is poised to supply the global market.

Follow us through our social media channels    