



EchoIQ Limited

ACN 142 901 353

(Company)

## Corporate Governance Statement

### Introduction

This Corporate Government Statement is current as at 25 September 2025 and has been approved by the Board of the Company on that date.

This Corporate Government Statement discloses the extent to which the Company has, during the financial year ending 30 June 2025, followed the fourth edition recommendations set by the ASX Corporate Governance Council in its publication Corporate Governance Principles and Recommendations – 4<sup>th</sup> Edition (“**Recommendations**”). The Recommendations are not mandatory, however, the Recommendations that were not followed for any part of the reporting period have been identified and reasons provided for not following them along with what (if any) alternative governance practices the Company intends to adopt in lieu of the Recommendations during that period.

The Company has adopted a suite of policies and charters which provides the written terms of reference for the Company's corporate governance duties.

The Company's current policies and charters referred to in the table below are available to download on the Company's website at <https://www.echoiq.ai/investors/#governance>.

| PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT  |            |   |
|---|------------|---|
| Recommendations (4 <sup>th</sup> Edition)   | Compliant? | Explanation   |
| <p><b>Recommendation 1.1</b></p> <p>A listed entity should have and disclose a board charter setting out:</p> <p>(a) the respective roles and responsibilities of its Board and management; and</p> <p>(b) those matters expressly reserved to the Board and those delegated to management.</p>   | <b>Yes</b> | <p>(a) The Company has adopted a Board Charter that sets out the specific roles and responsibilities of the Board, the Chair and management and includes a description of those matters expressly reserved to the Board and those delegated to management.</p> <p>(b) The Board Charter sets out the specific responsibilities of the Board, requirements as to the Board's composition, the roles and responsibilities of the Chair of the Board and Company Secretary, the establishment, operation and management of Board Committees, Directors' access to Board papers, details of the Board's relationship with management, details of the Board's performance review and details of the Board's disclosure policy. A copy of the Company's Board Charter is available on the Company's website.</p>  |
| <p><b>Recommendation 1.2</b></p> <p>A listed entity should:</p> <p>(a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a Director; and</p> <p>(b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a Director.</p> | <b>Yes</b> | <p>(a) The Company has guidelines for the appointment and selection of the Board and senior executives and Directors in its Board Charter. Further, the Company's Remuneration and Nomination Committee Charter requires the Remuneration and Nomination Committee (or, in its absence, the Board) to ensure appropriate checks (including checks in respect of character, experience, education, criminal record and bankruptcy history (as appropriate)) are undertaken before appointing a person or putting forward to security holders a candidate for election as a Director. In the event of an unsatisfactory check, a Director is required to submit their resignation.</p> <p>A copy of the Company's Remuneration and Nomination Committee Charter is available on the Company's website.</p> <p>(b) Under the Remuneration and Nomination Committee Charter, the Remuneration and Nomination Committee (or, in its absence, the Board) must provide all material information in relation to a decision on whether or not to elect or re-elect a Director to security holders.</p> |
| <p><b>Recommendation 1.3</b></p> <p>A listed entity should have a written agreement with each Director and senior executive setting out the terms of their appointment.</p>   | <b>Yes</b> | <p>The Company's Board Charter requires that the Company have a written agreement with each Director and senior executive setting out the terms of their appointment.</p> <p>The Company has written agreements with each of its Directors and senior executives.</p>   |
| <p><b>Recommendation 1.4</b></p> <p>The Company Secretary of a listed entity should be accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.</p>   | <b>Yes</b> | <p>The Board Charter outlines the roles, responsibility and accountability of the Company Secretary. In accordance with this, the Company Secretary is accountable directly to the Board, through the Chair, on all governance matters and reports directly to the Chair as the representative of the Board.</p>  |

| <p><b>Recommendation 1.5</b></p> <p>A listed entity should:</p> <ul style="list-style-type: none"> <li>(a) have and disclose a diversity policy;</li> <li>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</li> <li>(c) disclose in relation to each reporting period: <ul style="list-style-type: none"> <li>(i) the measurable objectives set for that period to achieve gender diversity;</li> <li>(ii) the entity's progress towards achieving those objectives; and</li> <li>(iii) either: <ul style="list-style-type: none"> <li>(A) the respective proportions of men and women on the Board, in senior executive positions and across the whole workforce (including how the entity has defined 'senior executive' for these purposes); or</li> <li>(B) if the entity is a 'relevant employer' under the Workplace Gender Equality Act, the entity's most recent 'Gender Equality Indicators', as defined in and published under that Act.</li> </ul> </li> </ul> </li> </ul> <p>If the entity was in the S&amp;P / ASC 300 Index of the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its direction of each gender within a specified period.</p> | <p><b>Partial</b></p> | <ul style="list-style-type: none"> <li>(a) The Company has adopted a Diversity Policy which provides a framework for the Company to establish, achieve and measure diversity objectives, including in respect of gender diversity. A copy of the Company's Diversity Policy is available on the Company's website as part of the Corporate Governance Plan.</li> <li>(b) The Diversity Policy allows the Board to set measurable gender diversity objectives and to continually monitor both the objectives, if any have been set, and the Company's progress in achieving them.</li> <li>(c) The Board did not set measurable gender diversity objectives during the period due to the size of the Company and the scale of its operations. The Board believes that the setting of measurable gender diversity objectives may unreasonably restrict the Company's ability to implement its diversity policy as a whole, and its policy of appointing staff based on qualifications and merit. The board will consider setting measurable objectives as the Company increases in size and complexity.</li> </ul> <p>As at the date of this statement, the gender composition of the Company and its operating subsidiaries was as follows:</p> <table border="1" data-bbox="1081 499 1762 663" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th></th> <th style="background-color: #4a69bd; color: white;">Male</th> <th style="background-color: #ffc000;">Female</th> </tr> </thead> <tbody> <tr> <td>Employees</td> <td style="text-align: center;">79%</td> <td style="text-align: center;">21%</td> </tr> <tr> <td>Board</td> <td style="text-align: center;">100%</td> <td style="text-align: center;">0%</td> </tr> <tr> <td>Senior Executive</td> <td style="text-align: center;">50%</td> <td style="text-align: center;">50%</td> </tr> <tr> <td>Group</td> <td style="text-align: center;">83%</td> <td style="text-align: center;">17%</td> </tr> </tbody> </table> <p>The Company Secretary and Chief Executive Officer have been included as Senior Executives.</p> |  | Male | Female | Employees | 79% | 21% | Board | 100% | 0% | Senior Executive | 50% | 50% | Group | 83% | 17% |
|---|-----------------------|---|--|------|--------|-----------|-----|-----|-------|------|----|------------------|-----|-----|-------|-----|-----|
|   | Male                  | Female  |  |      |        |           |     |     |       |      |    |                  |     |     |       |     |     |
| Employees   | 79%                   | 21%   |  |      |        |           |     |     |       |      |    |                  |     |     |       |     |     |
| Board   | 100%                  | 0%  |  |      |        |           |     |     |       |      |    |                  |     |     |       |     |     |
| Senior Executive  | 50%                   | 50%   |  |      |        |           |     |     |       |      |    |                  |     |     |       |     |     |
| Group   | 83%                   | 17%   |  |      |        |           |     |     |       |      |    |                  |     |     |       |     |     |
| <p><b>Recommendation 1.6</b></p> <p>A listed entity should:</p> <ul style="list-style-type: none"> <li>(a) have and disclose a process for periodically evaluating the performance of the Board, its committees and individual Directors; and</li> <li>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</li> </ul>  | <p><b>Yes</b></p>     | <ul style="list-style-type: none"> <li>(a) The Company's Remuneration and Nomination Committee is responsible for evaluating the performance of the Board, its committees and individual Directors on an annual basis. It may do so with the aid of an independent advisor.</li> <li>(b) A formal evaluation of the Board and skills matrix has not taken place during the reporting period. A Remuneration and Nomination Committee meeting is scheduled to address this matter in the month following the release of this statement.</li> </ul>   |  |      |        |           |     |     |       |      |    |                  |     |     |       |     |     |
| <p><b>Recommendation 1.7</b></p> <p>A listed entity should:</p> <ul style="list-style-type: none"> <li>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</li> <li>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</li> </ul>   | <p><b>Yes</b></p>     | <ul style="list-style-type: none"> <li>(a) The Company's Board Charter and Performance Evaluation Policy provides that the Company will evaluate the performance of the Company's senior executives on an annual basis. A senior executive, for these purposes, means key management personnel (as defined in the Corporations Act) other than a Non-Executive Director.</li> </ul> <p>The applicable processes for these evaluations can be found in the Company's Board Charter.</p> <p>The Board will ensure that an evaluation of the individual executives of the Company is undertaken in accordance with the Performance Evaluation Policy every financial year.</p>   |  |      |        |           |     |     |       |      |    |                  |     |     |       |     |     |

| PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE   |                       |   |
|---|-----------------------|---|
| Recommendations (4 <sup>th</sup> Edition)   | Compliant?            | Explanation   |
| <p><b>Recommendation 2.1</b><br/>The Board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(i) has at least three members, a majority of whom are independent Directors; and</p> <p>(ii) is chaired by an independent Director, and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the members of the committee; and</p> <p>(v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members of those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address Board succession issues and to ensure that the Board has the appropriate balance of skills, knowledge, experience, independence and responsibilities effectively.</p> | <p><b>Partial</b></p> | <p>(a) The Company's Board Charter provides for the creation of a Remuneration and Nomination Committee with at least three directors as members, a majority of whom are independent and non-executive, and which must be chaired by an independent Director.</p> <p>(b) Given the size of the Company and the current scale of operations, the Board has formed a Remuneration and Nomination Committee, however, the Committee is not currently chaired by an independent director, and the majority of members are not independent. The composition of the Committee is set out below:</p> <p>Steve Formica (Chair) – Non-Executive Director<br/>Stephen Picton (Member) – Independent Non-Executive Director<br/>Andrew Grover (Member) - Executive Chair</p> <p>A copy of the Company's Remuneration and Nomination Charter is available on the Company's website as part of the Corporate Governance Plan.</p> <p>The Committee was formed on 12 March 2024 and met once in the reporting period with all members present at the meeting.</p> |
| <p><b>Recommendation 2.2</b><br/>A listed entity should have and disclose a Board skills matrix setting out the mix of skills that the Board currently has or is looking to achieve in its membership.</p>  | <p><b>Yes</b></p>     | <p>The Board has identified that the appropriate mix of skills and diversity required of its members on the Board to operate effectively and efficiently is achieved by personnel having substantial skills and experience in operational management, corporate governance, finance, listed companies, equity markets and global funds management.</p> <p>As at the date of this Corporate Governance Statement, the Company has adopted a board skills matrix to simplify the process for identifying any 'gaps' in the board's skills, expertise and experience. As part of the review of the skills matrix, the Remuneration and Nomination Committee monitors the skills, expertise and experience that are relevant to the Company and assesses those against the collective attributes of the directors.</p> <p>Each of these areas is currently well represented on the Board. A profile of each Director setting out their skills, experience, expertise and period of office is set out in the Directors' Report in the Annual Report.</p> |
| <p><b>Recommendation 2.3</b><br/>A listed entity should disclose:</p> <p>(a) the names of the Directors considered by the Board to be independent Directors;</p> <p>(b) if a Director has an interest, position or relationship of the type described in Box 2.3 of the ASX Corporate Governance Principles and Recommendations (4th Edition), but the Board is of the opinion that it does not compromise the independence of the Director, the nature of the interest, position or relationship in question and an explanation of why the Board is of that opinion; and</p> <p>(c) the length of service of each Director.</p>  | <p><b>Yes</b></p>     | <p>(a) The Board considers that during the year ended 30 June 2025, Stephen Picton and Ken Nelson were independent Directors. Andrew Grover is an Executive Director and therefore not considered to be independent. Steve Formica was a substantial shareholder of the Company during the reporting period and, therefore, is not considered to be independent. Following the resignation of Simon Tolhurst, Ken Nelson was appointed as a Non-Executive Director effective 11 December 2024.</p> <p>(b) The Board is of the opinion that Andrew Grover's interests and position and Steve Formica's interest do not compromise their independence, and the Board is comfortable that they have the capacity to bring an independent judgment to bear on issues put before the Board and act in the best interests of the entity and its security holders generally.</p> <p>(c) The Company's Annual Report discloses the length of service of each Director, as at the end of each financial year.</p>  |

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| <p><b>Recommendation 2.4</b><br/>A majority of the Board of a listed entity should be independent Directors.</p>   | <p><b>No</b></p>  | <p>As at the date of this statement, the Board considers Ken Nelson and Stephen Picton to be independent directors. This forms 50% of the Board.</p>   |
| <p><b>Recommendation 2.5</b><br/>The Chair of the Board of a listed entity should be an independent Director and, in particular, should not be the same person as the CEO of the entity</p>  | <p><b>No</b></p>  | <p>Andrew Grover serves as the Executive Chair of the Board, a role deemed beneficial by the Board due to the Company's current stage of development.<br/>As the Company grows in size and complexity, the Board will contemplate the appointment of an independent Chair.</p>   |
| <p><b>Recommendation 2.6</b><br/>A listed entity should have a program for inducting new Directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as Directors effectively.</p> | <p><b>Yes</b></p> | <p>Under the Remuneration and Nomination Committee Charter, the Remuneration and Nomination Committee is responsible for the approval and review of induction programs.<br/><br/>The Company will also review the need for any continuing professional development programs and procedures for Directors to ensure that they can effectively discharge their responsibilities.</p> |

| <p><b>PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY</b></p>  |                          |  |
|---|--------------------------|--|
| <p><b>Recommendations (4<sup>th</sup> Edition)</b></p>  | <p><b>Compliant?</b></p> | <p><b>Explanation</b></p>  |
| <p><b>Recommendation 3.1</b><br/>A listed entity should articulate and disclose its values.</p>   | <p><b>Yes</b></p>        | <p>The Company is committed to conducting all of its business activities fairly and honestly with a high level of integrity, and in compliance with all applicable laws, rules and regulations. The Board, management and employees are dedicated to high ethical standards and recognise and support the Company's commitment to compliance with these standards.<br/><br/>The Company's values are listed on the Company's website within the Board Charter.</p> |
| <p><b>Recommendation 3.2</b><br/>A listed entity should:<br/>(a) have and disclose a code of conduct for its Directors, senior executives and employees; and<br/>(b) ensure that the Board or a committee of the Board is informed of any material breaches of that code.</p> | <p><b>Yes</b></p>        | <p>The Company's Code of Conduct applies to the Company's Directors, senior executives and employees. Any material breaches of the Code of Conduct will be reported to the Board.<br/><br/>The Code of Conduct outlines the principles and standards to which the Company's employees, directors and senior executives are encouraged to strive towards when dealing with each other, shareholders and other stakeholders.</p>                                     |
| <p><b>Recommendation 3.3</b><br/>A listed entity should:<br/>(a) have and disclose a whistleblower policy; and<br/>(b) ensure that the Board or a committee of the Board is informed of any material breaches reported under that policy.</p>                                 | <p><b>Yes</b></p>        | <p>Under the Company's Whistleblower Protection Policy, any material breaches of the Whistleblower Protection Policy are to be reported to the Company Secretary of the Board.<br/><br/>A copy of the Whistleblower Protection Policy is available on the Company's website.</p>   |
| <p><b>Recommendation 3.4</b><br/>A listed entity should:<br/>(a) have and disclose an anti-bribery and corruption policy; and<br/>(b) ensure that the Board or a committee of the Board is informed of any material breaches of that policy.</p>                              | <p><b>Yes</b></p>        | <p>Under the Company's Anti-Bribery and Anti-Corruption Policy, any material breaches of the Anti-Bribery and Anti-Corruption Policy are to be reported to the Company Secretary of the Board.<br/><br/>A copy of the Anti-Bribery and Anti-Corruption Policy is available on the Company's website.</p>   |

| PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS  |                |   |
|---|----------------|---|
| Recommendations (4 <sup>th</sup> Edition)   | Compliant?     | Explanation   |
| <p><b>Recommendation 4.1</b></p> <p>The Board of a listed entity should:</p> <p>(a) have an audit and risk committee which:</p> <p style="margin-left: 20px;">a. has at least three members, all of whom are non-executive Directors and a majority of whom are independent Directors; and</p> <p style="margin-left: 20px;">b. is chaired by an independent Director, who is not the Chair of the Board,</p> <p>and disclose:</p> <p style="margin-left: 20px;">c. the charter of the committee;</p> <p style="margin-left: 20px;">d. the relevant qualifications and experience of the members of the committee; and</p> <p style="margin-left: 20px;">e. in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit and risk committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p> | <b>Partial</b> | <p>(a) The Company's Board Charter provides for the creation of an Audit and Risk Committee Charter with at least three directors as members, a majority of whom are independent and non-executive, and which must be chaired by an independent Director.</p> <p>(b) Given the size of the Company and the current scale of operations, the Board has formed an Audit and Risk Committee, however, the Committee is not currently chaired by an independent director, and the majority of members are not independent. The composition of the Committee is set out below:</p> <p style="margin-left: 40px;">Steve Formica (Chair) – Non-Executive Director</p> <p style="margin-left: 40px;">Stephen Picton (Member) – Independent Non-Executive Director</p> <p style="margin-left: 40px;">Andrew Grover (Member) - Executive Chair</p> <p>A copy of the Company's Audit and Risk Committee Charter is available on the Company's website within the Corporate Governance Plan.</p> <p>The Committee was formed on 12 March 2024 and met once during the period with all members present at the meeting.</p> |
| <p><b>Recommendation 4.2</b></p> <p>The Board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>   | <b>Yes</b>     | <p>Prior to approving the Company's financial statements for a financial period, the Board will receive assurances from each of the Chairman and the Chief Executive Officer, that in their opinion:</p> <ul style="list-style-type: none"> <li>• the financial statements of the Company have been properly maintained;</li> <li>• the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the Company; and</li> <li>• their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</li> </ul>  |
| <p><b>Recommendation 4.3</b></p> <p>A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p>  | <b>Yes</b>     | <p>The Company engages an accounting firm to prepare all interim financial reports. These are verified by the Chief Executive Officer and Company Secretary before being approved by the Board.</p>   |

| PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE  |            |   |
|--|------------|---|
| Recommendations (4 <sup>th</sup> Edition)  | Compliant? | Explanation   |
| <p><b>Recommendation 5.1</b></p> <p>A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.</p> | <b>Yes</b> | <p>The Company's Continuous Disclosure Policy provides details on how the Company complies with its continuous disclosure obligations under the Corporations Act and the ASX Listing Rules.</p> <p>A copy of the Continuous Disclosure Policy is available on the Company's website as part of the Corporate Governance Plan.</p> |
| <p><b>Recommendation 5.2</b></p> <p>A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.</p>      | <b>Yes</b> | <p>The Company has established automatic reporting via the ASX Market Announcements Platform for immediate distribution of the released market announcements to each Board member.</p>  |

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| <p><b>Recommendation 5.3</b><br/>A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.</p> | <p><b>Yes</b></p> | <p>The Company makes all investor presentations available to the market via the ASX Market Announcement Platform before they are delivered to investors.<br/>The presentations are also publicly available via the Company's website.</p> |
|--|-------------------|---|

| PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS  |                   |  |
|---|-------------------|--|
| Recommendations (4 <sup>th</sup> Edition)   | Compliant?        | Explanation  |
| <p><b>Recommendation 6.1</b><br/>A listed entity should provide information about itself and its governance to investors via its website.</p>   | <p><b>Yes</b></p> | <p>Information about the Company and its governance is available on the Company's website.</p>   |
| <p><b>Recommendation 6.2</b><br/>A listed entity should have an investor relations program that facilitates effective two-way communication with investors.</p>   | <p><b>Yes</b></p> | <p>The Company's Shareholder Communications Policy aims to promote and facilitate effective two-way communication with investors. The Policy outlines a range of ways in which information is communicated to shareholders.<br/>A copy of the Shareholder Communications Policy is available on the Company's website as part of the Corporate Governance Plan.</p>  |
| <p><b>Recommendation 6.3</b><br/>A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.</p>   | <p><b>Yes</b></p> | <p>Security holders are encouraged to participate at all of the Company's general meetings and Annual General Meetings. For those shareholders that are unable to attend an annual meeting they are encouraged to submit any questions to the Company Secretary prior to the meeting to put to the Chair of the meeting on their behalf.</p>   |
| <p><b>Recommendation 6.4</b><br/>A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.</p>                    | <p><b>Yes</b></p> | <p>All substantive resolutions of security holder meetings will be decided by a poll rather than a show of hands.</p>  |
| <p><b>Recommendation 6.5</b><br/>A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.</p> | <p><b>Yes</b></p> | <p>The Company's Shareholder Communications Policy provides that security holders can register through the Company's share registry to receive notifications from the Company electronically. Links are made available to the Company's website on which all information provided to the ASX is immediately posted. Investors are also encouraged to sign up for regular updates and immediate notice on any price-sensitive releases via the Company's mailing list.<br/>Shareholders queries should be referred to the Company Secretary in the first instance at cosec@echoiq.ai.</p> |

| PRINCIPLE 7 – RECOGNISE AND MANAGE RISK   |                       |  |
|---|-----------------------|--|
| Recommendations (4 <sup>th</sup> Edition)   | Compliant?            | Explanation  |
| <p><b>Recommendation 7.1</b></p> <p>The Board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(i) has at least three members, a majority of whom are independent Directors; and</p> <p>(ii) is chaired by an independent Director, and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the members of the committee; and</p> <p>(v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the process it employs for overseeing the entity's risk management framework.</p> | <p><b>Partial</b></p> | <p>(a) The Company's Board Charter provides for the creation of an Audit and Risk Committee Charter with at least three directors as members, a majority of whom are independent and non-executive, and which must be chaired by an independent Director.</p> <p>(b) Given the size of the Company and the current scale of operations, the Board has formed an Audit and Risk Committee, however, the Committee is not currently chaired by an independent director, and the majority of members are not independent. The composition of the Committee is set out below:</p> <p>Steve Formica (Chair) – Non-Executive Director</p> <p>Stephen Picton (Member) – Independent Non-Executive Director</p> <p>Andrew Grover (Member) - Executive Chair</p> <p>A copy of the Company's Audit and Risk Committee Charter is available on the Company's website within the Corporate Governance Plan.</p> <p>The Committee was formed on 12 March 2024 and met once during the period with all members present at the meeting.</p> |
| <p><b>Recommendation 7.2</b></p> <p>The Board or a committee of the Board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the Board; and</p> <p>(b) disclose in relation to each reporting period, whether such a review has taken place.</p>   | <p><b>Yes</b></p>     | <p>(a) The Audit and Risk Committee Charter requires that the Audit and Risk Committee should, at least annually, satisfy itself that the Company's risk management framework continues to be sound and that the Company is operating with due regard to the risk appetite set by the Board. The Board receives and addresses reports from the Chief Executive Officer at each Board meeting concerning risks facing the Company.</p> <p>(b) The Board Charter provides that the Company will review annually its operations to update its risk appetite. The Company completed a review of the Company's risk management framework during the period.</p>   |
| <p><b>Recommendation 7.3</b></p> <p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>   | <p><b>Yes</b></p>     | <p>The Audit and Risk Committee Charter provides for the Audit and Risk Committee to monitor and periodically review the need for an internal audit function, as well as assess the performance and objectivity of any internal audit procedures that may be in place.</p> <p>The Company does not presently have an internal audit function, however, the Company's Audit and Risk Committee Charter states that the role of the risk committee will include assisting the Board in the effective discharge of its governance and oversight responsibilities in relation to various matters including internal and external audit functions.</p> <p>A copy of the Risk Management Policy is available on the Company's website as part of the Corporate Governance Plan.</p>  |
| <p><b>Recommendation 7.4</b></p> <p>A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.</p>   | <p><b>Yes</b></p>     | <p>The Audit and Risk Committee Charter requires the Audit and Risk Committee (or, in its absence, the Board) to assist management to determine whether the Company has any potential or apparent exposure to environment or social risks and, if it does, put in place management systems, practices and procedures to manage those risks.</p> <p>The Company discloses in its Annual Report whether it has any potential or apparent exposure to environmental or social risks and, if it does, put in place management systems, practices and procedures to manage those risks.</p>   |

| PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY   |                       |   |
|---|-----------------------|---|
| Recommendations (4 <sup>th</sup> Edition)   | Compliant?            | Explanation   |
| <p><b>Recommendation 8.1</b></p> <p>The Board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(i) has at least three members, a majority of whom are independent Directors; and</p> <p>(ii) is chaired by an independent Director, and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the members of the committee; and</p> <p>(v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclosure that fact and the processes it employs for setting the level and composition or remuneration for Directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p> | <p><b>Partial</b></p> | <p>(a) The Company's Board Charter provides for the creation of a Remuneration and Nomination Committee with at least three directors as members, a majority of whom are independent and non-executive, and which must be chaired by an independent Director.</p> <p>(b) Given the size of the Company and the current scale of operations, the Board has formed a Remuneration and Nomination Committee, however, the Committee is not currently chaired by an independent director, and the majority of members are not independent. The composition of the Committee is set out below:</p> <p>Steve Formica (Chair) – Non-Executive Director<br/> Stephen Picton (Member) – Independent Non-Executive Director<br/> Andrew Grover (Member) - Executive Chair</p> <p>A copy of the Company's Remuneration and Nomination Charter is available on the Company's website as part of the Corporate Governance Plan.</p> <p>The Committee was formed on 12 March 2024 and met once in the reporting period with all members present at the meeting.</p> |
| <p><b>Recommendation 8.2</b></p> <p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive Directors and the remuneration of executive Directors and other senior executives.</p>  | <p><b>Yes</b></p>     | <p>The Company's Board Charter sets out the basis for the remuneration of Directors and senior executives. Further, the remuneration arrangements for the Company's non-executive directors and executive directors, including the relevant policies and practices for determining these arrangements, are set out in the Company's Remuneration Report which forms part of the Company's Annual Report.</p>  |
| <p><b>Recommendation 8.3</b></p> <p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>   | <p><b>Yes</b></p>     | <p>The Company had an Employee Incentive Plan in place during the last financial year.</p> <p>The Company's Securities Trading Policy prohibits the use of derivatives in relation to unvested equity instruments and prohibits the use of margin loan facilities. The Trading Policy can be found within the Company's Corporate Governance Plan on the Company's website.</p>   |