

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

SiteMinder Limited

ABN/ARBN

59 121 931 744

Financial year ended:

30 June 2022

Our corporate governance statement¹ for the period above can be found at:²

- ☐ These pages of our annual report:
- ☒ This URL on our website: <https://www.siteminder.com/investor-relations/policies/>

The Corporate Governance Statement is accurate and up to date as at 23 August 2022 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.³

Date: 23 August 2022

Name of authorised officer
authorising lodgement:

Aaron McKenzie, Company Secretary

¹ "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of Listing Rule 4.10.3.

Under Listing Rule 4.7.3, an entity must also lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX. The Appendix 4G serves a dual purpose. It acts as a key designed to assist readers to locate the governance disclosures made by a listed entity under Listing Rule 4.10.3 and under the ASX Corporate Governance Council's recommendations. It also acts as a verification tool for listed entities to confirm that they have met the disclosure requirements of Listing Rule 4.10.3.

The Appendix 4G is not a substitute for, and is not to be confused with, the entity's corporate governance statement. They serve different purposes and an entity must produce each of them separately.

² Tick whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where your corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

³ Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

See notes 4 and 5 below for further instructions on how to complete this form.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	☒ and we have disclosed a copy of our board charter at: https://www.siteminder.com/investor-relations/policies/	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (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.	☒	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	☒	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.4	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.	☒	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable

⁴ Tick the box in this column only if you have followed the relevant recommendation in full for the whole of the period above. Where the recommendation has a disclosure obligation attached, you must insert the location where that disclosure has been made, where indicated by the line with “*insert location*” underneath. If the disclosure in question has been made in your corporate governance statement, you need only insert “our corporate governance statement”. If the disclosure has been made in your annual report, you should insert the page number(s) of your annual report (eg “pages 10-12 of our annual report”). If the disclosure has been made on your website, you should insert the URL of the web page where the disclosure has been made or can be accessed (eg “www.entityname.com.au/corporate-governance/charters/”).

⁵ If you have followed all of the Council’s recommendations in full for the whole of the period above, you can, if you wish, delete this column from the form and re-format it.

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
1.5 A listed entity should: (a) have and disclose a diversity policy; (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 (c) disclose in relation to each reporting period: (1) the measurable objectives set for that period to achieve gender diversity; (2) the entity's progress towards achieving those objectives; and (3) either: (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 (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. If the entity was in the S&P / ASX 300 Index at 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 directors of each gender within a specified period.		☒ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable We have disclosed a copy of our diversity policy at: https://www.siteminder.com/investor-relations/policies/

Key to Disclosures Corporate Governance Council Principles and Recommendations

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1.6	A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (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.	☒ and we have disclosed the evaluation process referred to in our Corporate Governance Statement in section 3.5 which can be found at: https://www.siteminder.com/investor-relations/policies/ and whether a performance evaluation was undertaken for the reporting period in accordance with that process in the Directors' Report section of our Annual Report which can be found at: https://www.siteminder.com/investor-relations/reports/	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.7	A listed entity should: (a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and (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.	☒ and we have disclosed the evaluation process referred to in our Corporate Governance Statement in section 3.5 which can be found at: https://www.siteminder.com/investor-relations/policies/ and whether a performance evaluation was undertaken for the reporting period in accordance with that process in the Directors' Report section of our Annual Report which can be found at: https://www.siteminder.com/investor-relations/reports/	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable

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PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	The board of a listed entity should: (a) have a nomination committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) 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 (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 diversity to enable it to discharge its duties and responsibilities effectively.		☒ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable We have disclosed a copy of the charter of the committee at: https://www.siteminder.com/investor-relations/policies/
2.2	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.	☒ and we have disclosed our board skills matrix at: https://www.siteminder.com/investor-relations/policies/	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 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 (c) the length of service of each director.	☒ and we have disclosed the names of the directors considered by the board to be independent directors in our Corporate Governance Statement in section 2.1 which can be found at: https://www.siteminder.com/investor-relations/policies/ and the length of service of each director in our Corporate Governance Statement in section 2.1 which can be found at: https://www.siteminder.com/investor-relations/policies/	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
2.4	A majority of the board of a listed entity should be independent directors.	☐	☒ set out in our Corporate Governance Statement <u>OR</u> ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.5	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.	☒	☐ set out in our Corporate Governance Statement <u>OR</u> ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.6	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.	☒	☐ set out in our Corporate Governance Statement <u>OR</u> ☐ we are an externally managed entity and this recommendation is therefore not applicable
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	☒ and we have disclosed our values in our Statement of Values which can be found at: https://www.siteminder.com/investor-relations/policies/	☐ set out in our Corporate Governance Statement
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	☒ and we have disclosed our code of conduct at: https://www.siteminder.com/investor-relations/policies/	☐ set out in our Corporate Governance Statement
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	☒ and we have disclosed our whistleblower policy at: https://www.siteminder.com/investor-relations/policies/	☐ set out in our Corporate Governance Statement
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	☒ and we have disclosed our anti-bribery and corruption policy at: https://www.siteminder.com/investor-relations/policies/	☐ set out in our Corporate Governance Statement

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PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	The board of a listed entity should: (a) have an audit committee which: (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not the chair of the board, and disclose: (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (5) 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 (b) if it does not have an audit 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.		☒ set out in our Corporate Governance Statement We have disclosed a copy of the charter of the committee at: https://www.siteminder.com/investor-relations/policies/
4.2	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.	☒	☐ set out in our Corporate Governance Statement
4.3	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.	☒	☐ set out in our Corporate Governance Statement

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PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	☒ and we have disclosed our continuous disclosure compliance policy at: https://www.siteminder.com/investor-relations/policies/	☐ set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	☒	☐ set out in our Corporate Governance Statement
5.3	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.	☒	☐ set out in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	☒ and we have disclosed information about us and our governance on our website at: https://www.siteminder.com/investor-relations/	☐ set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	☒	☐ set out in our Corporate Governance Statement
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	☒ and we have disclosed how we facilitate and encourage participation at meetings of security holders in our Corporate Governance Statement in section 7.4 which can be found at: https://www.siteminder.com/investor-relations/policies/	☐ set out in our Corporate Governance Statement
6.4	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.	☒	☐ set out in our Corporate Governance Statement

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6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	☒	☐ set out in our Corporate Governance Statement
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) 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 (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.		☒ set out in our Corporate Governance Statement We have disclosed a copy of the charter of the committee at: https://www.siteminder.com/investor-relations/policies/
7.2	The board or a committee of the board should: (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 (b) disclose, in relation to each reporting period, whether such a review has taken place.	☒ and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period in our Corporate Governance Statement in section 6.2 which can be found at: https://www.siteminder.com/investor-relations/policies/	☐ set out in our Corporate Governance Statement

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7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (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.	☒ and we have disclosed the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes in our Corporate Governance Statement in section 6.2 which can be found at: https://www.siteminder.com/investor-relations/policies/	☐ set out in our Corporate Governance Statement
7.4	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.	☒ and we have disclosed whether we have any material exposure to environmental and social risks in our Corporate Governance Statement in section 6.2 which can be found at: https://www.siteminder.com/investor-relations/policies/	☐ set out in our Corporate Governance Statement

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PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	The board of a listed entity should: (a) have a remuneration committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) 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 (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.		☒ set out in our Corporate Governance Statement <u>OR</u> ☐ we are an externally managed entity and this recommendation is therefore not applicable We have disclosed a copy of the charter of the committee at: https://www.siteminder.com/investor-relations/policies/
8.2	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.	☒ and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives in our Directors' Report section of our Annual Report which can be found at: https://www.siteminder.com/investor-relations/reports/	☐ set out in our Corporate Governance Statement <u>OR</u> ☐ we are an externally managed entity and this recommendation is therefore not applicable
8.3	A listed entity which has an equity-based remuneration scheme should: (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 (b) disclose that policy or a summary of it.	☒ and we have disclosed our policy on this issue, and a summary of it in our Corporate Governance Statement in section 5.7, each of which can be found at: https://www.siteminder.com/investor-relations/policies/	☐ set out in our Corporate Governance Statement <u>OR</u> ☐ we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable <u>OR</u> ☐ we are an externally managed entity and this recommendation is therefore not applicable

Corporate Governance Statement

FY2022

SiteMinder Limited
ACN 121 931 744



Corporate Governance Statement FY2022

1. Overview

The Board of SiteMinder Limited (**SiteMinder** or **Company**) is responsible for the governance of SiteMinder and its controlled entities (the **SiteMinder Group**) and is committed to maintaining high standards of corporate governance across the SiteMinder Group.

The Board continually reviews the governance framework and practices of SiteMinder to ensure that they meet the interests of all stakeholders.

This Corporate Governance Statement (**Statement**) outlines SiteMinder's principle corporate governance practices in place during the financial year ended 30 June 2022 (**Reporting Period**). During the Reporting Period, SiteMinder listed on the ASX (on 8 November 2021) and prior to listing, adopted new governance policies and procedures to comply with the *ASX Corporate Governance Principles and Recommendations (4th Edition)* (**Recommendations**). All of these practices, unless otherwise stated, comply with the Recommendations.

SiteMinder's corporate governance policies together with a copy of this Statement are available on SiteMinder's website at www.siteminder.com/investor-relations/policies/. SiteMinder's annual report for the Reporting Period (**Annual Report**) is available on SiteMinder's website at <https://www.siteminder.com/investor-relations/reports/>.

This Statement was approved by the Board on 22 August 2022 and is current as at 23 August 2022. It updates the Corporate Governance Statement that was released as part of SiteMinder's listing on the ASX on 8 November 2021.

All references to "the **Board**" below are references to the board of SiteMinder. All references to "**Shareholders**" below are references to shareholders of SiteMinder

2. The Board of Directors

Corporate Governance Principles and Recommendations: 1.1, 1.4, 2.2, 2.3, 2.4, 2.5

The following information is provided in the Corporate Governance section of the Annual Report:

- Director details, including qualifications, skills and experience.
- The number of meetings of the Board and the names of attendees at those meetings.

The following governance policies referred to in this section can be found on SiteMinder's website in the Governance section of the Investor Relations page:

- Board Charter
- People and Culture Committee Charter
- Board Skills Matrix

2.1 The Composition of the Board

SiteMinder's constitution specifies that the Company must not have less than three directors and a maximum of twelve directors.

As at the date of this Statement, the Board of SiteMinder comprises the following 7 directors:

Director name	Roles / classification	Board appointment	Length of service (as at 30 June 2022)
Pat O'Sullivan	Independent, Non-Executive Board Chair	15 October 2021	8 months
Sankar Narayan	Chief Executive Officer and Managing Director	31 January 2019	3 years, 5 months
Michael Ford	Non-Executive Director	26 September 2006	15 years, 9 months
Jenny Macdonald	Independent, Non-Executive Director	15 October 2021	8 months
Paul Wilson	Non-Executive Director	7 May 2012	10 years, 1 month
Les Szekely	Non-Executive Director	26 March 2012	10 years, 3 months
Kim Anderson	Independent, Non-Executive Director	20 April 2022	2 months

The number of times that the Board met during the Reporting Period is disclosed in the Annual Report.

Board Independence

The Board's policy is that the Board should endeavour to ensure that a majority of directors are independent, non-executive directors. The Board only considers directors to be independent where they are independent of management and free from any business or other relationship that could materially interfere with the exercise of their independent judgement regarding the best interests of SiteMinder and Shareholders.

SiteMinder's Board is chaired by Pat O'Sullivan who is a highly experienced independent non-executive director. As Chair, Pat has demonstrated strong leadership, set clear expectations of management, encouraged direct and open discussions, and strengthened the company's culture of accountability. While the company's Board is led by an independent Chair, it does not currently comply, and has not complied during the Reporting Period, with Recommendation 2.4 to have a majority of independent directors on its Board. Three out of seven of the directors are considered by the Board to be independent directors, including Pat, Jenny Macdonald and Kim Anderson. Each of Pat, Jenny and Kim were appointed to the Board during the Reporting Period.

SiteMinder's three non-independent non-executive directors (Mike Ford, Paul Wilson and Les Szekely) have each been with SiteMinder from its early days. Mike Ford is one of the two founders of SiteMinder together with Mike Rogers, who is currently the Chief Technology Officer. Paul Wilson and Les Szekely were early investors in SiteMinder, Paul as co-founder and Managing Partner of ASX-listed Bailador Technology Investments and Les as the first angel investor in SiteMinder.

The Board believes that despite not having a majority of independent directors, its composition is well-balanced between its three long serving non-executive directors, which each have valuable corporate history to contribute, SiteMinder's Chief Executive Officer (**CEO**), Sankar Narayan, and its three relatively new independent non-executive directors who bring fresh ideas and perspectives (as well as highly valued experience sitting on other company boards and in senior executive roles). However, it is the intention of the Board that independence and diversity will be increased over time.

Board Diversity

All directors on the Board are supporters of SiteMinder's efforts in achieving diversity and inclusion. The People and Culture Committee includes diversity factors in its consideration of the qualities desired for new Board candidates.

2.2 The Board's Role and Responsibilities

The Board adopted a Board Charter on 21 October 2021, which sets out the principles for the operation of the Board and describes the functions of the Board, and the roles and responsibilities of the CEO and Company Secretary.

The Board's Role

The Board's role is to govern the Company rather than to manage it. In governing the Company, the directors act in the best interests of the Company as a whole. It is the role of senior management to manage the Company in accordance with the direction and delegations of the Board, and it is the responsibility of the Board to oversee the activities of management in carrying out these delegated duties, including, whenever required, challenging management and holding it to account.

The Board has the final responsibility for the successful operation of the Company. In general, it is responsible for, and has the authority to determine, all matters relating to the policies, practices, management and operations of SiteMinder. In carrying out its governance role, the main task of the Board is to drive SiteMinder's performance while taking into account its stakeholders and making sure that risk is properly managed and SiteMinder complies with its legal obligations.

Board Responsibilities

The principal functions and responsibilities of the Board (as detailed in the Board Charter) include the following:

- Providing leadership to SiteMinder by guiding the development of an appropriate culture and core values and always acting in a manner consistent with those values;
- Overseeing the development and implementation of SiteMinder strategy;
- Ensuring corporate accountability to Shareholders;
- Overseeing SiteMinder's process for making timely and balanced disclosure of material information;
- With the guidance of the Audit and Risk Committee:
 - o overseeing control and accountability systems;
 - o monitoring financial and non-financial risks;
 - o ensuring robust and effective risk management;
 - o approving half-year and annual financial statements;
 - o overseeing SiteMinder's financial reporting;
 - o the entry into, approval or disclosure of related party transactions (if any);
 - o overseeing SiteMinder's financial controls and systems; and
 - o managing audit arrangements and auditor independence;
- Monitoring and promoting ethical and social responsibility by SiteMinder;
- Monitoring the effectiveness of internal governance;
- Being responsible for SiteMinder's senior management and personnel (with the guidance of the People and Culture Committee where appropriate); and
- With the guidance of the People and Culture Committee:
 - o evaluating remuneration of directors;
 - o monitoring compliance with non-executive director remuneration pool;
 - o administering short and long term incentive plans;
 - o appointing, reviewing the performance of, remunerating and replacing the Board Chair;
 - o SiteMinder's induction program and ongoing development for directors;
 - o regularly assessing the independence of all directors; and
 - o monitoring the organisational capability and mix of skills, expertise and diversity on the Board.

Delegation

The Board has reserved all powers for itself. Delegated authorities to management are set out in SiteMinder's Delegations and Procurement Policy. Where a delegation is not specified in the Delegations and Procurement Policy, the Board retains the authority and approval to act must be sought from the Board.

2.3 Access to Information, Independent Advice and Company Secretarial Support

All directors of the Board have access to Company information, management and the Company Secretary to enable them to carry out their responsibilities. Directors may also call on independent, professional advice at SiteMinder's expense in carrying out their duties. Prior consultation with the Board Chair is expected of directors before consultation with external advisors.

The Company Secretary is accountable to the Board on all matters to do with the proper functioning of the Board and reports principally to the Board Chair. The Company Secretary is generally responsible for carrying out the administrative and legislative requirements of the Board and holds primary responsibility for ensuring that the Board processes, procedures and policies run efficiently and effectively.

SiteMinder's Company Secretary is also secretary to each Board committee and attends each committee meeting.

2.4 Board Skills Matrix

The Board has adopted a Board Skills Matrix on 21 October 2021, which it has regard to in considering the appointment of, or recommendation for re-appointment of, directors. The Board Skills Matrix will be reviewed annually by the Board, with a view to it capturing the skills needed to address existing and emerging business and governance issues relevant to the SiteMinder Group. The current Board Skills Matrix includes detail on how many directors were considered to have each relevant skillset as at 21 October 2021. This will be reviewed and updated in FY23.

All directors are expected to actively support the core values of SiteMinder, and to work diligently to safeguard the long-term interests of SiteMinder and its value to Shareholders. Directors must demonstrate a track record of ethical leadership and accountability, of operating successfully in an environment of challenge and collegiality, and of understanding commercial risk/return trade-offs.

The table below sets out the key categories and associated skills and experience in the Board Skills Matrix:

Category	Skills / experience	
Digital & Technology	- Digital platforms - Disruptive technologies	Innovation and technology
Industry	- Hotel and accommodation - B2B	- Global markets - Global scale up
Senior Executive	- Executive leadership - Financial acumen - Capital management	- M&A - Strategy
Governance, Stakeholder & Regulatory	- Listed companies - People and culture - Legal, governance and compliance	- HSE and sustainability - Risk management and compliance oversight - ESG

The Board considers that individually and collectively, it has strong capability across a range of relevant skills and attributes for a business such as SiteMinder. The Board also benefits from the varying perspectives that come from each individual Board member's diverse backgrounds and experience.

3. Operation of the Board

Corporate Governance Principles and Recommendations: 1.2, 1.3, 1.6, 1.7, 2.1, 2.6, 4.1, 7.1, 8.1, 8.2

The following information is provided in the Corporate Governance section of the Annual Report:

- The qualifications and experience of the Committee members.
- The number of meetings of each Committee and the names of attendees at those meetings.
- Board and senior executives (including the CEO) performance evaluation.

The following information is provided in the Directors' Report section of the Annual Report:

- Details of SiteMinder's remuneration policies and practices for non-executive directors, executive directors and senior management.

The following governance policies referred to in this section can be found on SiteMinder's website in the Governance section of the Investor Relations page:

- Board Charter
 - People and Culture Committee Charter
 - Audit and Risk Committee Charter
-

3.1 Board Committees

The Board has established the following committees in accordance with SiteMinder's constitution (each a **Committee**):

- the Audit and Risk Committee; and
- the People and Culture Committee.

Some of the Board's functions are handled through these Committees. However, the Board as a whole is responsible for determining the extent of powers residing in each Committee and is ultimately responsible for accepting, modifying, or rejecting Committee recommendations.

Each Committee is empowered under the relevant charters to investigate any matter, with full access to all books, records, Company operations, and people of SiteMinder and the authority to engage external consultants or other professional advisers as it determines necessary to carry out its duties.

The Board reviews the membership of each Committee at least once each year to determine its adequacy for current circumstances and requires the relevant Committee to make recommendations to the Board in relation to its membership, responsibilities, functions or otherwise. Each Committee also makes an evaluation of its performance at least once every two years to determine whether it is functioning effectively by reference to current best practice.

The Board also has the power to establish ad hoc committees from time to time to consider specific matters in greater detail than is possible for the Board. No ad hoc committees were established during the Reporting Period.

3.2 Audit and Risk Committee

The Audit and Risk Committee is governed by the Audit and Risk Committee Charter (adopted by the Board on 21 October 2021), which sets out the Audit and Risk Committee's roles and responsibilities.

The Audit and Risk Committee assists the Board with its oversight of SiteMinder's financial reporting, internal control structure, risk management systems and internal and external audit functions. In doing so, the Audit and Risk Committee has the responsibility to maintain free and open communication with the external auditor and SiteMinder's management.

The Audit and Risk Committee regularly reports to the Board on all matters relevant to the Committee's role and responsibilities and required to advise the Board in a timely manner of audit, financial reporting, internal control, risk management and compliance matters which may significantly impact upon SiteMinder.

The following table sets out the Audit and Risk Committee membership as at 30 June 2022:

Director name	ARC Role	Board roles / classification
Jenny Macdonald	Chair	Independent Non-Executive Director
Kim Anderson	Member	Independent Non-Executive Director
Paul Wilson	Member	Non-Executive Director

The Board completed a review of the Audit and Risk Committee membership towards the end of the Reporting Period and resolved to reorganise the Committee membership to have an independent majority. On 30 June 2022, Les Szekely retired from the Audit and Risk Committee and was replaced by Kim Anderson, which resulted in the committee comprising of an independent majority in accordance with the Recommendations and ASX Listing Rule 12.7.

SiteMinder listed on the ASX during the Reporting Period with an Audit and Risk Committee that did not have an independent majority. Given the historic size and composition of the committee, it was not possible to comply with Recommendations 4.1 and 7.1 immediately for the full Reporting Period.

The number of times that the Audit and Risk Committee met during the Reporting Period is disclosed in the Annual Report.

3.3 People and Culture Committee

The People and Culture Committee is governed by the People and Culture Committee Charter (adopted by the Board on 21 October 2021), which sets out the People and Culture Committee's roles and responsibilities.

The People and Culture Committee assists the Board with its oversight of SiteMinder's nomination, remuneration, people and culture policies and practices which enable it to attract and retain senior management of the SiteMinder Group and appropriately align their interests with those of key stakeholders.

The following table sets out the People and Culture Committee membership as at 30 June 2022:

Director name	PCC role	Board roles / classification
Kim Anderson	Chair	Independent Non-Executive Director
Jenny Macdonald	Member	Independent Non-Executive Director
Michael Ford	Member	Non-Executive Director
Paul Wilson	Member (previously Chair before replaced with Kim)	Non-Executive Director

SiteMinder listed on the ASX during the Reporting Period with a People and Culture Committee that did not have an independent Chair and without an independent majority. Given the historic size and composition of the committee, it was not possible to comply with the Recommendations immediately.

Kim Anderson was appointed as Chair (replacing Paul Wilson) during the Reporting Period to comply with the Recommendation that the People and Culture Committee have an independent Chair.

The Board also completed a review of the People and Culture Committee membership towards the end of the Reporting Period and resolved to reorganise the Committee membership to get closer to achieving an independent majority and comply with the requirement to be comprised solely of non-executive directors. On 30 June 2022, Sankar Narayan retired from the People and Culture Committee and was replaced by Jenny Macdonald so that the committee would have 50% independence and be comprised solely of non-executive directors in accordance with ASX Listing Rule 12.8. The Board aims to achieve an independent majority on the People and Culture Committee during SiteMinder's next financial year (FY23).

The number of times that the People and Culture Committee met during the Reporting Period is disclosed in the Annual Report.

3.4 Nomination and Appointment of Directors

Background Checks

The People and Culture Committee assists the Board in the recruitment of directors and senior management, including undertaking the appropriate checks before appointing a director or senior manager.

All of the directors on the Board have had bankruptcy and police checks undertaken prior to their appointment, in addition to other checks the Board considers appropriate (including checks as to character, experience and education).

Election or Re-election at Shareholder Meetings

SiteMinder did not hold a Shareholder meeting during the Reporting Period, however the Board will ensure that at future meetings, Shareholders are provided with all material information relevant to enable Shareholders to make an informed decision on whether or not to elect or re-elect a director.

The People and Culture Committee Charter provides that the names of candidates submitted for election or re-election should be accompanied by all material information in the Board's possession, including:

- biographical details, including skills, experience, competencies and qualifications and information sufficient to enable an assessment of the independence of the candidate;
- a statement by the Board as to whether it supports the nomination of the proposed candidate(s); and

- details of relationships between the candidate and SiteMinder; and the candidate and directors of SiteMinder.

Written Agreements

SiteMinder has a written agreement in place with each director and senior executive setting out the terms of their appointment. It is the responsibility of the People and Culture Committee to assist the Board in ensuring that SiteMinder enters into a written agreement with each director and senior executive setting out the appointment terms with the individual personally.

3.5 Performance Evaluations of the Board and Senior Executives

The Board recognises its responsibility to conduct regular evaluations of the performance of the Board, its committees and individual directors. The Board Charter provides that the Board should endeavour to conduct a performance evaluation of:

- the Board, having regard to the requirements of the Board charter and leading practice principles of good governance;
- the Board Chair;
- each individual director's contribution to the Board; and
- Board committees.

The Board also has oversight of the annual review of the performance of its senior executives (including the CEO), the process of which is undertaken by the People and Culture Committee and approved by the Board.

SiteMinder has disclosed in the Annual Report details of the Board and senior executive reviews undertaken during the Reporting Period.

These processes are regularly reviewed to ensure they meet contemporary good practice guidelines for Board and director assessment, and senior executive assessment respectively.

3.6 Induction and Ongoing Development

The People and Culture Committee is responsible for assisting the Board in ensuring that an effective induction process is in place for newly appointed directors and review of those induction procedures. The Board Charter also provides that newly appointed directors should undergo a full induction into their role on the Board.

New directors are provided with SiteMinder's core corporate governance policies and an information pack summarising the key elements of the business. Directors are also given opportunities to meet with senior executives and managers and to tour SiteMinder's head office in Sydney. Members of management also regularly brief the Board on relevant industry, regulatory and legal developments at Board meetings.

SiteMinder has had these processes in place during the Reporting Period.

4. Diversity and Inclusion

Corporate Governance Principles and Recommendations: 1.5

The following governance policies referred to in this section can be found on SiteMinder's website in the Governance section of the Investor Relations page:

- Diversity and Inclusion Policy
 - Board Charter
-

4.1 Diversity and Inclusion Policy

Diversity is a key foundation to SiteMinder's innovation and success. Since SiteMinder was founded in 2006, it has grown as an Australian company supported by a globally diverse workforce who bring differing ideas, skills and perspectives to SiteMinder's business. The Board, with the assistance of the People and Culture Committee, is committed to promoting diversity within all levels of SiteMinder.

The Board adopted a Diversity and Inclusion Policy on 21 October 2021 which applies to the employees and directors of the SiteMinder Group. The Board is responsible under the policy and the Board Charter for setting measurable objectives to promote gender diversity and SiteMinder's progress in achieving them.

The Diversity and Inclusion Policy provides that the objectives set for a reporting period and the progress towards achievement of those objectives will be disclosed annually in SiteMinder's annual report.

4.2 Diversity and Inclusion at SiteMinder

SiteMinder is committed to attracting and retaining our employees across our culturally and globally diverse organisation.

SiteMinder supports employee-led resource groups, including for lesbian, gay, bisexual, transgender, queer, intersex, and asexual team members (LGBTQIA+), Women at SiteMinder and People of Colour. These groups organise trainings, events, and other initiatives to promote inclusion at SiteMinder and foster a better understanding among all employees so that everyone can feel comfortable bringing themselves to work.

SiteMinder also has employee training on bullying and discrimination, neither of which are tolerated at SiteMinder.

4.3 Gender Diversity Objectives

The Board aims to achieve a composition of 40% men, 40% women and 20% any gender, as outlined in the Board Charter and the Diversity and Inclusion Policy. The Board has made some progress towards this objective in the Reporting Period, by appointing both Jenny Macdonald and Kim Anderson to the Board during the Reporting Period, and continues to focus on achieving this objective.

SiteMinder has not fully complied with Recommendation 1.5 for the Reporting Period as the Board did not set specific gender diversity targets for the Reporting Period in relation to its senior executives or the workforce generally.

Gender diversity is something that SiteMinder has already been focused on in recent years and has seen significant improvement across individual teams in the business and representation in senior executive positions. As SiteMinder listed on the ASX almost mid-way into its reporting period (in November 2021) with its Chief People Officer, Dionne Woo, on maternity leave, the Board held off from setting gender diversity targets until SiteMinder's next financial year (FY23).

4.4 Gender Diversity on the Board and in Senior Executive Positions

The table below sets out the respective proportions of men and women on the Board, in senior executive positions and across the whole workforce as at 30 June 2022.

Group	Men	Women
Board	71%	29%
Executive Leadership Team	64%	36%
Senior Leadership Team	64%	36%
Whole workforce*	53%	47%

*Excluding outsourced team in Manila.

Senior executives for the purposes of this table have been split into the members of SiteMinder's Executive Leadership Team (profiles for which can be found on SiteMinder's website on the Investors Relations page) and SiteMinder's Senior Leadership Team.

5. Governance Policies and Corporate Responsibility

Corporate Governance Principles and Recommendations: 3.1, 3.2, 3.3, 3.4, 8.3

The following governance policies referred to in this section can be found on SiteMinder's website in the Governance section of the Investor Relations page:

- Statement of Values
- Diversity and Inclusion Policy
- Code of Conduct
- Whistleblower Policy
- Anti-Bribery and Corruption Policy
- ESG Statement
- Securities Trading Policy

The following policies referred to in this section can be found on SiteMinder's website via <https://www.siteminder.com/legal/>:

- Modern Slavery Policy
- Modern Slavery Statement
- Supplier Code of Conduct
- Privacy Policy
- IT Security Policy

5.1 Ways of Working

At SiteMinder we refer to our values as our 'Ways of Working'. These Ways of Working aim to guide everyone at SiteMinder and set the standard for high performance and growth. The Board adopted a Statement of Values on 21 October 2021, which sets out these Ways of Working. The Ways of Working are also covered in the Diversity and Inclusion Policy and the way they link to our diverse culture.

SiteMinder's Ways of Working are:



We hustle

Work it out,
make it happen

Ambition, agility, tenacity,
and integrity



We make it simple

Make it easier,
make it scale

Think customer, openness,
innovation, removing friction



We come together

Better together,
everyone counts

Collaboration & partnering,
respect & listening



We grow

Always learning,
always growing

Growth mindset, soliciting/
acting on feedback

To ensure SiteMinder's Ways of Working are embedded in the business, all employees received training on the Ways of Working during the Reporting Period and this training will be refreshed annually. The Ways of Working are also referenced and modelled in interactions with employees through SiteMinder's reward and recognition programs.

5.2 Code of Conduct

The Board adopted a Code of Conduct on 21 October 2021, which applies to, among others, SiteMinder's directors, senior executives and employees. The Code of Conduct sets out SiteMinder's commitment to conducting business honestly and fairly, and outlines how people at SiteMinder are expected to behave and conduct business in the workplace. It includes compliance with laws and guidelines on appropriate ethical standards.

The Code of Conduct requires material breaches of the Code to be brought to the attention of an officer or senior manager of SiteMinder, a senior member of Human Resources, a member of the Disclosure Committee or a Whistleblower Officer. The Board, or either the People and Culture Committee or Audit and Risk Committee (depending on the type of breach) are also informed of any material breaches.

All employees receive training on the Code of Conduct (and have done during the Reporting Period), as well as SiteMinder's other governance policies mentioned below.

5.3 Whistleblower Policy

SiteMinder is committed to the highest standards of conduct and ethical behaviour in all of its business activities and to promoting and supporting a culture of honest and ethical behaviour, corporate compliance and good corporate governance. The Board adopted a Whistleblower Policy on 21 October 2021 to provide a safe and confidential environment where concerns can be raised by whistleblowers without fear of reprisal or detrimental treatment.

The Board is notified where a disclosure is considered sufficiently serious. In certain situations, it will also be appropriate for the recipient of a disclosure to report a disclosure directly to the Board, and for the assessment to be performed by the Board.

5.4 Anti-Bribery and Corruption Policy

SiteMinder is committed to complying with all laws of the jurisdictions in which it operates, including those relating to bribery and corruption. The Anti-bribery and Corruption Policy adopted by the Board on 21 October 2021, sets out the responsibilities of SiteMinder's personnel, including in their dealings with, and through, third parties. SiteMinder does not tolerate any bribery, kickbacks or corruption of any kind.

Any reported or suspected breaches of the Anti-Bribery and Corruption Policy are investigated and addressed by SiteMinder management, and the Board is informed of any breaches considered to be material.

5.5 ESG Statement and Modern Slavery

ESG Statement

SiteMinder is committed to structuring an ongoing program of work to improve its ESG impacts and report annually on its progress.

SiteMinder released its first ESG Statement in October 2021 (**First ESG Statement**), which set out SiteMinder's commitment to manage and increase our positive environment, social and governance (**ESG**) impacts – this

includes creating value for all our key stakeholders (Shareholders, employees, customers, consumers, and local communities), while supporting growth of the business.

The Board has ultimate oversight of and accountability for ESG within SiteMinder. The CEO and executive team are accountable for the development and execution of SiteMinder's ESG strategy.

The key material ESG factors that SiteMinder focused on in its First ESG Statement are:

- Environment: Energy and carbon footprint.
- Social: Talent attraction and retention, diversity and inclusion, modern slavery and respect for human rights, health and wellbeing, response to COVID-19, customer engagement and support, and community investment.
- Governance: Customer privacy and data security.

SiteMinder has released a second ESG statement in its Sustainability Report FY2022 (**Sustainability Report**) with the Annual Report for the Reporting Period, which highlights the progress that the Company has made during the Reporting Period towards its initial goals. A copy of the Sustainability Report is available on the Investor Relations Page of SiteMinder's website.

Modern Slavery

SiteMinder prides itself on acting ethically, transparently and with integrity in everything it does. This includes upholding human rights and contributing to the global effort to end all forms of modern slavery. The Board has adopted a Modern Slavery Policy, which outlines SiteMinder's approach to mitigating the risks of modern slavery within the business. SiteMinder released its first Modern Slavery Statement in December 2021 (as approved by the Board), which sets out the actions that SiteMinder is taking to combat modern slavery. SiteMinder also has a Supplier Code of Conduct, which commits suppliers to ensuring that their supply chains meet the standards set out in the code.

5.6 Privacy and Data Security

Privacy and data security are an essential part of SiteMinder's business. SiteMinder has always been committed to ensuring the safety and security of the data of its stakeholders, including its customers, partners and employees.

SiteMinder's IT Security Policy outlines the measures that have been implemented to ensure that SiteMinder adheres to best practice. SiteMinder's Privacy Policy on the other hand sets out how SiteMinder collects, shares and uses personal information in accordance with its regulatory obligations, including the EU General Data Protection Regulation.

5.7 Securities Trading Policy

SiteMinder adopted a Securities Trading Policy on 21 October 2021 that regulates dealings in SiteMinder securities by directors and certain officers of SiteMinder and other designated persons (**SiteMinder Persons**), including where they hold 'inside information' and during blackout periods.

During blackout periods, SiteMinder Persons must not deal in SiteMinder securities. The blackout periods are:

- From the close of the ASX trading day on 31 December each year, until 10.00am (Sydney time) on the ASX trading day following the day on which SiteMinder's half yearly results are released to the ASX.
- From the close of the ASX trading day on 30 June each year, until 10.00am (Sydney time) on the ASX trading day following the day on which SiteMinder's full year results are released to the ASX.
- From the close of the ASX trading day two weeks prior to the date of SiteMinder's annual general meeting (AGM) until 10.00am (Sydney time) on the ASX trading day following the date of SiteMinder's AGM.

- For so long as SiteMinder is required to provide the ASX with an Appendix 4C, from the close of the ASX trading day one week prior to the end of each other quarter (31 March and 30 September), until 10.00am (Sydney time) on the ASX trading day following the day on which SiteMinder's Appendix 4C (Quarterly Cash Flow Report) is released to the ASX.
- Any other period that the Board specifies from time to time.

The Securities Trading Policy prohibits directors and senior management (and their associated investment vehicles) from trading in financial products that limit the economic risk of security holdings (e.g. hedging arrangements).

6. Audit and Risk Management

Corporate Governance Principles and Recommendations: 4.2, 4.3, 7.2, 7.3, 7.4

The following governance policies referred to in this section can be found on SiteMinder's website in the Governance section of the Investor Relations Page:

- Audit and Risk Committee Charter
-

6.1 Ensuring the Integrity of Corporate Reports

The Board has a process for review and authorisation to ensure the truthful and factual representation of SiteMinder's financial position and adherence to policies and procedures. This process includes:

- an external audit; and
- a review of SiteMinder's annual financial statements by the Audit & Risk Committee.

External Auditor

The Audit and Risk Committee is responsible for recommending the appointment of a qualified external auditor, with appropriate skills, knowledge and experience which is subject to members' approval at SiteMinder's AGM.

The Audit and Risk Committee Charter provides that the Audit and Risk Committee will discuss annually with the external auditor the overall scope of the external audit and ensure the external auditor attends the AGM and is available to answer questions from security holders relevant to the audit. The Audit and Risk Committee has had this discussion with its external auditor, Deloitte, during the Reporting Period and will ensure that the external auditor attends SiteMinder's first AGM on 24 October 2022.

CEO and CFO Declaration

The Audit and Risk Committee has the role of reviewing SiteMinder's financial statements with management and its external auditor before recommending that the Board approve the statements. The Audit and Risk Committee is also responsible for ensuring that appropriate processes are in place to form the basis upon which the CEO and Chief Financial Officer (CFO) provide the recommended declarations in relation to SiteMinder's financial statements. The Board also ensures that it receives the appropriate declarations and assurances including a declaration from the CFO that SiteMinder's accounts have been kept in accordance with section 295A of the Corporations Act 2001 for the financial year.

Verification of Periodic Corporate Reports

It is the responsibility of the Audit and Risk Committee to ensure that any periodic corporate report SiteMinder releases to the market that has not been subject to audit review by an external auditor discloses the process taken to verify the integrity of its content.

SiteMinder's half-year financial statements released during the Reporting Period were reviewed by the Audit and Risk Committee.

6.2 Risk Management

SiteMinder's Board Charter provides that it is the responsibility of the Board to oversee, review and ensure the reliability and effectiveness of SiteMinder's compliance systems. The Board views compliance as an integral function and recognises that for the compliance system to succeed it must be championed by the Board along with management.

The Audit and Risk Committee is responsible for reviewing the risk profile of SiteMinder at least annually to satisfy itself that it continues to be sound (including whether there have been any changes to material business risks and whether SiteMinder is operating within the risk appetite set by the Board) and disclose that such a review has taken place in SiteMinder's annual report.

In performing its function, the Audit and Risk Committee receives regular reports from management and external auditors, meets regularly with the external auditors without the presence of management and ensures that external auditors have a direct line of communication with the Board Chair and the Chair of the Audit and Risk Committee.

The Board is ultimately responsible for the oversight of risk and ensures that management has the appropriate resources to mitigate material risks that have been identified and reported to it by the Audit and Risk Committee.

SiteMinder has a risk management framework that involves multilayered approach to identifying, assessing, reporting, and mitigating risks. Management has the primary responsibility for identifying and reporting risks to the Audit and Risk Committee. The Audit and Risk Committee regularly reviews the risk register and approves various risk management strategies, including controls and mitigation efforts.

The Board also reviews the risk management framework at least annually to satisfy itself that it continues to be sound and that the SiteMinder Group is operating with due regard to the risk appetite set by the Board. The primary focus areas for the reporting period, as determined by the Board, were operational, people, regulatory, strategic, cyber, and financial risks.

The Audit and Risk Committee and the Board reviewed the Company's risk management framework in the Reporting Period and is satisfied that, given the size and complexity of the Company, it continues to be sound.

Internal Audit

The Board has determined for the present not to establish an internal audit function. Given the size and complexity of the Company's operations, the Audit and Risk Committee considers the internal risk management policies, controls, and processes to be adequate and effective. The Audit and Risk Committee will periodically consider whether there is a need for an internal audit function and make a recommendation to the Board.

Environmental and Social Risks

The Board is responsible for overseeing the disclosure of any material exposure SiteMinder has to environmental or social risks and how SiteMinder manages or intends to manage those risks. The Board does not consider SiteMinder to have any material exposure to environmental or social risks.

SiteMinder's ESG Statement (as covered above) outlines the areas of focus for SiteMinder in terms of environmental, social and governance impacts and the initiatives that SiteMinder is implementing to combat any negative impacts and increase its positive impacts.

7. Communications with Shareholders and Investors

Corporate Governance Principles and Recommendations: 5.1, 5.2, 5.3, 6.1, 6.2, 6.3, 6.4, 6.5

The following governance policies referred to in this section can be found on SiteMinder's website in the Governance section of the Investor Relations Page:

- Continuous Disclosure Policy
 - Shareholder Communications Policy
-

7.1 SiteMinder's website

SiteMinder's Investors Relations page on its website (<https://www.siteminder.com/investor-relations/>) is the primary medium of providing information to Shareholders and stakeholders. It has been designed to enable information to be accessed in a clear and readily accessible manner. The following information can be found on the SiteMinder website:

- All ASX announcements made to the market are posted on the SiteMinder website as soon as they have been released by ASX, including annual and half-year financial results
- SiteMinder's annual report
- Copies of all investor presentations made to analysts and media briefings
- Information about the SiteMinder leadership team and the Board
- SiteMinder's key governance policies, Board charters and constitution
- Share registry company contact details

All ASX announcements made by SiteMinder can also be accessed from the 'Announcements' section of the ASX website (www.asx.com.au), using SiteMinder's ticker code: SDR.

7.2 Continuous Disclosure

SiteMinder makes, and will continue to make, announcements to the ASX in a timely manner in accordance with the ASX Listing Rules and SiteMinder's Continuous Disclosure Policy. The Continuous Disclosure Policy is designed to ensure compliance with the ASX Listing Rules on continuous disclosure and to ensure accountability at a Board and senior executive level for compliance and factual presentation of SiteMinder's financial position.

The Continuous Disclosure Policy requires the disclosure committee to provide the Board with copies of all material market announcements promptly after they have been made. The Policy also requires that ahead of any new and substantive investor or analyst presentation, a copy of the presentation materials must be released to ASX (even if the information in the presentation would not otherwise require market disclosure). These practices have been undertaken during the Reporting Period.

7.3 Investor Relations Program

SiteMinder is committed to ensuring that Shareholders, potential investors, and other interested stakeholders are informed of major developments affecting SiteMinder in a timely and effective manner.

In addition to the information provided on SiteMinder's website, information is communicated with investors through market briefings, including roadshows in Australia and overseas. SiteMinder makes senior executives available to provide briefings to investors throughout the year.

Any substantive investor or analyst presentation, such as that accompanying half year or full year results, or SiteMinder's AGM is released to the ASX prior to the commencement of any presentation meeting.

7.4 Shareholder Engagement

The Board has adopted a Shareholder Communication Policy on 21 October 2021, which actively encourages two-way communication:

- through SiteMinder's AGM, where shareholder participation will be actively encouraged and facilitated; and
- by providing Shareholders with information via SiteMinder's website and the option to receive email communications and send email communications directly to SiteMinder and to SiteMinder's share registry.

Annual General Meeting

SiteMinder's first AGM as a listed company will be held on 24 October 2022 and the Board Chair, directors, CEO and CFO will engage with Shareholders in advance of the AGM, as appropriate. The auditor will attend the AGM and will be available to answer questions from Shareholders relevant to the audit.

The full text of notice and accompanying materials for the AGM will be included on the Investor Relations page of SiteMinder's website and released to the ASX.

The AGM provides an important opportunity for SiteMinder to provide information to its Shareholders and a reasonable opportunity for informed shareholder participation. At the AGM, Shareholders can express their views to the Board and management and to vote on the Board's proposals. All Shareholders are encouraged to attend and participate at the AGM.

SiteMinder's Shareholder Communications Policy provides that SiteMinder will ensure that all substantive resolutions at a meeting of Shareholders will be decided by a poll rather than a show of hands. In accordance with SiteMinder's constitution, the Board Chair will demand a poll at each SiteMinder AGM and other shareholder meetings.

Electronic Communications

Shareholders are encouraged to receive Company information electronically by registering their email address online with SiteMinder's share registry. Shareholders may also send communications to SiteMinder electronically via SiteMinder's share registry as detailed in the Shareholder Communications Policy.