

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

Kyckr Limited

ABN/ARBN

38 609 323 257

Financial year ended:

30/06/2022

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.kyckr.com/about/investors>

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: Glenn Day – CFO & 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.	<input checked="" type="checkbox"/> and we have disclosed a copy of our board charter at: https://www.kyckr.com/about/investors	<input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> 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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> 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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> 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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> 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 whole 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
<p>1.5 A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(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</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(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</p> <p>(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.</p> <p>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.</p>	<p><input checked="" type="checkbox"/> and we have disclosed a copy of our diversity policy at: https://www.kyckr.com/about/investors and we have disclosed the information referred to in paragraph (c) at:</p> <p>Corporate Governance Statement https://www.kyckr.com/about/investors</p> <p>we were not included in the S&P / ASX 300 Index at the commencement of the reporting period</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(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.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) at:</p> <p>Corporate Governance Statement</p> <p>https://www.kyckr.com/about/investors</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:</p> <p>Corporate Governance Statement</p> <p>https://www.kyckr.com/about/investors</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(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.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) at:</p> <p>Corporate Governance Statement</p> <p>https://www.kyckr.com/about/investors</p> <p>Corporate Governance Statement</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:</p> <p>https://www.kyckr.com/about/investors</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(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</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 diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p><input checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at: Corporate Governance Statement https://www.kyckr.com/about/investors</p> <p>and the information referred to in paragraphs (4) and (5) at: Corporate Governance Statement https://www.kyckr.com/about/investors and page 9-11 of the 2022 Annual Report</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
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.	<p><input checked="" type="checkbox"/> and we have disclosed our board skills matrix setting out the mix of skills that the board looks to achieve in its membership at: Corporate Governance Statement https://www.kyckr.com/about/investors</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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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.	<input checked="" type="checkbox"/> and we have disclosed the names of the directors considered by the board to be independent directors at: Page 9-10 2022 Annual Report and, where applicable, the information referred to in paragraph (b) at: Corporate Governance Statement https://www.kyckr.com/about/investors and the length of service of each director at: Pages 9-10 2022 Annual Report	<input type="checkbox"/> set out in our Corporate Governance Statement
2.4	A majority of the board of a listed entity should be independent directors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> 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.	<input type="checkbox"/>	<input checked="" type="checkbox"/> The chair of the board is not the same person as the CEO, and following changes to the Board in August 2021 was independent, as set out in our Corporate Governance Statement https://www.kyckr.com/about/investors OR <input type="checkbox"/> 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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

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PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> and we have disclosed our values at: Code of Conduct & Corporate Governance Statement https://www.kyckr.com/about/investors	<input type="checkbox"/> 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.	<input checked="" type="checkbox"/> and we have disclosed our code of conduct at: https://www.kyckr.com/about/investors	<input type="checkbox"/> 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.	<input checked="" type="checkbox"/> and we have disclosed our whistleblower policy at: https://www.kyckr.com/about/investors	<input type="checkbox"/> 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.	<input checked="" type="checkbox"/> and we have disclosed our anti-bribery and corruption policy at: https://www.kyckr.com/about/investors	<input type="checkbox"/> set out in our Corporate Governance Statement

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PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(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</p> <p>(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.</p>	<p><input checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at: https://www.kyckr.com/about/investors and the information referred to in paragraphs (4) and (5) at: Pages 9-10 2022 Annual Report</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.2	<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>	<p><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
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.	<input checked="" type="checkbox"/> and we have disclosed our Continuous Disclosure Policy at: https://www.kyckr.com/about/investors	<input type="checkbox"/> 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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> 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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> 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.	<input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at: https://www.kyckr.com/about/investors	<input type="checkbox"/> 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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> 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.	<input checked="" type="checkbox"/> and we have disclosed how we facilitate and encourage participation at meetings of security holders in our Corporate Governance Statement at: https://www.kyckr.com/about/investors	<input type="checkbox"/> set out in our Corporate Governance Statement

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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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(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</p> <p>(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.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed a copy of the charter of the Audit and Risk committee at:</p> <p>https://www.kyckr.com/about/investors</p> <p>and the information referred to in paragraphs (4) and (5) at:</p> <p>Pages 9-11 2022 Annual Report</p> <p>https://www.kyckr.com/about/investors</p>	<input type="checkbox"/> set out in our Corporate Governance Statement

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7.2	<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><input checked="" type="checkbox"/></p> <p>and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at:</p> <p>Corporate Governance Statement https://www.kyckr.com/about/investors</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
7.3	<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><input checked="" type="checkbox"/></p> <p>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 at:</p> <p>Corporate Governance Statement.. https://www.kyckr.com/about/investors</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
7.4	<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><input checked="" type="checkbox"/></p> <p>and we have disclosed whether we have any material exposure to environmental and social risks at:</p> <p>https://www.kyckr.com/about/investors Pages 92022 Annual Report and, if we do, how we manage or intend to manage those risks at:</p> <p>Corporate Governance Statement https://www.kyckr.com/about/investors</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(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</p> <p>(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.</p>	<p><input checked="" type="checkbox"/> and we have disclosed a copy of the charter of the Remuneration and Nominations committee at:</p> <p>https://www.kyckr.com/about/investors</p> <p>and the information referred to in paragraphs (4) and (5) at: pages 9-11 of the 2022 Annual Report and</p> <p>Corporate Governance Statement</p> <p>https://www.kyckr.com/about/investors</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
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.	<p><input checked="" type="checkbox"/> 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 at:</p> <p>Remuneration Report on pages 11-18 of the 2022 Annual Report</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.3	<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><input checked="" type="checkbox"/> and we have disclosed our policy on this issue or a summary of it at:</p> <p>Corporate Governance Statement</p> <p>https://www.kyckr.com/about/investors</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	<input type="checkbox"/> and we have disclosed information about the processes in place at: <i>[insert location]</i>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input checked="" type="checkbox"/> we do not have a director in this position and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input checked="" type="checkbox"/> we are established in Australia and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input checked="" type="checkbox"/> we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable <input type="checkbox"/> we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable
ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES			
-	<i>Alternative to Recommendation 1.1 for externally managed listed entities:</i> The responsible entity of an externally managed listed entity should disclose: (a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and (b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.	<input type="checkbox"/> and we have disclosed the information referred to in paragraphs (a) and (b) at: <i>[insert location]</i>	<input type="checkbox"/> 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
-	<p><i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i></p> <p>An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed the terms governing our remuneration as manager of the entity at:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

KYCKR LIMITED

CORPORATE GOVERNANCE STATEMENT 2022

Kyckr Limited ACN 609 323 257 (Company) is committed to the highest standards of corporate governance. The Corporate Governance Statement is current as at 23 August 2022 and has been approved by the Board of the Company on that date.

This Corporate Governance Statement discloses the extent to which the Company follows the recommendations set by the ASX Corporate Governance Council in its publication Corporate Governance Principles and Recommendations (4th Edition) (ASX Recommendations). The Recommendations are not mandatory, however, the Recommendations that have not been followed 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 recommendation.

The Company's corporate governance policies are available on the Company's website at <https://www.kyckr.com/investors>

Principle 1 – Lay solid foundations for management and oversight
A listed entity should clearly delineate the respective roles and responsibilities of its board and regularly review their performance.

Board responsibilities and delegations

The Company's Board Charter was revised and re-adopted by the Board in December 2021. The Board Charter is located on the Kyckr website at <https://www.kyckr.com/investors>

The Board Charter provides a framework for the effective operation of the Board, setting out:

- the Board's role and responsibilities and size, composition and independence;
- the relationship and interaction between the Board and Management; and
- the authority delegated by the Board to Management and Board committees.

The Board's role and responsibilities, as set out in the Board Charter, include:

- demonstrating leadership;
- defining purpose and strategic objectives of the Company and establishing goals to promote their achievement;
- approving the Company's Statement of Values and Code of Conduct to underpin the desired culture within the Company;
- overseeing management in its implementation of the Company's strategic objectives, instilling of the Company's values and monitoring the operational and financial position and performance of the Company;
- sharing information with the Directors about the Company's business and financial status;

- establishing investment criteria including acquisitions and divestments, approving investments, and implementing ongoing evaluations of investments against such criteria;
- approving and monitoring the progress of major capital expenditure, capital management and major acquisitions and divestitures;
- providing oversight of the Company, including its control and accountability systems;
- considering and approving the Company's budgets;
- appointing the Chair of the Board;
- in conjunction with the Audit and Risk Committee (**ARC**), oversight of the integrity of the Company's accounting and corporate reporting systems, including the external audit;
- satisfying itself that the Company has in place an appropriate risk management framework (for both financial and non-financial risks) and setting the risk appetite within which the Board expects Management to operate;
- satisfying itself that an appropriate framework exists for relevant information to be reported by Management to the Board;
- appointing and removing the CEO, monitoring performance and approving remuneration of the CEO and the remuneration policy and succession plans for the CEO, where applicable and appropriate;
- in conjunction with the Remuneration and Nominations Committee (**RemNom**), satisfying itself that the Company's remuneration policies are aligned with the Company's purpose, values, strategic objectives and risk appetite;
- approving the appointment or recommending the election of Directors and the appointment of the Secretary;
- approving and monitoring financial and other reporting and disclosures including overseeing the Company's process for making timely and balanced disclosure of all material information concerning the Company that a reasonable person would expect to have a material effect on the price or value of the Company's securities;
- whenever required, challenging Management and holding Management to account;
- determining the dividend policy of the Company and declaring dividends;
- ensuring the Company complies with its responsibilities under the Corporations Act 2001, the Company's constitution, the ASX Listing Rules and other relevant laws;
- exercising due care and diligence and sound business judgment in the performance of those functions and responsibilities;
- ensuring appropriate resources are available to Senior Executives; and
- monitoring the effectiveness of the Company's governance practices.

The Board Charter provides that the Company Secretary is accountable to the Board through the Chair on all matters to do with the proper functioning of the Board including advising the Board and its committees on governance matters and monitoring that Board and Board committee policies and procedures are followed.

The Board Charter delegates responsibility for day-to-day management and administration of the Company to the CEO and Senior Executives. The CEO is responsible for providing effective leadership, direction and supervision of the Senior Executives to achieve the strategies, business plans and budgets adopted by the Board and ensuring compliance with all applicable laws and regulations. The Board has procedures in place to assess regularly the performance of the CEO and the Senior Executives.

Board committees

The Board has established two committees to assist it in discharging its functions:

- Audit and Risk Committee (**ARC**); and
- Remuneration and Nominations Committee (**RemNom**).

Board meetings and attendance

The Board meets as often as necessary to fulfill its role. Directors are required to allocate sufficient time to Kyckr to perform their responsibilities effectively, including adequate time to prepare for Board meetings. During FY2022, the Board met 10 times.

For full details of Directors' attendance at Board and committee meetings for FY2022, refer to "Meetings of Directors" on page 11 of the Company's 2022 Annual Report.

Access to information and independent professional advice.

Directors have access to Management to seek explanations and information and to auditors to seek explanations and information without Management being present.

Each Director has the right to seek, at the expense of the Company, any independent professional advice that they consider necessary to fulfil their responsibilities and to exercise independent judgment when making decisions, subject to the approval of the Chair which cannot be unreasonably withheld or delayed.

Background checks before appointing directors and senior executives

Prior to the appointment of a new director, the Board, with assistance from the RemNom, undertakes appropriate background checks as to his or her character, experience, education, criminal record and bankruptcy history. In the case of a director candidate, prior to appointment, the candidate is required to provide the Chair with details of other commitments and an indication of time involved, and to acknowledge that he or she will have adequate time to fulfill his or her responsibilities as a Non-Executive Director of Kyckr.

Kyckr has entered into written agreements the CEO, Directors and Senior Executives setting out the terms, conditions and responsibilities of their appointment. In accordance with Listing Rule 3.16.4, Kyckr discloses, to the extent required, the key terms of all employment, service or consultancy agreements with the CEO and would do so with Directors or other related parties when required.

The RemNom reviews the performance of Directors before they stand for re-election and reports to the Board on this matter. Further to this, Kyckr provides shareholders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a Director at a General Meeting.

Diversity

Kyckr values a skilled and diverse workforce and is committed to developing measurable objectives of diversity and inclusion in its workplace. Kyckr has implemented a diversity policy, with merit and equality as guiding principles, which is overseen by the RemNom and which aligns the Kyckr's management systems with the commitment to develop a culture that values and achieves diversity in its workforce and on its Board.

In accordance with its Diversity Policy, Kyckr is committed to providing access to equal opportunities at all levels of work based on merit and fostering a corporate culture that embraces and values diversity.

The Board through the RemNom reviews Kyckr's Diversity Policy as necessary to ensure it complies with any applicable legal requirements and remains relevant and effective. The Diversity Policy was updated and re-adopted by the Board in December 2021. The Policy is available on the Kyckr website at <https://www.kyckr.com/investors>

Measurable objectives

The Board plays a specific role in driving diversity, particularly gender diversity across the business by reviewing and approving annual diversity objectives and progress towards these objectives.

The Board through the RemNom has embraced and stated the benefits of diversity and has adopted a number of objectives for achieving diversity, such as:

- A talented and diverse workforce is a key competitive advantage, promoting innovation and business success;
- Diversity includes differences in ethnicity, gender, language, age, sexual orientation, religion, socio-economic status, physical and mental ability, thinking styles, experience and education;
- Maintaining a diverse field of potential candidates for senior Management and Board appointments;
- Setting key performance indicators for senior Management to measure the achievement of the objectives which have been set to achieve gender and other forms of diversity;
- Requiring senior Management to report on the achievement of diversity objectives; and
- Considering and, if relevant, implementing policies and programs that address impediments to gender diversity in the workplace.

In June 2022, the RemNom and Board reviewed gender diversity outcomes versus objectives. It was noted that the insourcing of male-dominated tech roles, outsourcing of customer support which historically had a higher number of female employees, and recent departures changed the gender balance. The Board believes the change in gender mix to be temporary and reaffirmed the measurable objective of 50:50 gender diversity across the organization.

Kyckr's workforce gender diversity as at 30 June 2022 and compared with the prior year, is as follows:

Kyckr	Female number		Current percentage of women		Male number		Current percentage of men	
	30/6/2021	30/6/2022	30/6/2021	30/6/2022	30/6/2021	30/6/2022	30/6/2021	30/6/2022
Board of Directors	2	1	50%	33%	2	2	50%	67%
All Employees	11	11	55%	31%	9	24	45%	69%
Kyckr (entire organisation)	13	12	54%	32%	11	26	46%	68%

The RemNom is responsible for assessing whether there is any gender or other inappropriate bias with respect to the remuneration of Directors, Senior Executives or other employees.

Performance review of the Board

The Board with assistance from the RemNom is responsible for evaluating and reviewing the performance of the Board, both collectively and individually.

The Board and its Committees periodically self-assess their performance against a range of criteria developed annually by the RemNom. A performance evaluation was undertaken in June 2022.

Performance review of the CEO and Senior Executives

Kyckr's Board Charter provides that the Board is responsible for monitoring the performance of the CEO and Senior Executives. The RemNom is responsible for ensuring processes are in place to evaluate periodically the performance of senior executives. It is a responsibility of the RemNom to review annually the performance of the CEO and make recommendations to the Board on remuneration arrangements for the CEO and Senior Executives.

The performance of the CEO and Senior Executives are assessed annually with reference to their agreed objectives and KPIs. Details of the remuneration of the Senior Executives who are considered by the Company to be Key Management Personnel are set out in the *Remuneration Report*.

Principle 2 – Structure the Board to add value

The Board of a listed entity should be of an appropriate size and collectively have the skills, commitment and knowledge of the entity and the industry in which it operates to enable it to discharge its duties effectively and to add value.

Remuneration and Nomination Committee (RemNom)

The Board established the RemNom in December 2020, replacing the previous Remuneration Committee to oversee and advise on nominations matters also. Prior to this, nominations responsibilities were undertaken by the Board.

The RemNom charter requires that RemNom must have at least three members, a majority of whom must be independent Directors and all of whom must be Non-Executive Directors. RemNom must also have an independent Chair who is not the Chair of the Board. Given the size of the Kyckr Board it has been agreed that all Directors are members of the RemNom. During the reporting year, Jacqueline Kilgour was Chair until her resignation on 18 August 2021, following which George Venardos was appointed Chair of the RemNom.

The RemNom's primary responsibilities with respect to nominations include:

- identifying or reviewing and recommending to the Board, nominees for membership of the Board and the Chief Executive Officer;
- determining the mix of skills and diversity that the Board currently has or is looking to achieve in its membership;
- identifying and assessing the necessary and desirable competencies and characteristics for Board membership, including:
 - skills, expertise and background that add to and complement the range of skills, expertise and background of the existing Directors;
 - diversity; and
 - the extent to which the candidate would fill a present need on the Board;
- reviewing that the Company:
 - undertakes appropriate checks before appointing a person, or putting forward to its shareholders a candidate for election, as a Director, including checks as to a candidate's character, expertise, education, criminal record and bankruptcy history;
 - provides its shareholders with all material information relevant to a decision about whether or not to elect or re-elect a Director (including information regarding independence);
 - has a written agreement with each Director and Senior Executive setting out the terms of his or her appointment or employment;
 - has a process for periodically evaluating the performance of the Board, its committees and individual Directors;
 - discloses in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period;
 - has a process for periodically evaluating the performance of its senior executives; and

- has a process for inducting new Directors and providing appropriate professional development opportunities for continuing Directors to develop and maintain the skills and knowledge needed to perform their role as Directors effectively;
- reviewing succession plans for the Board and Senior Executives;
- recommending to the Board the removal of Directors; and
- any other responsibilities as determined by RemNom or the Board from time to time.

For details of the qualifications and experience of each RemNom member, refer to “Board of Directors”, contained within the Annual Report. For details regarding the number of RemNom meetings and the attendance at those meetings, refer to “Board of Directors – Attendance at meetings” contained within the Annual Report.

Further detail in relation to the RemNom’s function as a remuneration committee is available under Principle 8 of this Corporate Governance Statement.

The RemNom Charter re-adopted by the Board in December 2021. The RemNom Charter is located on Kyckr’s website at <https://www.kyckr.com/investors>

Composition of the Board and details of Directors

The Board considers an independent Director to be a Non-Executive Director who is not a member of Management and who is free of any business or other relationship that could materially interfere with or reasonably be perceived to interfere with the independent and unfettered exercise of their judgement. The Board considers the materiality of any given relationship on a case-by-case basis.

The Board regularly reviews the independence of each Director in light of information disclosed by each Director to the Board.

The former Chair of the Board, Benny Higgins, who resigned in August 2021, was considered non-independent, having assumed the role of Executive Chair until 31 December 2018 while the Company was in the process of appointing a new Chief Executive Officer. Benny Higgins resumed the role of Non-Executive Director upon the commencement of the current Chief Executive Officer. The Board believed that Benny Higgins was the most appropriate person for the position as Chair because of his significant corporate experience. The Board planned to review his independent status in December 2021 being after three years had elapsed since he performed his role as Executive Chair. However, this was not required as Benny Higgins resigned in August 2021, and Rajarshi Ray, an independent director, was appointed Chair.

During the reporting year, the Board consisted of a majority of independent Directors and the Board considers that Rajarshi Ray, Karina Kwan, George Venardos and Jacqueline Kilgour were independent directors, free from any business or any other relationship that could materially interfere with, or reasonably be perceived to interfere with the independent exercise of the Director’s judgement and each able to fulfil the role of an independent Director for the purposes of the ASX Recommendations. None of these Directors were acting as nominees or representatives of any current or former shareholder of any entity within the Kyckr Group, nor as nominees or representatives of shareholders or suppliers to Kyckr. On 18 August 2021 Jacqueline Kilgour and Benny Higgins resigned and George Venardos, an independent director, was appointed. Consequently, the entire Board was considered independent as from 18 August 2021.

Each Director must provide to the Board all information relevant to the assessment of his or her independence and where a Director's independent status changes, Kyckr will immediately disclose and explain this to the market.

The below table sets out the independent status of each director:

Director	Independent & Executive Status	Appointment Date	Resignation Date
Rajarshi Ray (Chair)	Independent Non-Executive Director	1 December 2020	
Karina Kwan	Independent Non-Executive Director	18 November 2018	
George Venardos	Independent Non-Executive Director	18 August 2021	
Benny Higgins	Non-Independent Non-Executive Director	1 March 2018	18 August 2021
Jacqueline Kilgour	Independent Non-Executive Director	18 February 2019	18 August 2021

For details of the current Directors, their qualifications, skills and experience refer to the "Directors' Report", contained within the Company's Annual Report.

Board skills matrix

Under the Company's Constitution, the Board must comprise of at least three Directors and a maximum of eight Directors. The Board regularly reviews the composition of the Board, considering the number and skill mix of the Directors.

The Board recognises that skills such as leadership and previous experience as a chief executive, chair or board member have traditionally been prerequisites to appointment as a director. The Board has developed a Board skills matrix which sets out the mix of skills, experience and other qualities which the Board currently has or is looking to achieve in its membership.

Area	Description	<u>Total</u>
Industry	Financial services	3
	Technology	3
	Supply chain	3
	Software as a Service	1
Technical	Equity markets	3
	Accounting	3
	Financial	3
	Mergers and acquisitions	3
	Innovation/commercialisation/intellectual property/research & development	3
	Business strategy	3

Skills Area	Description	<u>Total</u>
Governance	Corporate governance and board experience	3
	Risk management	3
	Regulatory	3
	Legal	1
	ASX listed company experience	3
	Shareholder relationship management	3
	Independence	3
Business & Administration	Management experience	3
	Strategic negotiation	3
	Sales/marketing and general operations	3
Other Areas	Human Resources	3
	Diversity	3
	Health, safety, environment and social responsibility	3

Induction and education

The RemNom is responsible for arranging for any new director to undertake an induction program to enable them to gain an understanding of the Company's operations and the industry sectors in which it operates, the culture and values of the Company, the Company's financial, strategic, operational and risk management position and their rights, duties and responsibilities.

The RemNom has the responsibility for checking that opportunities are available to directors to develop and maintain their skills and knowledge needed to perform their role as Directors effectively.

Principle 3 – Instill a culture of acting lawfully, ethically and responsibly

A listed entity should instill and continually reinforce a culture across the organisation of acting, lawfully ethically and responsibly.

Values and Code of Conduct

The Code of Conduct sets out the Company's policies on various matters including ethical conduct, business conduct, compliance, privacy, security of information, integrity, conflicts of interest and corporate social responsibility.

In the Code of Conduct, the Board has:

- Stated its values of honesty, integrity, professionalism, fairness, responsibility and ethical conduct;
- Committed to compliance with all relevant laws and regulation;
- Recognised the need to observe a high standard of corporate practice and business conduct.

All Kyckr Directors, officers, senior executives, employees, contractors and consultants must comply with the Code of Conduct.

The key aspects of the Code of Conduct are to:

- Act in accordance with Kyckr's values of honesty, integrity, fairness, responsibility and ethics and in the best interests of the Company;
- Act in accordance with all applicable laws, regulations, policies and procedures;
- Have responsibility and accountability for individuals for reporting and investigating reports of unlawful or unethical practices; and
- Use Kyckr's resources and property properly, sensibly and effectively.

The Code of Conduct was revised and re-adopted by the Board in December 2021. The Code of Conduct is located on Kyckr's website at <https://www.kyckr.com/investors>

Securities Trading Policy

The Company has adopted a securities trading policy which applies to the Company and its Directors, Senior Executives, officers, employees and contractors, including those persons having authority and responsibility for planning, directing and controlling the activities of Kyckr, whether directly or indirectly.

The Policy explains the types of conduct in relation to dealings in securities that are prohibited under the Corporations Act and establishes procedures in relation to Directors, Management, officers, employees or contractors dealing in securities to ensure that public confidence is maintained in the reputation of the Company, the Directors, Management and employees and in the trading of the Company's securities.

The Policy provides that Directors, Management and employees must not deal in the Company's securities when they are aware of "inside" information. Directors and certain restricted employees must not deal in the Company's securities during any of the following blackout periods:

- the period from the close of trading on the ASX on 30 June each year until the day following the announcement to ASX of the full-year results;
- the period from the close of trading on the ASX on 31 December each year until the day following the announcement to ASX of the half-year results; and
- any other period that the Board specifies from time to time.

Directors, Management, officers, employees and contractors must receive prior approval for any proposed dealing in the Company's securities (including any proposed dealing by one of their connected persons).

In all instances, buying or selling of Kyckr shares is not permitted at any time by any person who possesses inside information.

The Securities Trading Policy was updated and re-adopted in February 2022 and is located on Kyckr's website at <https://www.kyckr.com/investors>

Whistleblower Policy

The Board has adopted a whistleblower policy under which, any material breaches are escalated and reported to the ARC. The Whistleblower Policy was updated and re-adopted in October 2021 and is located on Kyckr's website at <https://www.kyckr.com/investors>

Anti-Bribery and Corruption Policy

The Board adopted a separate anti-bribery and corruption policy in December 2020. Prior to this, the company's policy on anti-bribery and corruption was incorporated into its Code of Conduct.

Under the Policy, any material breaches are escalated and reported to the ARC. A register of gifts and entertainment is maintained under the Policy and regularly reported to the ARC. The Anti-Bribery and Corruption Policy was updated and re-adopted in December 2021 and is located on Kyckr's website at <https://www.kyckr.com/investors>

Principle 4 – Safeguard the Integrity of Corporate Reports

A listed entity should have appropriate processes to verify the integrity of its corporate reports.

Audit and Risk Committee (ARC)

The ARC Charter requires that the ARC must have at least three members, a majority of whom must be independent Directors and all of whom must be Non-Executive Directors. The ARC must also have an independent Chair who is not the Chair of the Board. In addition, all members of this committee must be financially literate and have familiarity with financial and accounting matters and at least one member must be a qualified accountant or other financial professional with appropriate expertise of financial and accounting matters.

Given the size of the Kyckr Board, it has been determined that all Directors should be members of the ARC, all of whom are Non-Executive Directors and at least a majority were independent. The ARC currently comprises Karina Kwan (Chair), George Venardos and Rajarshi Ray, all of whom are Independent Non-Executive Directors. During the reporting year, Jacqueline Kilgour and Benny Higgins were also members of the ARC. All current and former members of the ARC are financially literate.

The primary role of the ARC is to assist the Board in carrying out its accounting, auditing and financial reporting responsibilities including:

- engaging in the oversight of, and assessing the adequacy of, Kyckr's financial reporting and disclosure processes and overseeing and reviewing the outputs of that process;
- assessing the appropriateness and application of Kyckr's accounting policies and principles and any changes to them, so that they accord with the applicable financial reporting framework;
- assessing the appropriateness of any significant accounting estimates, judgements or choices contained in Kyckr's financial reports;
- reviewing all half-yearly and annual reports with Management, advisers, and the external auditors (as appropriate) and recommending the applicable accounts' adoption by the Board if those reports reflect the understanding of the members of the ARC, and otherwise provide a true and fair view of the financial position of Kyckr;
- overseeing the establishment and implementation of risk management and internal compliance and control systems and ensuring that there is a mechanism for assessing the ongoing efficacy of those systems;
- approving the terms of engagement with the external auditor at the beginning of each financial year;
- approving policies and procedures for appointing or removing an external auditor and for external audit engagement partner rotation; and
- meeting periodically with the external auditor and inviting them to attend committee meetings to assist

the ARC to discharge its obligations.

Under the Charter, it is the policy of the Company that its external auditing firm must be independent of it. The ARC reviews and assesses the independence of the external auditor on an annual basis.

The ARC may obtain information from, and consult with Management, the external auditor and external advisers, as it considers appropriate. The ARC also has access to the external auditor to discuss matters without Management being present.

For details of the qualifications and experience of each ARC member, refer to “Board of Directors”, contained within the Annual Report. For details regarding the number of ARC meetings and the attendance at those meetings, refer to “Board of Directors – Attendance at meetings” contained within the Annual Report.

Further detail in relation to the ARC’s function as a risk committee is available under Principle 7 of this Corporate Governance Statement.

The ARC Charter was updated and re-adopted by the Board in December 2021. The ARC Charter is located on Kyckr’s website at <https://www.kyckr.com/investors>

CEO and CFO declaration

Prior to Board approval of Kyckr’s annual financial reports, the CEO and CFO (or CFO equivalent) must provide the Board with the declarations required under section 295A of the Corporations Act and Recommendation 4.2 of the ASX Principles. This declaration is also provided prior to Board approval of Kyckr’s half-year financial reports required under Recommendation 4.2 and as if section 295A of the Corporations Act applied in respect of a half-year period.

For the financial year ended 30 June 2022, the CEO and CFO made a declaration in accordance with section 295A of the Corporations Act and Recommendation 4.2 of the ASX Principles.

Auditor at AGM

At Kyckr’s 2022 AGM, Nexia, as the independent external auditor, will be present and available to answer shareholder questions on the:

- conduct of the independent external audit;
- preparation and content of the independent external auditor’s report;
- accounting policies adopted by in relation to the preparation of the financial statements; and
- independence of Nexia in relation to the conduct of the audit.

Principle 5 – Make timely and balanced disclosure

A listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.

The Board is committed to ensure that Shareholders are kept informed of all major developments affecting the state of affairs of Kyckr.

The Company has adopted a continuous disclosure policy which establishes procedures that are aimed at ensuring that Directors and Management are aware of, and fulfil, their obligations in relation to the timely disclosure of material price-sensitive information. Under the Continuous Disclosure Policy, the Board is responsible for managing the Company's compliance with its continuous disclosure obligations.

The Continuous Disclosure Policy was re-adopted and approved in December 2021. Prior to this, the Company's Continuous Disclosure Policy was incorporated into the Board Charter and the Code of Conduct.

The Continuous Disclosure Policy sets out Kyckr's disclosure obligations under the Corporations Act and ASX Listing Rules and is located on Kyckr's website at <https://www.kyckr.com/investors>

The Board has appointed the CEO and Company Secretary to act as Disclosure Officers for the Company. The Disclosure Officers have primary responsibility for all communication with the ASX on disclosure matters.

The CEO and Disclosure Officer are primarily responsible for assessing if information is price-sensitive and should be disclosed publicly under the Policy and ensuring that the Policy is implemented and enforced, and that all material information is disclosed to the ASX as required by the Corporations Act and the Listing Rules.

The Board approves material market announcements before they are released, and copies are provided to Directors after release if required.

All new and substantive investor or analyst presentations are released on the ASX Market Announcements Platform ahead of the presentation.

Principle 6 – Respect the rights of security holders

A listed entity should provide its security holders by providing them with appropriate information and facilities to allow them to exercise their rights as security holders effectively.

The Board's aim is to ensure that Shareholders are provided with sufficient information to assess the performance of Kyckr and that Shareholders are kept informed of all major developments affecting the state of affairs of Kyckr in accordance with all applicable laws. In addition to the Company's continuous disclosure obligations, the Company has adopted a Shareholder Communications Policy to keep Shareholders informed.

Kyckr website

Kyckr's website at www.kyckr.com is kept current to maintain effective communication with shareholders and stakeholders. All ASX announcements made to the market, including annual and half-year financial results, are posted on the Company's website at <https://www.kyckr.com/investors> as soon as they have been released by ASX. The full text of all notices of meetings and explanatory material, the Company's Annual Report, key policies, the charters of its Board committees and copies of all investor presentations made to analysts and media briefings are posted on the Company's website. The website also contains a facility for Shareholders to direct queries to the Company.

All ASX announcements made by Kyckr can also be accessed from the 'Announcements' section of the ASX website at www.asx.com.au/asx/statistics/announcements.do using Kyckr's ticker code: KYK.

Investor relations

Relationships with investors are very important to Kyckr. Following Kyckr's release of its half-year and annual financial statements, Kyckr conducts briefings and presentations with investor groups and analysts.

Kyckr's AGM is usually held in November each year and the CEO will engage with Shareholders in advance of the AGM, as appropriate.

Shareholder communications

Shareholders may elect to receive all communications from the Kyckr share registry electronically. Electronic communications have the added advantage of being more timely and cost effective, which benefits all Kyckr owners and is encouraged by Kyckr. Shareholders should contact the Kyckr share registry) if they wish to elect to receive electronic communications by contacting Boardroom Pty Limited at www.boardroomlimited.com.au and logging in using their holder number or Boardroom account.

Shareholder engagement and participation

To encourage shareholder engagement and participation at the AGM, shareholders historically had the opportunity to attend the AGM in person, ask questions from the floor, participate in voting and physically meet the Board and the Management team. Since the onset of the COVID-19 pandemic, shareholders have been able to participate in meetings only via online videoconference, with the opportunity provided to allow them to vote and ask questions of the Directors and Management.



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Shareholders who are unable to attend an AGM are encouraged to vote on the proposed motions by appointing a proxy via the proxy form that accompanies the notice of meeting, or online through the share registry's website.

Shareholders have the opportunity to submit written questions and comments to Kyckr and its external auditor.

Presentations and speeches made by the Chair and CEO at the AGM are made available on the ASX announcements platform and Kyckr's website before the commencement of the meeting. Kyckr will also publish the results of the AGM to the ASX and on its website immediately following the conclusion of the AGM.

All substantive resolutions at meetings of security holders have been decided by poll rather than by a show of hands since July 2020 and will be at all future meetings.

Principle 7 – Recognise and manage risk

A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework.

Risk management

In its function as a risk committee, the ARC assists the Board in fulfilling its corporate governance responsibilities with regard to providing oversight and ensuring the soundness of Kyckr's risk management framework and internal control systems.

The ARC's primary responsibilities with respect to risk management include:

- overseeing the establishment and implementation of risk management and internal compliance and control systems and ensuring that there is a mechanism for assessing the ongoing efficacy of those systems;
- reviewing and approving policies and procedures on risk oversight and management; and
- receiving reports from Management concerning Kyckr's material risks in order to assess the internal processes for determining, monitoring and managing these risks and to monitor the risk profile of Kyckr.

The Board is responsible for overseeing and approving risk management strategy and policies. The Board has responsibility for identifying major risk areas and implementing risk management systems and setting the risk appetite for Kyckr. The Board is responsible for monitoring risk management and establishing procedures which seek to provide assurance that major business risks are identified, consistently assessed and appropriately addressed. The Board may delegate these functions to the ARC who will advise the Board on such matters.

Details of the ARC are contained in the disclosure under Principle 4. For details of the qualifications and experience of each ARC member, refer to "Board of Directors", contained within the Annual Report. For details regarding the number of ARC meetings and the attendance at those meetings, refer to "Board of Directors – Attendance at meetings" contained within the Annual Report.

The Board through the ARC, has adopted an integrated Risk Management Framework through a combination of its governance practices, risk management policies (including Risk Appetite Statement), internal controls, procedures, reporting and monitoring processes (including the Risk Register) at both management and Board level, that together serve to manage the key risks to which the Company is exposed. This framework highlights the risks relevant to the Company's operations and Kyckr's commitment to designing and implementing systems and methods appropriate to minimize and control its risks.

The ARC in May 2022 undertook a review of its Risk Management Framework to satisfy itself that it continues to be sound and that the Company is operating with due regard to the risk appetite set by the Board and with its legal obligations, including assisting the CEO and CFO to provide declarations required under section 295A of the Corporations Act.

Internal audit

Given the size and scale of Kyckr's current operations, Kyckr has not established an internal audit function. Oversight of the effectiveness of Kyckr's risk management and internal control processes currently form part of the responsibilities of Management. The Board also relies on ongoing reporting and discussion of the management of material business risks to evaluate and continually improve the effectiveness of Kyckr's risk management and internal control processes. As Kyckr's business operations continue to develop, the ARC may consider establishing an independent internal audit function.

Economic, environmental and social risks

As set out above, Kyckr has a risk management framework and the Company's Board Charter requires the Company to monitor any material exposure to economic, environmental and social sustainability risks. The Company will disclose this information in its Annual Report and via announcements on the ASX website (www.asx.com.au) as part of its continuous disclosure obligations. The risk management processes in place require regular review of the Kyckr's existing risks and the identification of new and emerging risks facing the Company, including financial and non-financial matters.

Principle 8 – Remunerate fairly and responsibly

A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retain and motivate high quality senior executives and to align their interests with the creation of value for security holders and with the entity's values and risk appetite.

Nomination and Remuneration Committee (RemNom)

The RemNom assists the Board in fulfilling its corporate governance responsibilities to remunerate fairly and responsibly. The RemNom's primary responsibilities with respect to remuneration include:

- reviewing and recommending arrangements for the CEO and any executives reporting to the CEO, including contract terms, annual remuneration and participation in the Company's short and long-term incentive plans;
- reviewing major changes and developments in the Kyckr's remuneration, recruitment, retention and termination policies and procedures for senior Management;
- reviewing and approving short-term incentive strategy, performance targets and bonus payments;
- reviewing and recommending to the Board major changes and developments to the Company's employee equity incentive plans;
- recommending whether offers are to be made under any or all of Kyckr's employee equity incentive plans in respect of a financial year;
- in respect of Kyckr's employee equity incentive plans, reviewing and approving the proposed terms of, and authorise the making of, offers to eligible employees of Kyckr, including determining the eligibility criteria applying in respect of an offer, in respect of a financial year;
- reviewing and recommending to the Board the remuneration arrangements for the Chair and the Non-Executive Directors of the Board, including fees, travel and other benefits; and
- ensuring coherent remuneration policies and practices are in place which enable Kyckr to attract and retain executives and Directors who will create value for Shareholders.

Details of the RemNom are contained in the disclosure under Principle 2. For details of the qualifications and experience of each RemNom member, refer to "Board of Directors", contained within the Annual Report. For details regarding the number of RemNom meetings and the attendance at those meetings, refer to "Board of Directors – Attendance at meetings" contained within the Annual Report.

Remuneration policies and practices

Details about Kyckr's remuneration strategy, framework, policies and practices are set out in the Company's Remuneration Report which clearly distinguishes the structure of Non-Executive Directors' remuneration from that of other Key Management Personnel.

The Kyckr Remuneration Report for the FY2022 is set out from page 11 of the Annual Report and located on the Kyckr website at www.kyckr.com.



Kyckr Limited ACN 609 323 257

Policy on hedging equity-based incentive schemes

The use of derivatives or other hedging arrangements for unvested securities of the company or vested securities of the Company which are subject to escrow arrangements is prohibited. Where a Director or other senior executive uses derivatives or other hedging arrangements over vested securities of the company, this will be disclosed.