

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

Acumentis Group Limited (ASX: ACU)

ABN/ARBN

50 102 320 329

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: [Corporate Governance Statement](#)

The Corporate Governance Statement is accurate and up to date as at 22 September 2022 and has been approved by the board.

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

Date: 27 September 2022

Name of authorised officer authorising lodgement: John Wise (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: Board Charter	<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 <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>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: Diversity Policy</p> <p>and we have disclosed the information referred to in paragraph (c) at: WGEA Public Report</p> <p>and if we were included in the S&P / ASX 300 Index at the commencement of the reporting period our measurable objective for achieving gender diversity in the composition of its board of not less than 30% of its directors of each gender within a specified 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>
<p>1.6 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"/> and we have disclosed the evaluation process referred to in paragraph (a) at: Corporate Governance Statement</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: Corporate Governance Statement</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>

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
1.7	<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"/> and we have disclosed the evaluation process referred to in paragraph (a) at:</p> <p>Annual Report</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><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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Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full 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
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"/> [If the entity complies with paragraph (a):]</p> <p>and we have disclosed a copy of the charter of the committee at: People & Culture Committee Charter</p> <p>and the information referred to in paragraphs (4) and (5) at: Annual Report</p> <p>[If the entity complies with paragraph (b):]</p> <p>and we have disclosed the fact that we do not have a nomination committee and the processes we employ 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 at:</p> <p>.....</p> <p>[insert location]</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 at: Board Skills Matrix</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>
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, 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</p> <p>(c) the length of service of each director.</p>	<p><input checked="" type="checkbox"/> and we have disclosed the names of the directors considered by the board to be independent directors at: Annual Report</p> <p>and, where applicable, the information referred to in paragraph (b) at: Corporate Governance Statement</p> <p>and the length of service of each director at: Annual Report</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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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.	<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
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 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
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 <u>OR</u> <input type="checkbox"/> 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.	<input checked="" type="checkbox"/> and we have disclosed our values at: Guiding Principles	<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: Code of Ethics	<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: Whistleblower Policy	<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: Anti-Fraud, Bribery and Corruption Policy	<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"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at: Audit & Risk Committee's Charter</p> <p>and the information referred to in paragraphs (4) and (5) at: Annual Report</p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner at:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> 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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> 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.	<input checked="" type="checkbox"/> and we have disclosed our continuous disclosure compliance policy at: Continuous Disclosure Policy	<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: www.acumentis.com.au Corporate Governance	<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 at: Investor Centre Corporate Governance Statement	<input type="checkbox"/> 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.	<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

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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><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at: Audit and Risk Committee Charter</p> <p>and the information referred to in paragraphs (4) and (5) at: Annual Report</p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework at:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
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: Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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 in full 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
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.	<input checked="" type="checkbox"/> <p><i>[If the entity complies with paragraph (a):]</i> and we have disclosed how our internal audit function is structured and what role it performs at: <i>[insert location]</i></p> <p><i>[If the entity complies with paragraph (b):]</i> 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: Corporate Governance Statement</p>	<input type="checkbox"/> 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.	<input checked="" type="checkbox"/> <p>and we have disclosed whether we have any material exposure to environmental and social risks at: Corporate Governance Statement</p> <p>and, if we do, how we manage or intend to manage those risks at: <i>[insert location]</i></p>	<input type="checkbox"/> set out in our Corporate Governance Statement

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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"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at: People & Culture Committee Charter</p> <p>and the information referred to in paragraphs (4) and (5) at: Annual Report</p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have a remuneration committee and the processes we employ 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>.....</p> <p><i>[insert location]</i></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"/></p> <p>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>People & Culture Committee Charter</p> <p>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"/></p> <p>and we have disclosed our policy on this issue or a summary of it at: Share Trading Policy</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>

Key to Disclosures Corporate Governance Council Principles and Recommendations

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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 checked="" type="checkbox"/> Not applicable and we have disclosed information about the processes in place at: [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input 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 checked="" type="checkbox"/> Not applicable	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input 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 checked="" type="checkbox"/> Not applicable	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input 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			
-	<p><i>Alternative to Recommendation 1.1 for externally managed listed entities:</i></p> <p>The responsible entity of an externally managed listed entity should disclose:</p> <p>(a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and</p> <p>(b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.</p>	<input checked="" type="checkbox"/> Not applicable and we have disclosed the information referred to in paragraphs (a) and (b) at: [insert location]	<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 checked="" type="checkbox"/> Not applicable</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>



Acumentis®

CORPORATE GOVERNANCE STATEMENT 2022

Acumentis Group Limited
ASX: ACU
ABN: 50 102 320 329

Level 7, 283 Clarence Street
Sydney NSW 2000
Telephone: (02) 8823 6300



Introduction

The Board of Acumentis Group Limited (“Acumentis” or the “Company”) is committed to achieving and demonstrating a robust corporate governance framework.

The Board takes its governance responsibilities very seriously and believes it has the necessary mix of experience and skills to oversee the high standard of corporate governance, integrity and accountability required of a professional and ethical organisation. Acumentis’ corporate governance framework is designed to support the business operations, deliver on strategy, monitor performance and manage risk.

This Corporate Governance Statement is formatted to address each of the recommendations contained in the ASX Corporate Governance Council’s Principles and Recommendations (ASX Principles and Recommendations 4th Edition – February 2019) and is also available on the Acumentis [website](#).

Unless otherwise indicated, the information contained in this statement is true for the whole of the 2022 financial year commencing on 1 July 2021. The Board conducted a comprehensive review of this Statement at 16 June 2022 and approved the Statement on 22 September 2022.

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1. Lay solid foundations for management and oversight

A listed entity should clearly delineate the respective roles and responsibilities of its board and management and regularly review their performance.

<p>1.1 A listed entity should have and disclose a board charter setting out:</p> <ul style="list-style-type: none"> 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. 		<p>The Acumentis Board charter has been prepared covering roles and responsibilities of board and management as well as identifying matters expressly reserved for the board. This is available on the Acumentis website.</p>
<p>1.2 A listed entity should:</p> <ul style="list-style-type: none"> 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. 		<p>A process is undertaken for selecting directors for appointment to the Board.</p> <p>Before electing or re-electing a candidate as a director, the Board undertakes appropriate background checks to determine that candidate's suitability.</p> <p>The Board is responsible for ensuring that any Board nominated candidate put forward for election as a director, or re-election as a director, is of a high calibre, has appropriate experience, skills and integrity and is suitable to represent the Company and shareholders.</p> <p>The Company provides shareholders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director. This information is provided in the notice for the Annual General Meeting.</p>
<p>1.3 A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>		<p>Acumentis has executed terms of appointment with non-executive directors and senior executives that, amongst other things, dictate duties and responsibilities of directors.</p> <p>All directors and senior executives are appointed pursuant to formal letters of appointment setting out the key terms and conditions of the appointment (including the time commitment envisaged, remuneration and other duties).</p>
<p>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.</p>		<p>The Company Secretary is accountable to the Board, through the Chair, on all matters to do with the proper functioning of the Board.</p> <p>All Directors have access to the Company Secretary. The Company Secretary of Acumentis is a member of the Executive Leadership Team. The qualifications and experience of the Company Secretary are set out on the Acumentis website.</p>

1. Lay solid foundations for management and oversight

A listed entity should clearly delineate the respective roles and responsibilities of its board and management and regularly review their performance.

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 as at the end of 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.



The Board and Executive Leadership Team are committed to workforce diversity and consider it an investment in the creation of a sustainable business capable of delivering long term shareholder value.

Acumentis's Diversity Policy includes requirements for the Board to establish measurable objectives towards achieving gender equality and diversity. The Board will assess and report annually on the diversity objectives and the progress towards achieving them.

A copy of the [Diversity Policy](#) is available on the Acumentis website.

Acumentis would prefer its workforce to reflect the diversity of our population, however, as a microcap professional service organisation, it is limited to recruiting from the available talent pool. In our specialist area of property valuation and advisory services, this pool of qualified candidates does not currently reflect significant gender or other diversity. Until it does, setting a measurable diversity objective would not be possible for the Company.

As such, the Board has elected not to implement ASX Best Practice Recommendation 1.5 (b) which recommends the setting of such objectives.



The Company has 2 female and 3 male Board members and 2 female and 3 male "C" level executives.

The Company is a relevant employer under the Workplace Gender Equality Act.

The Board will endeavour to increase its diversity when undertaking new Director appointments.

1. Lay solid foundations for management and oversight

A listed entity should clearly delineate the respective roles and responsibilities of its board and management and regularly review their performance.

<p>1.6 A listed entity should:</p> <ul style="list-style-type: none"> 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. 		<p>The Board aims to review its performance annually including; the performance of the Committees; the performance of individual Directors; and the performance of the Chair of the Board.</p> <p>The most recent evaluation was conducted in October 2021.</p>
<p>1.7 A listed entity should:</p> <ul style="list-style-type: none"> 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. 		<p>The process for monitoring and evaluating the performance of senior executives is detailed in the annual Remuneration Report contained in the Annual Report.</p> <p>The performance of the CEO is reviewed annually by the Chair.</p> <p>The performance of senior executives is reviewed annually by the CEO against both quantitative and qualitative indicators.</p> <p>Formal evaluations of senior executives were undertaken during the period May to June 2022.</p>

2. Structure the board to be effective and 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.

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.



The Board has established a People & Culture Committee which includes roles undertaken by a traditional Nominations & Remuneration Committee. The Committee consists of both independent and non-independent directors.

The current committee comprises:

- Two independent directors, one of which is the Chair
- One non-independent director

The Chief People & Culture Officer attends committee meetings at the invitation of the committee.

The committee meets at least twice a year.

[People & Culture Committee Charter](#) can be found on the Acumentis website.

The duties of the Committee in relation to nomination matters include:

- developing and maintaining a skills matrix of Directors in order to assess criteria for selection of candidates for the Board in the context of the Board's existing composition and structure;
- determining the appropriate size and composition of the Board;
- setting a formal and transparent procedure for selecting new directors for appointment to the Board;
- making recommendations to the Board on the appointment and removal of directors.

The current members of the People & Culture Committee and their attendance at meetings are listed within the Company's [Annual Report](#).

2. Structure the board to be effective and 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.

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.



The Company has a desired skills matrix against which the Board's current skills and qualities are periodically compared. The skills matrix is reviewed by the Board from time to time.

The Board has determined a skills matrix that outlines the following collective skills required for an effective Board within the industry within which Acumentis operates:


- Strategy
- Policy
- Financial Performance
- Risk & Compliance
- Corporate Governance
- IT Systems
- Executive Management
- Valuations Experience
- Property Professional Services Experience
- Commercial Experience
- Mergers & Acquisitions
- New Business Development
- Change Management
- Legal
- Remuneration
- Stakeholder Engagement


The matrix, together with an assessment of how the current board matches these skills is disclosed on the Acumentis [website](#).



2. Structure the board to be effective and 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.

<p>2.3 A listed entity should disclose:</p> <ul style="list-style-type: none">a) the names of the directors considered by the board to be independent directors;b) if a director has an interest, position or relationship of the type described in Box 2.3 of the 4th Edition of the Corporate Governance Principles and Recommendations, 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; andc) the length of service of each director.		<p>The names of all directors of Acumentis (both independent and non-independent) in office at any time during or since the end of the financial year, and the date they became a Director, are set out within the Company's Annual Report.</p> <p>The Board has not identified any Directors as being independent who have an interest, position, association or relationship of the type described in the Principles described in the notes to the Governance Principles.</p>
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<p>2.4 A majority of the board of a listed entity should be independent directors.</p>		<p>The composition of the Board is determined using the following principles:</p> <ul style="list-style-type: none"> • a minimum of three directors (and a maximum of seven directors), with a broad range of expertise, a majority of directors having extensive knowledge of the property industry, and those who do not, have extensive expertise in significant aspects of auditing and financial reporting or strategy, marketing and operational and financial management of a professional services organisation, and, • A majority of independent directors, as per ASX Best Practice Recommendation 2.4 <p>The current composition of the Board can be found on the Company's website and is as follows:</p> <ul style="list-style-type: none"> • three non-executive independent directors (one of whom is the Chair); • one non-executive non-independent director; and • one executive director (the CEO). <p>An independent director is a Director who is not a member of management, is a non-executive director, and who:</p> <ul style="list-style-type: none"> • holds less than 5% of the voting shares of the Company and is not an officer of, or otherwise associated, directly or indirectly, with a shareholder of more than 5% of the voting shares of the Company, • has not, within the last three years, been employed in an executive capacity by the Company or another group member, or been a director after ceasing to hold any such employment, • within the last three years has not been a principal or employee of a material* professional advisor or a material* consultant to the Company or another group member, • is not a material* supplier or client of the Company or another group member, or an officer of or otherwise associated, directly or indirectly, with a material* supplier or client, • has no material* contractual relationship with the Company or another group member other than as a director of the Company, • is free from any interest and any business or other relationship which could, or could reasonably be perceived to materially* interfere with the director's ability to act in the best interests of the Company, and • has not served 10 or more years on the Board. <p><small>* The Board considers 'material', in this context, to be where any director-related business relationship has represented, or is likely in future to represent, the lesser of at least 10% of the relevant segment's or the director-related business's revenue.</small></p>
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2. Structure the board to be effective and 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.

<p>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.</p>		<p>The current Chair of the Board is an independent director and is not the CEO of the entity.</p>
<p>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.</p>		<p>The Company Secretary, as led by the Chair, is responsible for inducting new directors and ensuring ongoing development.</p> <p>An induction program that provides all relevant information about the company, including organisational structure, types of business activities, governance framework and relevant policies is provided to new directors.</p>

3. Instil a culture of acting lawfully, ethically and responsibly

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

3.1 A listed entity should articulate and disclose its values.



As “One Team” our purpose is to provide:

- Decision certainty for our clients
- Career certainty for our people
- Investment certainty for our shareholders

Our Guiding Principles reflect who we are and how our team achieves its purpose. These Principles are:

- Never Quit,
- Support our People and Clients,
- Embrace Equality of Opportunity, and
- Walk the Talk.

These are explained in more detail on our [website](#) together with how they impact the way Acumentis operates.

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.



Acumentis has a Code of Ethics for all staff and which incorporates specific items covering Directors and Senior Executives.

The Code of Ethics policy requires all employees to conduct themselves according to the highest standards of ethics, integrity, and behaviour when dealing with our clients, colleagues and other stakeholders. This includes, but is not necessarily limited to, full compliance with all legal obligations imposed by statute or any other source of law.



This Code of Ethics establishes the standards of behaviour that must be met by all employees. Where these standards are not met, appropriate disciplinary action will be taken. Material breaches are reported to the Board through the CEO.

In cases where the breach involves serious misconduct, this may result in instant dismissal. In cases where a breach of the policy involves a breach of any law, then the relevant government authorities or the police may be notified.

The Code of Ethics is posted on the Company's [website](#).

3. Instil a culture of acting lawfully, ethically and responsibly

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

<p>3.3 A listed entity should:</p> <ul style="list-style-type: none"> 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. 		<p>Acumentis has developed and implemented a comprehensive whistleblower policy that is disclosed on our website.</p> <p>The policy is one of several key policies that all employees are required to read and sign off annually.</p>
<p>3.4 A listed entity should:</p> <ul style="list-style-type: none"> a) have and disclose an anti-bribery and corruption policy; and b) ensure that the board or a committee of the board is informed of any material breaches of that policy. 		<p>Acumentis has developed and implemented a comprehensive anti-bribery and corruption policy that is disclosed on our website.</p> <p>The policy is one of several key policies that all employees are required to read and sign off annually.</p>

4. Safeguard the integrity of corporate reports

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



The Board has established an Audit & Risk Committee which has a documented Charter, approved by the Board with a majority of members who are independent. The [Audit & Risk Committee's Charter](#) is available on the Company's website.

The Chair of the Audit & Risk Committee is not the Chair of the Board. The current members of the Audit & Risk Committee, together with their qualifications and experience, are listed within the Company's [Annual Report](#).

The committee currently comprises :

- two non-executive independent directors (one of which is the Chair); and
- one non-executive non-independent director.

The external auditors, the Chief Executive Officer and Chief Financial Officer are invited to Audit & Risk Committee meetings at the discretion of the Committee.

The Committee meets at least two times during the year and membership and attendance are recorded in the Directors' report.

The responsibilities of the Audit & Risk Committee include reporting to the Board on risk management, financial reporting and accounting standards.

The Audit & Risk Committee reviews the performance of the external auditors on an annual basis and meets with them during the year.

Information on procedures for the selection and appointment of the external auditor and for the rotation of external audit engagement partners is outlined within the [Audit & Risk Committee Charter](#).

4. Safeguard the integrity of corporate reports

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

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.



In accordance with section 295A of the Corporations Act 2001, the Board requires that the CEO and CFO provide a written 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.

The Board has also appointed an Auditor to provide assurance to the Board 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.

William Buck have been appointed as the Auditors to the Company. The [External Auditor Appointment Procedure](#) is available on the Acumentis website.

An analysis of fees paid to the Auditor, including a breakdown of fees for non-audit services, is provided in the Directors' Report. The Auditor provides an annual declaration of its independence to the Audit & Risk Committee.

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.



Any corporate report released to the market that is not subject to audit or formal review by an external auditor is subject to review by:

1. A member of the finance team who did not draft the report to ensure the accuracy of the financial information included in the report; and
2. The Audit & Risk Committee of the Board to ensure that the information provided in the report is accurate, balanced and provides appropriate information for investors to make informed decisions.

In the case of the Annual Report and Quarterly Activities / Appendix 4C Cash Flow Reports, these are informally reviewed by the external auditors to ensure consistency with the formerly reviewed Half Yearly Report & Accounts and audited Full Year Statutory Accounts.

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.

5.1 A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.



The Board is committed to:

- the promotion of investor confidence by ensuring that trading in Company shares takes place in an efficient, competitive and informed market,
- complying with the Company's disclosure obligations under the ASX Listing Rules and the Corporations Act 2001, and
- ensuring the Company's stakeholders have the opportunity to access externally available information issued by the Company.

The Board provides shareholders with information using a comprehensive [Continuous Disclosure Policy](#) that can be found on the Acumentis website.

The policy includes:

- identifying matters on a timely basis that may have a material effect on the price of the Company's securities,
- ensuring the matters are factual and expressed in a clear and factual way, and
- notifying the ASX, posting announcements on the Company's website, and issuing media releases.

The Chief Executive Officer and Company Secretary are accountable for ensuring adherence to the Continuous Disclosure Policy.

The Company Secretary is responsible for coordinating the disclosure of information to Regulators and shareholders and ensuring that any notifications/reports to the ASX are promptly posted on the Company's website.

5.2 A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.



The Company Secretary is responsible for ensuring all market announcements are circulated to the board as soon as confirmation of ASX release is received.

Announcements are circulated and reviewed by the board via virtual web meetings or email exchange prior to release.

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.

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.



All investor presentations are released on the ASX Market Announcements Platform prior to being delivered to investors.

6. Respect the rights of security holders

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

6.1 A listed entity should provide information about itself and its governance to investors via its website.



Consistent with the Continuous Disclosure Policy, Acumentis is committed to communicating with shareholders in an effective and timely manner, to provide them with ready access to information relating to Acumentis. The Company's primary communication portals are:




- the website www.acumentis.com.au,
- the Annual Report,
- Annual General Meeting,
- Half-Yearly Report, and
- company announcements to the ASX.

Information about Acumentis and its [corporate governance](#) are posted on the Company's website.

This includes copies of all ASX announcements.

6. Respect the rights of security holders

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

<p>6.2 A listed entity should have an investor relations program that facilitates effective two-way communication with investors.</p>		<p>The Company Secretary oversees and coordinates the distribution of all appropriate information by the Company to the ASX, shareholders, the media and the public.</p> <p>The Company has engaged an Investor Relations consultant to help implement a shareholder communication program and provide effective communications to investors.</p>
<p>6.3 A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.</p>		<p>The dates and locations of security holder meetings are published via the ASX and also shown on the Company website at www.acumentis.com.au.</p>
<p>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.</p>		<p>Acumentis has elected to have all resolutions decided by poll rather than by a show of hands.</p> <p>This has been the case for AGM's from 2018.</p>
<p>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.</p>		<p>Acumentis uses a Registry company to record and maintain records of security holders. The registry provides appropriate channels of communication to security holders to receive information about the company and provides choices of method of receiving this information. The Registry strongly supports electronic communications and has this as its default communication method. The current Registry is Automic Group.</p>

7. Recognise and manage risk

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

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.



The Board is responsible, via the Audit & Risk Committee, for the overall internal control framework, but recognises that no cost effective internal control system will preclude all errors and irregularities.

The Audit & Risk Committee currently comprises:

- two non-executive independent directors (one of whom is the Chair); and
- one non-executive, non-independent director.

Comprehensive practices have been established to ensure:



- compliance with professional standards,
- capital expenditure and revenue commitments above a certain value obtain prior board approval,
- occupational health and safety standards and management systems are monitored and reviewed to achieve high standards of performance and compliance with regulations,
- business transactions are properly authorised and executed,
- financial reporting accuracy and compliance with the financial reporting regulatory framework,
- environmental regulation compliance, and
- technology and privacy risks are mitigated.

Management has established and implemented a comprehensive formal Risk Management System for assessing, monitoring and managing operational, financial reporting and compliance risks for the Company. The Chief Executive Officer and the Chief Financial Officer declare annually, in writing to the Board, that the financial reporting risk management and associated compliance and controls have been assessed and found to be operating efficiently and effectively in all material respects.

The Company's [Audit and Risk Committee Charter](#) is located on the Acumentis website. The committee meets at least twice a year.

7. Recognise and manage risk

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

<p>7.2 The board or a committee of the board should:</p> <ul style="list-style-type: none"> 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. 		<p>The Audit & Risk Committee reviews the effectiveness of the Company's risk management framework annually and reviews the key risks and mitigating strategies on a regular basis.</p> <p>The Acumentis board reviews key new risks, changes to risk assessments and mitigation actions bi-monthly.</p> <p>A full review of the Company's risk management framework was undertaken in June 2022.</p>
<p>7.3 A listed entity should disclose:</p> <ul style="list-style-type: none"> 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 risk management and internal control processes. 		<p>The Company does not currently have an internal audit function. However, the external auditors assess internal controls in place and provide recommendations to management. Furthermore, a Risk Manager is employed to ensure proper risk management procedures are adhered to for valuations and that appropriate risk education occurs.</p> <p>There is a Valuation Risk Committee which reports monthly to the CEO.</p> <p>The company's IT platform is accredited to ISO 27001 and the Information Security Management System supported the accreditation is externally audited annually.</p> <p>The Company maintains a Risk Register identifying key risks, likelihood of occurrence and impact of occurrence. These risks are then reviewed to ensure appropriate mitigating controls are put in place. The Risk Register is reviewed by the Audit & Risk Committee at every meeting and by the full Board at least annually.</p>



7. Recognise and manage risk

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

7.4 A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.



Acumentis conducted a materiality assessment of environmental, social and governance (ESG) issues of potential importance to its business, directly and indirectly via its stakeholders. This enabled the establishment of an ESG management process to ensure that Acumentis is effectively identifying and managing material ESG risks and can demonstrate this to its investors and customers.

The Company has a [Corporate Responsibility](#) policy , located on the Acumentis website, which addresses employee attractiveness, being progressive in relation to green buildings as well as identifying ways to be industry shaping and community caring.

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.

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.



To assist in the execution of its responsibilities, the Board has established a People & Culture Committee. The committee's [People & Culture Committee Charter](#) can be found on the Acumentis website.

The committee currently comprises:

- two non-executive, independent directors (one of whom is the Chair), and
- one non-executive non-independent director.



The duties of the Committee in relation to remuneration matters include:

- determining remuneration structures & policies and the remuneration of directors,
- determining remuneration and incentive structures & policies for key executives,
- determining and reviewing incentive schemes,
- professional indemnity and liability insurance for directors and officers,
- reviewing succession plans for key executives.

The Committee ensures that the Board and senior management are provided with sufficient information to ensure informed decision making.

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.

<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>		<p>Director remuneration for each financial year is disclosed in the annual report. Remuneration of the Directors has been set following a benchmarking process for comparable roles in comparable listed companies.</p> <p>The non-executive Director's remuneration is fixed and they do not participate in any "at risk" incentive plans. Remuneration paid to executives includes fixed and variable components.</p> <p>The People & Culture Committee Charter can be found on the Acumentis website.</p>
<p>8.3 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>The Company does have an equity-based remuneration scheme. However, it does not permit participants to enter into transactions (whether through derivatives or otherwise) which limit the economic risk of participating in the scheme.</p> <p>The Company also has a Share Trading Policy which has been disclosed to the ASX and which has been published on the Acumentis website.</p>

9. Additional recommendations that apply only in certain cases

The following additional recommendations apply to the entities described within them.

<p>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 documents⁸² 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.</p>	<p>Not applicable to Acumentis.</p>
<p>9.2 A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.</p>	<p>Not applicable to Acumentis.</p>
<p>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.</p>	<p>Not applicable to Acumentis.</p>