



**Nightingale Intelligent Systems, Inc
(‘Company’)**

Corporate Governance Statement

This Corporate Governance Statement sets out the Company's current compliance with the fourth edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (**Principles and Recommendations**). The Principles and Recommendations are not mandatory.

The Board of the Company currently has in place corporate governance policies and charters which have been posted on the Company's website at <https://www.nightingalesecurity.com/>.

Principles and Recommendations		Comply Yes / No	Explanation
1	Lay solid foundations for management and oversight		
1.1	Companies 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.	Yes	The respective roles and responsibilities of the Board and management are defined under the Board Charter, a copy of which is available on the Company's website at https://www.nightingalesecurity.com/ . There is a clear delineation between the Board's responsibility for the Company's strategy and activities, and the day-to-day management of operations conferred upon the Chief Executive Officer and certain other officers of the Company.
1.2	Companies should: (a) undertake appropriate checks before appointing a director or senior executive, or putting forward to security holders a candidate 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.	Yes	The process for selection, appointment, and re-appointment of directors is detailed in the Remuneration and Nomination Committee Charter, a copy of which is available on the Company's website at https://www.nightingalesecurity.com/ . Under the Remuneration and Nomination Committee Charter, shareholders are required to be provided with all material information in the Committee's possession relevant to a decision on whether or not to elect or re-elect a director including, biographical details, qualifications, a statement as to



Principles and Recommendations		Comply Yes / No	Explanation
			whether the Board supports the nomination of the director and the degree of independence of the director and, details of any existing directorships held.
1.3	Companies should have a written agreement with each director and senior executive setting out the terms of their appointment.	Yes	The Company requires each director and senior executive to execute a written agreement setting out the terms of their appointment.
1.4	The company secretary should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	Yes	The Company secretary is Michael Tschiderer who will report directly to the chair of the Board, Denis Hébert. The role of the Company Secretary is outlined in the Board Charter, a copy of which is available on the Company's website at https://www.nightingalesecurity.com/
1.5	Companies should: <ul style="list-style-type: none"> (a) have and disclose a diversity policy; (b) through the 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; (c) disclose in relation to each reporting period <ul style="list-style-type: none"> (i) the measurable objectives for achieving gender diversity; (ii) the entity's progress towards achieving those objectives; and either (iii) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation 	Yes, other than (b)	<p>The Company has adopted a Diversity Policy, a copy of which is available on the Company's website at https://www.nightingalesecurity.com/</p> <p>The Board has not yet established measurable objectives to assist the Company to achieve gender diversity and to assess the Company's progress in achieving these objectives.</p> <p>The Remuneration and Nomination Committee is responsible for recommending such measurable objectives to the Board. The Board with advice from the Remuneration and Nomination Committee will continue to assess the setting of measurable objectives for gender diversity.</p> <p>The Company will provide updates on its progress towards achieving its diversity objectives including the respective proportions of men and women on the Board, in senior executive positions and across the whole organisation in its future annual reports.</p>



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	(including how the entity has defined “senior executive” for these purposes); or (iv) 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.		
1.6	Companies should: (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	Yes	<p>Under the Board Charter, the Board is required, at least once per year, with the advice and assistance of the Remuneration and Nomination Committee, to review and evaluate the performance of the Board, its Committees and individual directors against the relevant charters, corporate governance policies, and agreed goals and objectives (as applicable).</p> <p>The Board will ensure that an evaluation of the Board, its committees and individual directors is undertaken in accordance with the Board Charter in future years. The Company will provide details as to its compliance with these recommendations in its future annual reports.</p>
1.7	Companies should: (a) have and disclose a process for periodically evaluating the performance of its senior executives at least once every reporting period; and (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	Yes	<p>Under the Board Charter, the Board is responsible for reviewing and approving the performance of the members of the executive leadership team.</p> <p>The Board will ensure that an evaluation of the members of its executive leadership team is undertaken in accordance with the Board Charter in future years.</p>
2	Structure the board to add value?		



Principles and Recommendations		Comply Yes / No	Explanation
2.1	<p>The board should:</p> <p>(a) have a nomination committee which:</p> <p>(i) has at least three members, a majority of whom are independent directors; and</p> <p>(ii) is chaired by an Independent director, and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the members of the committee; and</p> <p>(v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members 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>	Yes	<p>The Board has established a Remuneration and Nomination Committee to oversee the selection and appointment practices of the Company.</p> <p>The Remuneration and Nomination Committee is governed by a Remuneration and Nomination Committee Charter, which is available on the Company's website at https://www.nightingalesecurity.com/.</p> <p>The Remuneration and Nomination Committee consists of three members, Denis Hébert, Alan Braverman (Chair) and Stratos Karousos, all of which are independent, non-executive directors, including the Chair.</p> <p>The number of meetings actually held and the individual attendances of the members at those meetings in each reporting period will be disclosed in the Company's future annual reports.</p>
2.2	<p>Companies should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.</p>	No	<p>The Company's Remuneration and Nomination Committee is responsible for regularly reviewing the size, composition, diversity and skills of the Board to ensure that the Board is able to discharge its duties and responsibilities effectively and to identify any gaps in the skills or experience of the Board, but has not yet developed a Board skills matrix.</p>



Principles and Recommendations		Comply Yes / No	Explanation
2.3	<p>Companies 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, association 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, association or relationship in question and an explanation of why the board is of that opinion; and(c) the length of service of each director.	Yes	<p>The Company assesses the independence of its directors against the requirements for independence set out in the Board Charter which reflect the independence criteria set out in the ASX Corporate Governance Principles.</p> <p>Director independence is initially assessed upon each director's appointment and reviewed each year, or as required when a new personal interest or conflict of interest is disclosed. Directors are required to disclose all actual or potential conflicts of interest on an ongoing basis.</p> <p>Denis Hébert, Alan Braverman and Stratos Karousos are considered by the Board to be independent for ASX purposes.</p> <p>The length of service of each director on the Board is as follows:</p> <ul style="list-style-type: none">▪ Denis Hébert: 2016 - present;▪ Jack Wu: 2014 – present;▪ Alan Braverman: 2022 - present;▪ Stratos Karousos: 2022 - present; and▪ Tony Zhang: 2020 - present.
2.4	A majority of the board should be independent directors	Yes	The Company will have 5 directors, 3 of which are considered independent for ASX purposes.
2.5	The chair of the board should be an independent director and, in particular, should not be the same person as the CEO.	Yes	<p>The Chairman of the Board is Denis Hébert, who is considered an independent director for ASX purposes.</p> <p>The role of CEO is held by Jack Wu.</p>



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2.6	Companies 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.	Yes	<p>The Company's Remuneration and Nomination Committee is responsible for establishing and facilitating induction for new directors and providing new directors with all such information and advice which may be considered necessary or desirable for the director to commence their appointment to the Board.</p> <p>The Company's Remuneration and Nomination Committee is also responsible for reviewing whether there is a need to provide directors with access to continuing education for directors for the purpose of updating and maintaining their skills and knowledge to perform their roles as directors effectively.</p> <p>A copy of the Remuneration and Nomination Committee Charter is available on the Company's website at https://www.nightingalesecurity.com/.</p>
3	Act ethically and responsibly		
3.1	A company should articulate and disclose its values.	Yes	This is included in the Company's Code of Conduct, which lists the Company's values.
3.2	Companies 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.	Yes	<p>The Company has adopted a Code of Conduct which applies to all directors, officers and employees of the Company as well as a Securities Trading Policy. Each of these has been prepared having regard to the ASX Corporate Governance Principles and Recommendations and is available on the Company's website at https://www.nightingalesecurity.com/.</p> <p>In accordance with the terms of the Code of Conduct, any material breaches of this policy are reported to the Board.</p>



Principles and Recommendations		Comply Yes / No	Explanation
3.3	<p>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.	Yes	<p>The Company has adopted a Whistleblower Policy, which has been prepared having regard to the ASX Corporate Governance Principles and Recommendations.</p> <p>The Company has appointed a Whistleblower Protection Officer to investigate any reports made under the Policy, with any material incidents to be reported to the Board or the Audit and Risk Management Committee.</p> <p>The policy is available on the Company's website at https://www.nightingalesecurity.com/.</p>
3.4	<p>A listed entity should:</p> <ul style="list-style-type: none">(c) have and disclose an anti-bribery and corruption policy; and(d) ensure that the board or a committee of the board is informed of any material breaches of that policy.	Yes	<p>The Company has adopted an Anti-Bribery and Corruption Policy, which has been prepared having regard to the ASX Corporate Governance Principles and Recommendations.</p> <p>The Company encourages all employees to raise concerns with their manager. Any material breaches will be reported to the Board or the Audit and Risk Management Committee.</p> <p>The policy is available on the Company's website at https://www.nightingalesecurity.com/.</p>
4	Safeguard integrity in corporate reporting		
4.1	<p>The board should:</p> <ul style="list-style-type: none">(a) have an audit committee which:<ul style="list-style-type: none">(i) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and(ii) is chaired by an independent director, who is not the chair of the board, <p>and disclose:</p>	Yes	<p>The Company has established an Audit and Risk Management Committee to oversee the management of financial and internal risks.</p> <p>The Audit and Risk Management Committee consists of three members, Denis Hébert (Chair), Alan Braverman and Stratos Karousos, all of which are independent, non-executive directors, including the Chair.</p> <p>The Audit and Risk Management Committee is governed by an Audit and Risk Management Committee Charter, a copy of</p>



Principles and Recommendations		Comply Yes / No	Explanation
	<ul style="list-style-type: none">(iii) the charter of the committee;(iv) the relevant qualifications and experience of the members of the committee; and(v) 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>(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>which is available on the Company's website at https://www.nightingalesecurity.com/.</p> <p>The Company will provide details as to the relevant qualifications and experience of the members of the committee, the number of times the committee met and the individual attendances of the members at those meetings in its future annual reports.</p>
4.2	The board 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.	Yes	Prior to the Board approving the Company's financial statements, the Board will ensure that it receives from the CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained, 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.
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.	Yes	The Company will disclose either in its annual report or in the applicable periodic corporate report that has not been audited or reviewed, the process used to verify the integrity of the report.



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5	Make timely and balance 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.	Yes	<p>The Company is committed to taking a proactive approach to continuous disclosure and creating a culture within the Company that promotes and facilitates compliance with the Company's continuous disclosure obligations.</p> <p>The Company has adopted a written policy to ensure compliance with their ASX Listing Rule disclosure obligations. A copy of the Company's Continuous Disclosure Policy is available on its website at https://www.nightingalesecurity.com/.</p>
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	Yes	<p>The Company requires the Company Secretary (Michael Tschiderer) to ensure that the Board receives copies of all material market announcements promptly after they have been made, under its Continuous Disclosure Policy, which is available on its website at https://www.nightingalesecurity.com/.</p>
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.	Yes	<p>The Company requires the Company Secretary to ensure that any presentation materials are released ahead of the presentation, as detailed in the Company's Continuous Disclosure Policy, which is available on its website at https://www.nightingalesecurity.com/.</p>
6	Respect the rights of security holders		
6.1	Companies should provide information about itself and its governance to investors via its website.	Yes	<p>The Company provides investors with comprehensive and timely access to information about itself and its governance on its website at https://www.nightingalesecurity.com/ , including copies of the Company's Bylaws and Certificate of</p>



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			Incorporation, Board and committee charters and key corporate governance policies, copies of all material information lodged with ASX, copies of all announcements, briefings and speeches made to the market, analysts or the media, press releases or announcements made by the Company, financial data for the Company, the Company's annual reports and notices of shareholder meetings. Further details are set out in the Company's Shareholder Communication Policy.
6.2	Companies should have an investor relations program that facilitates effective two-way communication with investors.	Yes	<p>The Company has adopted a Shareholder Communications Policy for shareholders wishing to communicate with the Board, a copy of which is available on the Company's website at https://www.nightingalesecurity.com/</p> <p>The Company seeks to utilise numerous modes of communication, including electronic communication to ensure that its communication with shareholders is frequent, clear and accessible.</p>
6.3	Companies should disclose how it facilitates and encourages participation at meetings of security holders.	Yes	All shareholders are invited to attend the Company's annual meetings either in person or by representative. Shareholders have an opportunity to submit questions to the Board or the Company's external auditor.
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.	Yes	Under the Company's Shareholder Communications Policy, all substantive resolutions at a meeting of shareholders is decided by a poll, rather than a show of hands. A copy of the Shareholders Communication policy is available on the Company's website at https://www.nightingalesecurity.com/ .



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6.5	Companies should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically	Yes	The Company encourages shareholders to submit questions or requests for information directly to the Company via the Company's website at https://www.nightingalesecurity.com/ . The Company also encourages shareholders to submit any questions related to their shareholdings in the Company to the Company's share registry with the share registry's contact details included in the Company's Shareholder Communication Policy, including details for electronic communication.
7	Recognise and manage risk		
7.1	<p>Companies should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <ul style="list-style-type: none"> (i) has at least three members, a majority of whom are independent directors; and (ii) is chaired by an independent director, and disclose: (iii) the charter of the committee; (iv) the members of the committee; and (v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or <p>(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>	Yes	<p>In conjunction with the Company's other corporate governance policies, the Company has adopted a Risk Management Policy which is designed to assist the Company to identify, assess, monitor and manage its risk, including any material changes to its risk profile.</p> <p>The Board has delegated responsibility for the day-to day oversight and management of the Company's risk profile to the Audit and Risk Management Committee.</p> <p>The Audit and Risk Management Committee is responsible for ensuring that the Company maintains effective risk management and internal control systems and processes and provides regular reports to the Board on these matters.</p> <p>The Audit and Risk Management Committee consists of three members, Denis Hébert (Chair), Alan Braverman and Stratos Karousos, all of which are independent, non-executive directors, including the Chair.</p> <p>The Board has conferred responsibility on the Company's management to develop and maintain a risk management</p>



Principles and Recommendations		Comply Yes / No	Explanation
			<p>program and internal control systems which identify material risks in light of the day to day needs of the Company.</p> <p>The Board is responsible for oversight of the overall system of internal control and provides final consideration and direction on any risk management issues.</p> <p>The Company will confirm the number of actual meetings and report on the individual attendances of the members at those meetings in its future annual reports.</p> <p>A copy of the Company's Risk Management Policy is available on the Company's website at https://www.nightingalesecurity.com/.</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>	Yes	<p>The Audit and Risk Management Committee will annually review and evaluate the effectiveness of the Company's risk management framework to ensure that it continues to be sound and that the Company is operating with due regard to the risk appetite set by the Board.</p> <p>The division of responsibility between the Board, Audit and Risk Management Committee and management aims to ensure that specific responsibilities for risk management are clearly communicated and understood.</p> <p>The Risk Management Policy provides for regular reporting to the Board which supplements the Company's quality system, complaint handling processes and standard operating procedures which are all designed to address various forms of risks.</p> <p>The Company will provide details on whether such a review has taken place in its future annual reports.</p>
7.3	Companies should disclose:	Yes	Due to the Company's current size and business



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	(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>circumstances, the Company does not have an internal audit function. The Company will reconsider this decision as appropriate and appoint an internal auditor if, and when, the Company considers this necessary.</p> <p>Under the Audit and Risk Management Committee Charter, the Audit and Risk Management Committee is responsible for providing an independent and objective assessment to the Board regarding the adequacy, effectiveness and efficiency of the Company's risk management and internal control process.</p>
7.4	Companies 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.	Yes	<p>The Company does not consider that it has any material exposure to economic, environmental and social sustainability risks.</p> <p>If the Company determines in the future that it has any material exposure to economic, environmental and social sustainability, the Company will provide details in its future annual reports.</p>
8	Remunerate fairly and responsibly		
8.1	Companies should: <ul style="list-style-type: none"> (a) have a remuneration committee which: <ul style="list-style-type: none"> (i) has at least three members, a majority of whom are independent directors; and (ii) is chaired by an independent director, and disclose: <ul style="list-style-type: none"> (iii) the charter of the committee; (iv) the members of the committee; and (v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual 	Yes	<p>The Company has a Remuneration and Nomination Committee, which is governed by a Remuneration and Nomination Committee Charter.</p> <p>A copy of the Remuneration and Nomination Committee Charter is available on the website at https://www.nightingalesecurity.com/</p> <p>The Remuneration and Nomination Committee consists of three members, Denis Hébert, Alan Braverman (Chair) and Stratos Karousos, all of which are independent, non-executive directors, including the Chair.</p>



Principles and Recommendations		Comply Yes / No	Explanation
	<p>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>		The Company will report on the actual number of meetings held and the individual attendances of the members at those meetings for each reporting period in its future annual reports.
8.2	Companies should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	Yes	<p>The Remuneration and Nomination Committee is responsible for setting and reviewing the policies and practices of the Company regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives, separately.</p> <p>Policies and practices regarding remuneration of non-executive directors, executive directors and senior executives will be disclosed in the annual report of the Company.</p>
8.3	<p>A company 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>	Yes	<p>The Company has adopted a Securities Trading Policy which provides that participants must not, without prior written approval by the relevant person specified in the Policy, engage in hedging arrangements, deal in derivatives or enter into other arrangements which vary economic risk related to the Company's securities.</p> <p>A copy of the Securities Trading Policy is available on the Company's website at https://www.nightingalesecurity.com/.</p>
9	Additional recommendations		
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	N/A	Not relevant to the Company.



Principles and Recommendations		Comply Yes / No	Explanation
	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.		
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	Yes	<p>Under the Company's Shareholder Communications Policy, any meetings will be held at a reasonable place and time, taking into account (where practicable) the time zones of different shareholders.</p> <p>A copy of the Shareholder Communications Policy is available on the Company's website at https://www.nightingalesecurity.com/.</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.	Yes	The Company will ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.