# ALFABS AUSTRALIA LIMITED ACN 674 455 442 (Company)

# **Corporate Governance Statement**

The Company is committed to conducting its business and governing the Company in accordance the principles and recommendations set by the ASX Corporate Governance Council (**Council**) in the 4<sup>th</sup> edition of its Corporate Governance Principles and Recommendations to the extent appropriate to the size and nature of the Company's operations.

This Corporate Governance Statement (**Statement**) will detail the extent to which the Company will adhere to, as at the date of its admission to the official list of the ASX, the Council's Recommendations.

While listed entities may elect not to adopt the Recommendations either in whole or in part, the ASX requires that an entity explain why it has not adopted any particular Recommendation on an "if not, why not" basis. The table below identifies which Recommendations the Company does and does not comply with, and provides reasons for not following those Recommendations as well as any alternate governance practices the Company intends to adopt.

A copy of this Statement as well as the Company's corporate governance policies are available on the investor section of the Company's website at <u>alfabs.com.au</u> (**Website**).

This Statement has been approved by a resolution of the Board of Directors (Board) dated 28 May 2024 and is in effect from that day onwards.

PRIN	ICIPLES AND RECOMMENDATIONS	COMPLIANCE	COMPLIANCE BY THE COMPANY		
Princ	Principle 1 – Lay solid foundations for management and oversight				
	ed entity should clearly delineate the respective roles and rmance.	responsibilities of	tits board and management and regularly review their		
Recommendation 1.1		Compliant	The Board Charter sets out the ongoing operation and		
	A listed entity should have and disclose a board charter setting out:		functions (including those delegated to management) of the Board.		
(a)	the respective roles and responsibilities of its board and management; and		Clause 3 of the Board Charter sets out the Board's role and responsibilities. The Board may also seek guidance from the Remuneration Committee ( <b>RC</b> ), Nomination Committee ( <b>NC</b> ) or from the Audit & Risk Committee ( <b>ARC</b> ) as set out in		
(b)	those matters expressly reserved to the board and those delegated to management.		clause 4.  Clause 5 of the Board Charter sets out powers and		

PRINCIPLES AND RECOMMENDATIONS	COMPLIANCE	COMPLIANCE BY THE COMPANY
		responsibilities delegated to Senior Management (as defined in the Charter).
Recommendation 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.	Compliant	All directors at the time of, or prior to admission, have either undergone bankruptcy and police checks or, where they have been unable to obtain such checks, sworn a statutory declaration as to their good fame and character, as part of the Company's due diligence process and lodged that information with ASX through an Appendix 1A.  The Board have adopted the NC Charter which established the NC to assist the Company in the development and enforcement of recruitment policies and practices surrounding members or Senior Management (as defined in the Charter).  Clause 4(a)(i) of the NC Charter sets out the duty of the Board to undertake appropriate checks (including as to the person's character, experience, education, criminal record, and bankruptcy history) before appointing a director or Senior Manager.
Recommendation 1.3  A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Compliant	Clause 4(a)(ii) of the NC Charter sets out that each director or member of senior management must enter into a written agreement setting out the appointment terms with the individual personally.
Recommendation 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.	Compliant	Clause 5.3 of the Board Charter sets out that the company secretary is accountable to the Board through the Board Chair, on all matters to do with proper functioning of the Board.
Recommendation 1.5 A listed entity should:	Compliant	The Board has adopted a policy which promotes diversity among employees, consultants and Senior Management of the Company ( <b>Diversity Policy</b> ).

PRIN	NCIPLE	ES AND RECOMMENDATIONS	COMPLIANCE	COMPLIANCE BY THE COMPANY
(a) (b)	throu	and disclose a diversity policy; gh its board or a committee of the board set surable objectives for achieving gender diversity in		Clause 3.1(b) of the Diversity Policy requires the Board to set annual, measurable objectives for achieving gender diversity in the composition of its Board, senior management and workforce generally.
	the c	omposition of its board, senior executives and force generally; and		Clause 3.1(c) of the Diversity Policy outlines the Board's responsibility to disclose all measurable objectives set by the Board, progress against achieving the objectives and the
(c)	disclo (i)	ose in relation to each reporting period; the measurable objectives set for that period to		proportion of women employed in the whole organisation, at a Senior Management level and at a Board level, to shareholders on an annual basis.
		achieve gender diversity;		The Company is not a "relevant employer' for the purposes of the Workplace Gender Equality Act.
	(ii)	the entity's progress towards achieving those objectives, and		The Company not only aims for diversity across sex but also across a range of other identifiers such as race, marital or family status, soxyal orientation, goods, identify, age
	(iii)	either:		family status, sexual orientation, gender identity, age, disabilities, ethnicity, religious or political beliefs, socioeconomic, educational, or cultural background, perspective
		(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		and experience.
		(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 the Act.		
Rec	ommei	ndation 1.6	Compliant	Clause 7 of the Board Charter sets out the requirement for
A list	ted ent	ity should:		the Board to regularly review the performance of the Board, its committees, and each director with guidance from the NC

PRI	ICIPLES AND RECOMMENDATIONS	COMPLIANCE	COMPLIANCE BY THE COMPANY
(a)	have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and		Charter or, where necessary, an external consultant. The Company is also required to disclose whether a performance evaluation has been undertaken for the relevant period in its annual report.
(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.		
Rec	ommendation 1.7	Compliant	Clause 7 of the Board Charter sets out the requirement for
A lis	red entity should:		the Board to regularly review the performance of the Board, its committees, and each director with guidance from the NC
(a)	have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and		Charter or, where necessary, an external consultant. The Company is also required to disclose whether a performance evaluation has been undertaken for the relevant period in its annual report.
(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.		

A 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.				
Recommendation 2.1	Compliant	Clause 2 of the NC Charter sets out that composition		
The board of a listed entity should:		requirements of the Committee. The NC should, to the extent practicable given the size and composition of the Board from		
(a) have a nomination committee which:		time to time, consist of a minimum of three members who are non-executive directors and majority of directors who are		
(i) has at least three members, a majority of whom		independent, and be chaired by an independent director.		
		The NC committee members are Robert Neale (Chair)		

PRINCIPLES AND RECOMMENDATIONS	COMPLIANCE	COMPLIANCE BY THE COMPANY
are independent directors; and		William Wavish and Mark Harrison.
(ii) is chaired by an independent director,		Under clause 5 on the NC Charter, the Committee is required to report the number of times the NC meets and the individual attendance of the members at those meetings in its future
and disclose,		annual reports.
(iii) the charter of the committee;		
(iv) the members of the committee;		
<ul> <li>(v) as at the end of each reporting period, number of times the committee met threat the period and the individual attendance members at those meetings; or</li> </ul>	oughout	
(b) if it does not have a nomination committee, d that fact and the processes it employs to add board succession issues and to ensure that t has the appropriate balance of skills, knowled experience, independence and diversity to en discharge its duties and responsibilities effect	lress he board dge, nable it to	
Recommendation 2.2  A listed entity should have and disclose a board ski setting out the mix of skills that the board currently looking to achieve in its membership.		Clause 6.1 of the Board Charter sets out the aim of the Board to have an appropriate mix of skills, experience, expertise and diversity relevant to the Company's business and the Board's duties and responsibilities.
		Clause 4.1(b)(ii) of the NC Charter requires the Board to develop a board skills matrix to identify any 'gaps' in the skills and experience of the directors on the Board, and assess all new candidates against this matrix.
		The Board and the NC are of the opinion that the current mix of skills on the Board are an appropriate mix given the stage

PRI	NCIPLES AND RECOMMENDATIONS	COMPLIANCE	COMPLIANCE BY THE COMPANY
			of the Company's business and growth and neither are of the view there is any gap in the skills and experience of the directors on the Board at this time.
Recommendation 2.3 A listed entity should disclose:		Compliant	The Board currently considers William Wavish and Robert Neale to be independent directors.
(a) (b)	the names of the directors considered by the board to be independent directors;  if a director has an interest, position 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  the length of service of each director		The Board does not consider that any of the current independent directors has an interest, position, association or relationship of the type described by Recommendation 2.3 but will disclose in future annual corporate governance statements any circumstances which the Board is of the opinion compromise the independence of the director including the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion.  Matthew Torrance and Mark Harrison were appointed as directors on 24 January 2024, being the date of incorporation. William Wavish and Robert Neale were appointed directors on 27 May 2024.
A ma	ommendation 2.4 ajority of the board of a listed entity should be pendent directors.	Non-Compliant	The majority of the Board should, to the extent practicable given the size and composition of the Board from time to time, be comprised of independent directors as required by clause 6.1 of the Board Charter.  The Board is not currently comprised of majority independent directors given the stage and size of the business. However, it is intended that the Company will take steps to move toward a majority independent board in due course.
The inde	chair of the board of a listed entity should be an pendent director and, in particular, should not be the e person as the CEO of the entity.	Compliant	Clause 5.2 of the Board Charter requires the Board Chair to be an independent director who must not hold and must not have held within the previous 3 years, the office of Chief Executive Officer of the Company.

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		The Board Chair is William Wavish.
Recommendation 2.6  A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a	Compliant	Clause 6.2 of the Board Charter requires the Board to provide new directors with any document the Board considers relevant to their appointment.
need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.		Clause 6.3 of the Board Charter mandates that the Board must periodically review whether there is a need for existing directors to undertake professional development.
Principle 3 – Instil a culture of acting lawfully, ethically and	d responsibly	
A listed entity should instil and continually reinforce a culture a	cross the organisa	ation of acting lawfully, ethically and responsibly
Recommendation 3.1	Compliant	The Company has articulated its values which are disclosed on its Website.
A listed entity should articulate and disclose its values.		
Recommendation 3.2  A listed entity should:	Compliant	The Board have adopted the Code of Conduct which governs the way that the Company will carry on its business, that being, acting honestly and fairly and in strict compliance with
(a) have and disclose a code of conduct for its directors,		all laws and regulations.
<ul> <li>(a) have and disclose a code of conduct for its directors, senior executives and employees; and</li> </ul>		Clause 1 of the Code of Conduct requires all directors, senior executives and employees to understand and comply with their obligations.
(b) ensure that the board or a committee of the board is informed of any material breaches of that code.		All employees have a duty to report suspected breaches of the Code of Conduct to an officer or senior manager of the Company, a senior member of Human Resources or the Whistleblower Protection Officer under clause 13 of the Code.
Recommendation 3.3 A listed entity should:	Compliant	The Board have adopted a Whistleblower Protection Policy which sets out the protections afforded to individuals who disclose information concerning misconduct or an improper situation or circumstances within the Company.
		Clause 7 of the Whistleblower Protection Policy requires the

PRINCIPLES AND RECOMMENDATIONS	COMPLIANCE	COMPLIANCE BY THE COMPANY
<ul><li>(a) have and disclose a whistle-blower policy; and</li><li>(b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.</li></ul>		Whistleblower Protection Officer (as defined in that Policy) to provide the Board quarterly reports summarising the number and nature of disclosures, the status of any investigation underway and the outcome and action taken from any investigation.
Recommendation 3.4  A listed entity should:  (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.	Compliant	The Board have adopted an Anti-bribery and Corruption Policy which prohibits Group Members (as defined in that Policy) from engaging in bribery and corrupt conduct.  Clause 3.3 requires the secretary to periodically monitor the implementation of this Policy and review on an ongoing basis.

### Principle 4 – Safeguard the integrity of corporate reports

A lis	A listed entity should have appropriate processes to verify the integrity of its corporate reports				
Recommendation 4.1  The board of a listed entity should:  (a) have an audit committee which:		Compliant	The Board have adopted an Audit and Risk Committee Charter that establishes and sets out the Committee's duty to oversee the Company's financial reporting, internal control structure, risk management systems and internal and external audit functions.		
	(i) (ii)	has at least three members, all of whom are non- executive directors and a majority of whom are independent directors; and is chaired by an independent director, who is not		Under clause 2.1, the ARC should, to the extent practicable given the size and composition of the Board from time to time, consist of a minimum of three members who are non-executive directors and majority of directors who are independent, and be chaired by an independent director.	
		the chair of the board,		The relevant qualifications and experience of ARC members is available on the Company's website and will be contained	

DDIA	MCIBL	ES AND RECOMMENDATIONS	COMPLIANCE	COMPLIANCE BY THE COMPANY
PKII	NCIPL		COMPLIANCE	within the Company's annual report each year.
	(iii)	and disclose: the charter of the committee;		The Committee is currently Robert Neale (Chair), William Wavish and Mark Harrison.
(b)	(iv) (v)	the relevant qualifications and experience of the members of the committee; and  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		Clause 5.1 of the ARC Charter requires the Committee to report the number of times it meets and the individual attendance of the members at those meetings in its future annual reports.
	fact verif repo and	and the processes it employs that independently y and safeguard the integrity of its corporate orting, including the processes for the appointment removal of the external auditor and the rotation of audit engagement partner.		
The entity from finan accomplishing risk is	Recommendation 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.		Compliant	Clause 5.2 of the ARC Charter requires the Committee to review the Company's financial statements with management and its external auditor before recommending that the Board approve the statements. The ARC is also responsible for ensuring that appropriate processes are in place to form the basis upon which the Chief Executive Officer and Chief Financial Officer provide the recommended declarations in relation to the Company's financial statements (clause 4). The Board will also ensure that it receives the appropriate declarations and assurances including a declaration from the Chief Financial Officer that the Company's accounts have been kept in accordance with section 295A of the Corporations Act 2001 for the financial year (clause 5.2(e)).

PRINCIPLES AND RECOMMENDATIONS	COMPLIANCE	COMPLIANCE BY THE COMPANY
Recommendation 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.	Compliant	Clause 4(h) of the ARC Charter sets out the requirement for the Committee to ensure that any periodic corporate report the Company releases to the market that has not been subject to audit review by an external auditor discloses the process taken to verify the integrity of its content.
Principle 5 – Make timely and balanced disclosure		
A listed entity should make timely and balanced disclosure of a material effect on the price or value of its securities.	all matters concerr	ning it that a reasonable person would expect to have a
Recommendation 5.1  A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	Compliant	The Continuous Disclosure and Communication Policy sets out the Company's obligation to immediately notify the Australian Securities Exchange (ASX) of Price Sensitive Information (as defined in that Policy) in order to ensure compliance with the ASX Listing Rules and accountability at a Board and Senior Management level for compliance and factual presentation of the Company's financial position.
Recommendation 5.2  A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	Compliant	Clause 4(h) of the Policy requires the secretary to provide the Board with copies of all material market announcements promptly after they have been made.
Recommendation 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.	Compliant	Clause 4(f) of the Policy requires the secretary to, ahead of any new and substantive investor or analyst presentation, release a copy of the presentation materials to the ASX.

## Principle 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

Recommendation 6.1  A listed entity should provide information about itself and its governance to investors via its website.	Compliant	The Continuous Disclosure and Communications Policy promotes effective communication with shareholders and other stakeholders.  Clause 3.3 of the Policy sets out requirement for the Company to use its website for its primary means of communication with shareholders.
Recommendation 6.2  A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	Compliant	Clause 3.5 of the Policy sets out how shareholders are actively encouraged and facilitated to participate in the Company's AGM and engage in two-way communication.
Recommendation 6.3  A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Compliant	Clause 3.5 of the Policy sets out how shareholders are provided with the opportunity and encouraged to attend and participate in the Company's AGM.
Recommendation 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.	Compliant	Clause 3.4(g) of the Policy sets out that all substantive resolutions at a meeting of shareholders are decided by a poll rather than by a show of hands.
Recommendation 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.	Compliant	Clause 3.4(d) and 3.4(e) of the Policy sets out the Company's share registry details so shareholders may communicate with them directly.

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Principle 7	- K	ecoani	se and	manage	risk
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J F	Principle 7 - Recognise and manage risk					
A	A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework					
	Recommendation 7.1  The board of a listed entity should:		Compliant	Clause 2 of the Audit and Risk Committee Charter require the Committee, to the extent practicable given the size and composition of the Board from time to time, to consist of a		
(	. ,		e a committee or committees to oversee risk, each nich:		minimum of three members who are non-executive directors and majority of directors who are independent and be chaired by an independent director.	
	(	(i)	has at least three members, a majority of whom are independent directors; and		The Committee is currently Robert Neale (Chair), William Wavish and Mark Harrison .	
	(	(ii)	is chaired by an independent director and disclose		Clause 5.1 of the ARC Charter requires the Committee to report the number of times it meets and the individual attendance of the members at those meetings in its future	
	(	(iii)	the charter of the committee;		annual reports.	
	(	(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			

#### **Recommendation 7.2**

framework.

The board or a committee of the board should:

(a) review the entity's risk management framework at least

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

### Compliant

Clause 4(b) of the ARC Charter provides that the Committee is responsible for reviewing the risk profile of the Company at least annually to satisfy itself that it continues to be sound (including whether have been any changes to material business risks and whether the Company is operating within

	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		the risk appetite set by the Board). Clause 5.1 of the ARC Charter requires the Committee to report to the Board on whether such a review has taken place.		
(b)	disclose, in relation to each reporting period, whether such a review has taken place.				
Recommendation 7.3 A listed entity should disclose:		Compliant	Clause 6.3 of the ARC Charter sets out the responsibilities delegated by the Board to the Committee.		
(a)	if it has an internal audit function, how the function is		Clause 9.2 of the ARC Charter sets out the Committee's review and disclosure obligations.		
(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		The Company does not have an internal audit function. The Board, through the Audit and Risk Committee as outlined in Clause 9.2 of the ARC, will work with management to review the management assurance function, to provide assurance to the Board on the effectiveness of internal controls and to recommend improvements to those controls. Where necessary independent third parties will be requested to undertake audits of specific parts of the business (clause 7).		
A list	Recommendation 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.		Clause 6.2 of the ARC Charter notes the Board is responsible for overseeing the disclosure of any material exposure the Company has to environmental or social risks and how the Company manages or intends to manage those risks.		
Prin	Principle 8 – Remunerate fairly and responsibly				
A listed entity should pay sufficient remuneration 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.					
	bommendation 8.1 board of a listed entity should: have a remuneration committee which:	Compliant	Clause 2 of the RC Charter requires the Committee, to the extent practicable given the size and composition of the Board from time to time, to consist of a minimum of three members who are non-executive directors and majority of		

	(i)	has at least three members, a majority of whom are independent directors; and		directors who are independent, and be chaired by an independent director.	
	(ii)	is chaired by an independent director and disclose:		The Committee is currently comprised of William Wavish (Chair), Robert Neale and Matthew Torrance.  Clause 5(a) of the RC Charter requires the Committee to	
	(iii)	the charter of the committee;		report the number of times it meets and the individual attendance of the members at those meetings in its future annual reports.	
	(iv)	the members of the committee; and		·	
(b)	that	(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  f it does not have a remuneration committee, disclose that fact and the processes it employs for setting the evel and composition of remuneration for directors and			
		or executives and ensuring that such remuneration propriate and not excessive.			
Recommendation 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.		Compliant	Details of the Company's remuneration policies and practices for non-executive directors, executive directors and senior management is disclosed in the Company's prospectus and will be included in the Company's future annual reports.		
Recommendation 8.3  A listed entity which has an equity-based remuneration scheme should:		Compliant	The Board have adopted Securities Trading Policy which prohibits the trading in Company Securities (as defined in that policy) by any person who is in possession of Price Sensitive Information (as defined in that Policy).		
. ,		policy on whether participants are permitted to nto transactions (whether through the use of		Clause 3.5 sets out that directors and senior management (and their associated investment vehicles) must not trade in	

derivatives or otherwise) which limit the economic risk of participating in the scheme; and		financial products that limit the economic risk of security holdings (e.g. hedging arrangements).
(b) disclose that policy or a summary of it.		Clause 4.1(c) of the RC Charter also governs the Company's equity-based schemes.
Principle 9 – Additional recommendations that apply only	in certain cases	
Recommendation 9.1	Not applicable	All directors of the Company at the time of listing speak the same language in which board or security holder meetings
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.		are held and key corporate documents are written.
Recommendation 9.2	Not applicable	The Company was established in NSW, Australia.
A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.		
Recommendation 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.	Not applicable	The Company was established and is managed in NSW, Australia.