

10 September 2024

Appendix 4G and Corporate Governance Statement

JCURVE SOLUTIONS LIMITED (ASX: JCS) (Jcurve), the company that builds partnerships that help people and businesses grow, is pleased to attach the following documents in relation to FY2024:

- Appendix 4G; and
- Corporate Governance Statement.

This announcement has been authorised for release by the Board of Jcurve Solutions Limited.

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

JCurve Solutions Limited

ABN/ARBN

63 088 257 729

Financial year ended:

30 June 2024

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

☐ These pages of our annual report:

☒ This URL on our website:

<https://www.jcurvesolutions.com/corporate-governance/>

The Corporate Governance Statement is accurate and up to date as at 10 September 2024 and has been approved by the board.

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

Date: 10 September 2024

Mark Jobling (Chairman)



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 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 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: http://www.jcurvesolutions.com/corporate-governance/	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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 OR <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 OR <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 OR <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
1.5	<p>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 type="checkbox"/></p> <p>and we have disclosed a copy of our diversity policy at: http://www.jcurvesolutions.com/corporate-governance/</p> <p>and we have disclosed the information referred to in paragraph (c) at:</p> <p>The 2024 Corporate Governance Statement. The Company does not have measurable diversity objectives.</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 checked="" type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) at:</p> <p>The 2024 Corporate Governance Statement</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:</p> <p>The 2024 Corporate Governance Statement</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>

Key to Disclosures Corporate Governance Council Principles and Recommendations

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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>The 2024 Corporate Governance Statement</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:</p> <p>The 2024 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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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 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: http://www.jcurvesolutions.com/corporate-governance/ and the information referred to in paragraphs (4) and (5) at: The 2024 Corporate Governance Statement; and The Directors' Report within the 2024 Annual Report (Pages 5-6, 13) at: https://www.jcurvesolutions.com/investors/</p>	<p><input checked="" 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"/></p> <p>and we have disclosed our board skills matrix at: http://www.jcurvesolutions.com/corporate-governance/</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>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	<input checked="" type="checkbox"/> and we have disclosed the names of the directors considered by the board to be independent directors at: The 2024 Corporate Governance Statement and, where applicable, the information referred to in paragraph (b) at: N/A and the length of service of each director at: The 2024 Corporate Governance Statement; and The Directors' Report within the 2024 Annual Report (Pages 5-6) at: https://www.jcurvesolutions.com/investors/	<input type="checkbox"/> set out in our Corporate Governance Statement
2.4	A majority of the board of a listed entity should be independent directors.	<input type="checkbox"/>	<input checked="" 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 type="checkbox"/>	<input checked="" 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

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PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> and we have disclosed our values at: The 2024 Corporate Governance Statement; and Our Code of Conduct available at: http://www.jcurvesolutions.com/corporate-governance/	<input type="checkbox"/> set out in our Corporate Governance Statement
3.2	A listed entity should: <ul style="list-style-type: none"> (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: http://www.jcurvesolutions.com/corporate-governance/	<input type="checkbox"/> set out in our Corporate Governance Statement
3.3	A listed entity should: <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. 	<input checked="" type="checkbox"/> and we have disclosed our whistleblower policy at: http://www.jcurvesolutions.com/corporate-governance/	<input type="checkbox"/> set out in our Corporate Governance Statement
3.4	A listed entity should: <ul style="list-style-type: none"> (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: http://www.jcurvesolutions.com/corporate-governance/	<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: http://www.jcurvesolutions.com/corporate-governance/</p> <p>and the information referred to in paragraphs (4) and (5) at: The Directors' Report within the 2024 Annual Report (Pages 5-6, 13) at: https://www.jcurvesolutions.com/investors/</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: http://www.jcurvesolutions.com/corporate-governance/	<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: http://www.jcurvesolutions.com/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: The 2024 Corporate Governance Statement; and Our Shareholders Communication Policy available at: http://www.jcurvesolutions.com/corporate-governance/	<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

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
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: http://www.jcurvesolutions.com/corporate-governance/ and the information referred to in paragraphs (4) and (5) at: The 2024 Corporate Governance Statement; and The Directors' Report within the 2024 Annual Report (Pages 5-6, 13) at: https://www.jcurvesolutions.com/investors/</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: The 2024 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"/> <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: The 2024 Corporate Governance Statement; Our Audit and Risk Committee Charter; and Our Summary of Risk Management, Internal Compliance and Control available at: http://www.jcurvesolutions.com/corporate-governance/	<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"/> and we have disclosed whether we have any material exposure to environmental and social risks at: The 2024 Corporate Governance Statement; and Our 2024 Annual Report (page 10-11, 67- 70) at: https://www.jcurvesolutions.com/investors/ and, if we do, how we manage or intend to manage those risks at: The 2024 Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

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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 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: http://www.jcurvesolutions.com/corporate-governance/ and the information referred to in paragraphs (4) and (5) at: The 2024 Corporate Governance Statement; and The Directors' Report within the 2024 Annual Report (Pages 5-6, 13) at: https://www.jcurvesolutions.com/investors/</p>	<p><input checked="" 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: The 2024 Corporate Governance Statement; and Our Audit and Risk Committee Charter available at: http://www.jcurvesolutions.com/corporate-governance/</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: Our Securities Trading Policy available at: http://www.jcurvesolutions.com/corporate-governance/</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

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

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
-	<p><i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i></p> <p>An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed the terms governing our remuneration as manager of the entity at:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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In fulfilling its obligations and responsibilities to its various stakeholders, the Board is a strong advocate of corporate governance. This statement outlines the principal corporate governance procedures of JCurve Solutions Limited (**JCurve**). The Board supports a system of corporate governance to ensure that the management of JCurve is conducted to maximise shareholder wealth in a proper and ethical manner.

ASX Corporate Governance Council Recommendations

The Board has adopted, for the financial year ended 30 June 2024, corporate governance policies and practices consistent with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (Fourth Edition) ("Corporate Governance Recommendations") where considered appropriate for a company of JCurve's size and nature. Such policies include, but are not limited to the Board Charter, Board Committee Charters, Code of Conduct, Securities Trading, Continuous Disclosure, Shareholder Communication, Risk Management, Diversity, Health, Safety and Environment, Selection and Appointment of Directors, Whistleblowing and Anti-bribery and Corruption Policies.

Further details in respect to the Company and the Company's corporate governance practises are summarised below and is available on the Company website at <https://www.jcurvesolutions.com/investors/>. Copies of Company's corporate governance policies are available on the Company's website at <http://www.jcurvesolutions.com/corporate-governance/>.

All Corporate Governance Recommendations have been applied for the year ended 30 June 2024 unless set out below.

Board Charter

The Board considers that the essential responsibilities of the Directors are to oversee JCurve's activities for the benefit of its shareholders, employees and other stakeholders and to protect and enhance shareholder value.

The Board has established a charter, which clearly establishes the relationship between the Board and management and describes their functions and responsibilities.

The Board Charter was last reviewed in June 2024 and copy of the Charter can be found on the Company's website [here](#).

In accordance with the Board Charter, the key responsibilities of the Board include:

- demonstrating leadership;
- defining the Company's purpose and setting its strategic objectives;
- approving the Company's statement of values and code of conduct to underpin a culture of acting lawfully, ethically and responsibly;
- approving and monitoring the Company's strategy, business performance objectives and financial performance objectives;
- overseeing management in its implementation of the Company's strategic objectives, instilling of the Company's values and performance generally;
- overseeing and monitoring the establishment of an appropriate risk management framework (for both financial and non-financial risks) and setting the risk appetite within which the board expects management to operate;
- implementing an appropriate framework for relevant information to be reported by management to the board, and whenever required, challenging management and holding it to account; and
- monitoring compliance with legal and regulatory requirements, ethical standards and external commitments and, generally, safeguarding the reputation of the Company.

The responsibilities specifically reserved to the Board are set out in a formal Board Charter, which the Board reviews annually, or as required.

In accordance with the Board Charter, key responsibilities of senior management include:

- Manage day to day business and implement the strategic objectives of the Company while operating within the values, code of conduct, budget and risk appetite set by the Board;
- Assign responsibilities clearly to the employees of the Company and supervise and report on their

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performance to the Board;

- Recommend to the Board significant operational changes, and major capital expenditure, acquisitions or divestments which are beyond delegated thresholds;
- Provide the Board with accurate, timely and clear information on the Company's operations to enable the Board to perform its responsibilities; and
- Support a culture with the Company that promotes ethical and responsible behaviour.

Board composition

The composition of the Board shall be determined in accordance with the following principles and guidelines:

- The Board should comprise at least 3 Directors with the majority of the Board being comprised of non-executive Directors;
- The Chairman should be a non-executive Director;
- Where practical, at least 50% of the Board should be independent; and
- The composition of the Board should be reviewed regularly to ensure it is comprised of Directors with an appropriate mix of qualifications, experience and expertise.

Under the Constitution the Chairman has a casting vote in the case of an equality of votes.

Selection and Appointment of Directors

In appointing new members to the Board, consideration is given to the ability of the appointee to contribute to the ongoing effectiveness of the Board, to exercise sound business judgement, to commit the necessary time to fulfil the requirements of the role effectively and to contribute to the development of the strategic direction of the Company.

The Board has established procedures for the selection and appointment of new Directors to the Board in line with the requirements of the Board Charter to ensure there is a formal and transparent procedure that promotes confidence and understanding in the process. Prior to formal appointments to the Board and new elections before security holders, the Board undertakes the appropriate checks as to the character, experience, education, criminal record and bankruptcy history of the proposed candidate. All material information relevant to a decision on whether to elect or re-elect a Director will be provided to security holders in any notice of meeting, pursuant to which the resolution to elect or re-elect such Director will be voted on.

The Board has a written agreement with each director and senior executive setting out the terms of their appointment.

The Board is responsible for the appointment of the JCurve's Company Secretary. David Franks, of Automic Group, has been appointed as Company Secretary to the Board and each Board Committee, and attends all meetings of the Board and Committees as required. The Board Charter outlines the roles and responsibilities of the Company Secretary, who is accountable to the Board, through the Chairperson, on all matters to do with the proper functioning of the Board. All Directors have access to the Company Secretary.

Director Independence

The independence of the Directors should be regularly assessed by the Board in light of the interests disclosed by them. Directors are expected to bring their independent views and judgement to the Board and must declare immediately to the Board any potential or active conflicts of interest.

In accordance with the Board Charter, a Director is only to be regarded as independent if the Director is independent of management and free of any business or other relationship that could materially interfere with or could reasonably be perceived to materially interfere with the exercise of the Director's unfettered and independent judgement.

The Board assesses the independence of each director in light of interests disclosed by them to determine the independent status of a Director based on the following materiality thresholds outlined in the Board Charter:

- payments made by the Company to the Director or any of his associated entities for the provision of goods and/or services does not exceed 10% of the annual gross expenditure of the Company; or

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- payments received by the Director for the provision of goods and/or services to the Company does not exceed 25% of the annual income or business turnover of the Director or his associated entities.

Having regard to the criteria impacting independence as outlined in Corporate Governance Recommendation 2.3 and the above materiality thresholds the following directors are considered to be independent:

- Mr Bruce Hatchman (27 November 2014 to 22 November 2023);
- Mr Robert Wright (22 November 2023 to present); and
- Mr Martin Green (8 January 2021 to present).

Mr Mark Jobling (8 April 2015 to present) and Mr Graham Baillie (26 August 2019 to present) are not considered independent due to being substantial shareholders.

The Board is currently not made-up of a majority of independent directors, however the Company is satisfied with its current composition noting that it meets all required skills per the skills matrix, and if/when the Board is looking to appoint a new director, the Board will consider favourably an independent director.

The Chairperson of the Company is Mr Mark Jobling, who is not an independent Director, however is not the same person as the CEO. Despite his substantial shareholding in JCurve, the board views Mr Jobling as the best person to continue to fulfill this role and discharge the associated duties at this stage of the company's development, notwithstanding his position as a substantial shareholder.

During the reporting period for the year ending 30 June 2024, the Company has not complied with Corporate Governance Recommendations 2.4 and 2.5 as:

- the Board is currently not made-up of a majority of independent directors; and
- the Chairperson is not an independent director.

Performance Evaluation Procedures

The Board has established formal processes to review its own performance and the performance of individual directors, the committees of the Board and key executives, as necessary.

As part of the review of the performance of the Board, the appropriate size, composition and terms and conditions of appointment to and retirement from the Board are considered. The level of remuneration for non-executive directors is considered with regard to practices of other public companies, external professional advice (if considered necessary) and the aggregate amount of fees approved by shareholders and otherwise in accordance with the remuneration policies established by the Board.

Other issues examined in the review include the Board's interaction with management, the type of information provided to the Board by management and management performance in helping the Board meet its objectives.

The Chief Executive Officer is responsible for evaluating the performance of senior executives against performance indicators established for senior management.

The Board is responsible for evaluating the performance of the Chief Executive Officer against set strategic, operational, financial, human resource related and risk management criteria.

During the reporting period for the year ended 30 June 2024:

- ongoing performance evaluations for the Board, Committees and Directors took place in accordance with the process disclosed;
- the Chief Executive Officer conducted performance appraisals of other key executives' performances against specific and measurable qualitative and quantitative performance criteria and this review was overseen by the Remuneration and Nomination Committee. This evaluation was in accordance with the process disclosed above; and
- The Board conducted a performance evaluation of the Chief Executive Officer's performance against specific and measurable qualitative and quantitative performance criteria. This evaluation was in accordance with the process disclosed above.

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Corporate Code of Conduct

The Company's values are detailed within the Code of Conduct ('Code'), a copy of the Code is available on the Company's website [here](#) and summarised below:

- (a) Act as One
 - We respect and support each other
 - We trust each other
 - We celebrate success together
 - We communicate transparently ("say what you think")
 - We share information openly and proactively
 - We speak with one voice
 - We help our colleague
- (b) Live Above the Line
 - We take Ownership
 - We hold ourselves Accountable
 - We take Responsibility
 - We do not Blame
 - We do not make Excuses
 - We do not Deny
- (c) Make it Happen
 - We take the initiative
 - We act with a sense of urgency
 - We are disciplined in our execution
 - We are decisive and focused
 - We are agile
 - We are aligned

The Code applies to all directors, senior executives and employees of the Company and its subsidiaries ('the Group'). The purpose of this Code is to provide a framework for decisions and actions in relation to ethical conduct in employment. It underpins the Company's commitment to integrity and fair dealing in its business affairs and to a duty of care to all employees, clients and stakeholders. The Code sets out the principles covering appropriate conduct in a variety of contexts and outlines the minimum standard of behaviour expected from employees. All alleged material violations of the Code, including the investigation and disposition thereof, will be notified to the Board.

The Directors, senior executives and employees are expected to act with the utmost integrity and objectivity, observe the highest standards of behaviour and business ethics and strive at all times to enhance the good reputation and performance of the Group by acting in the best interests of the Group, being responsible and accountable for their actions and observing the ethical principles of fairness, honesty and truthfulness, including disclosure of potential conflicts.

All employees have position descriptions that reinforce their duties, rights and responsibilities and all are required to participate in performance reviews to ensure the Company expectation is aligned with employee goals and key performance indicators. Actual performance is reviewed annually and, if necessary, more frequently. The Company encourages regular feedback, review and continuous improvement so as to maintain and enhance the desired corporate culture and standard of ethical behaviour.

Whistleblower Policy

The Company has adopted a Whistleblower Policy, which is available on the Company's website [here](#).

The policy notes that the investigation team will be coordinated by a Protected Disclosure Officer and all outcomes of an investigation is to be reported to the Board of Directors. In, addition any material incidents will be considered by the Protected Disclosure Officers for immediate referral to the Chairman of the Audit and Risk Committee.

Anti-Bribery and Corruption Policy

The Company has adopted an Anti-Bribery and Corruption Policy, which is available on the Company's website [here](#).

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The policy underpins the Company's commitment to integrity and accountability and details the specific requirements and prohibitions applicable to JCurve's operations in accordance with relevant laws and legislation. The Board will be informed of any material breaches under the policy.

Policy for Trading In Company Securities

The Company has adopted a Securities Trading Policy, which is available on the Company's website [here](#).

The policy sets out guidelines on the sale and purchase of securities in the Company by its Directors and employees, including a prohibition on any employees entering into transactions which have the effect of limiting the economic risk of participating in any equity-based remuneration schemes operated by the Company.

Audit and Risk Committee

The Board has established a separate Audit and Risk Committee to assist the Board in fulfilling its responsibilities relating to accounting, risk management and reporting practices of the Company. Matters determined by the Audit and Risk Committee are submitted to the full Board as recommendations for Board consideration.

The Audit and Risk Committee operates in accordance with a written charter, which is available on the Company's website [here](#).

As at the date of this statement, the Audit and Risk Committee is comprised of the following three members, the majority of whom are considered by the Company to be independent directors including the Chair of the Committee:

- Mr Robert Wright (Chair and Independent Non-Executive Director);
- Mr Martin Green (Independent Non-Executive Director); and
- Mr Graham Baillie (Non-Executive Director).

Mr Bruce Hatchman (Independent Non-Executive Director) was the Chair of the Committee from 1 July 2023 to 22 November 2023.

Details of the qualifications of committee members and attendance at committee meetings are set out in the Directors' Report in each year's Annual report (Pages 5-6, 13) within the Directors Report.

Pursuant to Section 10 of the Audit and Risk Committee Charter, the Committee ensures that any periodic corporate reports that the Company releases to the market, that has not been subject to audit or review by an external auditor, have undertaken a process to verify the integrity of its content, with such reports being prepared by management, reviewed by the CEO and CFO and authorised by the Chair of the Board and/or Chair of the Audit and Risk Committee.

The CEO and CFO provide assurance to the Board that the declaration provided in accordance with section 295A of the Corporations Act 2001 is founded on a sound system of risk management and internal control, and that the system is operating effectively in all material respects in relation to financial reporting risks.

The Board has received such confirmation from the Chief Executive Officer and Chief Financial Officer in respect of the HY2024 and FY2024 Financial Statements up to the date of this report.

Risk Management

The Company recognises the need to pro-actively manage the risks and opportunities associated with both day-to-day operations of the organisation and its longer term strategic objectives and has developed a risk management policy which outlines the roles and responsibilities of the Board and management in respect to risk oversight and management and the Company's process of risk management and internal compliance and controls.

A copy of the Risk Management Policy can be found on the Company's website [here](#).

The Company does not have an internal audit function, due to the size of the Company. Pursuant to Section 6 of the Audit and Risk Committee Charter, the Committee is responsible for the review and assessment of internal audit arrangements, and the consideration of significant internal audit findings and management's responses and related actions. The Committee will also ensure that the Board is promptly briefed on all significant matters relating

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to audit, financial reporting, internal control, risk management or compliance which may significantly impact upon the Company in a timely manner.

The Company's Risk Management Policy and Procedures outline the roles and responsibilities of the Board, the Audit Committee, the Technical Committee and Management in evaluating and continually improving the effectiveness of the Company's governance, risk management and internal control processes. Pursuant to Section 2 (a) of the Policy, the Board is responsible for the establishment, oversight and approval of the Company's risk management strategy, internal compliance and controls, and for defining the "risk appetite" of the Company.

In addition, pursuant to Section 8 of the Audit and Risk Committee Charter, the Committee shall be responsible for implementing and overseeing the Company's Risk Management Policies, including but not limited to:

- Monitoring management's performance against the Company's risk management framework, including whether it is operating within the risk appetite set by the Board;
- Make recommendations to the Board in relation to changes that should be made to the entity's risk management framework or the risk appetite set by the Board; and
- Disclose whether an annual review of the Company's risk management framework has taken place.

A review of the entity's risk management framework as taken place for the period ended 30 June 2024.

The Company has the following risk management controls embedded in the company's management and reporting system:

- a comprehensive annual insurance program;
- strategic and operational business plans; and
- annual budgeting and monthly reporting systems which enable the monitoring of performance against expected targets and the evaluation of trends.

The Chief Executive Officer reports to the Board on a periodic basis as to whether all identified material risks are being managed effectively across the Company.

During the year ended 30 June 2024, ongoing monitoring, mitigating and reporting on material risks by senior executives, the Audit and Risk Committee and the Board took place in accordance with the process disclosed above.

The Company does not have any material exposure to environmental or social risks other than the risks disclosed as key business risks of the Company in the Annual Report (Pages 10-11, 67- 70), or otherwise notified to the ASX.

The Company also has in place a Health and Safety Policy and Environmental Policy and is available on the Company's website [here](#).

Continuous Disclosure and Shareholder Communication

The Company has a formal written policy for the continuous disclosure of any price sensitive information concerning the Company. The Board has also adopted a formal written policy covering arrangements to promote and facilitate effective two-way communication with investors and to encourage effective participation at general meetings.

A copy of the Shareholder Communications Strategy and Continuous Disclosure Policy can be found on the Company's website [here](#).

The Chairman, Chief Executive Officer and the Company Secretary have been nominated as the Company's primary disclosure officers. Pursuant to the Company's Continuous Disclosure Policy, ahead of any new and substantive investor or analyst presentations, a copy of the presentation materials must be released to ASX (even if the information in the presentation would not otherwise warrant a market disclosure) prior to the briefing commencing. Further, the Board must receive copies of all material market announcements promptly after which they have been made to the ASX.

JCurve is committed to providing shareholders and stakeholders with extensive, transparent, accessible and timely communications on the Company's activities, strategy and performance. The Company makes all market announcements, media briefings, details of shareholders meetings, press releases and financial reports available on the Company's website <https://www.jcurvesolutions.com/investors/>.

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In addition, pursuant to Section 3 of the Shareholders Communication Policy, the Company has out in place arrangements such that:

- Shareholders can elect to receive communications from, and send communications, to us and the Company's share registry electronically; and
- Shareholders can elect to receive the Annual Report electronically.

Pursuant to section 4 of the Shareholders Communication Policy, the Company encourages shareholder participation through, including but not limited to, the following ways:

- Encouraging shareholders to use their attendance at meetings to ask questions on any relevant matter, with time being specifically set aside for shareholder questions;
- Ensuring all substantive resolutions at a meeting of shareholders are decided by a poll rather than a show of hands; and
- Encouraging shareholder participation in voting on proposed resolutions at general meetings by lodgement of proxies, if Shareholders are unable to attend the meeting.

Nomination and Remuneration Committee

The Board has established a separate Nomination and Remuneration Committee to review and recommend to the Board for approval, the Company's general approach to compensation, oversee the development and implementation of the compensation regime, periodically review and consider the structure and balance of the Board and make recommendations regarding appointments, retirements and terms of office of directors..

The Nomination and Remuneration Committee operates in accordance with a written charter, which is available on the Company's website [here](#).

As at the date of this statement, the Nomination and Remuneration Committee is comprised of the following three members, the majority of whom are considered by the Company to be independent directors:

- Mr Mark Jobling (Chair and Non-Executive Director);
- Mr Martin Green (Independent Non-Executive Director); and
- Mr Robert Wright (Independent Non-Executive Director).

Mr Bruce Hatchman (Independent Non-Executive Director) was a member of the Committee from 1 July 2023 to 22 November 2023.

The Committee is not currently chaired by an independent director, however despite his substantial shareholding in JCurve, the board views Mr Jobling as the best person to continue to fulfill this role and discharge the associated duties at this stage of the company's developments.

Nomination and Appointment of Directors

In relation to the nomination and appointment of new directors, the Company has in place an external supplier to undertake appropriate checks on any potential director appointments. The Company's program for the induction of new Directors is tailored for each new Director (depending on their personal requirements, background skills, qualifications and experience). In addition to a formal letter of appointment, an induction package containing sufficient information to allow the new Director to gain an understanding of the business of the Company, and the roles, duties and responsibilities of Directors and the Executive team is provided.

Under the Company's Constitution, all directors appointed throughout the year as an additional director or to fill a casual vacancy hold office until the following AGM. Current directors hold office and are required to be considered by Shareholders for re-election under the Listing Rules. All directors, whether appointed throughout the year as an additional director or to fill a casual vacancy or who are due for election under the Listing Rules, are disclosed in the Notice of AGM, with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director; and

All Directors are encouraged to undergo continual professional development and, subject to prior approval by the Chairman, all Directors may have access to various resources and professional development training to address any skills gaps. The Board recognises that there are occasions when directors believe that it is in their best interest

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and the interest of the Company to seek independent professional advice. Following consultation with the Chairman, directors can seek independent professional advice at the Company's expense, in fulfilling their duties.

During the year, the Board assessed its mix of skills through implementation of a board skills matrix. This assessment was updated as required throughout the year. The Board achieved its target assessed skills rating for all criteria within the Skills Matrix.

Details of the Directors' skills, experience, length of service, expertise and attendance at meetings are set out in the Directors' Report in each year's Annual Report (Pages 5-6, 13).

Remuneration

In line with Corporate Governance Recommendations the Company distinguishes between the remuneration of non-executive directors and senior executives. When determining non-executive director remuneration, the Board will take into account recommendations that:

- Non-executive directors should normally be remunerated by way of fees, in the form of cash, non-cash benefits, superannuation contributions or salary sacrifice into equity. They should not normally participate in schemes designed for the remuneration of executives;
- Non-executive directors should not receive options or bonus payments; and
- Non-executive directors should not be provided with retirement benefits other than superannuation.

The Board will consider the current circumstances of the Company and whether equity participation by way of the grant of options or other equity scheme to members of the Board is appropriate having regard to the services provided by the non-executive director.

JCurve Solutions' current remuneration practices are set to enable the company to attract and retain highly talented and motivated directors, executive management, and employees. The Remuneration Report details and discloses the annual remuneration for key management personnel and fees paid to non-executive directors.

Diversity

The Company recognises that a talented and diverse workforce is a key competitive advantage and that an important contributor to the Company's success is the quality, diversity and skills of its people. The Company has adopted a Diversity Policy, which is available on the Company's website [here](#).

Under the Company's Code of Conduct, employees must not harass, discriminate or support others who harass and discriminate against colleagues or members of the public on the grounds of sex, pregnancy, marital status, age, race (including their colour, nationality, descent, ethnic or religious background), physical or intellectual impairment, homosexuality or transgender. Such harassment or discrimination may constitute an offence under legislation.

As at 30 June 2024 and 30 June 2023, the Company had the following number of women employed at the following levels:

Description	No. of Women 2024	Proportion of Women 2024	No. of Women 2023	Proportion of Women 2023
Whole Group	28	43%	56	54%
Management positions	6	37%	11	55%
Board members	0	0%	0	0%

The Company does not presently have set measurable objectives for the representation of women employees in senior executive positions, including for positions on the Board. However, the Board will continue to seek to promote and increase diversity within the organisation as positions of employment and appropriately skilled candidates become available.

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Further, the Board Charter also prescribes that if the Company is in the S&P / ASX 300 Index at the commencement of a reporting period, the measurable objective for achieving gender diversity in the composition of the Board will be to have not less than 30% of its directors of each gender within a specified period.

The Company defines 'senior executive' or 'management positions' as those persons who have the responsibility for planning and directing their business division's operations.

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Corporate Governance Compliance Schedule

The table below identifies the ASX Corporate Governance Principles and Recommendations (**Principles**) and whether or not the Company has complied with the recommendations during the reporting period:

	Recommendation	Complied	Note
	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.	✓	
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.	✓	
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	✓	
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.	✓	
1.5	A listed entity should: (a) have and disclose a diversity policy; (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and (c) disclose in relation to each reporting period: 1) the measurable objectives set for that period to achieve gender diversity; 2) the entity's progress towards achieving those objectives; and 3) either: (A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or (B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act. If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.	✗	Does not have measurable diversity objectives
1.6	A listed entity should: (a) have and disclose a process for 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 the reporting period in accordance with that process during or in respect of that period.	✓	
1.7	A listed entity should:	✓	

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	Recommendation	Complied	Note
	(a) have and disclose a process for 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 has been undertaken in the reporting period in accordance with that process during or in respect of that period.		
	Principle 2: Structure the Board to be effective and add value		
2.1	The Board of a listed entity should: (a) have a Nomination Committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director; and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a nomination committee, disclose that fact and the processes it employees 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.	✗	Does not have an independent Chair
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.	✓	
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, 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.	✓	
2.4	A majority of the Board of a listed entity should be independent Directors.	✗	50% independent Directors
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.	✗	Chair is not independent
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.	✓	
	Principle 3: Instill a Culture of acting Lawfully, Ethically and Responsibly		
3.1	A listed entity should articulate and disclose its values.	✓	
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.	✓	
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and	✓	

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	Recommendation	Complied	Note
	(b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.		
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.	✓	
	Principle 4: Safeguard the integrity of corporate reports		
4.1	The Board of a listed entity should: (a) have an Audit Committee which: (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director who is not the chair of the board; and disclose (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.	✓	
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.	✓	
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.	✓	
	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.	✓	
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	✓	
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.	✓	
	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	✓	

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	Recommendation	Complied	Note
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	✓	
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	✓	
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.	✓	
6.5	A listed entity should give security holders the option to receive communications, and send communications to, the entity and its security register, electronically.	✓	
	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), disclose that fact and the process it employs for overseeing the entity's risk management framework.</p>	✓	
7.2	<p>The board or 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 have taken place.</p>	✓	
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	✓	
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.	✓	
	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>	✗	Does not have an independent Chair

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Recommendation		Complied	Note
	(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.		
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.	✓	
8.3	A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.	✓	