

# Appendix 4G

## Key to Disclosures

### Corporate Governance Council Principles and Recommendations

Name of entity

<b>SciDev Limited</b>
-----------------------

ABN/ARBN

<b>25 001 150 849</b>
-----------------------

Financial year ended:

<b>30 June 2025</b>
---------------------

Our corporate governance statement<sup>1</sup> for the period above can be found at:<sup>2</sup>

☐ These pages of our annual report: N/A

☒ This URL on our website:

'<https://scidev ltd.com/governance>' and was also released via ASX on 27 August 2025

The Corporate Governance Statement is accurate and up to date as at 27 August 2025 and has been approved by the Board.

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

Date: 27 August 2025

Heath Roberts

  
 Company Secretary

<sup>1</sup> "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.

<sup>2</sup> 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.

<sup>3</sup> 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, <sup>4</sup> 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: <sup>5</sup>
<b>PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT</b>			
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: <a href="https://scidev ltd.com/governance">‘https://scidev ltd.com/governance’</a> and 2025 Corporate Governance Statement released to ASX date of this Appendix 4G	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <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 <b>OR</b> <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 <b>OR</b> <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 <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

<sup>4</sup> 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/”).

<sup>5</sup> 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, <sup>4</sup> 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: <sup>5</sup>
<p>1.5 A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</p> <p>(B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p> <p>If the entity was in the S&amp;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:</p> <p>.....</p> <p>[insert location]</p> <p>and we have disclosed the information referred to in paragraph (c) at:</p> <p>.....</p> <p>[insert location]</p> <p>and if we were included in the S&amp;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 <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> 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: <sup>5</sup>
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"/> and we have disclosed the evaluation process referred to in paragraph (a) at:</p> <p><a href="https://scidev ltd.com/governance">‘https://scidev ltd.com/governance’</a> and 2025 Corporate Governance Statement released to ASX date of this Appendix 4G</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:</p> <p><a href="https://scidev ltd.com/governance">‘https://scidev ltd.com/governance’</a> and 2025 Corporate Governance Statement released to ASX date of this Appendix 4G</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) at:</p> <p><a href="https://scidev ltd.com/governance">‘https://scidev ltd.com/governance’</a> and 2025 Corporate Governance Statement released to ASX date of this Appendix 4G</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:</p> <p><a href="https://scidev ltd.com/governance">‘https://scidev ltd.com/governance’</a> and 2025 Corporate Governance Statement released to ASX date of this Appendix 4G</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> 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: <sup>5</sup>
<b>PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE</b>			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p><input checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at:</p> <p><a href="https://scidev ltd.com/governance">‘https://scidev ltd.com/governance’</a> and 2025 Corporate Governance Statement released to ASX date of this Appendix 4G</p> <p>and the information referred to in paragraphs (4) and (5) at:</p> <p><a href="https://scidev ltd.com/governance">‘https://scidev ltd.com/governance’</a> and 2025 Corporate Governance Statement released to ASX date of this Appendix 4G</p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have a nomination committee and the processes we employ to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively at:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.	<p><input checked="" type="checkbox"/> and we have disclosed our board skills matrix at:</p> <p><a href="https://scidev ltd.com/governance">‘https://scidev ltd.com/governance’</a> and 2025 Corporate Governance Statement released to ASX date of this Appendix 4G</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></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, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> 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: <sup>5</sup>
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: ' <a href="https://scidev ltd.com/governance">https://scidev ltd.com/governance</a> ' and 2025 Corporate Governance Statement released to ASX date of this Appendix 4G and, where applicable, the information referred to in paragraph (b) at: Not applicable and the length of service of each director at: ' <a href="https://scidev ltd.com/governance">https://scidev ltd.com/governance</a> ' and 2025 Corporate Governance Statement released to ASX date of this Appendix 4G	<input type="checkbox"/> set out in our Corporate Governance Statement
2.4	A majority of the board of a listed entity should be independent directors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <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 <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> 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: <sup>5</sup>
<b>PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY</b>			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> and we have disclosed our values at: <a href="https://scidevltd.com/governance">‘https://scidevltd.com/governance’</a> and 2025 Corporate Governance Statement released to ASX date of this Appendix 4G	<input type="checkbox"/> set out in our Corporate Governance Statement
3.2	A listed entity should: <ul style="list-style-type: none"> <li>(a) have and disclose a code of conduct for its directors, senior executives and employees; and</li> <li>(b) ensure that the board or a committee of the board is informed of any material breaches of that code.</li> </ul>	<input checked="" type="checkbox"/> and we have disclosed our code of conduct at: <a href="https://scidevltd.com/governance">‘https://scidevltd.com/governance’</a> and 2025 Corporate Governance Statement released to ASX date of this Appendix 4G	<input type="checkbox"/> set out in our Corporate Governance Statement
3.3	A listed entity should: <ul style="list-style-type: none"> <li>(a) have and disclose a whistleblower 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>	<input checked="" type="checkbox"/> and we have disclosed our whistleblower policy at: <a href="https://scidevltd.com/governance">‘https://scidevltd.com/governance’</a> and 2025 Corporate Governance Statement released to ASX date of this Appendix 4G	<input type="checkbox"/> set out in our Corporate Governance Statement
3.4	A listed entity should: <ul style="list-style-type: none"> <li>(a) have and disclose an anti-bribery and corruption policy; and</li> <li>(b) ensure that the board or committee of the board is informed of any material breaches of that policy.</li> </ul>	<input checked="" type="checkbox"/> and we have disclosed our anti-bribery and corruption policy at: <a href="https://scidevltd.com/governance">‘https://scidevltd.com/governance’</a> and 2025 Corporate Governance Statement released to ASX date of this Appendix 4G	<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, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> 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: <sup>5</sup>
<b>PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS</b>			
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: <a href="https://scidev ltd.com/governance">‘https://scidev ltd.com/governance’</a> and 2025 Corporate Governance Statement released to ASX date of this Appendix 4G</p> <p><i>[insert location]</i></p> <p>and the information referred to in paragraphs (4) and (5) at: <a href="https://scidev ltd.com/governance">‘https://scidev ltd.com/governance’</a> and 2025 Corporate Governance Statement released to ASX date of this Appendix 4G</p> <p><i>[insert location]</i></p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner at:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
4.3	A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement



## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> 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: <sup>5</sup>
<b>PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE</b>			
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: <a href="https://scidevltd.com/governance">‘https://scidevltd.com/governance’</a> and 2025 Corporate Governance Statement released to ASX date of this Appendix 4G	<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
<b>PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS</b>			
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: <a href="https://scidevltd.com/governance">‘https://scidevltd.com/governance’</a> and 2025 Corporate Governance Statement released to ASX date of this Appendix 4G	<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: <a href="https://scidevltd.com/governance">‘https://scidevltd.com/governance’</a> and 2025 Corporate Governance Statement released to ASX date of this Appendix 4G	<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, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> 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: <sup>5</sup>
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
<b>PRINCIPLE 7 – RECOGNISE AND MANAGE RISK</b>			
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: <a href="https://scidev ltd.com/governance">'https://scidev ltd.com/governance'</a> and 2025 Corporate Governance Statement released to ASX date of this Appendix 4G</p> <p><i>[insert location]</i></p> <p>and the information referred to in paragraphs (4) and (5) at: <a href="https://scidev ltd.com/governance">'https://scidev ltd.com/governance'</a> and 2025 Corporate Governance Statement released to ASX date of this Appendix 4G</p> <p><i>[insert location]</i></p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework at:</p> <p>.....</p> <p><i>[insert location]</i></p>	<input type="checkbox"/> set out in our Corporate Governance Statement
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at:</p> <p><a href="https://scidev ltd.com/governance">'https://scidev ltd.com/governance'</a> and 2025 Corporate Governance Statement released to ASX date of this Appendix 4G</p>	<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, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> 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: <sup>5</sup>
7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.	<input checked="" type="checkbox"/> <p><i>[If the entity complies with paragraph (a):]</i> and we have disclosed how our internal audit function is structured and what role it performs at: '<a href="https://scidevltd.com/governance">https://scidevltd.com/governance</a>' and 2025 Corporate Governance Statement released to ASX date of this Appendix 4G <i>[insert location]</i> <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: ..... <i>[insert location]</i></p>	<input type="checkbox"/> set out in our Corporate Governance Statement
7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	<input checked="" type="checkbox"/> <p>and we have disclosed whether we have any material exposure to environmental and social risks at: '<a href="https://scidevltd.com/governance">https://scidevltd.com/governance</a>' and 2025 Corporate Governance Statement released to ASX date of this Appendix 4G. In addition, reference the Company's 2025 Annual Report released to ASX date of this Appendix 4G. and, if we do, how we manage or intend to manage those risks at: '<a href="https://scidevltd.com/governance">https://scidevltd.com/governance</a>' and 2025 Corporate Governance Statement released to ASX date of this Appendix 4G</p>	<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, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> 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: <sup>5</sup>
<b>PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY</b>			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p><input checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at:</p> <p><a href="https://scidev ltd.com/governance">‘https://scidev ltd.com/governance’</a> and 2025 Corporate Governance Statement released to ASX date of this Appendix 4G</p> <p>and the information referred to in paragraphs (4) and (5) at:</p> <p><a href="https://scidev ltd.com/governance">‘https://scidev ltd.com/governance’</a> and 2025 Corporate Governance Statement released to ASX date of this Appendix 4G</p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have a remuneration committee and the processes we employ for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	<p><input checked="" type="checkbox"/> and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives at:</p> <p><a href="https://scidev ltd.com/governance">‘https://scidev ltd.com/governance’</a> and 2025 Corporate Governance Statement released to ASX date of this Appendix 4G</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p><input checked="" type="checkbox"/> and we have disclosed our policy on this issue or a summary of it at:</p> <p><a href="https://scidev ltd.com/governance">‘https://scidev ltd.com/governance’</a> and 2025 Corporate Governance Statement released to ASX date of this Appendix 4G</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable <b>OR</b></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, <sup>4</sup> 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: <sup>5</sup>
<b>ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES</b>			
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. NOT APPLICABLE	<input type="checkbox"/> and we have disclosed information about the processes in place at: ..... [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we do not have a director in this position and this recommendation is therefore not applicable <b>OR</b> <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. NOT APPLICABLE	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are established in Australia and this recommendation is therefore not applicable <b>OR</b> <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. NOT APPLICABLE	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable <input type="checkbox"/> we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable
<b>ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES</b>			
-	<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: ..... [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> 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: <sup>5</sup>
-	<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>

# Corporate Governance Statement and Board Skills Matrix

27 AUGUST 2025



## Contents

Introduction.....	3
Principle 1: Lay solid foundations for management and oversight .....	3
Principle 2: Structure the Board to be effective and add value.....	7
Principle 3: Instil a culture of acting lawfully, ethically and responsibly .....	8
Principle 4: Safeguard the integrity of corporate reports .....	9
Principle 5: Make timely and balanced disclosure.....	10
Principle 6: Respect the rights of security holders.....	11
Principle 7: Recognise and manage risk.....	12
Principle 8: Remunerate fairly and responsibly.....	13
Appendix A SciDev Limited 2025 Board Skills Matrix as at August 2025 .....	15



## Introduction

The Board of Directors (**Board**) of SciDev Limited (**SciDev** or the **Company**) is responsible for the corporate governance of the Company and its controlled entities. Corporate governance is important to the Company and is undertaken with regard to the Company's stakeholders and its role in the investment and broader community. The Board and its Committees draw on relevant best practice principles, particularly those issued by the ASX Corporate Governance Council's fourth edition of the publication, "Corporate Governance Principles and Recommendations", released in February 2019. It is noted that a fifth edition of the publication is in preparation and consultation at the date of this report, however, has not yet been adopted and implemented.

Corporate governance is addressed at the Company's Board meetings as required. At least once annually, the Company's corporate governance practices are reviewed against those proposed by the ASX Corporate Governance Council. The Directors believe that the Company complies with the major principles and the underlying guidelines of the ASX. In a small number of instances where compliance is not considered optimal for a company of SciDev's size, these instances are identified to stakeholders. The Board believes corporate governance is an evolving concept, and expects that, as the Company grows and expands, its corporate governance practices will likewise develop and evolve.

An overview of the full Corporate Governance Statement is included on pages 32 to 37 of the 2025 Annual Report.

The Board's policies and charters with which Directors and Management are required to comply can be found in the Corporate Governance Manual on the Company's website (<https://scidev ltd.com/governance/>). Set out below are the Company's position relative to each of the eight principles contained in the ASX Corporate Governance Council's fourth edition of the publication, "Corporate Governance Principles and Recommendations".

### Principle 1: Lay solid foundations for management and oversight

The Company has disclosed the respective roles and responsibilities of its Board and Management, and those matters expressly reserved to the Board and those delegated to Management.

The Board's roles and responsibilities include:

- Setting the vision, goals and strategy of the Company;
- Approving the Company's strategic and major operating plans;
- Approving Company budgets;

- Reviewing and providing feedback on the performance of the Managing Director/Chief Executive Officer
- Reviewing the performance of the Board and individual Directors;
- Reviewing the half-year and annual financial statements and reports; and
- Determining Company policies and ensuring that adequate procedures are in place to manage the identified risks.

The Company has a Board of four Non-Executive Directors (**Mike Utsler** – Independent, Non-Executive Chairman, **Jon Gourlay** – Independent, Non-Executive Director, **Dan O'Toole** – Independent, Non-Executive Director, **Johannes Risseeuw** – Independent, Non-Executive Director and **Seán Halpin** – Non-Independent, Executive Director).

During FY2025, Mike Utsler was appointed to the Chair replacing Vaughan Busby (1 April 2025). At that same time, Johannes Risseeuw and Seán Halpin joined the Board in the capacities set out above. These Board changes demonstrate the Board's approach to refreshing of Board membership over time, consistent with the overall skillsets required at Board level both now and in the future.

The Board has also varied its internal tenure policy such that each Director may now serve a maximum of three, three-year terms (although this will be implemented by the Board at discretion, with the best interests of the Company applied). They have also adopted a policy that each Board member, acquire and hold, subject to relevant trading rules, a shareholding in the Company of not less than the equivalent of one year's remuneration.

The Company's Board Charter can be found in the Corporate Governance Manual on its website.

The Chairman's roles and responsibilities include:

- **Vision / Strategy** – Ensuring leadership in setting and reviewing vision, and determining strategy to achieve the Company's goals;
- **Board Meetings** – Setting Board meeting agendas with the Managing Director/Chief Executive Officer and Company Secretary, ensuring that Directors receive relevant information, chairing meetings and dealing with conflicts;
- **Board Members** – Initiating Board and Committee performance appraisals, ensuring that agreed composition is maintained and Director induction plans are in place;
- **General Meetings** – Chairing the Company's general meetings and ensuring that security holders have the opportunity to speak on relevant matters, ensuring that the audit partner attends where required;
- **External Stakeholders** – Acting as spokesperson with the Managing Director/Chief Executive Officer on Company matters;

- **Chief Executive Officer** – Acting as primary point of contact between the Board and Managing Director/Chief Executive Officer, keeping fully informed on major matters affecting the Company, chairing the performance appraisal of and providing mentoring to the Managing Director/Chief Executive Officer.

Corporate governance functions are undertaken through the normal Board process.

The Managing Director / Chief Executive Officer's roles and responsibilities include:

- **Safety** – Ensuring a safe and productive workplace for SciDev's Board, management team and employees.
- **Vision / Strategy** – Formulating the vision and strategy of the Company with the Board, developing action plans to achieve this vision and strategy and regularly reporting to the Board on progress in this regard;
- **Management Team and Employees** – Providing leadership, appointing and negotiating terms of employment of senior executives, developing a succession plan, ensuring procedures are in place for the education and training of the management team and employees to ensure compliance with laws and policies;
- **Operations** – Successfully implementing the Company's business commercialisation activities;
- **Board** – Bringing all matters requiring review / approval to the Board in line with the Board Charter, advising the Board of any changes in the Company's risk profile, providing certification regarding the half-year and annual financial reports, reporting to the Board on a regular basis on the performance of the Company and ensuring the education of Directors on relevant matters; and
- **External Stakeholders** – Acting as spokesperson with the Chairman on Company matters.

Further information on the roles of the Chairman and Managing Director/Chief Executive Officer can be found in the Corporate Governance Manual on the Company's website.

Management's roles and responsibilities include:

- The operation and administration of the Company, as delegated by the Board;
- Implementing the strategic objectives of the Company and operating within the risk appetite set by the Board;
- Complying with all other aspects of the day-to-day running of the Company; and
- Providing the Board with accurate, timely and clear financial and other information to enable the Board to perform its responsibilities.

During FY2025, there has been refinement of SciDev's management and operational team, reflecting advancement of the business sectors and response to external opportunities and challenges. The Company continues to access a pool of talented executives and staff, across its

full scope of operations, and the Board mandates an active programme to optimise this talent pool.

The Company undertakes appropriate checks before appointing a person or putting forward to security holders a candidate for election as a director. The Company also provides security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director. The Company has a written agreement with each Director and senior executive setting out the terms of their appointment. As required by the ASX Listing Rules, the Company calls for nominations to the Board prior to each Annual General Meeting (which, if received, would be considered alongside the normal rotation of Director re-election resolutions).

The Company has a policy concerning trading in its securities by Directors and employees, which provides guidelines for buying and selling securities. This [Securities Trading Policy](#) can be found on the Company's website. Directors, employees and key consultants of the Company may only deal in SciDev's shares outside certain 'blackout periods', as set out in the Company's Securities Trading Policy, and any trading must be approved in advance by the Managing Director/Chief Executive Officer and/or the Chairman. Directors, employees and key consultants are prohibited from buying or selling SciDev shares at any time if they are aware of price-sensitive information that has not been made public.

The Company Secretary of the Company is accountable directly to the Board, through the Chairman, on all matters to do with the proper functioning of the Board.

The Company has a [Diversity Policy](#) which is disclosed in the Corporate Governance Manual on its website. The Diversity Policy includes requirements for the Board and Corporate Governance Committee to endeavour to set measurable objectives for achieving gender diversity, and to endeavour to annually assess both the objectives and the Company's progress in achieving them. The Diversity Policy outlines the process by which the Board will endeavour to set these objectives to achieve the aims of its Diversity Policy. The objectives may include procedural / structural objectives, initiatives, programmes and targets in respect of the diversity of persons employed by the Company, the diversity of persons on the Board, the nature of the roles in which persons are employed in leadership, management, professional speciality or supporting roles and the participation of persons at different remuneration bands, each by reference to gender, age, ethnicity and cultural background. The Company has not yet set and disclosed measurable objectives, but will endeavour to do so as it grows in size.

The Company discloses the respective proportions of men and women on the Board, in senior executive positions and across the whole organisation. At 30 June 2025, the Company's female representation was as follows:

- Board – 0% (0 out of 5)
- Senior Managers/ Managers\* – 27% (10 out of 37)
- Whole of organisation\*\* – 30% (26 out of 86)

\*Senior Managers/ Manager include Executive Director along with other managers as defined by WEGA.

\*\*Whole of Organisation excludes the non-executive directors.

The Company is not a 'relevant employer' under the Workplace Gender Equality Act nor is it a member of the S&P/ASX 300.

The Company has a process for periodically evaluating the performance of the Board, its committees, individual Directors and senior executives. The Directors believe the Board has a good balance of experienced members and demonstrated a commitment to growth in the appointment of Mike Utsler as Chair (April 2025) and other changes to the Board on that day, as outlined above. The Board believes it is important that it continues to review its own performance and that of its committees, with a view to maintaining a high level of performance.

Directors may, at any time, discuss with the Chairman any issue concerning Board performance. All one-on-one discussions are confidential, unless otherwise agreed by the Director concerned.

The Board has engaged external consultants to evaluate its performance in the past. The Company has a Board Performance Review Policy, which can be found in the Corporate Governance Manual on its website. The Board is currently in the process of undertaking an internal review process and has committed to a three-yearly external review cadence.

## Principle 2: Structure the Board to be effective and add value

The Board has a Nomination and Remuneration Committee, which complies with the recommendation of having at least three members (Dan O'Toole – Committee Chair, Mike Utsler, Jon Gourlay and Johannes Risseuw – Committee Members). All committee members are independent Directors, in accordance with recommendations and was the case for the full year.

The Charter of the Committee is disclosed in the Corporate Governance Manual on the Company's website. This Committee met once during the reporting period. The Nomination and Remuneration Committee employs processes to address Executive and Board remuneration and succession issues and to ensure that the Board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.

The Company has a Board Skills Matrix (refer **Appendix A**) that sets out the mix of skills and diversity that the Board currently holds. The Directors believe that the Board currently has appropriate skills and knowledge required for a company of its size and nature, however the mix of skills and Board diversity will remain under review as part of the ongoing Board evolution process.

The Company's Directors (aside Seán Halpin, Managing Director/Chief Executive Officer) are all considered to be independent, consistent with recommendations. The length of service of each Director is as follows:

- Mike Utsler – 1 year 5 months
- Jon Gourlay – 6 year 3 months
- Dan O'Toole – 4 year 6 months
- Johannes Risseeuw – 5 months
- Seán Halpin – 5 months

As per the recommendation, the Chairman, Mike Utsler, is an independent Director and is not the same person as the Managing Director of the Company. During the year, Chief Executive Officer Seán Halpin was appointed to the Managing Director role (1 April 2025). A description of the skills and experience of each Director, and their period of office, is set out on pages 44-49 of the 2025 Annual Report.

The Board has increased its members' maximum tenure to three terms, each term being for a three-year period, or otherwise as approved by the Board and subject to normal rules for re-election in the Company's Constitution. To ensure a gradual and controlled movement of Directors, the longest serving one-third of all Directors (rounded down to the nearest whole number) is required to retire at each Annual General Meeting but shall be eligible for re-election.

The Company has a programme for inducting new Directors. Each Director of the Company has the right, at the expense of the Company and after obtaining approval of the Chairman, to obtain independent experts' advice to enable them to fulfil their obligations. The Company provides appropriate professional development opportunities as required for Directors to develop and maintain the skills and knowledge needed to perform their role effectively. Prior approval of the Chairman is required, but this will not be unreasonably withheld.

## **Principle 3: Instil a culture of acting lawfully, ethically and responsibly**

The Company has a Code of Conduct, instilling a culture of acting lawfully, ethically and responsibly, for its directors, senior executives and employees. This code of conduct is disclosed in the Corporate Governance Manual on the Company's website and is considered appropriate for the Company's size and the close interaction of individuals throughout the organisation.

The general principles and practices of the Company, as outlined in its Code of Conduct, are as follows:

- Employees of the Company must act honestly, in good faith and in the best interests of the Company as a whole;
- Employees have a duty to use due care and diligence in fulfilling the functions of their position, and exercising the powers attached to their employment;
- Employees must recognise that their primary responsibility is to the Company's shareholders as a whole;
- Employees must not take advantage of their position for personal gain or the gain of their associates;
- Directors have an obligation to be independent in their judgements;
- Confidential information received by employees during the exercise of their duties remains the property of the Company and can only be released or used with specific permission from the Company and employees have an obligation to comply with the spirit, as well as the letter, of the law and with the principles of this Code of Conduct; and
- The Company always tries to deal with business associates who demonstrate similar ethical and responsible business practices.

Any material breaches of the Code of Conduct are informed to the Board and a range of sanctions can be applied, depending on the gravity of the breach. There were no reported breaches during the reporting period.

The Company carries out a progressive review of existing policies and introduced new policies, as and when appropriate. A Whistle-blower Policy was adopted in the 2022 period and the Board notes that there have not been any reported incidents under that policy during the current reporting period.

The Company has also implemented a range of health and wellbeing policies to ensure that all Directors, senior executives and employees maintain their health and have clear guidelines and support mechanisms. A range of other programmes that are ongoing include mental and overall health initiatives such as Uprise.

The Company has an Anti-Bribery and Corruption Policy, (called the Fraud and Corruption Policy) and sections within the Code of Conduct also address and prohibit these types of activities. Any incidence reported under the relevant sections of the policy or the Code of Conduct will be investigated and action taken accordingly. There were no reported incidents during the reporting period.

## **Principle 4: Safeguard the integrity of corporate reports**

The Board has an Audit and Risk Committee which complies with the recommendation of having at least three members (Jon Gourlay – Committee Chair, Mike Utsler, Dan O'Toole and Johannes Risseeuw – Committee Members). All committee members are independent Directors, in

accordance with recommendations. The charter of the Committee is disclosed in the Corporate Governance Manual on the Company's website.

The Directors have applicable expertise and skills, and are suitably qualified, for this Committee. The relevant qualifications and experience of the members of the Committee can be found on the Company's website as well as in the Directors' Report section of the 2025 Annual Report. The Audit and Risk Committee reports to the Board after each Committee meeting and after meeting with the Company's external Auditor, Ernst & Young.

During the last reporting period, the Committee met three times. In conjunction with the full Board, the Audit and Risk Committee reviews the performance of the incumbent external Auditor.

The primary responsibilities of the Audit and Risk Committee are to oversee the existence and maintenance of appropriate internal controls, accounting systems and the financial reporting process, to nominate the external Auditor and to review existing external audit arrangements, including the selection, appointment and rotation of external audit engagement partners and to consider and advise the Board on matters related to risk. A complete risk assessment and risk appetite review was carried out by the Committee in the FY2025 year.

Before it approves the Company's financial statements for a financial period, the Board receives from the Managing Director/Chief Executive Officer and, where applicable, the Chief Financial Officer (CFO) and/or Company Secretary a declaration that, in their opinion, the financial records of the Company have been properly maintained and that the financial statements comply with the appropriate accounting standards. The declaration also states that the financial statements give a true and fair view of the financial position and performance of the Company, and that the opinion has been formed on the basis of a sound system of risk management and internal control, which is operating effectively.

During the period, the Company was relieved of reporting to ASX via the quarterly 'Appendix 4C' reporting regime. Notwithstanding, the Company issues regular trading updates as and when considered material and appropriate.

The Company ensures that its external Auditor attends each AGM and is available to answer questions from security holders relevant to the audit. This approach has been supported by the Company's audit partner.

## **Principle 5: Make timely and balanced disclosure**

The Company has a written policy for complying with its continuous disclosure obligations under the ASX Listing Rules. The Company has disclosed that policy in the Corporate Governance Manual on its website. The Company makes timely and balanced disclosure of all matters concerning it



that a reasonable person would expect to have a material effect on the price or value of its securities. The Company, its directors and its employees are aware of the ASX continuous disclosure requirements and operate in an environment where strong emphasis is placed on full and appropriate disclosure to the market. A regular review takes place to ensure compliance with ASX Listing Rule 3.1 and there is accountability at a senior executive level for that compliance.

All material public announcements are circulated to the Board for comment and input prior to their release to the market and any new and substantive investor or analyst presentation is released to the market prior to its presentation to investors and/or analysts.

## **Principle 6: Respect the rights of security holders**

The Company provides information about itself and its governance to investors via its website. The Company respects the rights of its security holders by providing them with appropriate information and facilities to allow them to exercise their rights effectively.

On the Company's website, interested parties can find information about the Company, its people, technologies and business, including information on its Board and management, corporate governance and corporate directory (which includes details of the Company's share registry, patent attorney, auditor and stock exchange listings). The Company's website also includes a comprehensive 'News and Announcements' section and 'Contact Us' section.

The Company has a strong continuous disclosure ethic and applies that approach in practice, ensuring all announcements are timely, accurate and comprehensive.

SciDev has designed and implemented an investor relations programme to facilitate effective two-way communication with investors.

The Company has a Communications Policy to promote effective communication with security holders, which is in line with the Company's size and its financial capacity, and it can be found in the Corporate Governance Manual. External advisers assist the Company in ensuring that its communications are appropriate and fit for purpose.

The Company discloses the policies and processes it has in place to facilitate and encourage participation at meetings of security holders. To date, the relatively small size of the Company has meant that the main way that the Company allows investors and other financial market participants to gain a greater understanding of the Company's business, governance, financial performance and prospects is by ensuring that it delivers comprehensive, accurate releases to the ASX and the company website. Additionally, the company encourages security holder participation at AGMs, where it actively engages with security holders, as well as meeting with security holders upon request and responding to any enquiries they may make from time-to-

time. When investors and other financial market participants express their views to the Company on matters of concern or interest to them, those views are distilled and communicated to the Board.

The Company is increasing its utilisation of online platforms for information dissemination, consistent with regulatory constraints.

The Company gives security holders the option to receive communications from, and send communications to, the Company and its share registry electronically. The Company's electronic contact details and those of the share registry can be found on its website.

ALL substantive resolutions put to shareholders are determined by poll rather than a show of hands. The 2025 AGM will be conducted as a physical meeting at a Sydney location to be determined.

## **Principle 7: Recognise and manage risk**

As mentioned in Principle 4. above, the Company's Audit and Risk Committee complies with the recommendation of having at least three members (membership outlined above). All Committee members are independent, as stated earlier and in compliance with recommendations.

The processes SciDev employs for overseeing the Company's risk management framework are developed by this Committee, and it is the Board's role and responsibility to review these processes. Management, the Committee and Board identify areas of significant business risk, the risk appetite of the Company and ensure that policies and procedures are in place to adequately manage those risks.

The Audit and Risk Committee assists the Board in fulfilling its corporate governance and oversight responsibilities. During the reporting period, a complete risk assessment and risk appetite review was carried out. In doing so, the Board has satisfied itself that its risk control framework continues to be sound. The Audit and Risk Committee Charter including references to risk management are included in the Corporate Governance Manual on the Company's website.

The Company does not have an internal audit function, however there are senior financial officers involved in the management of financial systems and preparation of financial data, with a rigorous reporting system including the provision by key officers of S295A declarations to support the Company's primary financial disclosures. The processes the Company employs for evaluating and continually improving the effectiveness of its internal control processes include:

- review of its actual versus budget/ forecast variances in revenue and expenses;
- management of cashflow within the business;
- periodic review of source accounting documentation by personnel independent of the Accounts Department;

- adoption of regular monthly financial management reporting; and
- reliance on technology platforms that provide sound inventory management, tracking and invoicing processes.

The Company discloses under the heading “Environmental Regulation” in the Directors’ Report section of each Annual Report its material exposure to economic, environmental and social sustainability risks. It manages those risks by maintaining recognition at all levels within the Company of its role, and that of its employees, as a good corporate citizen and the social licence to operate that underlies business success. The Board regularly reviews the Company’s procedures and ensures that they are up-to-date, sensitive to stakeholder expectations, and being followed.

SciDev’s solutions create long-term environmental and social value by improving the way water is managed across heavy industry. Our chemistry and water technologies enable clients to recycle and reuse water, enhance operational efficiencies, and reduce their environmental footprint. By creating tailored solutions for complex issues, we generate value for shareholders while driving improved environmental outcomes and more sustainable industrial processes.

## Principle 8: Remunerate fairly and responsibly

As mentioned in Principle 2, the Board has a Nomination and Remuneration Committee, which complies with the membership guidance recommendations.

The Charter of the Committee is disclosed in the Corporate Governance Manual on the Company’s website. Further information is provided under Principle 2 ‘Structure the Board to be Effective and Add Value’.

The Company separately discloses its policies and practices regarding the remuneration of Non-Executive Directors, and the remuneration of Executive Directors and other senior executives in the Remuneration Report in the Annual Report. This includes a clear distinction between, and description of, the structure of Non-Executive Directors’ remuneration, and the remuneration for the Managing Director/Chief Executive Officer and other senior executives. In accordance with Corporations Act requirements, the Company discloses the fees and salaries paid to all Directors and other key management personnel.

During the reporting period, the Company continued to implement recommendations into the Short-Term Incentive (STI) and Long-Term Incentive (LTI) structures as advised by external advisers Godfrey Remuneration Group in FY24. Further information is provided in the Remuneration Report in the Company’s 2025 Annual Financial Statements.

The Company pays Director remuneration that is sufficient to attract and retain high-quality Directors, and has designed its executive remuneration structure to attract, retain and motivate high-quality senior executives, and to align their interests with the creation of value for security holders. The Nomination and Remuneration Committee meets as and when required to review performance matters and make recommendations to the Board in relation to the Company's remuneration framework for Directors, including the process by which any pool of Directors' Fees approved by security holders is allocated to Directors, and in relation to the remuneration packages to be awarded to the Managing Director/Chief Executive Officer and senior executives, equity-based remuneration plans for senior executives and other employees, superannuation arrangements for Directors, senior executives and other employees.

The Company's equity-based remuneration scheme, called the SciDev Employee Share Scheme (SESS), was approved by shareholders at the 28 November 2014 AGM. The Company has a policy that participants in the SESS are not permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme. A summary of the SESS and that policy can be found on the Company's website.

There are no schemes for retirement benefits, other than superannuation, for Non-Executive Directors. The Directors believe that the size of the Company renders individual salary and contractor negotiation more appropriate than formal remuneration policies. Further detail is provided in the Remuneration Report section of the 2025 Annual Report.

At the Company's 2024 AGM, shareholders approve the Remuneration Report by a 99.52% majority.

## Appendix A

### SciDev Limited 2025 Board Skills Matrix

Skills and Experience		Directors with Primary skills
<b>Leadership and Governance</b>		
<b>1 Executive Leadership</b>	5/5	
Significant business experience and success at a senior executive level, including in the ASX listed, public company environment		
<b>2 Corporate Governance, Regulatory and Sustainability Experience</b>	5/5	
Demonstrable commitment to the highest standards of corporate governance (including sustainability and community and stakeholder relations) and Executive or Board level experience with organisation/s subject to rigorous governance and regulatory standards		
<b>3 Strategy and Planning</b>	5/5	
Strong track record in identifying, developing and implementing a successful strategy, including appropriately probing and challenging Management on the delivery of strategic objectives and developing a business, asset or investment over the long-term		
<b>Finance and Risk Management</b>		
<b>4 Financial Analysis, Risk Management and Reporting</b>	3/5	
Executive or Board level experience in financial accounting and reporting, corporate finance and internal financial controls and an ability to probe the adequacies of financial and risk controls		
<b>Industry Experience</b>		
<b>5 Industrial Services</b>	4/5	
Executive or Board level experience in the industrial services industry, including aspects such as mining and commodities, infrastructure, construction/building materials and in-depth knowledge of the legislative and regulatory framework governing this industry		
<b>6 Chemical Industry</b>	2/5	
Executive or Board level experience in the chemical industry, including in-depth knowledge of the legislative and regulatory framework governing this industry		
<b>7 Oil &amp; Gas Industry</b>	2/5	
Executive or Board level experience in the oil & gas industry, including in-depth knowledge of the legislative and regulatory framework governing this industry		
<b>Business Operations</b>		
<b>8 People, Culture and Safety</b>	5/5	
Executive or equivalent experience in financial accounting and reporting, corporate finance and internal financial controls and an ability to probe the adequacies of financial and risk controls		
<b>9 Information Technology and Cyber Security</b>	2/5	
Executive or Board level experience in the strategic use and governance of information management, information technology, cyber security as well as the oversight of implementation of major technology projects		
<b>International Experience</b>		
<b>10 International Experience</b>	5/5	
Executive or equivalent experience in establishing and operating companies operating outside of Australia. Experience in new venture development		