

## TOUCH VENTURES LIMITED ACN 612 559 958

### Corporate Governance Statement

The Board of Touch Ventures Limited (**Touch Ventures** or the **Company**) is responsible for the overall corporate governance of Touch Ventures and monitors the operational and financial position and performance of Touch Ventures and oversees its business strategy, including approving its strategic goals. The Board is committed to maximising performance, generating appropriate levels of shareholder value and financial returns, and sustaining the growth and success of Touch Ventures. The Board believes that good corporate governance helps ensure the future success of the Company, adds value to stakeholders and enhances investor confidence.

The Board has created a framework for managing the Company including adopting relevant internal controls, risk management processes and corporate governance policies and practices which it believes are appropriate for the size, structure and nature of Touch Ventures' business and which are designed to promote the responsible management and conduct of Touch Ventures. In establishing its corporate governance framework, the Board has referred to the 4th edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (**ASX Recommendations**).

In accordance with ASX Listing Rule 1.1 Condition 16, this corporate governance statement discloses the extent to which the Company follows the ASX Recommendations as at the date of its admission to the official list.

The Company will follow each ASX Recommendation where the Board considers the ASX Recommendation to be an appropriate benchmark for its corporate governance practices given the Company's size, structure and operations. Where the Company's corporate governance practices follow an ASX Recommendation, the Board has made appropriate statements reporting on the adoption of the ASX Recommendation. In compliance with the "if not, why not" reporting regime, where, after due consideration, the Company's corporate governance practices will not follow an ASX Recommendation, the Board has explained its reasons for not following the ASX Recommendation and disclosed what, if any, alternative practices the Company will adopt in lieu of the ASX Recommendation.

This Statement has been approved by the Board of Directors and is current as at the date of its admission to the ASX.

ASX Recommendation		Status	Reference / Comment
<b>Principle 1 – Lay solid foundations for management and oversight</b> <i>A listed entity should clearly delineate the respective roles and responsibilities of its board and management and regularly review their performance.</i>			
1.1	<b>A listed entity should have and disclose a board charter setting out:</b>  <b>(a) the respective roles and responsibilities of its board and management; and</b>  <b>(b) those matters expressly reserved to the board and those delegated to management.</b>	<b>Complying</b>	<p>The role of the Board is to approve the strategic direction of the Company, guide and monitor the management of the Company and its businesses and oversee the implementation of appropriate corporate governance with respect to the Company's affairs. The Board aims to protect and enhance the interests of its shareholders, while taking into account the interests of other stakeholders, including employees, customers, suppliers and the wider community.</p> <p>The Company has established the respective roles and responsibilities of its Board and management, and those matters expressly reserved for the Board and those delegated to management, and has documented these roles and responsibilities in its Board Charter. A copy of the Board Charter is available on our website at <a href="https://investors.touchventures.com">https://investors.touchventures.com</a>.</p>

ASX Recommendation		Status	Reference / Comment
			The Board delegates responsibility for the day-to-day management of the Company and its businesses to the chief executive officer (CEO). The CEO is supported by the management and investment team and delegates authority to appropriate senior executives for specific activities and transactions. The Board maintains ultimate responsibility for strategy, control and risk profile of the Company.
1.2	<p><b>A listed entity should:</b></p> <p>(a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and</p> <p>(b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.</p>	Complying	<p>The Board Charter sets out Touch Ventures' procedures for the selection, appointment and re-appointment of directors. The Remuneration and Nomination Committee, constituted pursuant to the Remuneration and Nomination Committee Charter established by the Board, is also responsible for developing and implementing procedures and processes for the selection and appointment of directors, having regard to their skills, experience and judgement amongst other matters. When considering the suitability of a person as a Director, the Board will undertake appropriate checks before appointing the person or putting the person forward to shareholders as a candidate for election as a Director. These checks will usually include reviewing the candidate's character, experience, education, criminal record and bankruptcy history. The Board will also seek confirmation from the candidate that they will have sufficient time to fulfil their responsibilities as a Director of Touch Ventures.</p> <p>The Board provides shareholders with all material information relevant to a decision on whether or not to elect or re-elect a Director, which will be provided to security holders in a Notice of Meeting, Annual Report and other channels pursuant to which the resolution to elect or re-elect a Director will be voted on.</p> <p>A written agreement is in place with all current Directors and members of the management and investment team. Details of the CEO's material terms of employment are set out at Section 6 of Touch Ventures' prospectus dated 6 September 2021 (<b>Prospectus</b>).</p>
1.3	<b>A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</b>	Complying	<p>Upon appointment, each Director receives a letter of appointment which sets out the formal terms of their appointment. Directors also receive a deed of indemnity, insurance and access.</p> <p>Senior executives also receive a written contract with the Company, setting out the terms of their appointment, including remuneration entitlements and performance requirements. Details of the CEO and CFO's material terms of employment are set out at Section 6 of our Prospectus.</p>
1.4	<b>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.</b>	Complying	<p>The Board Charter sets out the Company Secretary's role and prescribes responsibilities with reference to the ASX Recommendations. The Company Secretary is appointed and removed by the Board. The Company Secretary reports to, and is accountable to, the Board on all matters to do with the proper functioning of the Board and its committees.</p> <p>The Company Secretary's role includes supporting the Board on governance matters, assisting the Board with meetings and directors' duties, and acting as an interface between the Board and senior executives. The Board and individual Directors have access to the Company Secretary.</p> <p>Details regarding our Company Secretary, including experience and qualifications, is set out in Section 6 of the Company's Prospectus.</p>
1.5	<b>A listed entity should:</b>	Part-complying	The Board has adopted a Diversity and Inclusion Policy which details its commitment to supporting and developing diversity through attracting, recruiting, engaging and retaining diverse talent and aligning Touch Ventures' culture and management systems with this commitment.

ASX Recommendation	Status	Reference / Comment
<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 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>Touch Ventures is committed to providing and promoting a corporate culture which embraces diversity in line with its Diversity and Inclusion Policy, and aims to do so via:</p> <ul style="list-style-type: none"> <li>▪ promoting the principles of merit and fairness when making decisions about recruitment, development, promotion, remuneration and flexible work arrangements for employees at all levels;</li> <li>▪ considering a range of facets of diversity in addition to gender when considering the composition of the Board, including age, ethnicity and background;</li> <li>▪ embedding the importance of diversity within Touch Ventures' culture by encouraging and fostering a commitment to diversity by leaders at all levels whilst recognizing that diversity is the responsibility of all employees; and</li> <li>▪ reinforcing with Touch Ventures' people that in order to have an inclusive workplace, discrimination, harassment, vilification and victimisation will not be tolerated within the Company.</li> </ul> <p>Touch Ventures has established objectives with respect to diversity and inclusion as described in the Diversity and Inclusion Policy. Touch Ventures is committed to designing, implementing and/or maintaining programs and initiatives to assist with improving diversity, including those as required by the ASX Recommendations. Due to its recent listing on the ASX on 6 September, 2021, the Board has not yet had the opportunity to partner with management in establishing its measurable diversity objectives. Whilst the Company has not yet set formal measurable objectives, it is nonetheless committed to recruiting employees from a diverse pool of qualified candidates.</p> <p>At the date of this Corporate Governance Statement, the respective proportions of men and women on the board are 80% and 20%, and for senior executives the proportion is 66.66% and 33.33%. The Company defines "senior executive" as the CEO, CFO and Company Secretary.</p> <p>Due to the nature of the business, the Company employs a small number of executives who are of a diverse background – currently there are 5 full time employees, based in Australia and Europe, all of whom are male.</p> <p>Touch Ventures was not in the S&amp;P/ASX 300 Index during this reporting period.</p> <p>The Board will periodically review its Diversity and Inclusion Policy. The Diversity and Inclusion Policy is available on the Touch Ventures website at <a href="https://investors.touchventures.com">https://investors.touchventures.com</a>.</p>

ASX Recommendation	Status	Reference / Comment
<p><b>1.6</b> 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>	Complying	<p>The Board Charter provides that the Board will undertake an annual evaluation of the performance of the Board, each Board Committee and their respective Chairs and individual Directors. This involves comparing their performance with the requirements of the Board Charter, relevant committee charters and the reasonable expectations of such functions, including undertaking a periodic review of whether there is a need for existing Directors to undertake professional development to acquire or maintain the skills and knowledge needed to perform their role effectively.</p> <p>The Remuneration and Nomination Committee is responsible for reviewing and making recommendations to the Board in relation to the process for evaluating the performance of the Board, each Board Committee and individual Directors. The Remuneration and Nomination Committee is responsible for:</p> <ul style="list-style-type: none"> <li>regularly reviewing and making recommendations to the Board with respect to the appropriate remuneration policy for senior executives and executive Directors (as applicable); and</li> <li>making recommendations as to the structure of remuneration for non-executive Directors, including in relation to equity-based incentives and other employee benefit programs.</li> </ul> <p>The Board will ensure that a performance evaluation is conducted annually in accordance with its performance evaluation process as set out in Annexure 2 of the Board Charter.</p> <p>Each year following the performance review, the Chair will establish the goals and objectives of the Board for the upcoming year and review the Board's skill matrix to assess the Board's ability to discharge its duties and lead Touch Ventures.</p> <p>This policy will be reviewed regularly. The Board will disclose as part of its periodic reporting, whether an evaluation of the Board, its committees and individual directors has taken place in accordance with the performance evaluation process and key results thereof.</p>
<p><b>1.7</b> 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>	Complying	<p>The Board approves criteria for assessing, monitoring and evaluating the performance of the senior executive team. Senior executive leadership performance will be evaluated at least once each reporting period.</p> <p>The Remuneration and Nomination Committee is also responsible for reviewing and making recommendations to the Board on the succession plans of the senior executive team to maintain an appropriate balance of skills, experience and expertise in the management of Touch Ventures. The Remuneration and Nomination Committee will also review and recommend remuneration of each the CEO and senior executive team comprises a suitable balance between fixed and incentive pay relevant to the Company's scale, performance and business objectives</p>

### Principle 2 – Structure the Board to add value

*The board of a listed entity should be of an appropriate size and collectively have the skills, commitment and knowledge of the entity and the industry in which it operates, to enable it to discharge its duties effectively and to add value.*

ASX Recommendation	Status	Reference / Comment
<p><b>2.1</b> 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,</p> <p>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><b>Complying</b></p>	<p>The Company's Remuneration and Nomination Committee Charter provides for the creation of a Remuneration and Nomination Committee, with at least three members, a majority of whom are independent Directors, and which must be chaired by an independent Director. The Remuneration and Nomination Committee Charter is available on our website at <a href="https://investors.touchventures.com">https://investors.touchventures.com</a>.</p> <p>The Board has established a Remuneration and Nomination Committee, which consists of three members, two of whom are independent Directors. The Committee is chaired by Sophie Karzis (independent), with members Jim Davis (independent) and Hugh W. Robertson (non-independent).</p> <p>The establishment of the Remuneration and Nomination Committee will be effective as at the date of the Company's ASX listing. As such, there have not yet been any committee meetings.</p>
<p><b>2.2</b> A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.</p>	<p><b>Complying</b></p>	<p>The Board's objective is to have an appropriate mix of expertise and experience on the Board so that it can effectively discharge its corporate governance and oversight responsibilities. It is the Board's view that the current Directors possess an appropriate mix of relevant skills, experience, expertise and diversity to enable the Board to discharge its responsibilities and deliver the Company's strategic objectives.</p> <p>The skills and experience represented on the Board and relevant to the Company's business are set out in the matrix below:</p> <p><b>Strategy</b></p> <ul style="list-style-type: none"> <li>Development and/or implementation of enterprise-wide strategy</li> </ul> <p><b>Financial and accounting</b></p> <ul style="list-style-type: none"> <li>Understand, financial accounting and reporting, corporate finance, and financial risks; accounting standards and application; business value drivers</li> <li>Experience in smaller, high growth companies</li> </ul>

ASX Recommendation	Status	Reference / Comment
		<p><b>Business development/M&amp;A</b></p> <ul style="list-style-type: none"> <li>Knowledge and experience in identifying and assessing business development opportunities, in particular experience in assessing commercial terms and completing mergers/acquisitions and negotiation</li> </ul> <p><b>Technology and data</b></p> <ul style="list-style-type: none"> <li>Information technology strategies, architecture and applications</li> </ul> <p><b>Regulation and policy influence/development</b></p> <ul style="list-style-type: none"> <li>Public policy and regulatory</li> <li>Environmental and sustainability regulation</li> </ul> <p><b>Marketing, product and sales</b></p> <ul style="list-style-type: none"> <li>Development or oversight of "go to market" implementation - service or product based</li> <li>Brand and Customer based design</li> </ul> <p><b>International markets</b></p> <ul style="list-style-type: none"> <li>Global mindset and experience – significant exposure/working experience in a number of different global environments/jurisdictions (including emerging economies)</li> </ul> <p><b>Human resources</b></p> <ul style="list-style-type: none"> <li>Human resource management, including organizational culture, talent development, succession planning</li> <li>Development and management of remuneration schemes, including executive, salesforce and Award based remuneration</li> <li>Management and overview of workforce health and safety</li> <li>Change Management</li> </ul> <p><b>Stakeholder management</b></p> <ul style="list-style-type: none"> <li>Development, management and/or oversight of relationships with stakeholders</li> <li>Development, management and/or oversight of Environmental, Social and Governance (ESG) Program</li> </ul> <p><b>Listed company board experience</b></p> <ul style="list-style-type: none"> <li>Director (executive or non-executive) of an ASX listed company, resulting in familiarity with ASX rules, including the requirement for continuous disclosure</li> <li>Committee Chair or member of Board Sub-committees of a listed company</li> </ul> <p><b>Governance/risk management</b></p> <ul style="list-style-type: none"> <li>Development of risk frameworks, prioritization, risk management and risk mitigation</li> <li>Governance and accountability</li> <li>Crisis management</li> </ul> <p><b>Capital projects, acquisitions and divestitures</b></p> <ul style="list-style-type: none"> <li>Experience in evaluating projects with large scale financial commitments, investment horizons and major transactions</li> </ul> <p><b>Legal</b></p> <ul style="list-style-type: none"> <li>Qualification/experience in law and the ability to assess legal risk for the company</li> </ul> <p><b>Industry</b></p> <ul style="list-style-type: none"> <li>Knowledge, experience and networks in emerging technologies, online, industries through direct involvement, understanding of emerging</li> </ul>

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			<p>industry trends, or through the provision of services to businesses in early stage development.</p> <p>To the extent that skills are not directly represented on the Board, they are augmented through the Company's management and external advisors.</p> <p>The professional skills, experience and expertise of each Director as at the date of Listing, are set out in Section 6 of the Company's Prospectus and will be disclosed in the Company's annual report.</p>																								
2.3	<p><b>A listed entity should disclose:</b></p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, 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</p> <p>(c) the length of service of each director.</p>	Complying	<p>An independent director is a non-executive director who is not a member of management and is free from any business or other relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, the independent exercise of judgement. The Board considers the independence of Directors having regard to the relationships listed in Box 2.3 of the ASX Recommendations.</p> <p>The Board regularly assesses the independence of each Non-Executive Director in light of the information which each Director is required to disclose in relation to any material contract or other relationship with the Company, in accordance with the Director's terms of appointment, the Corporations Act 2001 and the Board Charter.</p> <p>The current structure and composition of the Board is set out below. The majority of the Board are independent, non-executive directors.</p> <table border="1"> <thead> <tr> <th>Name</th><th>Position</th><th>Appointment Date</th><th>Status</th></tr> </thead> <tbody> <tr> <td>Michael Jefferies</td><td>Chair, Non-Executive Director</td><td>29 July 2019</td><td>Independent</td></tr> <tr> <td>Jim Davis</td><td>Non-Executive Director</td><td>17 March 2021</td><td>Independent</td></tr> <tr> <td>Sophie Karzis</td><td>Non-Executive Director</td><td>23 May 2016</td><td>Independent</td></tr> <tr> <td>John McBain</td><td>Non-Executive Director</td><td>14 June 2018</td><td>Independent</td></tr> <tr> <td>Hugh W. Robertson</td><td>Non-Executive Director</td><td>14 June 2018</td><td>Non-Independent</td></tr> </tbody> </table> <p>The Board considers that four out of the five directors are free from any business or any other relationship that could materially interfere with, or reasonably be perceived to interfere with, the exercise of unfettered and independent judgement and are able to fulfil the role of independent directors for the purpose of the Recommendations.</p> <p>Hugh W Robertson is considered by the Board not to be independent because of his association with Bell Potter Securities Limited (<b>Bell Potter</b>) and Bell Potter was appointed as lead manager and underwriter to the Company's initial public offering. Bungeeltap Pty Ltd, an entity associated with Hugh, is engaged by Bell Potter to provide investment advisory services. As discussed in Section 6 of the Company's Prospectus, Hugh is regarded by the other Directors as a valuable member of the Board and is its second longest serving member. He is not a nominee director of any particular shareholder and the other Directors believe he is able to act in the interests of Shareholders as a whole. Based on the ASX Recommendations, the Company complies with a majority of Independent Shareholders and satisfies the recommendation of having an independent Chair.</p>	Name	Position	Appointment Date	Status	Michael Jefferies	Chair, Non-Executive Director	29 July 2019	Independent	Jim Davis	Non-Executive Director	17 March 2021	Independent	Sophie Karzis	Non-Executive Director	23 May 2016	Independent	John McBain	Non-Executive Director	14 June 2018	Independent	Hugh W. Robertson	Non-Executive Director	14 June 2018	Non-Independent
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ASX Recommendation		Status	Reference / Comment
2.4	A majority of the board of a listed entity should be independent directors.	Complying	<p>As at the date of this Statement, a majority (four of five) of the Company's Director are deemed independent. The current Board composition reflects an appropriate balance of skills, expertise and experience to fulfil its obligations to act in the best interests of the Company and all stakeholders. The Board also considers that there are appropriate safeguards in place including policies and protocols to ensure independent thought and decision making.</p> <p>It is noted that the composition of the Board will be reassessed in the future in line with changes in the Company's operations and will be adjusted as deemed appropriate. The Board will consider the ASX Recommendations in assessing any future changes in board composition.</p>
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	Complying	<p>On 3 December 2019, Mike Jefferies was appointed as Chair of the Company and is considered an Independent Director. The Chair provides leadership to the Board in relation to all Board matters and is responsible for ensuring that the Board meets its responsibilities under the Board Charter. The role of Chair is set out in more detail in the Board Charter.</p> <p>The Board considers that Mike is the most appropriate person to act as Chair of the Board given his industry experience and expertise and understanding of the business.</p> <p>As Touch Ventures' business grows, the Board will continue to review Touch Ventures' corporate governance arrangements and the composition of the Board, including for example, whether it is appropriate for the Company to engage a deputy Chair or senior independent director.</p>
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	Complying	<p>New Directors are provided with copies of all relevant documents and policies governing the Company's business, operations and management, at the time of joining the Board. All Directors are provided with ongoing professional development and training opportunities to enable them to develop and maintain their skills and knowledge. Directors are also encouraged to personally undertake appropriate training and refresher courses as appropriate to maintain the skills required to discharge their obligations to the Company.</p>
<b>Principle 3 – Act ethically and responsibly</b> <i>A listed entity should instil and continually reinforce a culture across the organisation of acting lawfully, ethically and responsibly</i>			
3.1	A listed entity should articulate and disclose its values.	Complying	<p>As disclosed in the Prospectus, Touch Ventures' vision is to become a global investment company, focussed on local and global venture capital investment opportunities which it seeks to deliver through its core values which include the following:</p> <ol style="list-style-type: none"> <li><b>Integrity:</b> We hold ourselves up to the highest standards in how we operate and who we choose to partner with. We follow through on the commitments we make. We believe that honesty and trust are essential for long-term business success.</li> <li><b>Collaboration:</b> We are one team. We work together with mutual respect and appreciation of all perspectives, alongside founders, their companies and our partners.</li> <li><b>Ambition:</b> We take initiative and look to work with those who challenge the status quo, to create opportunities and better outcomes for all.</li> </ol>



ASX Recommendation		Status	Reference / Comment
			The Company's Management is responsible for instilling these values across the organisation.
3.2	<p><b>A listed entity should:</b></p> <p>(a) have and disclose a code of conduct for its directors, senior executives and employees; and</p> <p>(b) ensure that the board or a committee of the board is informed of any material breaches of that code.</p>	Complying	<p>Touch Ventures is committed to instilling and continually reinforcing a culture across the organisation of acting lawfully, ethically and responsibly in all business practices. Accordingly, the Company has adopted a formal Code of Conduct which outlines the manner in which the Company expects its Directors and employees to behave and conduct business in the workplace. It also provides a framework for the identification and resolution of issues concerning the conduct of employees at the Company. The Code of Conduct applies to all staff, officers, Directors, associates, contractors, consultants and relevant third parties of the Company.</p> <p>The objectives of the Code of Conduct are to:</p> <ul style="list-style-type: none"> <li>provide a benchmark for ethical and professional behaviour;</li> <li>promote healthy, respectful and positive working environments for all staff and Directors;</li> <li>ensure that there is compliance with laws, regulations, policies and procedures relevant to the Company;</li> <li>ensure there are appropriate mechanisms and procedures in place for staff and Directors to report breaches of the Code of Conduct;</li> <li>ensure that staff and Directors are aware of the consequences for breaching the Code of Conduct; and</li> <li>ensure that any material breach is reported to the Board.</li> </ul> <p>The Code of Conduct is available on the Company's website at <a href="https://investors.touchventures.com">https://investors.touchventures.com</a>.</p>
3.3	<p><b>A listed entity should:</b></p> <p>(a) have and disclose a whistleblower policy; and</p> <p>(b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.</p>	Complying	<p>The Whistleblower Policy demonstrates that the Company is committed to the highest standards of conduct and ethical behaviour in all of its business activities. The Company supports a culture of honest and ethical behaviour in ensuring good corporate compliance and governance. The policy sets out, amongst other things, instances of suspected misconduct which can be reported to the internal and external parties and summarises the protections offered to whistleblowers.</p> <p>Any material breach of the Company's policies, including any breach of the Whistleblower Policy, is raised and reviewed at each Board Meeting.</p> <p>The Whistleblower Policy is available on the Company's website <a href="https://investors.touchventures.com">https://investors.touchventures.com</a>.</p>
3.4	<p><b>A listed entity should:</b></p> <p>(a) have and disclose an anti-bribery and corruption policy; and</p> <p>(b) ensure that the board or a committee of the board is informed of any material breaches of that policy.</p>	Complying	<p>The Anti-Bribery and Corruption Policy demonstrates that the Company is committed to maintain high standards of integrity and accountability in conducting its business. The Company has adopted an Anti-Bribery and Corruption Policy. This Policy is aimed at establishing controls to ensure compliance with all applicable anti-bribery and corruption regulations and to ensure that the Company's business is conducted in a socially responsible manner. The Policy provides information and guidance to employees on how to recognise and deal with bribery and corruption issues.</p> <p>Any material breach of the Company's policies, including any breach of the Anti-Bribery and Corruption Policy, is reported at the Audit and Risk Committee level and/or Board level where appropriate.</p> <p>The Anti-Bribery and Corruption Policy is available on the Company's website <a href="https://investors.touchventures.com">https://investors.touchventures.com</a>.</p>

ASX Recommendation	Status	Reference / Comment
<b>Principle 4 – Safeguard integrity in corporate reporting</b> <i>A listed entity should have appropriate processes to verify the integrity of its corporate reports.</i>		
<b>4.1</b>  <b>The board of a listed entity should:</b>  <b>(a) have an audit committee which:</b>  <b>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</b>  <b>(2) is chaired by an independent director, who is not the chair of the board,</b>  <b>and disclose:</b>  <b>(3) the charter of the committee;</b>  <b>(4) the relevant qualifications and experience of the members of the committee; and</b>  <b>(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>  <b>(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.</b>	<b>Part-complying</b>	<p>The Company's Audit and Risk Committee Charter provides for the creation of an Audit and Risk Committee, which is available on the Company's website at <a href="https://investors.touchventures.com">https://investors.touchventures.com</a>.</p> <p>Touch Ventures intends to follow Recommendation 4.1, which provides that a listed entity should have an audit committee which has at least three members, all of whom are non-executive directors and a majority of whom are independent directors, which is chaired by an independent director, who is not Chair of the Board.</p> <p>Touch Ventures follows this recommendation in all respects except that the Audit and Risk Committee chair is Michael Jefferies, who is also Chair of the Board. The Board (excluding Michael) considers that the proposed Audit and Risk Committee composition is appropriate in light of the current Board size, which is itself appropriate in light of the nature of Touch Ventures as an internally managed investment holding company. As noted in Section 6.2.1 of the Prospectus, Michael is a chartered accountant with extensive experience in finance and investment. He has significant experience in serving on audit committees of ASX listed entities (in total for 8 companies since 2008, including Afterpay Limited, Resimac Group Limited, Clearview Wealth Limited and Tower Limited). As also noted in Section 6.2.1 of the Prospectus, Michael and the other members of the Audit and Risk Committee have confirmed to Touch Ventures that they anticipate being available to perform their duties as a director, including serving on board committees to which they are appointed, without constraint from other commitments. He also has no affiliations with the current auditor.</p> <p>Membership of the Audit and Risk Committee is as follows, Michael Jefferies (Chair), Sophie Karzis and John McBain, each of whom is an independent non-executive Director.</p> <p>In accordance with the Company's Audit and Risk Committee Charter the primary function of the Committee is to assist the Board to carry out the following:</p> <ul style="list-style-type: none"> <li>▪ review and monitor the integrity of the Company's financial reports and statements;</li> <li>▪ monitor the performance and independence of the external auditor; and</li> <li>▪ reviewing the consolidated accounts of the company.</li> </ul> <p>It also has risk management and internal control functions as set out under Recommendation 7.1.</p> <p>The establishment of the Audit and Risk Committee will be effective as at the date of the Company's ASX listing. As such, there have not yet been any committee meetings.</p>
<b>4.2</b>  <b>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and</b>	<b>Complying</b>	<p>For the Company's periodic financial reporting, the CEO and Chief Financial Officer provide a declaration to the Board that, in their opinion, the financial records of the Company have been properly maintained and that the financial statements comply with appropriate accounting standards and give a true and</p>

ASX Recommendation	Status	Reference / Comment
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.		fair view of the financial position and performance of the Company and that their 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.	Complying	<p>The Company's external auditor is KPMG. KPMG will be in attendance at each Annual General Meeting and a representative will be available to answer shareholder questions about the conduct of the audit and the preparation and content of the auditor's report.</p> <p>The Audit and Risk Committee Charter provides that the Audit and Risk Committee will assist the Board in the implementation of the Company's processes to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p> <p>For any periodic reports released to the market, the processes to verify their integrity will be disclosed either in the report itself or more generally in the Company's corporate governance disclosures in its annual report, or on the Company's website.</p>
<p align="center"><b>Principle 5 – Make timely and balanced disclosure</b></p> <p align="center"><i>A listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.</i></p>		
5.1 A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	Complying	<p>We are committed to providing information to shareholders and to the market in a manner that is consistent with the meaning and intention of the ASX Listing Rules and the Corporations Act.</p> <p>To comply with these obligations, the Board has adopted a Continuous Disclosure Policy (<b>Policy</b>), which is available at <a href="https://investors.touchventures.com">https://investors.touchventures.com</a>. This Policy sets out the key obligations of directors and employees in relation to the Company's continuous disclosure requirements.</p> <p>The Board has overarching responsibility for compliance with continuous disclosure obligations. Board approval is required for certain key matters (as set out in the Policy), and matters may be referred to the Board for approval by the CEO or the Company Secretary.</p> <p>The Board is committed to the promotion of investor confidence by ensuring that trading in the Company's securities takes place in an efficient, competitive and informed market and in compliance with our Securities Trading Policy (as applicable). In accordance with continuous disclosure obligations under the ASX Listing Rules, the Company has procedures in place to ensure that all price sensitive information is identified, reviewed by management and disclosed to the ASX in a timely manner. The Company website will include a link to all information disclosed to the ASX.</p>

ASX Recommendation		Status	Reference / Comment
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	Complying	The Company Secretary will ensure that its Board receives copies of all material market announcements prior to release to the market, followed by immediate notification including the announcement following each release to the market.
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.	Complying	The Company will ensure that all substantive presentations are released to the market to enable security holders the opportunity to access the material included in the presentation.
<b>Principle 6 – Respect the rights of security holders</b> <i>A listed entity should provide its security holders with appropriate information and facilities to allow them to exercise their rights as security holders effectively.</i>			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	Complying	<p>The Company provides information about itself and its governance to investors via its website at <a href="https://investors.touchventures.com">https://investors.touchventures.com</a>.</p> <p>The Company maintains an investor page on our website to provide shareholders with links to annual and interim reports, ASX announcements, presentations and other key information.</p>
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	Complying	<p>We endeavour to communicate with shareholders and other stakeholders in an open, regular and timely manner so that the market has sufficient information to make informed investment decisions.</p> <p>Through shareholder communications, we aim to provide information that will allow existing shareholders, potential shareholders and financial analysts to make informed decisions about the Company's intrinsic value and to meet our obligations under the ASX's continuous disclosure regime.</p> <p>Our investor relations program includes:</p> <ul style="list-style-type: none"> <li>▪ issuing regular written shareholder communications such as quarterly financial reporting and an Annual Report to address the Company's strategy and performance;</li> <li>▪ sending and receiving shareholder communications electronically;</li> <li>▪ maintaining the Board and corporate governance and investor sections on our website including posting all announcements after they have been disclosed to the market;</li> <li>▪ promoting two-way interaction with shareholders, by supporting shareholder participation at general meetings including encouraging shareholders to send their questions to the Company prior to the annual general meeting and responding to their questions and feedback; and</li> <li>▪ ensuring that continuous disclosure obligations are understood and complied with throughout the Group.</li> </ul> <p>Shareholder queries should be referred to Alyn Tai, the Company Secretary, in the first instance.</p> <p>Our Communications Policy is available on our website at <a href="https://investors.touchventures.com">https://investors.touchventures.com</a>.</p>

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6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Complying	<p>Shareholders are forwarded the Company's Annual Report, if requested (it is otherwise made available on the Company's website), and documents relating to each general meeting, being the notice of meeting, any explanatory memorandum and a proxy form, and shareholders are invited to attend these meetings.</p> <p>The Board regards each general meeting as an important opportunity to communicate with shareholders and it provides a key forum for shareholders to ask questions about the Company, its strategy and performance. At shareholder meetings, the Company will provide an opportunity for shareholders and other stakeholders to hear from and put questions to the Board, management and if applicable our external auditor.</p>
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	Complying	In order to ascertain the true will of the Company's security holders attending and voting at its security holder meetings, whether attendance is in person, electronically or by proxy or other representative, in most situations where this can be achieved the company will conduct the voting procedure by a poll.
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.	Complying	Shareholders are encouraged to take advantage of the benefits of electronic communications by electing to receive communication from the Company and its share registry electronically. Shareholders may send their communications preference to the share registry electronically through one of its means of communication available on <a href="https://www.linkmarketservices.com.au/">https://www.linkmarketservices.com.au/</a>
<b>Principle 7 – Recognise and manage risk</b> <i>A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework</i>			
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,</p> <p>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</p>	Complying	<p>The Company's Audit and Risk Committee Charter provides for the creation of an Audit and Risk Committee, which is available on the Company's website at <a href="https://investors.touchventures.com">https://investors.touchventures.com</a>.</p> <p>The Board has established an Audit and Risk Committee which consists of three members, all of whom are Independent Directors, being Michael Jefferies (Chair), Sophie Karzis and John McBain.</p> <p>In accordance with the Company's Audit and Risk Committee Charter the Committee also has delegated responsibilities in relation to risk management which includes assisting the Board to:</p> <ul style="list-style-type: none"> <li>review and make recommendations regarding the adequacy and integrity of the Company's risk management framework and system of internal controls; and</li> <li>reviewing compliance with relevant laws and regulations.</li> </ul> <p>The establishment of the Audit and Risk Committee will be effective as at the date of the Company's ASX listing. As such, there have not yet been any committee meetings.</p>

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	<p>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>	
7.2	<p><b>The board or a committee of the board should:</b></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><b>Complying</b></p> <p>The Company's risk management framework is supported by the Board of Directors, management and the Audit and Risk Committee. The Policy includes procedures to analyse risks within agreed parameters across the Company and to ensure the Company has an appropriate risk management framework in place to adequately measure its risk profile on an ongoing basis.</p> <p>The Board is responsible for approving and reviewing the Company's risk management strategy and policy. Management is responsible for monitoring and ensuring that appropriate processes and controls are in place to effectively and efficiently manage risk. Management is responsible for monitoring compliance with and the effectiveness of risk management systems and controls at a divisional level including financial and non-financial risks. Senior management regularly report to the Board on the adequacy of its risk management systems, processes and key matters for consideration.</p> <p>The Risk Management Policy sets out the Company's system of risk oversight, management of material business risks and internal control. The Company's risk management framework including risk profile and risk registers are reviewed on a periodic basis, and a review will be undertaken by the Audit and Risk Committee on an annual basis.</p> <p>The Risk Management Policy is available on the Company's website <a href="https://investors.touchventures.com">https://investors.touchventures.com</a>.</p>
7.3	<p><b>A listed entity should disclose:</b></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 risk management and internal control processes.</p>	<p><b>Complying</b></p> <p>Due to the current size of the Company, and taking into account cost/benefit considerations, the Board does not currently consider it necessary to have an internal audit function. The Audit and Risk Committee Charter requires the Committee to oversee the evaluation and continual improvement of the effectiveness of the Company's risk management and internal control processes. The Committee will achieve this objective by closely monitoring these areas and will require management to review and report on risk and internal control areas. The Committee may consider the use of external resources to assist as required.</p> <p>The Board does not consider it necessary to have an internal audit function given the maturity of the Company and the need to preserve funds as an early stage business. If in future an internal audit function is warranted then the Board will give due regard to the ASX Recommendation and the establishment of an internal audit function.</p>

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<b>7.4</b> 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.	<b>Complying</b>	<p>The Company is not subject to any particular or significant economic, environmental and social sustainability risks. The Company is subject to a range of general economic risks, including macro-economic risks, government policy (including policy regarding technology and research and development), general business conditions, changes in technology and many other factors.</p> <p>The Board does not believe the Company has any material exposure to environmental or social risks at the present time.</p>
<p style="text-align: center;"><b>Principle 8 – Remunerate fairly and responsibly</b></p> <p style="text-align: center;"><i>A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retain and motivate high quality senior executives and to align their interests with the creation of value for security holders and with the entity's values and risk appetite.</i></p>		
<b>8.1</b> The board of a listed entity should: <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,</p> <p>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>	<b>Complying</b>	<p>The Company's Remuneration and Nomination Committee Charter provides for the creation of a Remuneration and Nomination Committee, with at least three members, a majority of whom are independent Directors, and which must be chaired by an independent Director. The Remuneration and Nomination Committee Charter is available on our website at <a href="https://investors.touchventures.com">https://investors.touchventures.com</a>.</p> <p>The Board has established a Remuneration and Nomination Committee, which consists of three members, two of whom are independent Directors being Sophie Karzis (Chair) and Jim Davis, and one non-independent Director being Hugh W. Robertson.</p> <p>In accordance with the Company's Remuneration and Nomination Committee Charter the Committee has delegated responsibilities in relation to remuneration matters which includes assisting the Board to:</p> <p>make recommendations to the Board on:</p> <ul style="list-style-type: none"> <li>▪ executive remuneration and incentive policies;</li> <li>▪ the remuneration packages of senior management;</li> <li>▪ incentive schemes;</li> <li>▪ superannuation arrangements; and</li> <li>▪ the remuneration framework for directors.</li> </ul> <p>The establishment of the Remuneration and Nomination Committee will be effective as at the date of the Company's ASX listing. As such, there have not yet been any committee meetings.</p>



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<p><b>8.2</b> A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	<p><b>Complying</b></p>	<p>The Remuneration and Nomination Committee is responsible for determining and reviewing remuneration policies for the directors and senior executives. If necessary, it obtains independent advice on the appropriateness of remuneration packages given trends in comparable companies and in accordance with the objectives of the Company.</p> <p>Details of the Company's remuneration practices for its Directors and senior executives will be disclosed in the Remuneration Report in the Company's Annual Report. The Remuneration Report highlights the balance between fixed pay, short term incentive and long-term incentives, and includes details of the remuneration paid and the relationship to the Company's performance.</p> <p>The Company has also implemented a Remuneration Policy, which sets out a framework for remuneration of executive directors, senior executives, and non-executive directors. A copy of the Remuneration Policy is available on our website at <a href="https://investors.touchventures.com">https://investors.touchventures.com</a>.</p>
<p><b>8.3</b> 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><b>Complying</b></p>	<p>The Company's Employee Incentive Plan prohibits participants from entering into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme. It provides that a participant must not enter into any scheme, arrangement or agreement (including options and derivative products) under which the participant, in respect of Awards that remain subject to the Plan Rules:</p> <ul style="list-style-type: none"> <li>may alter the economic benefit to be derived from any such Awards, irrespective of future changes in the market price of Shares; and / or</li> <li>purports to mortgage, pledge, assign, encumber or create security over any interest in any such Awards; and / or</li> <li>sell, transfer, dispose of, swap, option, alienate the rights or obligations attaching to or otherwise deal with any such Awards</li> </ul> <p>The Plan Rules further state that where a participant enters, or purports to enter, into any scheme, arrangement or agreement which breaches the above, the Award immediately lapses.</p>