

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

CETTIRE LIMITED

ABN/ARBN

645 474 166

Financial year ended:

30 JUNE 2023

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

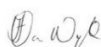
- ☐ These pages of our annual report:
- ☒ This URL on our website: www.cettirecorporate.com

The Corporate Governance Statement is accurate and up to date as at 10 August 2023 and has been approved by the board.

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

Date: 10 AUGUST 2023

Name of authorised officer authorising lodgement:
FIONA VAN WYK



¹ "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of Listing Rule 4.10.3.

Under Listing Rule 4.7.3, an entity must also lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX. The Appendix 4G serves a dual purpose. It acts as a key designed to assist readers to locate the governance disclosures made by a listed entity under Listing Rule 4.10.3 and under the ASX Corporate Governance Council's recommendations. It also acts as a verification tool for listed entities to confirm that they have met the disclosure requirements of Listing Rule 4.10.3.

The Appendix 4G is not a substitute for, and is not to be confused with, the entity's corporate governance statement. They serve different purposes and an entity must produce each of them separately.

² Tick whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where your corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

³ Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

See notes 4 and 5 below for further instructions on how to complete this form.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <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 <u>in full</u> for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	<input checked="" type="checkbox"/> Charter disclosed at: www.cettirecorporate.com	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

⁴ Tick the box in this column only if you have followed the relevant recommendation in full for the whole of the period above. Where the recommendation has a disclosure obligation attached, you must insert the location where that disclosure has been made, where indicated by the line with “*insert location*” underneath. If the disclosure in question has been made in your corporate governance statement, you need only insert “our corporate governance statement”. If the disclosure has been made in your annual report, you should insert the page number(s) of your annual report (eg “pages 10-12 of our annual report”). If the disclosure has been made on your website, you should insert the URL of the web page where the disclosure has been made or can be accessed (eg “www.entityname.com.au/corporate governance/charters/”).

⁵ If you have followed all of the Council’s recommendations in full for the whole of the period above, you can, if you wish, delete this column from the form and re-format it.

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
1.5	<p>A listed entity should:</p> <ul style="list-style-type: none"> (a) have and disclose a diversity policy; (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and (c) disclose in relation to each reporting period: <ul style="list-style-type: none"> (1) the measurable objectives set for that period to achieve gender diversity; (2) the entity's progress towards achieving those objectives; and (3) either: <ul style="list-style-type: none"> (A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or (B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act. <p>If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>	<input checked="" type="checkbox"/> <p>Charter disclosed at: www.cettirecorporate.com Corporate Governance Statement – Section 1</p>	<input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.6	<p>A listed entity should:</p> <ul style="list-style-type: none"> (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period. 	<input checked="" type="checkbox"/> <p>Corporate Governance Statement – Section 1</p>	<input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
1.7	<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>	<input checked="" type="checkbox"/> <p>Corporate Governance Statement – Section 1</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p><input checked="" type="checkbox"/> Corporate Governance Statement – Section 8</p> <p>Charter disclosed at: www.cettirecorporate.com</p> <p>The information referred to in paragraphs (4) and (5) included in: Corporate Governance Statement – Section 8; and Directors Report included in the Annual Report for the year ended 30 June 2023</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
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"/> Corporate Governance Statement – Section 2</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.3	<p>A listed entity should disclose:</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, 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</p> <p>(c) the length of service of each director.</p>	<p><input checked="" type="checkbox"/> Corporate Governance Statement – Section 2; and Directors Report included in the Annual Report for the year ended 30 June 2023</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
2.4	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 OR <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 OR <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 OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> Partial Referred to in Corporate Governance Statement – Section 3	<input type="checkbox"/> set out in our Corporate Governance Statement
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	<input checked="" type="checkbox"/> Disclosed at: www.cettirecorporate.com Corporate Governance Statement – Section 3	<input type="checkbox"/> set out in our Corporate Governance Statement
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	<input checked="" type="checkbox"/> Disclosed at: www.cettirecorporate.com Corporate Governance Statement – Section 3	<input type="checkbox"/> set out in our Corporate Governance Statement
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	<input checked="" type="checkbox"/> Disclosed at: www.cettirecorporate.com Corporate Governance Statement – Section 3	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<input checked="" type="checkbox"/> <p>Charter disclosed at: www.cettirecorporate.com</p> <p>and the information referred to in paragraphs (4) and (5) at: Directors Report of the Annual Report for the Year ended 30 June 2023</p>	<input type="checkbox"/> set out in our Corporate Governance Statement
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, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	<input checked="" type="checkbox"/> Disclosed at: www.cettirecorporate.com	<input type="checkbox"/> set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<input checked="" type="checkbox"/> Corporate Governance Statement - Section 6	<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"/> Corporate Governance Report – Section 6	<input type="checkbox"/> set out in our Corporate Governance Statement
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p><input checked="" type="checkbox"/></p> <p>Corporate Governance Statement – Section 7</p> <p>Charter disclosed at: www.cettirecorporate.com</p> <p>Paragraphs (4) and (5) at: Corporate Governance Statement – Section 4; and Included in the Directors Report of the Annual Report for the Year ended 30 June 2023</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p><input checked="" type="checkbox"/></p> <p>Corporate Governance Statement – Section 7</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	<p><input checked="" type="checkbox"/></p> <p>Corporate Governance Statement – Section 7</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
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"/> Corporate Governance Statement – Section 7	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p><input checked="" type="checkbox"/> Corporate Governance Statement – Section 8 Charter disclosed at: www.cettirecorporate.com</p> <p>and the information referred to in paragraphs (4) and (5) at: Corporate Governance Statement – Section 8; and Included in the Directors Report of the Annual Report for the Year ended 30 June 2023</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.2	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"/> Remuneration Report of the Annual Report for the Year ended 30 June 2023</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p><input checked="" type="checkbox"/> Securities Trading Policy disclosed at: www.cettirecorporate.com</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

CETTIRE LIMITED CORPORATE GOVERNANCE STATEMENT

CETTIRE LIMITED

Corporate Governance Statement

The Directors of Cettire Limited (**CTT or Company**) are committed to conducting business in an ethical manner and in accordance with the highest standards of corporate governance. The Company has adopted the 4th edition of the ASX Corporate Governance Principles and Recommendations (**ASX Principles**) appropriate to the size and nature of the Company's business.

This statement is current as at 10 August 2023 and has been approved by the Board of CTT.

Cettire's corporate governance policies and charters are available on www.cettirecorporate.com (**Corporate Website**).

1. LAY SOLID FOUNDATIONS FOR MANAGEMENT OVERSIGHT

The Board has adopted a Board Charter which sets out the roles and responsibilities of the Board and responsibilities that are delegated to Committees of the Board or to Management.

The Board is responsible for the overall governance of the Company and to provide strategic guidance, financial management and controls for the Company through effective oversight of Management.

The Board has established the following Committees. The roles and responsibilities of the Committees are set out in their respective Committee Charter:

- Remuneration and Nomination Committee; and
- Audit and Risk Committee.

A copy of the Board Charter is available on the Corporate Website.

It is Company practice to obtain background and other appropriate checks in relation to the appointment of Directors and Senior Executives.

All material information relating to the re-election of Directors will be included in the 2023 Notice of Annual General Meeting.

Terms and conditions of appointment including roles, responsibilities, rights and obligations of Directors and Senior Executives are included in employment contracts / letters of appointment.

In accordance with the Board Charter, the company secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board. The key role and responsibilities of the company secretary are set out in the Board Charter.

The Remuneration and Nomination Committee assists the Board with:

- Evaluation of the performance of the Board and Board Committees in line with the objectives of the Group and the respective charters and policies; and
- Evaluation of the performance of Senior Executives in line with the agreed objectives and goals of the Group.

An evaluation of the performance of the Board and Board Committees was performed in relation to FY23. The results of the evaluation will be used for ongoing Board and Committee development.

In line with the objectives of the business, Key Performance Indicators (KPIs) for Executive KMP are set and performance is assessed and evaluated against those targets. An assessment against FY23 KPIs was performed in respect of the Executive KMP. KPIs for FY24 will be determined in line with key objectives of the business and performance against those KPIs will be assessed in August 2024.

Diversity

The Company has adopted a Diversity Policy, a copy of the Policy is available on the Corporate Website.

The Company recognises the value that diverse perspectives bring to an organisation and acknowledges that diversity incorporates gender, age, cultural background, sexual orientation and religious differences.

Based on its size, the Company does not report under the WGEA Legislation.

Given the specific and specialist nature of the Company's operations, the Company has not currently set measurable targets in relation to gender diversity alone, however as part of its recruitment processes, the Company bases appointments and key selection criteria on experience, merit and competency for each role.

At 30 June 2023, the percentage of females in Management and Non-Management roles is as follows:

	% FEMALES AT 30 JUNE 2023
In Management roles when compared to males in Management roles	33%
Females in whole of organisation when compared to males	68%

2. STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE

The Board comprises four Directors of which three are Independent Non-Executive Directors.

Kerry Robert (Bob) East, Bruce Rathie and Richard (Rick) Dennis are Independent Non-Executive Directors of the Company and are free from any material interest, position, association or relationship that might influence, or reasonably be perceived to influence the independent exercise of their judgement or any other position or relationship of the type described in item 2.3 of the ASX Principles.

Dean Mintz is the Chief Executive Officer (**CEO**) of the Company and currently holds 46.02% of the issued share capital of the Company and is therefore not an independent Director.

Bob East is Chair of the Board. The roles of the Chair of the Board and the CEO are not held by the same person.

Additional information including experience, Directors in office at the date of this statement and date of appointment of each Director, are set out in the Directors' Report of the Company's Annual Report.

The Board is satisfied that its composition is appropriate given its size and operations. The Board believes that independent judgment is achieved and maintained in respect of its decision-making processes. All Directors are entitled to seek independent professional advice on business related matters. The Directors believe that they are able to bring independent judgement to deliberations in accordance with their duties as Directors. Professional development will be assessed and obtained, as required.

The Board considers that, as a collective and relative to the nature and size of the business, it encompasses an appropriate level of skills, experience and expertise in each of the following areas.

Skills / Experience / Knowledge:
Leadership which includes Executive and Non-Executive roles
Strategy, growth, business development, mergers & acquisitions experience
Core Industry related Experience incorporating:
Retail, e-commerce and other complementary industries
Digital technology
Consumer / Customer focus including for luxury, unique and 5 star brands
Broader aspects of Business Acumen incorporating:
Financial acumen
Risk Management, legal and compliance, governance and regulatory
Diversity, WHS and CSR
Shareholder/Investor relations

The Board has established a Remuneration and Nomination Committee. The functions are formalised in a Remuneration and Nomination Committee Charter, a copy of which is available on the Corporate Website. The Remuneration and Nomination Committee's responsibilities include, as relevant, facilitating induction and providing information to enable newly appointed Directors to gain an understanding of the business.

Refer to Principle 8 for membership and more information relating to the Remuneration and Nomination Committee.

3. INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY

The Board is committed to and promotes the highest standard of corporate practice and business conduct. The Company has adopted a Code of Conduct that applies to all Directors, employees and contractors and outlines the obligations of the Directors, employees and contractors in performing their duties in compliance with all laws and regulations. Responsibilities include acting ethically, with honesty and integrity, in good faith and in a manner which is in the best interests of the Company. The Company's core values are inherent and displayed in its business practices. As the business matures, the Company will disclose its values as deemed appropriate.

The Code of Conduct provides that all material breaches are reported to the Board or the Audit and Risk Committee.

A copy of the Company's Code of Conduct is available on the Corporate Website.

The Board has adopted a Whistleblower Policy which supports the Company's commitment to ethical behaviour and a culture of compliance and honesty and encourages reporting unethical behaviour and misconduct without fear of possible adverse repercussions as a result.

The Whistleblower Policy provides that, subject to observing confidentiality obligations, investigation reports are provided to the Chair of the Audit and Risk Committee.

A copy of the Company's Whistleblower Policy is available on the Corporate Website.

Cettire is committed to conducting its business and operations with honesty, integrity and the highest standard of ethical behaviour with zero tolerance for bribery and corruption in any form. The Company has adopted an Anti-Bribery and Corruption Policy that applies to all Directors, employees and contractors.

Material incidents under the Anti-Bribery and Corruption Policy will be reported to the Audit and Risk Committee.

A copy of the Company's Anti-Bribery and Corruption Policy is available on the Corporate Website.

In accordance with Modern Slavery legislation, Cettire submitted its first Modern Slavery Statement in December 2022 outlining the actions Cettire has taken and which it continues to take in its commitment to assess risks of modern slavery within its business and supply chain.

4. SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS

The Board has established an Audit and Risk Committee which comprises three Independent Non-Executive Directors. The members of the Audit and Risk Committee are Rick Dennis (Chair), Bob East and Bruce Rathie. The Chair of the Audit and Risk Committee is not the same person as the Chair of the Board.

The role of the Audit and Risk Committee is to oversee the Group's financial reporting, audit function and risk framework (refer Principle 7 for information relating to risk). This includes confirming the quality and reliability of the financial information prepared by the Company, working with the external auditor and reviewing non-audit services provided by the external auditor, to ensure external audit independence is maintained. A copy of the Audit and Risk Committee Charter is available on the Corporate Website.

Each member of the Audit and Risk Committee has a broad range of financial knowledge. Rick Dennis (Chair) is a Chartered Accountant with a 34-year career with Ernst & Young.

The number of meetings held and attended during FY23 is disclosed in the Director's' Report of the Company's FY23 Annual Report.

The Group's external auditor is required to attend the Company's Annual General Meeting and Security Holders will be given an opportunity to ask questions of the Group's auditor regarding the conduct of the audit and preparation and content of the auditor's report. The external auditor attended the 2022 Annual General Meeting.

The Board receives written assurances from the CEO and the Chief Financial Officer (**CFO**) confirming that, in their view, the Company's financial reports present a true and fair view, in all material respects, of the Company's financial position, that the operational results are in accordance with relevant accounting standards and that their opinion has been formed on the basis of sound risk management and internal controls. Written assurances were received in relation to the FY23 financial reports.

Periodic reports to the market which are not audited or reviewed by external auditors are subject to Management review to ensure all content is materially accurate and appropriate. The Board reviews and approves all material market announcements prior to the release to the market.

5. MAKE TIMELY AND BALANCED DISCLOSURES

The Board has adopted a Continuous Disclosure Policy designed to ensure compliance with ASX Listing Rule disclosure requirements.

A copy of the Continuous Disclosure Policy is available on the Corporate Website.

All Directors receive confirmation of the release of all market announcements directly from the ASX markets announcements platform, immediately once released.

It is Company practice that any new or substantive investor or analyst presentation is released on the ASX markets announcement platform prior to the presentation being made to investors or analysts.

6. RESPECT THE RIGHTS OF SECURITY HOLDERS

The Board is committed to facilitating effective communication with its Security Holders, investors and stakeholders and has adopted a Shareholder Communications Policy to support this commitment.

Information is communicated to Security Holders through the lodgement of all relevant financial and other information on the ASX markets announcement platform in accordance with its continuous disclosure obligations and updated onto Cettire's Corporate Website. The Corporate Website also contains the Company's governance charters and policies.

Investor briefings and investor roadshows with institutional investor groups and equity research analysts following the release of the Company's half-year and full-year results, and at other appropriate times, forms the basis of the Company's investor relations program. Attendance at general meetings by Security Holders is encouraged to facilitate two-way communication.

The Group's Annual General Meeting is an opportunity for Security Holders to receive updates from the CEO and Chair of the Board on the activities and performance of the Company, to ask questions of the Board and vote on resolutions relating to the Group's business. Security Holders will also be given an opportunity at the Annual General Meeting to ask questions of the Group's auditors regarding the audit and content of the auditor's report.

Security Holders who are unable to attend general meetings, are encouraged to appoint a proxy, attorney or representative to vote at the meeting on their behalf.

A copy of the Shareholder Communications Policy is available on the Corporate Website.

To recognise the votes of all Security Holders, consistent with the 2022 Annual General Meeting, all items of business to be conducted at the 2023 Annual General Meeting will be decided on a poll.

Security Holders can elect how they would like to receive certain company information including annual reports and documents relating to Shareholder Meetings via Cettire's share registry. The Company recognises the timeliness, convenience and environmental advantages of electronic communication and encourages its Security Holders to receive company information electronically by registering their email addresses online with Cettire's share registry.

7. RECOGNISE AND MANAGE RISK

The Board has established an Audit and Risk Committee. Refer to Principle 4 for information on the Committee and Committee members.

The Board has delegated to the Audit and Risk Committee responsibility for reviewing and monitoring the Company's formal risk management framework to provide assurance that significant business risks are identified, assessed and appropriately managed

Management assesses, monitors and implements appropriate risk mitigation measures relevant to and appropriate for the ongoing operations. The Audit and Risk Committee has established a formal risk management framework. During FY23, Management performed an assessment of the business risks in accordance with the framework implemented, for review by the Audit and Risk Committee and the Board.

Due to the size of the business, a formal internal audit function has not been established. Internal procedures and processes ensure accounting and system controls are appropriate for the business. In addition, the Group's external auditors provide recommendations should any internal control weakness be identified and, if required, specific functions can be outsourced.

The Company monitors its exposure to all risks including environmental risk. The Board does not consider that it has any material exposure to environmental risk, however, acknowledges that material exposure outside of its control may arise.

8. REMUNERATE FAIRLY AND RESPONSIBLY

The Board has established a Remuneration and Nomination Committee.

The members of the Remuneration and Nomination Committee comprise three Independent Non-Executive Directors - Bruce Rathie (Chair), Bob East and Rick Dennis.

The role of the Remuneration and Nomination Committee, utilising external consultants when appropriate, is to review and make recommendations to the Board on remuneration packages and policies relating to the Directors and Senior Executives to ensure that the remuneration policies and practices are consistent with the Group's strategic objectives, to attract, retain and motivate high calibre Senior Executives and to ensure that their interests are aligned with those of Security Holders.

A copy of the Remuneration and Nomination Committee charter is available on the Corporate Website.

The Remuneration and Nomination Committee undertake to meet as often as is required to discharge their duties in accordance with the Remuneration and Nomination Committee Charter. The number of meetings held and attended during FY23 is disclosed in the Director's' Report of the Company's FY23 Annual Report.

The Board has adopted a Securities Trading policy which applies to all employees, officers or Directors of the Company and outlines conduct, procedures, closed trading periods and restrictions, including restrictions which operate to limit the economic risk relating to Securities granted under an employee incentive plan or as part of the employee's remuneration.

A copy of the Securities Trading policy is available on the Corporate Website.