

2024 CORPORATE GOVERNANCE STATEMENT

This corporate governance statement sets out Way 2 Vat Ltd's (**Company**) current compliance with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (Fourth Edition) (**ASX Principles and Recommendations**). The ASX Principles and Recommendations are not mandatory. However, this corporate governance statement discloses the extent to which the Company has followed the ASX Principles and Recommendations. This corporate governance statement is current as at 28 March 2024 and has been approved by the Board of the Company (**Board**).

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
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 the Board and Management; and (b) those matters expressly reserved to the Board and those delegated to Management.	Yes	The Board is responsible for the overall strategic guidance and corporate governance of the Company. The Board has adopted a Board Charter which distinguishes which functions and responsibilities are reserved for the Board and those which are delegated to management. In general, the Board assumes (amongst others) the following responsibilities: (a) providing leadership and setting the strategic objectives of the Company; (b) overseeing management's implementation of the Company's strategic objectives and its performance generally; (c) approving operating budgets and major capital expenditure; (d) overseeing the integrity of the company's accounting and corporate reporting systems including the external audit; (e) overseeing the company's process for making timely and balanced disclosure of all material information concerning the Company that a reasonable person would expect to have a material effect on the price or value of the Company's securities; and (f) ensuring that the Company has in place an appropriate risk management framework and setting the risk appetite within which the board expects management to operate. Management is responsible for (amongst other things): (a) the day to day management of the Company; (b) assigning responsibilities clearly to the employees of the Company, and supervise and report on their performance to the Board; and (c) supporting a culture with the Company that promotes ethical and responsible behaviour. The Company intends to regularly review the balance of responsibilities to ensure that the division of functions remains appropriate to the needs of the Company. The Board Charter is located within the Corporate Governance Plan which is located on the Company's website at the following URL: https://way2vat.com/
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	Yes	The Company undertakes appropriate checks to verify the suitability of candidates considered for nomination as a Director or Senior Executive, having regard to each candidate's character, experience, education, criminal record and bankruptcy history prior to nomination for election as a Director.

ASX Principles and Recommendations	Comply (Yes/No)	Explanation												
(b) provide security holders with all material information in the Company's possession relevant to a decision on whether or not to elect or re-elect a Director.	Yes	At each Annual General Meeting, the Company provides relevant and material information to shareholders for their consideration about the attributes of candidates together with whether the Board supports the appointment or re-election, to enable them to decide on whether or not to appoint or reelect a Director.												
1.3. A listed entity should have a written agreement with each Director and Senior Executive setting out the terms of their appointment.	Yes	The Company has written agreements in place with each Director and Senior Executive which details the terms of their appointment.												
1.4. The Company Secretary of a listed entity should be accountable directly to the Board, through the chair, on all matters to do with the proper functioning of the Board.	Yes	The Board is supported by the Company Secretary, whose role includes supporting the Board on governance matters, assisting the Board with meetings and Directors' duties, The Company Secretary is accountable directly to the Board on all matters to do with the proper functioning of the Board. The Company Secretary is responsible for (amongst other things): (a) advising the Board and its committees on governance matters; (b) ensuring that the business at Board and committee meetings is accurately captured in the minutes. The Board and individual Directors have access to the Company Secretary.												
1.5. A listed entity should: (a) have and disclose a Diversity Policy; (b) through its Board or a committee of the Board set measurable objectives for achieving gender diversity in the composition of its Board, Senior Executives and workforce generally; and (c) disclose in relation to each reporting period: (1) the measurable objectives set for that period to achieve gender diversity; (2) the entity's progress towards achieving those objectives; and (3) either : (i) 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, (ii) if the Company is a relevant employer" under the Workplace Gender Equality Act 2012 (Cth), the Company's most recent "Gender Equality Indicators", as defined in and published under that Act.	Partly complied	The Board values diversity and recognises the benefits it can bring to the organisation's ability to achieve its goals. Accordingly, the Company has set in place a Diversity Policy. This policy outlines the Company's diversity objectives in relation to gender, age, cultural background and ethnicity. It includes requirements for the Board to establish measurable objectives for achieving diversity, and for the Board to assess annually both the objectives, and the Company's progress in achieving them. The Diversity Policy is located within the Corporate Governance Plan which is available on the Company's website at the following URL: https://way2vat.com/ The Board has not yet set any measurable objectives for achieving gender diversity and their annual assessment. As at the date of this statement, the measurable objectives of the Diversity Policy are being developed by the Board. The Company anticipates that it will provide the market an update on its progress towards achieving these objectives in the Annual Report. The following is the respective proportions of men and women on the board, in Senior Executive positions and across the whole organisation, as at 31 December 2023: <table> <tr> <td></td><td>Male</td><td>Female</td></tr> <tr> <td>Board*</td><td>5</td><td>0</td></tr> <tr> <td>Senior Executive*</td><td>7</td><td>2</td></tr> <tr> <td>Whole Organisation</td><td>31</td><td>31</td></tr> </table> *Amos Simantov presented in both lists. The Company is not deemed a "relevant employer" under the Workplace Gender Equality Act.		Male	Female	Board*	5	0	Senior Executive*	7	2	Whole Organisation	31	31
	Male	Female												
Board*	5	0												
Senior Executive*	7	2												
Whole Organisation	31	31												
1.6. A listed entity should:	No													

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
(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.		The performance of the Board as a group and individual Directors will be assessed each year. The process for performance evaluation is located in the Board Charter within the Corporate Governance Plan. In particular, all Directors seeking re-election at an annual general meeting will be subject to formal performance appraisal to determine whether the Board recommends their re-election to shareholders. Performance evaluations were not carried out by the Company during the relevant reporting period.
1.7. A listed entity should: (a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; 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.	Yes	The process for performance evaluation is located in the Board Charter within the Corporate Governance Plan. The Company did not undertake formal performance evaluations of Senior Executives in the financial year ended 31 December 2023. However, it does intend to carry out a performance evaluation of its Senior Executives.
2. Structure the Board to be effective and add value		
2.1. The Board of a listed entity should: (a) have a nomination committee which: (1) has at least three members, a majority of whom are independent Directors; and (2) is chaired by an independent Director; and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a nomination committee, disclose that fact and the processes it 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.	Yes	The Company has a Remuneration and Nomination Committee, with its own Charter. During the reporting period, the Committee comprised of: (a) David Haim Assia (Non-Executive Director); (b) Robert Edgley (Non-Executive Director); and (c) David Buckingham (Non-Executive Director). The Board considers that all three Directors are independent and free from judgement. The Remuneration and Nomination Committee is chaired by Robert Edgley. The Remuneration and Nomination Committee Charter is available within the Corporate Governance Plan which is available on the Company's website at the following URL: https://way2vat.com/. Details of the Remuneration and Nomination Committee meetings held and attendance of each member is set out in the Directors' Report, contained within the 2023 Annual Report.
2.2. 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.	Yes	The Board is committed to ensuring that it is comprised of Directors with a blend of skills, experience and attributes appropriate for the Company and its business. The Board, in consultation with the Remuneration and Nomination Committee will be responsible for preparing and maintaining the Board skills matrix.

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
		A copy of the Board skills matrix is available on the Company's website at the following URL: https://way2vat.com/
2.3. A listed entity should disclose:	Yes	The Board considers that each of Messrs. Ga'ash, Assia, Edgley and Buckingham is free from any interest, position, association or relationship that may influence or reasonably be perceived to influence, the independent exercise of the Director's judgement and that each of them is able to fulfil the role of independent Director for the purpose of the Recommendation. Mr Simantov is considered by the Board not to be independent on the basis that he is the Managing Director of the Company. The interests of the Directors are disclosed in the 2023 Annual Report. The Company will continually evaluate whether it will be appropriate to consider additional independent Directors as the business evolves and expands. The length of service of each Director is set out in the Company's 2023 Annual Report.
2.4. A majority of the Board should be independent Directors.	Yes	As at the date of this statement, the Board consists of a majority of independent Directors. The Board consists of five independent Directors from a Board comprising five members.
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.	Yes	The Board's Chairman is Mr Adoram Ga'ash who is an independent Director. The Board's Chairman is not the same person as the CEO of the Company.
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.	Yes	Upon appointment, new Directors will be subject to relevant induction procedures to provide the incoming individual with sufficient knowledge of the entity and its operating environment to enable them to fulfil their role effectively. When the Board considers the Company to be of an appropriate size, it will implement a formal induction process that complies with Recommendation 2.6.
3. Instil a culture of acting lawfully, ethically and responsibly		
3.1. A listed entity should articulate and disclose its values.	No	The Company does not currently comply with this Recommendation. When the Board considers the Company to be of an appropriate size, it will articulate and disclose its values that complies with Recommendation 3.1.
3.2. A listed entity should:	Yes	The Company adopted a formal code of conduct for its Directors, Senior Executives and employees. The Code of Conduct is available within the Corporate Governance Plan which is available on the Company's website at the following URL: https://way2vat.com/ The Board is informed of any material breaches of the Code of Conduct.
3.3. A listed entity should:	Yes	The Company has adopted a Whistleblower Policy located within the Corporate Governance Plan which is available on the Company's website at the following URL: https://way2vat.com/ Clause 7.1 of the Whistleblower Policy provides that the Board is informed of any material incidents reported.

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
(b) ensure that the Board or a committee of the Board is informed of any material incidents reported under that policy.		
3.4. A listed entity should:	Yes	The Company has adopted an Anti-bribery and Corruption Policy located within the Corporate Governance Plan which is available on the Company's website at the following URL: https://way2vat.com/
(a) have and disclose an anti-bribery and corruption policy; and		The Anti-Bribery and Corruption Policy provides that the Board is informed of any material incidents reported.
(b) ensure that the Board or a committee of the Board is informed of any material breaches of that policy.		
4. Safeguard the integrity of corporate reports		
4.1. The board of a listed entity should:	Yes	The Company has a Risk and Audit Committee, with its own Charter. During the reporting period, the Committee comprised of:
(a) have an audit committee which:		(a) Robert Edgley (Non-Executive Director); and (b) David Buckingham (Non-Executive Director)
(1) has at least three members, all of whom are non-executive Directors and a majority of whom are independent Directors; and		The Board considers that all two Directors are independent and free from judgement.
(2) is chaired by an independent Director, who is not the chair of the board,		The Risk and Audit Committee is chaired by David Buckingham.
and disclose:		The Risk and Audit Committee Charter is available within the Corporate Governance Plan which is available on the Company's website at the following URL: https://way2vat.com/
(3) the charter of the Committee;		Details of the Risk and Audit Committee meetings held, and attendance of each member is set out in the Directors' Report, contained within the 2023 Annual Report.
(4) the relevant qualifications and experience of the members of the Committee; and		
(5) in relation to each reporting period, the number of times the Committee met throughout the period and the individual attendances of the members at those meetings; or		
(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.		
4.2. The Board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management	Yes	Prior to the approval of financial statements, the Company receives a declaration from the CEO and CFO that, in their opinion, the financial records have been properly maintained and complies with the proper standards.

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
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.	Yes	The Board ensures that any periodic corporate report the Company releases to the market that has not been subject to audit or review by an external auditor discloses the process taken to verify the integrity of its content.
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 ASX Listing Rule 3.1.	Yes	The Company has adopted a Continuous Disclosure Policy to establish a framework for ensuring compliance with its continuous disclosure obligations and for shareholders to be provided with timely, complete and accurate information. The Continuous Disclosure Policy is located within the Corporate Governance Plan which is available on the Company's website at the following URL: https://way2vat.com/
5.2. A listed entity should ensure that its Board receives copies of all material market announcements promptly after they have been made.	Yes	The Board is provided with copies of all material market announcements promptly after they have been made.
5.3. A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	Yes	Pursuant to clause 7.1 of the Company's Continuous Disclosure Policy, ahead of any new and substantive investor or analyst presentation a copy of the presentation materials must be released to ASX.
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.	Yes	The Company provides information about itself and its governance to its investors on the Company's website via the following URL: https://way2vat.com/ The Company will regularly update the website and its contents as necessary.
6.2. A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	Yes	The Company is committed to facilitating effective two-way communication with its shareholders, investors and stakeholders, and has adopted a Shareholder Communications Policy to define and support this commitment. A copy of the Shareholder Communications Policy is available on the website. The Company informs investors of developments regularly by communication through ASX announcements and by providing information on its website. The Shareholder Communications Policy sets out the Company's investor relations approach, namely by communicating with its shareholders and investors by posting information on its website, and by encouraging attendance and participation of shareholders at general meetings. Investors are encouraged to attend the Company's security holder meetings, and are able to contact Way2Vat's management by email at info@way2vat.com
6.3. A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Yes	The Company has adopted a Shareholder Communications Policy which sets out the way in which the Company encourages participation at meetings of security holders. The AGM is an opportunity for shareholders to hear the CEO and Chairman provide updates on the Company's performance, ask questions of the Board and vote on the various resolutions affecting

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
		the business. Shareholders are given an opportunity to ask questions of the Company's auditors regarding the conduct of the audit and preparation and content of the auditor's report. The Shareholder Communications policy is located within the Corporate Governance Plan which is available on the Company's website at the following URL: https://way2vat.com/
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.	Yes	Clause 7 of the Board Charter outlines that the Chairperson must ensure that all substantive resolutions at a meeting of security holders must be decided by a poll rather than by a show of hands. The Board Charter is located within the Corporate Governance Plan which is available on the Company's website at the following URL: https://way2vat.com/
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.	Yes	The Company encourages security holders to register for receipt of communications from the Company electronically. The process is managed by the Company's Registry.
7. Recognise and manage risk		
7.1. The Board of a listed entity should:	Yes	The Company has a Risk and Audit Committee, with its own Charter. During the reporting period, the Committee comprised of: (a) (b) Robert Edgley (Non-Executive Director); and (c) David Buckingham (Non-Executive Director) The Board considers that all two Directors are independent and free from judgement. The Risk and Audit Committee is chaired by David Buckingham. The Risk and Audit Committee Charter is available within the Corporate Governance Plan which is available on the Company's website at the following URL: https://way2vat.com/ Details of the Risk and Audit Committee meetings held and attendance of each member is set out in the Directors' Report, contained within the 2023 Annual Report.
(a) have a committee or committees to oversee risk, each of which: (1) has at least three members, a majority of whom are independent Directors; and (2) is chaired by an independent director, and disclose (3) the charter of the Committee; (4) the members of the Committee; and (5) as at the end of each reporting period, the number of times the Committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.		
7.2. The Board or a committee of the Board should:	Yes	The Risk and Audit Committee will review the Company's risk management framework throughout the year. The Company did not conduct a review of the Risk Management Framework during the relevant reporting period however, the Company has made plans to carry out a review of the Risk Management Framework.
(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		

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
(b) disclose, in relation to each reporting period, whether such a review has taken place.		
7.3. A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.	Yes	The Company does not have an internal audit function. The Board considers the Risk and Audit Committee and financial control function in conjunction with its risk management policy is sufficient for a Company of its size and complexity. The Risk and Audit Committee will periodically review the Company's operations to evaluate the effectiveness of risk management and internal control processes of the Company.
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.	Yes	The Company does not consider it has a material exposure to environmental or social risks. The Company will announce to the ASX any material environmental or social risks in accordance with its continuous disclosure obligations.
8. Remunerate fairly and responsibly		
8.1. The Board of a listed entity should: (a) have a remuneration committee which: (1) has at least three members, a majority of whom are independent Directors; and (2) is chaired by an independent Director, and disclose: (3) the charter of the Committee; (4) the members of the Committee; and (5) as at the end of each reporting period, the number of times the Committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a 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.	Yes	The Company has a Remuneration and Nomination Committee, with its own Charter. During the reporting period, the Committee comprised of: (a) David Haim Assia (Non-Executive Director); (b) Robert Edgley (Non-Executive Director); and (c) David Buckingham (Non-Executive Director) The Board considers that all three Directors are independent and free from judgement. The Remuneration and Nomination Committee is chaired by Robert Edgley. The Remuneration and Nomination Committee Charter is available within the Corporate Governance Plan which is available on the Company's website at the following URL: https://way2vat.com/ Details of the Remuneration and Nomination Committee meetings held and attendance of each member is set out in the Directors' Report, contained within the 2023 Annual Report.

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
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.	Yes	Details of the Company's remuneration practices for its Directors and Senior Executives are disclosed in the Remuneration Report in the Company's Annual Report. Separate disclosure regarding the remuneration of the Company's Directors (Executive and Non-Executive) is disclosed in the Company's Annual report, as lodged with the ASX and issued to shareholders.
8.3. A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.	Yes	The Company has adopted an equity-based remuneration scheme. The Company has a Securities Trading Policy that prohibits Directors, officers, employees and contractors from entering into transactions or arrangements which limit the economic risk of participating in unvested entitlements under any equity-based remuneration scheme. A copy of the Securities Trading Policy is available within the Corporate Governance Plan which is available on the Company's website at the following URL: https://way2vat.com/
9. Additional Recommendations		
9.1. A listed entity with a Director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the Director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	N/A	The Company does not currently have a Director who does not speak the language in which Board or security holder meetings are held. However, in the event that a Director of the Company is not proficient in the English language, the Company will ensure that Board and corporate documents will be translated into the Director's native language and a translator is to be present at all relevant Board and shareholder meetings.
9.2. A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	Yes	The Company ensures that shareholder meetings are convened at places and times convenient for attendance by shareholders.
9.3. A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	Yes	The Company is not established in Australia but is not an externally managed listed entity and this Recommendation is therefore not applicable. However, the Company's external auditor attends each AGM and is available to answer shareholder questions about the conduct of the audit and the preparation and content of the auditors' report.

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

WAY 2 VAT LTD (ASX: W2V)

ABN/ARBN

637 709 114

Financial year ended:

31 DECEMBER 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: <https://way2vat.com/>

The Corporate Governance Statement is accurate and up to date as at 28 March 2024 and has been approved by the board.

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

Date: 28 March 2024

Name of authorised officer
authorising lodgement: Amos Simantov

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 in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	☒ and we have disclosed a copy of our Board Charter within the Corporate Governance Plan on the Company website at: https://way2vat.com/	☐ set out in our Corporate Governance Statement OR ☐ 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.	☒	☐ set out in our Corporate Governance Statement OR ☐ 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.	☒	☐ set out in our Corporate Governance Statement OR ☐ 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.	☒	☐ set out in our Corporate Governance Statement OR ☐ 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 A listed entity should: (a) have and disclose a diversity policy; (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and (c) disclose in relation to each reporting period: (1) the measurable objectives set for that period to achieve gender diversity; (2) the entity's progress towards achieving those objectives; and (3) either: (A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or (B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act. If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.	☒ and we have disclosed a copy of our Diversity Policy within the Corporate Governance Plan on the Company website at: https://way2vat.com/ [	☒ set out in our Corporate Governance Statement <u>OR</u> ☐ we are an externally managed entity and this recommendation is therefore not applicable

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1.6	A listed entity should: (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.	☐ and we have disclosed the evaluation process referred to in paragraph (a): in the Board Charter on the Company's website at https://way2vat.com/ and whether a performance evaluation was undertaken for the reporting period in accordance with that process: in our Corporate Governance Statement.	☒ set out in our Corporate Governance Statement <u>OR</u> ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.7	A listed entity should: (a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; 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.	☐ and we have disclosed the evaluation process referred to in paragraph (a) at: in the Board Charter on the Company's website at https://way2vat.com/ and whether a performance evaluation was undertaken for the reporting period in accordance with that process: in our Corporate Governance Statement.	☒ set out in our Corporate Governance Statement <u>OR</u> ☐ we are an externally managed entity and this recommendation is therefore not applicable

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PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	The board of a listed entity should: (a) have a nomination committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a nomination committee, disclose that fact and the processes it 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.	☒ and we have disclosed a copy of the charter of the Remuneration and Nomination Committee at: https://way2vat.com/ and the information referred to in paragraphs (4) and (5) in the 2023 Annual Report.	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
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.	☒ and we have disclosed our Board skills matrix at: https://way2vat.com/	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	☒ and we have disclosed the names of the Directors considered by the Board to be independent Directors: in our Corporate Governance Statement [insert location] and, where applicable, the information referred to in paragraph (b): in our 2023 Annual Report and the length of service of each Director in our 2023 Annual Report	☐ set out in our Corporate Governance Statement

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2.4	A majority of the board of a listed entity should be independent directors.	☒	☐ set out in our Corporate Governance Statement OR ☐ 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.	☒	☐ set out in our Corporate Governance Statement OR ☐ 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.	☒	☐ set out in our Corporate Governance Statement OR ☐ 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.	☐ and we have disclosed our values at: <i>[insert location]</i>	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.	☒ and we have disclosed our Code of Conduct at: https://way2vat.com/	☐ 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.	☒ and we have disclosed our Whistleblower Policy at: https://way2vat.com/	☐ 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.	☒ and we have disclosed our Anti-Bribery and Corruption Policy at: https://way2vat.com/	☐ set out in our Corporate Governance Statement

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PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	The board of a listed entity should: (a) have an audit committee which: (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not the chair of the board, and disclose: (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.	☒ and we have disclosed a copy of the charter of the committee at: https://way2vat.com/ and the information referred to in paragraphs (4) and (5): in our 2023 Annual Report	☐ 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.	☒	☐ 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.	☒	☐ set out in our Corporate Governance Statement

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PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	☒ and we have disclosed our Continuous Disclosure Policy at: https://way2vat.com/	☐ 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.	☒	☐ 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.	☒	☐ 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.	☒ and we have disclosed information about us and our governance on our website at: https://way2vat.com/	☐ 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.	☐	☒ 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.	☒ and we have disclosed how we facilitate and encourage participation at meetings of security holders at: https://way2vat.com/	☐ 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.	☒	☐ set out in our Corporate Governance Statement

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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.	☒	☐ set out in our Corporate Governance Statement
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.	☒ <i>[If the entity complies with paragraph (a):]</i> and we have disclosed a copy of the charter of the committee at: https://way2vat.com/ and the information referred to in paragraphs (4) and (5): in our 2023 Annual Report	☐ set out in our Corporate Governance Statement
7.2	The board or a committee of the board should: (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 (b) disclose, in relation to each reporting period, whether such a review has taken place.	☒ and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period: in our Corporate Governance Statement	☐ set out in our Corporate Governance Statement

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7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.	☒ and we have disclosed the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes: in our Corporate Governance Statement	☐ set out in our Corporate Governance Statement
7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	☒ and we have disclosed whether we have any material exposure to environmental and social risks: in our Corporate Governance Statement and, if we do, how we manage or intend to manage those risks at: in our Corporate Governance Statement	☐ set out in our Corporate Governance Statement

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PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	The board of a listed entity should: (a) have a remuneration committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a 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.	☒ [If the entity complies with paragraph (a):] and we have disclosed a copy of the charter of the committee at: https://way2vat.com/ and the information referred to in paragraphs (4) and (5) at: in our 2023 Annual Report	☐ set out in our Corporate Governance Statement <u>OR</u> ☐ we are an externally managed entity and this recommendation is therefore not applicable
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.	☒ and we have disclosed separately our remuneration policies and practices regarding the remuneration of Non-Executive Directors and the remuneration of Executive Directors and other Senior Executives: in our Corporate Governance Statement	☐ set out in our Corporate Governance Statement <u>OR</u> ☐ we are an externally managed entity and this recommendation is therefore not applicable
8.3	A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.	☒ and we have disclosed our policy on this issue or a summary of it at: in our Corporate Governance Statement	☐ set out in our Corporate Governance Statement <u>OR</u> ☐ we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable <u>OR</u> ☐ we are an externally managed entity and this recommendation is therefore not applicable

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

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-	<i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i> An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.	☐ and we have disclosed the terms governing our remuneration as manager of the entity at: [insert location]	☐ set out in our Corporate Governance Statement