

# Appendix 4G

## Key to Disclosures

### Corporate Governance Council Principles and Recommendations

Name of entity

archTIS Limited

ABN/ARBN

79 123 098 671

Financial year ended:

30 June 2024

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

☐ These pages of our annual report:

☒ This URL on our website:

<https://www.archtis.com/archtis-asx-ar9-investor-relations/>

The Corporate Governance Statement is accurate and up to date as at 29 August 2024 and has been approved by the board.

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

Date:

Name of authorised officer  
authorising lodgement:

The Board of archTIS Limited

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

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

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

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

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

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

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

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

## ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<b>PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT</b>			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	<input checked="" type="checkbox"/> and we have disclosed a copy of our board charter in our Corporate Governance Plan on the Company's website at: <a href="https://www.archtis.com/archtis-asx-ar9-investor-relations/">https://www.archtis.com/archtis-asx-ar9-investor-relations/</a>	
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"/>	
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"/>	
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"/>	

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

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

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
1.5	<p>A listed entity should:</p> <ul style="list-style-type: none"> <li>(a) have and disclose a diversity policy;</li> <li>(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</li> <li>(c) disclose in relation to each reporting period: <ul style="list-style-type: none"> <li>(1) the measurable objectives set for that period to achieve gender diversity;</li> <li>(2) the entity's progress towards achieving those objectives; and</li> <li>(3) either: <ul style="list-style-type: none"> <li>(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</li> <li>(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.</li> </ul> </li> </ul> </li> </ul> <p>If the entity was in the S&amp;P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>	<p>(a) <input checked="" type="checkbox"/> and we have disclosed a copy of our diversity policy at: <a href="https://www.archtis.com/archtis-asx-ar9-investor-relations/">https://www.archtis.com/archtis-asx-ar9-investor-relations/</a></p> <p>(c)(3) and we have disclosed the information referred to in paragraph (c)(3)(A) in our Corporate Governance Statement.</p>	<p>(b), (c)(1) and (c)(2) <input checked="" type="checkbox"/> set out in our Corporate Governance Statement.</p>
1.6	<p>A listed entity should:</p> <ul style="list-style-type: none"> <li>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</li> <li>(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.</li> </ul>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) at: <a href="https://www.archtis.com/archtis-asx-ar9-investor-relations/">https://www.archtis.com/archtis-asx-ar9-investor-relations/</a>, and whether a performance evaluation was undertaken for the reporting period in accordance with that process at 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, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) in our Corporate Governance Plan on the Company's website at <a href="https://www.archtis.com/archtis-asx-ar9-investor-relations/">https://www.archtis.com/archtis-asx-ar9-investor-relations/</a>, and whether a performance evaluation was undertaken for the reporting period in accordance with that process in the Company's Corporate Governance Statement.</p>	

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<b>PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE</b>			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the fact that we do not have a nomination committee and the processes we employ to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively in our Corporate Governance Statement.</p>	
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed our board skills matrix at Annexure B of the Company's Corporate Governance Plan on the Company's website <a href="https://www.archtis.com/archtis-asx-ar9-investor-relations/">https://www.archtis.com/archtis-asx-ar9-investor-relations/</a>.</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"/></p> <p>and we have disclosed the names of the directors considered by the board to be independent directors at, where applicable, the information referred to in paragraph (b) and the length of service of each director within the Company's Corporate Governance Statement.</p>	

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
2.4	A majority of the board of a listed entity should be independent directors.	<input checked="" type="checkbox"/>	
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"/>	
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"/>	
<b>PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY</b>			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> and we have disclosed our values in our Corporate Governance Statement and on our website.	
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"/> and we have disclosed our code of conduct in our Corporate Governance Plan on the Company's website at <a href="https://www.archtis.com/archtis-asx-ar9-investor-relations/">https://www.archtis.com/archtis-asx-ar9-investor-relations/</a>	
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"/> and we have disclosed our whistleblower policy on the Company's website at <a href="https://www.archtis.com/archtis-asx-ar9-investor-relations/">https://www.archtis.com/archtis-asx-ar9-investor-relations/</a>	
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"/> and we have disclosed our anti-bribery and corruption policy in our Corporate Governance Plan on the Company's website at <a href="https://www.archtis.com/archtis-asx-ar9-investor-relations/">https://www.archtis.com/archtis-asx-ar9-investor-relations/</a>	

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<b>PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS</b>			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner in the Company's Corporate Governance Statement</p>	
4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	<input checked="" type="checkbox"/>	
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"/>	

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<b>PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE</b>			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	<input checked="" type="checkbox"/> and we have disclosed our continuous disclosure compliance policy in our Corporate Governance Plan on the Company's website at <a href="https://www.archtis.com/archtis-asx-ar9-investor-relations/">https://www.archtis.com/archtis-asx-ar9-investor-relations/</a>	
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"/>	
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"/>	
<b>PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS</b>			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at <a href="https://www.archtis.com/">https://www.archtis.com/</a>	
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<input checked="" type="checkbox"/>	
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	<input checked="" type="checkbox"/> and we have disclosed how we facilitate and encourage participation at meetings of security holders 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"/>	
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"/>	



## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<b>PRINCIPLE 7 – RECOGNISE AND MANAGE RISK</b>			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework in our Corporate Governance Statement.</p>	
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period 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>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 within the Corporate Governance Statement.</p>	

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	<input checked="" type="checkbox"/> and we have disclosed whether we have any material exposure to environmental and social risks and, if we do, how we manage or intend to manage those risks, within the Company's Corporate Governance Statement.	

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<b>PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY</b>			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the fact that we do not have a remuneration committee and the processes we employ for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive, in our Corporate Governance Statement.</p>	
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives within the Company's 2024 Annual Report.</p>	
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed our policy on this issue or a summary of it in the Company's Remuneration Committee Charter within our Corporate Governance Plan and in the Company's Corporate Governance Statement.</p>	

## Key to Disclosures Corporate Governance Council Principles and Recommendations

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<b>ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES</b>			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.		<input checked="" type="checkbox"/> we do not have a director in this position and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.		<input checked="" type="checkbox"/> we are established in Australia and this recommendation is therefore not applicable
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.		<input checked="" type="checkbox"/> we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable
<b>ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES</b>			
-	<p><i>Alternative to Recommendation 1.1 for externally managed listed entities:</i></p> <p>The responsible entity of an externally managed listed entity should disclose:</p> <p>(a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and</p> <p>(b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.</p>	N/A	N/A
-	<p><i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i></p> <p>An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.</p>	N/A	N/A



## **archTIS Limited** and its controlled entities **Corporate Governance Statement**

The Board of archTIS Limited (**Company**) is responsible for establishing the Company's corporate governance framework. In establishing its corporate governance framework for the financial year ended 30 June 2024 (**Reporting Period**), the Board has referred to the Corporate Governance Principles and Recommendations (4<sup>th</sup> Edition) published by the ASX Corporate Governance Council (**Recommendations**). The Company sets out below its compliance with, and departures from the Recommendations for the Reporting Period.

As at the date of this Statement, the Company has adopted the following corporate governance policies and procedures, which can be found on the Company's website at <https://www.archtis.com> together, the **Corporate Governance Plan**):

- a) Board Charter
- b) Corporate Code of Conduct
- c) Audit and Risk Committee Charter
- d) Remuneration Committee Charter
- e) Nomination Committee Charter
- f) Performance Evaluation Policy
- g) Continuous Disclosure Policy
- h) Risk Management Policy
- i) Trading Policy
- j) Diversity Policy
- k) Shareholder Communications Strategy
- l) Whistleblower Policy
- m) Anti-Bribery and Anti-Corruption Policy

The Board is committed to administering the Corporate Governance Plan with openness and integrity, pursuing the true spirit of corporate governance commensurate with the Company's needs.

In light of the Company's size and nature, the Board considers that the current corporate governance regime is a fit-for-purpose, efficient, practical and cost-effective method of directing and managing the Company. As the Company's activities develop in scale and complexity, the implementation of additional corporate governance policies and structures will be considered.

## **PRINCIPLE 1: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT**

### **Recommendation 1.1**

***A listed entity should have and disclose a board charter setting out:***

- (a) the respective roles and responsibilities of the board, the chair and management; and***
- (b) those matters expressly reserved to the board and those delegated to management.***

The Company complied with Recommendation 1.1 in full for the whole of the Reporting Period.

The Company has adopted a Board Charter which complies with the guidelines prescribed by the ASX Corporate Governance Council and sets out the respective roles and responsibilities of the board, the chair and management and those matters expressly reserved to the board and those delegated to management.

A copy of the Company's Board Charter is set out in the Corporate Governance Plan which is available at the Company's website.

### **Recommendation 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 relevant to a decision on whether or not to elect or re-elect a director.***

The Company complied with Recommendation 1.2 in full for the whole of the Reporting Period.

It is the Company's policy under its Nomination Committee Charter, to undertake appropriate checks before appointing a Director or senior executive, or putting someone forward for election as a director. The Company also provides shareholders with all material information relevant to a decision on whether or not to elect or re-elect a Director prior to any general meeting at which a resolution to elect or re-elect a Director will be voted on.

During the Reporting Period, the Company did not appoint or put forward any new candidates for election as a director of the Company. Dr Miles Jakeman was put forward for re-election as a Director at the 2023 AGM, and all information relevant to a decision with respect to his re-appointment was included in the Notice of Meeting announced on 24 October 2023.

Further, in April 2024, the Board appointed Andrew Burns as Chief Financial Officer. Mr Burns served a CFO and 2iC to the MD/CEO of the then listed Citadel Group Limited, alongside archTIS Chairman, Dr. Miles Jakeman, and was therefore known to the Company for some time prior to his appointment. The Company has since undertaken criminal history and bankruptcy checks and considers this to be appropriate due diligence for the role.

### **Recommendation 1.3**

***A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.***

The Company complied with Recommendation 1.3 in full for the whole of the Reporting Period.

The Company has a written agreement with each Director and senior executive of the Company, which sets out the terms of their appointment.

#### **Recommendation 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.***

The Company complied with Recommendation 1.4 in full for the whole of the Reporting Period.

The Board Charter of the Company sets out the specific responsibilities of the Company Secretary and provides that the Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.

#### **Recommendation 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:***
  - (i) the measurable objectives set for that period to achieve gender diversity;***
  - (ii) the entity's progress towards achieving those objectives; and***
  - (iii) 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.***

The Board and the Company as a whole is committed to an inclusive workplace that embraces and values diversity while always upholding the principle of meritocracy.

The Company complied with Recommendation 1.5(a) and (c) in full for the whole of the Reporting Period, but did not comply with Recommendation 1.5(b) in full during the Reporting Period as, given the size of the Company and its workforce, it does not have sufficient resources to be able to define and implement a formal diversity program compliant with the Recommendations. Further, the Board considers that, at this stage, the incremental benefits of a structured diversity program are disproportionate to the implementation costs involved whilst the Company's workforce remains small. However, once the Company's workforce exceeds 100 employees, the Company intends to adopt practices in line with the Recommendations of the ASX Corporate Governance Council, including compliance with the requirement for the Company to set and report against measurable objectives for achieving gender diversity.

During the Reporting Period:

- (a) the Company had in place a Diversity Policy which was disclosed on its website;***
- (b) for the reasons set out above, the Board did not set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally;***
- (c) the respective proportions of men and women on the Board, in senior executive positions and across the whole organisation are set out below. The Company defines its senior executives as those executive employees identified as "Key Management Personnel" in the Remuneration Report of the Company's latest Annual Report:***
  - 33% of the Company's Board members as at 30 June 2024 were female;

- None of the Company's senior executives as at 30 June 2024 were female; and
  - 36% of the Company's entire workforce of 33 people as at 30 June 2024, were female.
- (d) The Company was not in the S&P/ASX300 Index at the commencement of the Reporting Period.

#### **Recommendation 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.***

The Company complied with Recommendation 1.6 in full for the whole of the Reporting Period.

The Company has adopted a Performance Evaluation Policy which sets out the process for annually evaluating the performance of the Board, its committees and individual directors. The Remuneration and Nomination Committee (or the full board in the absence of such a committee) is responsible for evaluating the performance of the Board and individual Directors on an annual basis, with the aid of an independent advisor, if deemed required.

During the Reporting Period, the Board undertook a formal performance evaluation of the individual directors and Board generally, in line with its Performance Evaluation Policy.

A copy of the Performance Evaluation Policy is disclosed on the Company's website.

#### **Recommendation 1.7**

***A listed entity should:***

- (a) have and disclose a process for periodically 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.***

The Company complied with Recommendation 1.7 in full for the whole of the Reporting Period.

The Company has adopted a Performance Evaluation Policy which sets out the process for annually evaluating the performance of the Company's senior executives. The Remuneration and Nomination Committee is responsible for evaluating the performance of senior executives on an annual basis.

During the Reporting Period, the Board undertook formal performance evaluations of all senior executives, in line with its Performance Evaluation Policy.

A copy of the Performance Evaluation Policy is disclosed on the Company's website.

### **PRINCIPLE 2: STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE**

#### **Recommendation 2.1**

***The board of a listed entity should:***

- (a) have a nomination committee which:***
  - (i) has at least three members, a majority of whom are independent directors; and***
  - (ii) is chaired by an independent director,***



**and disclose:**

- (iii) the charter of the committee;**
  - (iv) the members of the committee; and**
  - (v) 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, experience, independence and knowledge of the entity to enable it to discharge its duties and responsibilities effectively.**

The Company complied with Recommendation 2.1 (b) in full for the whole of the Reporting Period.

Given the size of the Board, the Board has determined that the function of the Nomination Committee is most efficiently carried out with full board participation and accordingly, the Company has elected not to establish a separate Nomination Committee at this stage.

As a result, the duties that are ordinarily assigned to the Nomination Committee under the Nomination Committee Charter are carried out by the full board.

The Board fulfills its duties in this regard, by devoting time at board meetings to discuss Board composition and succession matters on at least an annual basis. All members of the Board are involved in the Company's nomination process, to the maximum extent permitted under the Corporations Act and ASX Listing Rules.

A copy of the Nomination Committee Charter is available on the Company's website.

### **Recommendation 2.2**

**A listed entity should have and disclose a board skill matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.**

The Company complied with Recommendation 2.2 in full for the whole of the Reporting Period.

The Board of the Company is comprised of directors with a broad range of technical, commercial, financial and other skills, experience and knowledge relevant to overseeing the business of the Company.

The Company has developed a skills matrix which is used as a tool to assess the appropriate and ideal balance of skills, experience, independence and diversity necessary for the Board to discharge its duties and responsibilities effectively.

A summary of the collective skills, experience, independence and diversity of the Board is set out in Annexure B of the Company's Corporate Governance Plan which is available on the Company's website.

### **Recommendation 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 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**

The Company complied with Recommendation 2.3 in full for the whole of the Reporting Period.

The independence status and length of service of each of the Company's directors is listed below:

Director	Independence Status	Length of Service
Miles Jakeman	Independent	~4.5 years (appointed 13 February 2020)
Leanne Graham	Independent	~6.5 years (appointed 21 February 2018)
Daniel Lai	Not Independent	16.67 years (appointed 15 December 2007)

The Managing Director, Daniel Lai, is not considered to be independent due to his executive role in the Company.

The Board considered the independence of directors having regard to the guidance set out in Box 2.3 of the Recommendations and has not formed an opinion contrary to those guidelines.

**Recommendation 2.4**

***A majority of the board of a listed entity should be independent directors.***

The Company complied with Recommendation 2.4 in full for the whole of the Reporting Period.

The Company's Board is comprised of 2 independent non-executive board members, being Miles Jakeman and Leanne Graham, and one executive director, Daniel Lai, who is not independent.

**Recommendation 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.***

The Company complied with Recommendation 2.5 in full for the whole of the Reporting Period.

The Chair of the Board for the Reporting Period was Miles Jakeman, who is an independent Director of the Company, and is not the same person as the CEO.

**Recommendation 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 a director effectively.***

The Company complied with Recommendation 2.6 in full for the whole of the Reporting Period.

The Company's program for the induction of new directors is tailored to each new Director depending on their personal requirements, background, skills, qualifications and experience and includes the provision of a formal letter of appointment and an induction pack containing sufficient information, as well as direct access to the senior management team, Company Secretary and other board members, to allow the new Director to gain an understanding of the business of the Company and the roles, duties and responsibilities of Directors and other key personnel.

As part of the Company's annual board performance review process, the identification of skills gaps and the need for professional development opportunities are considered and tabled for discussion. All Directors are encouraged to undergo continual professional development and, subject to prior

approval by the Chairman, all Directors have access to numerous resources and professional development training to address any skills gaps.

### **PRINCIPLE 3: INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY**

#### **Recommendation 3.1**

***A listed entity should articulate and disclose its values.***

The Company complied with Recommendation 3.1 in full for the whole Reporting Period.

The Company's values are set out below and are also disclosed on the Company's website:

- **Collaboration:** Trusted information sharing is our reason for being. We provide Trusted Information Sharing products and services to the market. We promote collaboration among all our stakeholders to ensure we continue to deliver quality outcomes that they value.
- **Trust:** archTIS is an accredited company that acts as an agent of change. We demonstrate integrity and build trust through our actions, and broker trust between others.
- **Innovation:** We innovate to solve trusted information sharing challenges - providing new or better products and solutions for our customers, clients and partners.
- **Responsibility:** We are a responsible corporate citizen. We are accountable to our customers, staff, shareholders and communities to ensure that we meet our obligations and make a positive and sustainable impact.

#### **Recommendation 3.2**

***A listed entity should:***

- (a) have 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.***

The Company complied with Recommendation 3.2 in full for the whole of the Reporting Period.

The Company has established a Code of Conduct (**Code**), which applies to all employees of the Company and addresses matters relevant to the Company's legal and ethical obligations to its stakeholders.

The Company is committed to promoting good corporate conduct grounded by strong ethics and responsibility. Any material breaches of the Code are reported to the Board, and employees are encouraged to raise any matters of concern in good faith with the head of their business unit or with the Company Secretary, without fear of retribution, to ensure such breaches are reported.

A copy of the Code is disclosed on the Company's website.

### **Recommendation 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.***

The Company complied with Recommendation 3.3 in full for the whole of the Reporting Period.

The Company has, and has disclosed, a whistleblower policy which is set out on the Company's website.

The Company requires all Personnel to comply with its Whistleblower Policy and any applicable whistleblower laws and regulations, including encouraging reports of Reportable Matters to be made to the Whistleblower Protection Officer, or other recipients as set out in the Policy. Material incidents reported under this Whistleblower Policy will be reported to the Board of the Company (or the Audit and Risk Committee if one is constituted at that time).

### **Recommendation 3.4**

***A listed entity should:***

- (a) have and disclose an anti-bribery and corruption policy; and***
- (b) ensure that the board or a committee of the board is informed of any material breaches of that policy.***

The Company complied with Recommendation 3.4 in full for the whole of the Reporting Period.

The Company has, and has disclosed, an anti-bribery and corruption Policy ("ABC Policy"), which is set out in the Corporate Governance Plan, a copy of which is available on the Company's website.

The Company requires all Personnel to comply with its ABC Policy. Any Personnel or stakeholder who believes that a violation of the ABC Policy or any laws has been committed, is being committed, or is being planned, is encouraged to report the matter immediately to the Company. Material breaches of the ABC Policy are reported to the Board.

## **PRINCIPLE 4: SAFEGUARD THE INTEGRITY IN CORPORATE REPORTS**

### **Recommendation 4.1**

***The board of a listed entity should:***

- (a) have an audit committee which:***
  - (i) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and***
  - (ii) is chaired by an independent director, who is not the chair of the board,***  
***and disclose:***
    - (iii) the charter of the committee;***
    - (iv) the relevant qualifications and experience of the members of the committee; and***
    - (v) 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 financial reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.***

The Company complied with Recommendation 4.1 (b) in full for the whole of the Reporting Period.

Given the size of the Board, the Board has determined that the function of the Audit Committee is most efficiently carried out with full board participation and accordingly, the Company has elected not to establish a separate Audit Committee at this stage.

As a result, the duties that are ordinarily assigned to the Audit Committee under the Audit and Risk Committee Charter are carried out by the full board. The Board devotes time at Board meetings on at least an annual basis to consider the robustness of the various internal control systems it has in place to safeguard the integrity of the Company's financial reporting.

In addition, the Board has the opportunity to confer with the Company's external auditors on the matters identified during the course of the audit that has the potential to increase the Company's exposure to the risk of material misstatements in its financial reports.

The full Board also assumes responsibility for recommendations to security holders on the appointment and removal of the external auditor. Audit partner rotations are enforced in accordance with the relevant guidelines.

#### **Recommendation 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 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.***

The Company complied with Recommendation 4.2 in full for the whole of the Reporting Period.

Prior to the execution of the financial statements of the Company, the Company's Board received written assurances from its CEO and CFO in compliance with this recommendation.

#### **Recommendation 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.***

The Company complied with Recommendation 4.3 in full for the whole of the Reporting Period.

The Company undertakes significant review of periodic corporate reports, whether audited or unaudited, and is diligent in verifying the integrity of those reports prior to its release to the market. This includes verification to source records and separate reviews, as relevant, by the Company's management team, including its CEO, COO and CFO as appropriate as well as its Company Secretary, and legal advisors where required. The Company also engages with independent experts and its auditors on complex matters prior to the release of unaudited financial information.

## **PRINCIPLE 5: MAKE TIMELY AND BALANCED DISCLOSURE**

### **Recommendation 5.1**

***A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under Listing Rules 3.1.***

The Company complied with Recommendation 5.1 in for the whole of the Reporting Period.

The Company is committed to:

- (a) ensuring that shareholders and the market are provided with full and timely information about its activities;
- (b) complying with the continuous disclosure obligations contained in the Listing Rules and applicable sections of the Corporations Act; and
- (c) providing equal opportunity for all stakeholders to receive externally available information issued by the Company in a timely manner.

The Company has adopted a Continuous Disclosure Policy, which is disclosed on the Company's website. The Continuous Disclosure Policy sets out policies and procedures for the Company's compliance with its continuous disclosure obligations under the ASX Listing Rules. It forms part of the Company's corporate governance policies and procedures and is available to all staff.

### **Recommendation 5.2**

***A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.***

The Company complied with Recommendation 5.2 in full for the whole of the Reporting Period.

The Board of the Company reviews, considers and approves all material announcements prior to their release to the market, and receives a notification with the final announcement immediately upon its release to the market.

### **Recommendation 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.***

The Company complied with Recommendation 5.3 in full for the whole of the Reporting Period.

The Company's Continuous Disclosure Policy requires that materials of any new and substantive investor or analyst presentation are released on the ASX Market Announcements Platform ahead of the presentation, and the Company confirms that it complied with this policy during the Reporting Period.

## **PRINCIPLE 6: RESPECT THE RIGHTS OF SECURITY HOLDERS**

### **Recommendation 6.1**

***A listed entity should provide information about itself and its governance to investors via its website.***

The Company complied with Recommendation 6.1 in full for the whole of the Reporting Period.

Shareholders can access information about the Company, its operations and its governance (including adopted governance policies) on the Company's website at [www.archtis.com](http://www.archtis.com)

### **Recommendation 6.2**

***A listed entity should have an investor relations program that facilitates effective two-way communication with investors.***

The Company complied with Recommendation 6.2 in full for the whole of the Reporting Period.

The Company has adopted a Shareholder Communications Strategy which aims to promote and facilitate effective two-way communication with investors which is available on the Company's website. The Strategy outlines a range of ways in which information is communicated to shareholders, including via:

- (a) ASX announcements;
- (b) general meetings;
- (c) Investor Hub; and
- (d) the Company's website.

In addition to the above, the Company regularly hosts investor webinars, giving shareholders greater access to executive management. Shareholders may also email or call the Company, via the Company Secretary, Investor Relations Liaison or Share Registry, to seek further information to assist them in exercising their rights as Shareholders.

### **Recommendation 6.3**

***A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.***

The Company complied with Recommendation 6.3 in full for the whole of the Reporting Period.

The Board encourages full participation of Shareholders at meetings to ensure a high level of accountability and identification with the Company's strategies and goals. Shareholders are encouraged to participate at all general meetings of the Company by written statement contained in every notice of meeting sent to shareholders prior to each meeting.

The Company also accommodates shareholders who are unable to attend general meetings in person by accepting votes by proxy, and, where practical, the Company may also offer virtual meeting facilities or webcast facilities to allow shareholder to participate online.

Further, any material presented to shareholders at a shareholders meeting is released to the ASX immediately prior to the commencement of the meeting, for the benefit of those shareholders who are unable to attend in person. The Company also announces to the ASX the outcome of each meeting immediately following its conclusion.

At each general meeting, shareholders are given an opportunity to ask questions in relation to the resolutions put to shareholders at that meeting, and in respect of the Company's business and operations generally. At each annual general meeting, shareholders are also invited to ask questions of the Company's external auditor and the Board in relation to the annual financial report of the Company.

**Recommendation 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.***

The Company complied with Recommendation 6.4 in full for the whole of the Reporting Period.

All substantive resolutions at a meeting of security holders during the Reporting Period were decided by a poll rather than by a show of hands. The Company intends to apply this recommendation to all general meetings moving forward.

**Recommendation 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.***

The Company complied with Recommendation 6.5 in full for the whole of the Reporting Period.

Shareholders are given the option to receive communications from, and send communication to, the Company and its share registry electronically.

To ensure that shareholders can obtain all relevant information to assist them in exercising their rights as shareholders, the Company has made available a telephone number and relevant contact details (via the Company's website and ASX platform) for shareholders to make their enquiries.

The Company has also made available its 'Investor Hub' platform where shareholders can interact with management online, and access the latest announcements, reports and presentations.

**PRINCIPLE 7: RECOGNISE AND MANAGE RISK**

**Recommendation 7.1**

***The board of a listed entity should:***

- (a) have a committee or committees to oversee risk, each of which:***
  - (i) has at least three members, a majority of whom are independent directors; and***
  - (ii) is chaired by an independent director,***  
***and disclose:***
    - (iii) the charter of the committee;***
    - (iv) the members of the committee; and***
    - (v) 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 process it employs for overseeing the entity's risk management framework.***

The Company complied with Recommendation 7.1 (b) in full for the whole of the Reporting Period.



Given the size of the Board, the Board has determined that the function of the Risk Committee is most efficiently carried out with full board participation and accordingly, the Company has elected not to establish a separate Risk Committee at this stage.

As a result, the duties that are ordinarily assigned to the Risk Committee under the Audit and Risk Committee Charter are carried out by the full board. The Board devotes time at Board meetings on at least an annual basis to fulfill the roles and responsibilities associated with overseeing risk and maintaining the Company's risk management framework, as set out in its Risk Management Policy.

The Audit and Risk Committee Charter is available on the Company's website.

#### **Recommendation 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.***

The Company complied with Recommendation 7.2 in full for the whole of the Reporting Period.

The Company's process for risk management and internal compliance is set out in its Risk Management Policy and includes a requirement to identify and measure risk, monitor the environment for emerging factors and trends that affect these risks, formulate risk management strategies and monitor the performance of risk management systems. The Company's Audit and Risk Committee (the duties of which are carried out by the full Board) is responsible for the review of the Company's risk management procedures and internal compliance and controls on an annual basis.

During the Reporting Period the Company undertook a formal risk review in line with its Risk Management Policy. The Board also regularly considers its risk exposures and mitigations as a standing matter for consideration at all board meetings.

#### **Recommendation 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.***

The Company complied with Recommendation 7.3 (b) in full for the whole of the Reporting Period.

Due to the size and nature of the Company's operations, the Company does not consider it necessary to establish a formal internal audit function at this stage. The effectiveness of the Company's risk management and internal control processes, and the need for an internal audit function, is subject to annual review by the Board, together with consultation with the Company's auditors.

#### **Recommendation 7.4**

***A listed entity should disclose whether, and if so how, it has regard to environmental or social sustainability risks and, if it does, how it manages or intends to manage those risks.***

The Company complied with Recommendation 7.4 in full for the whole of the Reporting Period.

The Company does not consider that it has material exposures to environmental or social sustainability risks. Such risks are regularly assessed and managed (where applicable) as part of the Company's broader risk management framework as summarised in the Company's Risk Management Policy.

A copy of the Company's Risk Management Policy is available on its website.

## **PRINCIPLE 8: REMUNERATE FAIRLY AND RESPONSIBLY**

### **Recommendation 8.1**

***The board of a listed entity should:***

- (a) have a remuneration committee which:***
  - (i) has at least three members, a majority of whom are independent directors; and***
  - (ii) is chaired by an independent director,***  
***and disclose:***
    - (iii) the charter of the committee;***
    - (iv) the members of the committee; and***
    - (v) 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.***

The Company complied with Recommendation 8.1 (b) for the whole of the Reporting Period.

Due to its size, the Board has determined that the function of the Remuneration Committee is most efficiently carried out with full board participation and accordingly, the Company has elected not to establish a separate Remuneration Committee at this stage.

As a result, the duties that are ordinarily assigned to the Remuneration Committee under the Remuneration Committee Charter are carried out by the full board. The Board devotes time at least on an annual basis at Board meetings to discuss the outcome of performance reviews of its Board and any senior executives, and to consider the level and composition of remuneration for Company directors and senior executives in line with its Remuneration Policy to ensure that such remuneration is appropriate and not excessive. From time to time, the Board engages with independent remuneration consultants and recruitment advisors to assist with the process and provide specialised advice on remuneration structuring and benchmarking.

The Remuneration Committee Charter is available on the Company's website.

### **Recommendation 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.***

The Company complied with Recommendation 8.2 in full for the whole of the Reporting Period.

Disclosure of the Company's policies and practices regarding the remuneration of non-executive directors, executive directors and other senior employees are set out in the Remuneration Report section of the Company's 2024 Annual Report.

### **Recommendation 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.***

The Company complied with Recommendation 8.3 in full for the whole of the Reporting Period.

Generally, the Company's Remuneration Committee (the function of which is currently performed by the full Board) is responsible for the review and approval of any equity-based remuneration schemes offered to Directors and Employees of the Company. Further, in accordance with the Remuneration Committee Charter, the Board (in the absence of a Remuneration Committee) is also responsible for managing the policy under which scheme participants may be permitted (at the discretion of the Company) to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the Scheme.

The Company's current policy is set out in its current equity-based remuneration scheme (adopted by shareholders at the Company's 2023 Annual General Meeting) and provides that a participant must not enter into any arrangement to hedge or otherwise affect their economic exposure to any securities issued under (or on the exercise of securities issued under) the scheme.

## **PRINCIPLE 9: ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES**

### **Recommendation 9.1**

***A listed entity with a director who does not speak the language in which the 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.***

Recommendation 9.1 does not apply to the Company, as all Directors are fluent English speakers.

### **Recommendation 9.2**

***A listed entity established outside of Australia should ensure that meetings of security holders are held at a reasonable place and time.***

Recommendation 9.2 does not apply to the Company, as the Company was established within Australia.

### **Recommendation 9.3**

***A listed entity established outside of Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attend its AGM and is available to answer questions from security holders relevant to the audit.***

Recommendation 9.3 does not apply to the Company, as the Company was established within Australia.