



Wisr Limited ACN 004 661 205

CORPORATE GOVERNANCE STATEMENT

The Directors and Management of Wisr Limited (**Wisr** or the **Company**) are committed to conducting the business of Wisr and its controlled entities (the **Group**) in an ethical manner and in accordance with the highest standards of corporate governance. The Company reports against the *ASX Corporate Governance Principles and Recommendations (Fourth Edition)* (**Recommendations**) and substantially complies with the Recommendations, to the extent appropriate to the size, life cycle stage and nature of the Group's operations.

This Corporate Governance Statement (**Statement**) has been prepared in respect of the financial year ending on 30 June 2023 (**Reporting Period**) and by reference to each recommendation contained in the Recommendations. The Statement was approved by the Company's Board on 30 October 2023 and is current as at that date.

In this Statement, all references to the Company's website are to www.wisr.com.au (**Website**).

The Board is committed to maximising performance, generating appropriate levels of shareholder value and financial return, and sustaining the growth and success of Wisr. In conducting business with these objectives, the Board seeks to ensure that Wisr is properly managed to protect and enhance shareholder interests, and that Wisr and its directors, officers and personnel operate in an appropriate environment of corporate governance, and in accordance with the Company's stated values. Accordingly, the Board has created a framework for managing Wisr, including adopting relevant internal controls, risk management processes and corporate governance policies and practices which it believes are appropriate for Wisr's business and which are designed to promote the responsible management and conduct of the Company and encourage behaviours which support the Company's values and desired culture.

| ASX Recommendation | Status | Reference / Comment |
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| Principle 1 – Lay solid foundations for management and oversight <i>A listed entity should establish and disclose the respective roles and responsibilities of its board and management and how their performance is monitored and evaluated.</i> | | |
| 1.1 A listed entity should disclose: (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. | Compliant | <p>The Board monitors the operational and financial position and performance of Wisr and oversees its business strategy, including considering and approving the Company's strategic objectives and an annual business plan, including a budget.</p> <p>The Board has adopted a written charter (Board Charter) to provide a framework for its effective operation, which sets out:</p> <ul style="list-style-type: none"> • the roles and responsibilities of the Board, including responsibility for overseeing the development of corporate strategy, reviewing and approving strategic and financial plans and monitoring implementation of strategic plans, oversight of Management, effective communication with and management of shareholders and other stakeholders, oversight of financial and capital management and external audit and compliance and risk management; • the roles and responsibilities of the Chair and Company Secretary; • the delegations of authority by the Board to committees of the Board, the CEO and other management of Wisr; |

| ASX Recommendation | Status | Reference / Comment |
|--------------------|---|--|
| | | <ul style="list-style-type: none"> • the membership of the Board, including in relation to the Board's composition and size and the process of selection and re-election of Directors, independence of Directors and conduct of individual Directors; • the Board process, including the conduct of meetings; • access to Management and independent professional advice; and • the Board's performance evaluation process and independence reviews. <p>The management function is conducted by, or under the supervision of, the CEO as directed by the Board (and by officers to whom the management function is properly delegated by the CEO). Management must supply the Board with information in a form, timeframe and quality that will enable the Board to discharge its duties effectively. Directors are entitled to access senior management and request additional information at any time they consider appropriate. The Board collectively, and each Director individually, may seek independent professional advice, subject to the approval of the Chairman, or the Board as a whole.</p> |
| <p>1.2</p> | <p>A listed entity should:</p> <p>(a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and</p> <p>(b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.</p> | <p>Compliant</p> <p>The Board is tasked with identifying individuals who may be qualified to become new directors, having regard to such factors as it considers appropriate, including reputation, skill, diversity and business experience.</p> <p>The current members of the Board were appointed following a formal process which included the identification of suitable candidates, interviews and background and reference checks.</p> <p>The Company will provide information to shareholders about Directors seeking re-election or new directors seeking election at a general meeting to enable them to make an informed decision on whether or not to elect or re-elect the Director, including their relevant qualifications and experience and the skills they bring to the Board; details of any other listed directorships held by the Director in the preceding 3 years; the term of office already served by the Director; whether the Director is considered to be independent; and a recommendation by the Board in respect of the election or re-election of the Director.</p> |
| <p>1.3</p> | <p>A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p> | <p>Compliant</p> <p>All senior executives have entered into written agreements with the Company.</p> <p>Each of the Non-Executive Directors has received an appointment letter from Wisr, confirming their respective roles and responsibilities as directors of a public listed entity.</p> |
| <p>1.4</p> | <p>The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the</p> | <p>Compliant</p> <p>The Company Secretary is appointed by the Board and is accountable to the Board through the Chair on all matters relating to corporate governance and the proper functioning of the Board.</p> |

| | ASX Recommendation | Status | Reference / Comment |
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| | proper functioning of the board. | | |
| 1.5 | <p>A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</p> <p>(B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p> <p>If the entity was in the S&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> | Compliant | <p>The Company has adopted a Diversity Policy, which may be viewed on the Website.</p> <p>The Diversity Policy provides a framework to achieve Wisr's diversity goals and promote its commitment to creating a diverse work environment where all individuals are treated fairly and with respect and where all individuals feel responsible for the reputation and performance of Wisr. The Board oversees the implementation of the Policy and assesses progress in achieving its objective.</p> <p>In April 2020, the Company's Board set a target to achieve 30% female representation on the Board, within the Company's executive management and throughout the Company's employee base, within a period of three years. As at 30 June 2023, the Company had achieved these targets and the proportion of female representation across the Company was as follows:</p> <ul style="list-style-type: none"> - Board: 40% - Senior Executive (being the CEO and executives reporting to the CEO): 25% - Whole Organisation: 44%. <p>Subsequent to the Reporting Period, the Board established a new target, to achieve and maintain minimum representation of males and females across the Company within three years, as follows:</p> <ul style="list-style-type: none"> - Board: 40% - Senior Executive (being the CEO and executives reporting to the CEO): 35% - Whole Organisation: 40. <p>The Company was not in the S&P / ASX300 Index at the commencement of the Reporting Period.</p> |
| 1.6 | <p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual</p> | Compliant | <p>The Board Charter provides that a review of the Board's performance will be conducted on an annual basis.</p> <p>A formal Board evaluation was not undertaken in the Reporting Period, given the recent appointments of two directors and leave of absence taken by another. The next formal review of the Board is scheduled for the first calendar quarter of 2024.</p> |

| | ASX Recommendation | Status | Reference / Comment |
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| | <p>directors; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p> | | |
| 1.7 | <p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; 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> | Compliant | <p>The Board undertakes a periodic review of the performance of senior executives against appropriate performance indicators, whilst also providing feedback and mentoring to executives. A review was undertaken in the Reporting Period.</p> |
| <p>Principle 2 – Structure the Board to add value <i>A listed entity should have a board of an appropriate size, composition, skills and commitment to enable it to discharge its duties effectively.</i></p> | | | |
| 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,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and</p> | Compliant | <p>The Company's Board had established a Remuneration and Nomination Committee (RNC), to assist the Board in fulfilling its obligations in relation to remuneration and nomination matters and advise the Board on remuneration policies and practices within the Company. Post the Reporting Period, this committee's functions were assumed by the newly-formed People, Culture and Remuneration Committee (PCRC).</p> <p>The PCRC currently has 3 members, all of whom are independent directors. The committee is chaired by Ms Cathryn Lyall (who was chair of the RNC at the end of the Reporting Period), who is an independent director. The Board considers the committee's composition to be appropriate to the Company's requirements, noting that its membership was restructured during the Reporting Period.</p> <p>The PCRC charter may be viewed on the Website. At the date of this Statement, the PCRC is comprised of:</p> <ul style="list-style-type: none"> • Ms Cathryn Lyall (Chair); • Mr Matthew Brown; and • Ms Kate Whitehead, <p>who are assisted by relevant members of the management team, as required.</p> <p>The number of meetings of the RNC and attendance by members at those meetings is set out in the Company's Annual Report for the Reporting Period.</p> |

| | ASX Recommendation | Status | Reference / Comment | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
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| | responsibilities effectively. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2.2 | <p>A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.</p> | Compliant | <p>The Board aims to be comprised of Directors who have, at all times, the appropriate mix of skills, experience, expertise and diversity relevant to Wisr's business and the Board's responsibilities.</p> <p>The following table sets out the skills and experience considered by the Board to be important for its directors to collectively possess in order for it to effectively discharge its duties. The table reflects the appropriate matrix, as at 30 June 2023.</p> <div data-bbox="815 568 1437 913" data-label="Figure"> <table border="1"> <caption>Board Skills Summary</caption> <thead> <tr> <th>Skill Category</th> <th>Percentage</th> </tr> </thead> <tbody> <tr><td>Social Licence to Operate</td><td>60%</td></tr> <tr><td>Innovation</td><td>85%</td></tr> <tr><td>Corporate History</td><td>60%</td></tr> <tr><td>Technology</td><td>70%</td></tr> <tr><td>ASX and Related Governance</td><td>75%</td></tr> <tr><td>Legal and Compliance</td><td>80%</td></tr> <tr><td>People and Performance</td><td>80%</td></tr> <tr><td>Risk Management</td><td>85%</td></tr> <tr><td>Mergers and Acquisitions</td><td>80%</td></tr> <tr><td>Capital Markets</td><td>85%</td></tr> <tr><td>Sales and Marketing</td><td>80%</td></tr> <tr><td>Communications and Investor Engagement</td><td>75%</td></tr> <tr><td>Industry Experience</td><td>80%</td></tr> <tr><td>Operations</td><td>80%</td></tr> <tr><td>Finance</td><td>85%</td></tr> <tr><td>Strategy</td><td>90%</td></tr> </tbody> </table> </div> <p>The Board, via the use of its skills matrix, has assessed the relevant level of each competency on the Board and although collectively some competencies and skills have a higher expertise or skill level than others, the Board is of the opinion that collectively it has an adequate skill level for all competencies to discharge its duties.</p> <p>In addition to the skills and experience set out in the diagram above, the Board considers that each Director has the following attributes:</p> <ul style="list-style-type: none"> • honesty and integrity; • strategic thinking; • sufficient time to devote to Wisr's business; • willingness to question and challenge; and • commitment to the highest standards of governance. <p>The Board considers that it has the necessary knowledge to identify the skills missing and required to complement the Board composition. A recruitment process was undertaken in the Reporting Period, to source candidates who could complement and expand the combined Board skill set, and the current Board is therefore made up of members with a broad range of skills, expertise and experience, which the members of the Board believe is appropriate to ensure that it can carry out its obligations in accordance with its Charter and the requirements of good governance.</p> | Skill Category | Percentage | Social Licence to Operate | 60% | Innovation | 85% | Corporate History | 60% | Technology | 70% | ASX and Related Governance | 75% | Legal and Compliance | 80% | People and Performance | 80% | Risk Management | 85% | Mergers and Acquisitions | 80% | Capital Markets | 85% | Sales and Marketing | 80% | Communications and Investor Engagement | 75% | Industry Experience | 80% | Operations | 80% | Finance | 85% | Strategy | 90% |
| Skill Category | Percentage | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Social Licence to Operate | 60% | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Innovation | 85% | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Corporate History | 60% | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Technology | 70% | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| ASX and Related Governance | 75% | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Legal and Compliance | 80% | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| People and Performance | 80% | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Risk Management | 85% | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Mergers and Acquisitions | 80% | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Capital Markets | 85% | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Sales and Marketing | 80% | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Communications and Investor Engagement | 75% | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Industry Experience | 80% | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Operations | 80% | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Finance | 85% | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Strategy | 90% | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2.3 | <p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be</p> | Compliant | <p>Currently, there are five Directors on the Board. The Board of Directors as at 30 June 2023 comprised:</p> <ul style="list-style-type: none"> ▪ Mr John Nantes (appointed Chair on 7 June 2016); | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |

| ASX Recommendation | Status | Reference / Comment |
|---|------------------------------|--|
| <p>independent directors;</p> <p>(b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p> | | <ul style="list-style-type: none"> ▪ Mr Craig Swanger (Non-Executive Director since 3 July 2015) ▪ Mr Matthew Brown (Non-Executive Director since 13 September 2021) ▪ Ms Cathryn Lyall (Non-Executive Director since 1 January 2022); and ▪ Ms Kate Whitney (Non-Executive Director since 1 April 2022). <p>The Board has considered the circumstances of Mr Nantes and has determined him to be a non-independent Director, as he was an Executive Director within the three years preceding the Reporting Period. The Board considers all Non-Executive Directors to be independent.</p> <p>A director is considered independent by the Company if the director is a non-executive director who is free of any business or other relationship that could materially interfere with the exercise of their unfettered and independent judgment or could reasonably be perceived to do so. In determining whether a director is “independent”, the Board refers to the Recommendations.</p> <p>In reaching the conclusions set out above, the Board considered the guidelines of materiality for the purpose of determining Director independence set out in the Board Charter and Box 2.3 of the Recommendations.</p> <p>The length of service of each Director is set out above.</p> |
| <p>2.4</p> <p>A majority of the board of a listed entity should be independent directors.</p> | <p>Compliant</p> | <p>The Board is comprised of five Directors, four of whom are considered to be independent - being Messrs Craig Swanger and Matthew Brown, and Mss Cathryn Lyall and Kate Whitney.</p> <p>On this basis, a majority of the Board are independent directors.</p> |
| <p>2.5</p> <p>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.</p> | <p>Part-compliant</p> | <p>Mr Nantes, Chair of the Board, is not an independent Director as he occupied an executive position with the Company within the three years prior to the Reporting Period. The Board has agreed that Mr John Nantes has been the most appropriate director to hold the position of Chairman in light of his substantial industry experience, history with the Company and expertise. The Board notes that Mr Nantes at all times when acting as an executive director, reported to the Board as a whole, rather than reporting into an executive line. The Company has announced that Mr Nantes intends to step down as Chair, with effect from the end of the Company’s 2023 AGM, and Mr Matthew Brown, an independent director, will assume the Chair role.</p> <p>The positions of Chair and CEO are held by separate persons (Mr John Nantes and Mr Andrew Goodwin respectively (Mr Anthony Nantes held the role of CEO at the end of the Reporting Period.</p> |
| <p>2.6</p> <p>A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform</p> | <p>Complying</p> | <p>The Company has an effective orientation programme for new Directors in place. In association with the annual Board review process, the Board considers professional development opportunities for individual directors and industry-relevant engagement opportunities for the Board and senior executives.</p> |

| ASX Recommendation | Status | Reference / Comment |
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| their role as directors effectively. | | |
| Principle 3 – Act ethically and responsibly <i>A listed entity should act ethically and responsibly</i> | | |
| 3.1 A listed entity should articulate and disclose its values: | Compliant | <p>The Board is committed to providing an ethical and legal framework within which the Company’s employees conduct Wisr’s business.</p> <p>The Wisr values are captured in the “About Wisr” section of the Website.</p> |
| 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. | Compliant | <p>The Board has adopted a Corporate Code of Conduct, which is available on the Website, and which sets out the values, commitments, ethical standards and policies of Wisr and outlines the standards of conduct expected of the business and Wisr’s employees, taking into account Wisr’s legal and other obligations to its stakeholders. Any material breaches of the Code of Conduct are reported to the Board.</p> |
| 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. | Compliant | <p>The Company has adopted a Whistleblower Policy, which is available on the Website. Any material incidents reported under the Policy are reported to the Board.</p> |
| 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. | Compliant | <p>The Board has adopted an Anti-Bribery and Corruption Policy, which is available on the Website. Any material breaches of the Policy are reported to the Board.</p> |
| Principle 4 – Safeguard integrity in corporate reporting <i>A listed entity should have formal and rigorous processes that independently verify and safeguard the integrity of its corporate reporting.</i> | | |
| 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; | Compliant | <p>The Board has established Audit and Risk Committee (ARC).</p> <p>The ARC has three members, all of whom are non-executive directors and two of whom are independent directors. The committee is chaired by Mr Matthew Brown, who is an independent director and not the Chair of the Board. The Board considers the committee’s composition to be appropriate to the Company’s requirements.</p> <p>The ARC charter may be viewed on the Website. At 30 June 2023, the ARC was comprised of:</p> <ul style="list-style-type: none"> • Mr Matthew Brown (Chair); • Mr John Nantes; and • Ms Cathryn Lyall, <p>who are assisted by relevant members of the management team (in particular the Chief Operating Officer), as required.</p> <p>The number of meetings of the ARC and attendance by members at those meetings is set out in the Company’s Annual Report for the Reporting Period.</p> |

| ASX Recommendation | Status | Reference / Comment |
|---|--|---|
| <p>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>4.2</p> <p>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.</p> | <p>Compliant</p> | <p>The Directors are committed to the preparation of financial statements that present a balanced and clear assessment of the Group's financial position and prospects.</p> <p>In accordance with the Company's legal obligations and Recommendation 4.2 of the ASX Recommendations, the CEO and Chief Financial Officer are required to provide a declaration to the Board in relation to the financial statements for each financial period, that complies with the requirements of sections 286, 296 and 297 of the <i>Corporations Act 2001 (Act)</i>, Corporations Regulations, relevant Reporting Standards and other mandatory professional reporting requirements and states that, in their opinion, the financial records of the Company have been properly maintained and that the financial statements comply with the appropriate accounting standards 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.</p> <p>The Board has received these assurances prior to approving the financial statements for the Reporting Period and will seek these assurances prior to approving the financial statements for all quarterly, half-year and full year results.</p> |
| <p>4.3</p> <p>A 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.</p> | <p>Compliant</p> | <p>The Company's external auditor attends the annual general meeting and is available to answer shareholders' questions about the conduct of the audit and the preparation and content of the external auditor's report, accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit. Written questions for the auditor may also be directed to the Company's share registry ahead of the annual general meeting.</p> |
| <p>Principle 5 – Make timely and balanced disclosure <i>A listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.</i></p> | | |
| <p>5.1</p> | <p>A listed entity should have and</p> | <p>Compliant</p> <p>The Company has a documented Continuous Disclosure</p> |

| ASX Recommendation | Status | Reference / Comment |
|--------------------|---|--|
| | disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1 | <p>Policy which has established procedures to ensure compliance with ASX Listing Rule disclosure requirements and inform directors and Management of their obligations in relation to timely disclosure of material price-sensitive information.</p> <p>The Company Secretary, in conjunction with the Board, is responsible for managing Wisr's compliance with its continuous disclosure obligations.</p> <p>A copy of the Continuous Disclosure Policy is available on the Website.</p> |
| 5.2 | A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made. | Compliant All material market announcements released by the Company are provided to the Board prior to release. |
| 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. | Compliant If a new and substantive investor or analyst presentation is given, a copy of the presentation materials will be released on the ASX Market Announcements Platform ahead of the presentation. |

Principle 6 – Respect the rights of security holders

A listed entity should respect the rights of its security holders by providing them with appropriate information and facilities to allow them to exercise those rights effectively.

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| 6.1 | A listed entity should provide information about itself and its governance to investors via its website. | <p>Compliant</p> <p>The 'Shareholders' section of the Website is the primary medium providing information for all shareholders and stakeholders and it has been designed to enable information to be accessed in a clear and readily accessible manner.</p> <p>The 'Shareholders' section on the Website contains information relevant to shareholders and stakeholders, including:</p> <ul style="list-style-type: none"> ▪ all relevant announcements made to the market, including annual and half-year reports; ▪ shareholder updates; ▪ corporate governance policies and the Board and committee charters; ▪ Company contacts; ▪ information provided to analysts or media during briefings; and ▪ the full text of notices of meeting and explanatory material. <p>All corporate governance policies and the Board and committee charters adopted by the Board are available on the Website.</p> |
| 6.2 | A listed entity should have an investor relations program to facilitate effective two-way communication with investors. | <p>Compliant</p> <p>The Board is committed to providing shareholders with sufficient information to assess the performance of Wisr and to inform shareholders of all major developments affecting the Company which are relevant to shareholders, in accordance with all applicable laws. To this end, the Company has adopted a Shareholder Communication and Participation Policy, a copy of which is available on the Website.</p> <p>The Board seeks to communicate with the Company's</p> |

| ASX Recommendation | Status | Reference / Comment |
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| | | <p>shareholders by lodging all relevant financial and other information with ASX and publishing information on the Website.</p> <p>The Website contains information about Wisr, including media releases, key policies and charters. Shareholders are able to contact the Company through the Website and investor relations contact details are provided on all ASX market announcement materials.</p> |
| <p>6.3</p> | <p>A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.</p> | <p>Compliant</p> <p>Shareholders are encouraged to attend the Company's general meetings and notice of such meetings are given in accordance with the Company's Constitution, the Act, and the ASX Listing Rules.</p> <p>The Company's annual general meeting in particular is an opportunity for shareholders to receive updates from the CEO and Chair on Company performance, ask questions of the Board and vote on the various resolutions affecting the Company's business. Shareholders are also given an opportunity at annual general meetings to ask questions of the Company's auditors regarding the conduct of the audit and preparation and content of the auditor's report.</p> <p>The date, time and location of the Company's general meetings will be provided in the notices of meetings, and on the Website. In the event that shareholders are unable to attend meetings, they are encouraged to participate in the meeting by appointing a proxy, attorney or representative to vote on their behalf.</p> <p>The Company's annual general meeting will be convened once a year. For general meetings of shareholders, a detailed agenda setting out resolutions to be considered, is included with the notice of meeting.</p> <p>The outcome of voting on resolutions at general meetings is released to the market via ASX after the conclusion of the meeting and posted on the Website.</p> |
| <p>6.4</p> | <p>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</p> | <p>Compliant</p> <p>All resolutions at meetings of shareholders are decided on a poll rather than by a show of hands.</p> |
| <p>6.5</p> | <p>A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.</p> | <p>Compliant</p> <p>Investors are able to communicate with the Company electronically by e-mailing the Company Secretary. Investors are also able to communicate with the Company's registry electronically by e-mailing the registry or via the registry's website. Investors may also contact the Company via the "Contact" page on the Website.</p> <p>Wisr encourages its shareholders to receive company information electronically by registering their email addresses online with Wisr's share registry, Link Market Services.</p> |
| <p>Principle 7 – Recognise and manage risk <i>A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework.</i></p> | | |
| <p>7.1</p> | <p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk,</p> | <p>Compliant</p> <p>The Board is responsible for ensuring that sound risk management frameworks and policies are in place. A formal Audit and Risk Committee (ARC) was established by the Board to assist the Board in carrying out its risk oversight, management and reporting responsibilities.</p> |

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| <p>each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances 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>The ARC has 3 members, two of whom are independent directors. The committee is chaired by Mr Matthew Brown, who is an independent director. The Board considers the committee's composition to be appropriate to the Company's requirements and the fulfilment of the ARC's mandate.</p> <p>The ARC charter may be viewed on the Website. At 30 June 2023, the ARC was comprised of:</p> <ul style="list-style-type: none"> • Mr Matthew Brown (Chair); • Mr John Nantes; and • Ms Cathryn Lyall, <p>who are assisted by relevant members of the management team (in particular the Chief Operating Officer), as required.</p> <p>The number of meetings of the ARC and attendance by members at those meetings is set out in the Company's Annual Report for the Reporting Period.</p> |
| <p>7.2 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>Compliant</p> | <p>The Company's risk management framework is integrated with its day-to-day business processes and functional responsibilities and is supported by the COO.</p> <p>The Company's ARC has been established to review the risk management framework and make recommendations to the Board on its appropriateness, on a regular basis. The Risk Management framework was reviewed during the Reporting Period. The current version of the Risk Framework document is available on the Website.</p> <p>The ARC will review the Company's overall risk management framework at least annually.</p> |
| <p>7.3 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 risk management and internal control processes.</p> | <p>Compliant</p> | <p>The Company does not at this time, have an internal audit function but does have a Compliance Officer whose responsibilities include reviewing compliance on an ongoing basis; reporting on compliance matters, including breaches, to the COO and to the CEO and separately to the Board; and acting on recommendations of the Board. Compliance matters are escalated to the Board or ASIC or other external parties when necessary.</p> <p>The ARC further reviews the effectiveness of the Company's risk management and internal control processes and advises the Board accordingly.</p> |
| <p>7.4 A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does,</p> | <p>Compliant</p> | <p>The Company's goal is to create the foundations for a long-term, sustainable business which is respected, supported and welcomed wherever it operates. Health, safety, the environment and community are important to Wisr. This commentary details the Company's exposure to material</p> |

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| <p>how it manages or intends to manage those risks.</p> | | <p>economic, environmental and social sustainability risks and how it manages these risks.</p> <p><u>Economic sustainability risks</u> Economic sustainability is the ability of an entity to continue operating at an effective economic level over the long-term. A range of factors can influence the level of the Company's economic sustainability, including the following:</p> <ul style="list-style-type: none"> • Financing risks • Credit and fraud risk • Regulatory and legal risks • Financial and reporting risks • Operational risks. <p><u>Environmental sustainability risks</u> Environmental sustainability is the ability of an entity to continue operating in a manner that does not compromise the health of the ecosystems in which it operates over the long-term.</p> <p><u>Social sustainability risks</u> Social sustainability is the ability of an entity to continue operating in a manner that meets accepted social norms and needs over the long-term.</p> <p>The ARC has considered the Company's exposure to economic, environmental and social sustainability risks and, whilst it has not identified any material risks, it will continue to monitor and review these risk categories.</p> |

Principle 8 – Remunerate fairly and responsibly

A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retain and motivate high quality senior executives and to align their interests with the creation of value for security holders.

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| 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,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a</p> | <p>Compliant</p> | <p>The Company's Board had established a Remuneration and Nomination Committee (RNC), to assist the Board in fulfilling its obligations in relation to remuneration and nomination matters and advise the Board on remuneration policies and practices within the Company. Post the Reporting Period, this committee's functions were assumed by the newly-formed People, Culture and Remuneration Committee (PCRC).</p> <p>The PCRC has 3 members, all of whom are independent directors. The committee is chaired by Ms Cathryn Lyall (who was the chair of the RNC at the end of the Reporting Period), who is an independent director. The Board considers the committee's composition to be appropriate to the Company's requirements.</p> <p>The PCRC charter may be viewed on the Website. At the date of this Statement, the PCRC is comprised of:</p> <ul style="list-style-type: none"> • Ms Cathryn Lyall (Chair); • Mr Matthew Brown; and • Ms Kate Whitney, <p>who are assisted by relevant members of the management team, as required.</p> <p>The number of meetings of the RNC and attendance by members at those meetings is set out in the Company's Annual Report for the Reporting Period.</p> <p>The Group's Remuneration Policy is set out in the Annual Report, in the report of the RNC Chair.</p> |
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| | 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. | | |
| 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. | Compliant | <p>Details of the directors' and key senior executives' remuneration are set out in the Remuneration Report section of the Company's 2023 Annual Report. The structure of Non-Executive Directors' remuneration is distinct from that of executives and is further detailed in the Remuneration Report.</p> <p>The Annual Report may be viewed on the Website.</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> | Compliant | <p>Wiser has established various incentive arrangements to assist in attracting, motivating and retaining management and employees, including general incentive payments under contracts of employment, and/or the grant of share rights or other awards under its Performance Rights Plan.</p> <p>The Company has adopted a Security Trading Policy which prohibits directors and restricted persons from using any derivatives or other products which operate to limit the economic risk of unvested Company securities.</p> <p>The Company's Security Trading Policy may be viewed on the Website.</p> |