

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

Findi Limited

ABN/ARBN

98 057 335 672

Financial year ended:

31 March 2024

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

☐ These pages of our annual report:

☒ This URL on our website:

<https://findi.co/investor-relations/>

The Corporate Governance Statement is accurate and up to date as at 31 March 2024 and has been approved by the board.

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

Date: 27 June 2024

Name of authorised officer authorising lodgement:

Justin Mouchacca - Company Secretary

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

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

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

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

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

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

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

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

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	<input checked="" type="checkbox"/> and we have disclosed a copy of our board charter at: https://findi.co/app/uploads/2023/07/Findi-Group-Corporate-Governance-Charters-and-Policies-2023.pdf	
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"/>	

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

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

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
1.5	<p>A listed entity should:</p> <ul style="list-style-type: none"> (a) have and disclose a diversity policy; (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and (c) disclose in relation to each reporting period: <ul style="list-style-type: none"> (1) the measurable objectives set for that period to achieve gender diversity; (2) the entity's progress towards achieving those objectives; and (3) either: <ul style="list-style-type: none"> (A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or (B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act. <p>If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed a copy of our diversity policy at: https://findi.co/app/uploads/2022/08/Findi-Group-Corporate-Governance-Policies.pdf</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement</p> <p>Refer to Item 1.5 of the Corporate Governance Statement in respect of the Measurable Objectives and reasons why Directors have not adopted specific gender targets in FY2024</p>
1.6	<p>A listed entity should:</p> <ul style="list-style-type: none"> (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period. 	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) at: https://findi.co/app/uploads/2023/07/Findi-Group-Corporate-Governance-Charters-and-Policies-2023.pdf and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: https://findi.co/app/uploads/2023/07/Findi-Group-Corporate-Governance-Charters-and-Policies-2023.pdf</p>	

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
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) at:</p> <p>https://findi.co/app/uploads/2023/07/Findi-Group-Corporate-Governance-Charters-and-Policies-2023.pdf and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:</p> <p>https://findi.co/app/uploads/2023/07/Findi-Group-Corporate-Governance-Charters-and-Policies-2023.pdf</p>	

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p><input type="checkbox"/></p> <p><input checked="" type="checkbox"/></p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>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 at our Corporate Governance Statement.</p>	<input type="checkbox"/>
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.	<input type="checkbox"/>	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement

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2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	<input checked="" type="checkbox"/> and we have disclosed the names of the directors considered by the board to be independent directors at: https://findi.co/app/uploads/2023/07/Findi-Group-Corporate-Governance-Charters-and-Policies-2023.pdf at Item 2.3 in the Corporate Governance Compliance Statement and the length of service of each director at: https://findi.co/app/uploads/2023/07/Findi-Group-Corporate-Governance-Charters-and-Policies-2023.pdf in the Corporate Governance Compliance Statement as well as the Annual Report	
2.4	A majority of the board of a listed entity should be independent directors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
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"/> set out in our Corporate Governance Statement at Item 2.5
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"/>	

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> and we have disclosed our values: in the Corporate Governance Compliance Statement	
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	<input type="checkbox"/> and we have disclosed our code of conduct at: https://findi.co/app/uploads/2023/07/Findi-Group-Corporate-Governance-Charters-and-Policies-2023.pdf in the Corporate Governance Compliance Statement	
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	<input checked="" type="checkbox"/> and we have disclosed at: in the Corporate Governance Compliance Statement and on Company's website at https://findi.co/app/uploads/2023/07/Findi-Group-Corporate-Governance-Charters-and-Policies-2023.pdf	
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 at: https://findi.co/app/uploads/2023/07/Findi-Group-Corporate-Governance-Charters-and-Policies-2023.pdf in the Corporate Governance Compliance Statement	

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PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p><input type="checkbox"/></p> <p><input checked="" type="checkbox"/></p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>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 at our Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p> <p>Refer to Item 4.1 of the Corporate Governance Statement include reasons why Nomination Committee is not constituted during FY2024.</p>
4.2	<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><input checked="" type="checkbox"/></p> <p>Item 4.2 of the Company's Corporate Governance Statement</p>	

Key to Disclosures Corporate Governance Council Principles and Recommendations

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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"/> Item 4.3 of the Company's Corporate Governance Statement	
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	<input checked="" type="checkbox"/> and we have disclosed our continuous disclosure compliance policy at: https://findi.co/app/uploads/2023/07/Findi-Group-Corporate-Governance-Charters-and-Policies-2023.pdf	
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"/> Item 5.2 of the Company's Corporate Governance Statement	
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	<input checked="" type="checkbox"/> Item 5.3 of the Company's Corporate Governance Statement	
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at: https://www.findi.co	
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.		<input checked="" type="checkbox"/> set out in our Corporate Governance Statement Refer to Item 6.2 of the Corporate Governance Statement include reasons why an investor relations program is not established during FY2024

Corporate Governance Council recommendation		Where a box below is ticked,* we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
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 at: https://findi.co/app/uploads/2023/07/Findi-Group-Corporate-Governance-Charters-and-Policies-2023.pdf in the <i>Corporate Governance Compliance Statement</i>	
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"/> Item 6.4 of the Company's Corporate Governance Statement	
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	<input checked="" type="checkbox"/> Item 6.5 of the Company's Corporate Governance Statement	
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p><input type="checkbox"/></p> <p><input checked="" type="checkbox"/> <i>[If the entity complies with paragraph (b):]</i></p> <p>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 at: https://findi.co/app/uploads/2023/07/Findi-Group-Corporate-Governance-Charters-and-Policies-2023.pdf in the <i>Corporate Governance Compliance Statement</i></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p> <p>Refer to Item 7.1 of the Corporate Governance Statement include reasons why the risk management committee is not formed during FY2024.</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
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.	<input checked="" type="checkbox"/> and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at: https://findi.co/app/uploads/2023/07/Findi-Group-Corporate-Governance-Charters-and-Policies-2023.pdf in the <i>Corporate Governance Compliance Statement</i>	
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.	<input type="checkbox"/> <input checked="" type="checkbox"/> <i>[If the entity complies with paragraph (b):]</i> 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 at our Corporate Governance Statement	<input type="checkbox"/>
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 at: https://findi.co/app/uploads/2023/07/Findi-Group-Corporate-Governance-Charters-and-Policies-2023.pdf in the <i>Corporate Governance Compliance Statement</i>	

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PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p><input type="checkbox"/></p> <p><input checked="" type="checkbox"/></p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>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:</p> <p>https://findi.co/app/uploads/2023/07/Findi-Group-Corporate-Governance-Charters-and-Policies-2023.pdf in the <i>Corporate Governance Compliance Statement</i></p>	<input type="checkbox"/>
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 at:</p> <p>https://findi.co/app/uploads/2023/07/Findi-Group-Corporate-Governance-Charters-and-Policies-2023.pdf in the <i>Corporate Governance Compliance Statement</i> as well as the Annual Report</p>	

Key to Disclosures Corporate Governance Council Principles and Recommendations

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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.		<input checked="" type="checkbox"/> set out in our Corporate Governance Statement Refer to Item 8.3 of the Corporate Governance Statement include reasons why the equity-based remuneration scheme is not formed during FY2024.
ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.		<input type="checkbox"/> set out in our Corporate Governance Statement OR <input checked="" type="checkbox"/> we do not have a director in this position and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.		<input type="checkbox"/> set out in our Corporate Governance Statement OR <input checked="" type="checkbox"/> we are established in Australia and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.		<input type="checkbox"/> set out in our Corporate Governance Statement OR <input checked="" type="checkbox"/> we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable <input type="checkbox"/> we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable



CORPORATE GOVERNANCE STATEMENT

FOR THE YEAR ENDED 31 MARCH 2024

CURRENT AT 31 MARCH 2024

Findi Limited (the Company) and its subsidiaries (the Group) and the Board are committed to achieving and demonstrating the highest standards of corporate governance. The Board continues to review the framework and practices to ensure they and the Company deliver long-term shareholder value and high-quality corporate governance to securityholders.

The disclosure of corporate governance practices can be viewed on the Company website at <https://findi.co/investor-relations/>

Corporate Governance Compliance

A description of the Company's main corporate governance practices are set out below. All these practices, unless otherwise stated, have been in place for the financial year ended 31 March 2024 and up to the date of this Corporate Governance Statement. This Corporate Governance Statement addresses the ASX Corporate Governance Council's 'Corporate Governance Principles and Recommendations' – 4th Edition - and adopts an appropriate system of control, transparency and accountability to best fit its business and operations commensurate with these guidelines.

Disclosure of Corporate Governance Practices

Principle	Conform	Disclosure
1. Lay Solid Foundations for Management and Oversight		
1.1 A listed entity should have and disclose a board charter setting out: (a) The respective roles and responsibilities of its Board and management; and (b) Those matters expressly reserved for the Board and those delegated to management.	Yes Yes	<p>The Directors are responsible to the securityholders for the performance of the Company in both the immediate and future periods and seek to achieve a balance to realise its objectives in the best interests of the Company as a whole. Their focus is to enhance the interests of securityholders and other key stakeholders and to ensure the Company is properly managed.</p> <p>The Board's role is reported in the Company's Board Charter located at: https://findi.co/app/uploads/2023/07/Findi-Group-Corporate-Governance-Charters-and-Policies-2023.pdf</p> <p>During the financial year, day to day management of the Company's affairs and the implementation of the corporate strategy and policy initiatives would otherwise be undertaken by the CEO/Managing Director and their performance would be monitored and evaluated by the Board. In the absence of a CEO/Managing Director (as has been the case for this financial year up to the date of this Statement), management of the Company was undertaken by the Board as a whole.</p> <p>Some Board functions may be handled through Board Committees. These committees are appointed when the size and scale of operations requires. The Board as a whole is responsible for determining the extent of powers residing in each Committee and is ultimately responsible for accepting, modifying or rejecting Committee recommendations.</p> <p>Due to the size of operations at the beginning of the year and the reliance on the board of the Company's main operating subsidiary, TSI India, no sub-committees of the Board of Findi Limited were established.</p>

1.2	<p>A listed entity should:</p> <p>(a) Undertake appropriate checks before appointing a person, or putting someone forward for election as a director ; and</p> <p>(b) Provide securityholders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.</p>	<p>Yes</p> <p>Yes</p>	<p>(a) The Company undertakes background checks on any person who is being considered as a director. These checks may include good fame and character, experience, education and financial history and background.</p> <p>(b) All material information relevant to a decision on whether or not to elect or re-elect a Director is provided to securityholders in a Notice of Meeting pursuant to which the resolution to elect or re-elect a Director is voted upon.</p>
1.3	<p>A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	<p>Yes</p>	<p>Each senior executive and executive Director has a formal employment contract, and non-executive Directors have a letter of appointment.</p>
1.4	<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 proper functioning of the board.</p>	<p>Yes</p>	<p>The Company Secretaries are accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.</p>
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</p>	<p>No</p>	<p>The Board recognises the benefits of having an appropriate blend of diversity on the Board and in all areas of the Group's business and has adopted a diversity policy which outlines the Company's commitment to ensuring a diverse mix of skills and talent exists amongst its directors, officers and employees to enhance Company performance.</p> <p>The diversity policy seeks to address equal opportunities in the hiring, training and career advancement of directors, officers and employees. The Diversity Policy outlines the process by which the Board may set measurable objectives to achieve the aims of its diversity policy, with particular focus on gender diversity within the Company. The Board has not, at this point, established formal measurable objectives for achieving gender diversity. The employees and officers of the Company during the financial year represented a range of ethnicity, cultural background and experience.</p> <p>The Board did not set measurable gender diversity objectives for the past financial year because the Board considered the application of a measurable gender diversity objective requiring a specified proportion of women on the Board and in senior executive roles which, given the small size of the Company and the Board, would unduly limit the Company from applying the Diversity Policy as a whole and the Company's policy of appointing persons based on skills and merit.</p> <p>Given the management structure in Australia is comprised of the Board with outsourced Company Secretarial and Accounting/CFO functions, the Directors will implement the Diversity Policy more broadly across all levels of the Group.</p> <p>The Board of TSI India (main operating subsidiary of Findi Limited) has adopted a Policy for the Prevention of Sexual Harassment which is prepared under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) ACT, 2013 (Government for India)</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, 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>	Yes	<p>The Board members during and since the end of the financial year are:</p> <table><tr><td>Mr Smedley</td><td>Appointed 12/04/2021</td><td>Non-executive Chairman</td></tr><tr><td>Mr Vertullo</td><td>Appointed 19/04/2021</td><td>Independent Non-executive</td></tr><tr><td>Mr Titman</td><td>Appointed 19/04/2021</td><td>Independent Non-executive</td></tr></table> <p>The Board has considered the circumstances of each Director and determined that Mr Smedley is not independent due to his substantial shareholding in the Company as described in box 2.3 of the Recommendations. Mr Vertullo and Mr Titman are considered independent.</p> <p>The length of service of each Director is set out in the Company's Annual Report.</p>	Mr Smedley	Appointed 12/04/2021	Non-executive Chairman	Mr Vertullo	Appointed 19/04/2021	Independent Non-executive	Mr Titman	Appointed 19/04/2021	Independent Non-executive
Mr Smedley	Appointed 12/04/2021	Non-executive Chairman										
Mr Vertullo	Appointed 19/04/2021	Independent Non-executive										
Mr Titman	Appointed 19/04/2021	Independent Non-executive										
2.4	<p>A majority of the board of a listed entity should be independent directors.</p>	Yes	<p>The Company does have a majority of independent directors, being Mr Vertullo and Mr Titman.</p>									
2.5	<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>	No	<p>During the reporting period, the Chair was not considered to be independent in accordance with the ASX Corporate Governance Council's definition of an independent director. However, the Board believes the Chair was able and did bring quality and independent judgment to all relevant issues falling within the scope of the role of a Chair.</p> <p>The role of the Chairman and the CEO of the trading entity are not exercised by the same person.</p>									
2.6	<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 their role as directors effectively.</p>	Yes	<p>A new director is inducted into the Company's policies and processes on engagement. The Company does not have a formal policy or program for professional development of Directors. Directors are expected to maintain and develop their skills and knowledge required to perform their role effectively. The Board has determined that individual Directors have the right, in connection with their duties and responsibilities as Directors, to seek independent professional advice at the Company's expense. The engagement of an outside adviser is subject to prior approval of the Chairman and this will not be withheld unreasonably. If appropriate, any advice so received will be made available to all Board members.</p>									

3. Instil a culture of acting lawfully, ethically and responsibly		
3.1 A listed entity should articulate and disclose its values.	Yes	<p>The Company is listed on the ASX with a primary objective to deliver maximum shareholder value through profitable growth and the development of stable and sustainable businesses whilst acting lawfully, ethically and responsibly.</p> <p>The Company will pursue operational and commercial excellence by using best practice approaches in its decision-making process focusing on continuous development, accountability and teamwork in all aspects of the business. A key attribute to this approach is maintaining responsible long-term management.</p> <p>In order to achieve these goals, we ensure our employees and business partners have the appropriate skills and resources to perform their work effectively and efficiently and that all stakeholders (including investors, customers, suppliers and regulators) are aware of the Company's values and our intention to uphold them. We foster an open and supportive environment in all activities and relationships, and make sure that our senior executives demonstrate and reinforce our values in all aspects of our business and in all interactions with staff.</p> <p>We believe that our pursuit of these goals will cement a positive reputation for the Company in the community as a reliable, responsible and ethical organisation.</p>

<p>3.2 A listed entity should:</p> <p>(a) have and disclose a code of conduct for its directors, senior executives and employees; and</p> <p>(b) ensure that the board or a committee of the board is informed of any material breaches of that code.</p>	<p>Yes</p>	<p>The Board has adopted a Code of Conduct for Directors, management and employees to promote ethical and responsible decision-making. The Code of Conduct is disclosed on the Company's website at https://findi.co/investor-relations/</p> <p>The principles of the code are:</p> <ul style="list-style-type: none"> • a director must act honestly, in good faith and in the best interests of the Company as a whole. • a director has a duty to use due care and diligence in fulfilling the functions of office and exercising the powers attached to that office. • a director must use the powers of office for a proper purpose, in the best interests of the Company as a whole. • a director must recognise that the primary responsibility is to the Company's securityholders as a whole but should, where appropriate, have regard for the interest of all stakeholders of the Company. • a director must not make improper use of information acquired as a director. • a director must not take improper advantage of the position of director. • a director must not allow personal interests, or the interests of any associated person, to conflict with the interests of the Company. • a director has an obligation to be independent in judgment and actions and to take all reasonable steps to be satisfied as to the soundness of all decisions taken as a Board. • confidential information received by a director in the course of the exercise of directorial duties remains the property of the Company and it is improper to disclose it, or allow it to be disclosed, unless that disclosure has been authorised by the Company, or the person from whom the information is provided, or is required by law. • a director should not engage in conduct likely to discredit the Company. • a director has an obligation at all times, to comply with the spirit, as well as the letter of the law and with the principles of the Code of Conduct. <p>The Company has implemented a Code of Ethics and Conduct, which provides guidelines aimed at maintaining high ethical standards, corporate behaviour and accountability within the Company.</p> <p>All employees and directors are expected to:</p> <ul style="list-style-type: none"> • respect the law and act in accordance with it; • respect confidentiality and not misuse Company information, assets or facilities for their own personal benefit or gain; • value and maintain professionalism; • avoid real or perceived conflicts of interest; • act in the best interests of securityholders; • by their actions contribute to the Company's reputation as a good corporate citizen which seeks the respect of the community and environment in which it operates; • perform their duties in ways that minimise environmental impacts and maximise workplace safety; • exercise fairness, courtesy, respect, consideration and sensitivity in all dealings within their workplace and with customers, suppliers and the public generally; and • act with honesty, integrity, decency and responsibility at all times. <p>Any breaches of the Code of Conduct is to the Board via direct reporting to the Chairman.</p>
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<p>3.3 A listed entity should:</p> <p>(a) have and disclose a whistleblower policy; and</p> <p>(b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.</p>	<p>Yes</p>	<p>The Company's Whistleblower policy has been adopted and is disclosed on the Company's website at: https://findi.co/app/uploads/2023/07/Findi-Group-Corporate-Governance-Charters-and-Policies-2023.pdf</p> <p>The Board is advised as to whether there have been any material incidents reported under the Whistleblower Policy.</p>
<p>3.4 A listed entity should:</p> <p>(a) have and disclose an anti-bribery and corruption policy; and</p> <p>(b) ensure that the board or committee of the board is informed of any material breaches of that policy.</p>	<p>Yes</p>	<p>The Company has adopted an anti-bribery and corruption policy, which can be located at: https://findi.co/investor-relations/</p> <p>The Company is committed to conducting all of its business activities fairly, honestly with integrity, and in compliance with all applicable laws, rules and regulations. Its Board, management and employees are dedicated to high ethical standards and recognise and support the Company's commitment to compliance with these standards.</p> <p>In particular, the Company is committed to preventing any form of corruption and bribery and to upholding all laws relevant to these issues.</p> <p>The Board is advised as to whether there have been any material incidents reported under the anti-bribery and corruption policy.</p>
<p>4. Safeguard the Integrity of Corporate Reports</p>		
<p>4.1 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>Yes</p>	<p>An Audit Committee has not been established; the role of the Audit Committee under the Audit & Risk Committee Charter has been assumed by the full Board. The Board considers that the Company is not of a size, nor are its financial affairs of such complexity to justify the formation of an Audit Committee. The size of the Board, coupled with the skills, experience and independence of each board member, allowed the Board to discharge its duties and responsibilities effectively under the Audit & Risk Committee Charter.</p> <p>The Board is responsible for the initial appointment of the external auditor and the appointment of a new external auditor when any vacancy arises. Candidates for the position of external auditor must demonstrate independence from the Company through the engagement period. The Board may otherwise select an external auditor based on criteria relevant to the Company's business and circumstances. The performance of the external auditor is reviewed on an annual basis by the Board.</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.	Yes	The Board requires and has received an appropriate declaration from the CEO and CFO (or those people designated to fulfil those roles) before it approves the Company's financial statements for each financial period.
4.3	A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	Yes	Where a periodic corporate report is not required to be audited or reviewed by an external auditor, the Company conducts an internal process to confirm the integrity of the report, to ensure that the content of the report is materially accurate, and to provide investors with appropriate information to make informed investment decisions. Appropriate supporting information for such corporate reports are retained on preparation of the report and the Board reviews and agrees the release of such reports. Copies of all market announcements are circulated to the Board promptly, to ensure the Board has timely oversight of the nature and quality of information being disclosed to the market.
5. Make Timely and Balanced Disclosure			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	Yes	In order to ensure that the Company meets its obligations with regard to the continuous disclosure requirements, the Company has adopted a Disclosure & Communication Policy, which sets out the Company's obligations and its policies and procedures to ensure timely and accurate disclosure of price sensitive information to the market. The policy is disclosed on the Company's website at https://findi.co/investor-relations/ .
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	Yes	The Company has a procedure to ensure that copies of all market announcements are circulated to the Board promptly after they have been made.
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	Yes	The Company Secretaries ensure that any new and substantive investor or analyst presentations are released to ASX ahead of the presentation.
6. Respect the Rights of Security Holders			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	Yes	Information on the Company and its business activities is set out on the Company's website at https://findi.co/ . This information includes the Company's governance policies and procedures.
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	No	The Company has not established a formal investor relations program. The Company actively communicates with its Securityholders in order to identify their expectations and promote Shareholder involvement in the Company. The Company engaged investor relations advisors to assist with this process at various times during the reporting period.

6.3	A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of securityholders.	Yes	The Company has a Disclosure & Communication Policy to ensure a regular and timely release of information about the Company to securityholders. Securityholders are encouraged to attend and participate in general meetings.
6.4	A listed entity should ensure that all substantive resolutions at a meeting of securityholders are decided by a poll rather than by a show of hands.	Yes	As required by the ASX Listing Rules, all resolutions seeking approval under the Listing Rules are decided by a poll. The Chairman will determine any other substantive resolutions to be voted on by a poll if required to ensure the will of the securityholders voting at a meeting is upheld.
6.5	A listed entity should give securityholders the option to receive communications from, and send communications to, the entity and its security registry electronically.	Yes	Securityholders are able to make contact with and receive communications from the Company's share registry electronically.
7.	Recognise and Manage Risk		
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <ul style="list-style-type: none"> (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or <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>	Yes	The Company does not have a risk management committee with that role undertaken by the Board. The Company has policies and procedures in place which are designed to ensure strategic, operational, legal, reputation and financial risks are identified, assessed, effectively and efficiently managed and monitored to enable achievement of the Company's business objectives.

7.2	<p>The board or a committee of the board should:</p> <ul style="list-style-type: none"> (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and (b) disclose, in relation to each reporting period, whether such a review has taken place. 	Yes	<p>The Board meets on a regular basis to consider strategic and operational matters. Risk management is specifically discussed at the Company's Board meetings. As part of this, all risks are considered including but not limited to strategic, operational, legal, reputational and financial risks. Risk management is an ongoing process rather than an annual formal review.</p>
7.3	<p>A listed entity should disclose:</p> <ul style="list-style-type: none"> (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 risk management and internal control processes. 	Yes	<p>The Company does not have an internal audit function. All functions, roles and responsibilities with regard to risk oversight and management of internal control are undertaken by the Board and Company management.</p>
7.4	<p>A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.</p>	Yes	<p>The Board determines whether the Company has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks. The Board is of the view that that the Company's operations do not currently create material exposure to economic, environmental and social sustainability risks.</p>

8. Remunerate Fairly and Responsibly		
<p>8.1 The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <ol style="list-style-type: none"> (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or <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>	Yes	<p>A Remuneration Committee has not been established. The role of the Remuneration Committee has been assumed by the full Board. The size of the Board, coupled with the skills, experience and independence of each board member, allowed the Board to discharge its duties and responsibilities effectively under the Remuneration Nomination & People Committee Charter. When the establishment of a separate Remuneration Committee is considered to be justified, the Committee will comply with the adopted Charter.</p>
<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>	Yes	<p>The Company provides disclosure of all Director and executive remuneration in its Annual Report.</p> <p>Non-executive directors are remunerated at a fixed fee for time, commitment and responsibilities. There are no agreements providing for termination or retirement benefits to non-executive directors (other than for superannuation).</p> <p>Executive directors and senior executives are offered a competitive level of base pay at market rates and are reviewed periodically to ensure market competitiveness. Long term performance incentives may include performance and production bonus payments, shares options granted at the discretion of the Board and subject to obtaining the relevant approvals.</p>
<p>8.3 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>	No	<p>The Company has not established a policy on this matter. The Company's current option plan only provides for the issue of unlisted options and performance rights to eligible participants.</p> <p>Key Management Personnel are required to comply with the Company's Securities Trading Policy.</p>