

# One Click Group Limited and its controlled entities

## Corporate Governance Statement

The Board of One Click Group Limited (**Company**) is responsible for establishing the Company's corporate governance framework. In establishing its corporate governance framework for the financial year ended 31 December 2022 (**Reporting Period**), the Board has referred to the Corporate Governance Principles and Recommendations (4<sup>th</sup> Edition) published by the ASX Corporate Governance Council (**Recommendations**). The Company sets out below its compliance with, and departures from the Recommendations for the Reporting Period.

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

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

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

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

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

#### **Recommendation 1.1**

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

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

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

The Company has adopted a Board Charter which sets out the respective roles and responsibilities of the board, the chair and management and those matters expressly reserved to the board and those delegated to management.

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

available at the Company's website.

### **Recommendation 1.2**

**A listed entity should:**

- (a) undertake appropriate checks before appointing a director or senior executive, or putting someone forward for election, as a director; and**
- (b) provide security holders with all material information relevant to a decision on whether or not to elect or re-elect a director.**

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

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

During the Reporting Period:

- (a) Mrs Eryn Dawson was put forward for re-election (at the last Annual General Meeting), and all information relevant to her election was included in the Notice of Meeting announced 23 March 2022; and
- (b) Mr Russell Baskerville, Mr Mark Waller and Mr Nathan Kerr were elected as Directors, each on 15 September 2022. Prior to each of their elections, appropriate checks were undertaken, and all material information relevant to their election was included in the Notice of Meeting released 8 June 2022.

### **Recommendation 1.3**

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

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

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

### **Recommendation 1.4**

**The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.**

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

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

### **Recommendation 1.5**

**A listed entity should:**

- (a) have and disclose a diversity policy;**
- (b) through its board or a committee of the board set measurable objectives for achieving gender diversity, in the composition of its board, senior executives and workforce generally; and**
- (c) disclose in relation to each reporting period:**
  - (i) the measurable objectives set for that period to achieve gender diversity;**
  - (ii) the entity's progress towards achieving those objectives; and**
  - (iii) either:**

- (A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined “senior executive” for these purposes); or**
- (B) if the entity is a “relevant employer” under the Workplace Gender Equality Act, the entity’s most recent “Gender Equality Indicators”, as defined in and published under that Act.**

The Company complied with Recommendation 1.5 part (a) in full, part (c) in part for the Reporting Period, and did not comply with Recommendation 1.5(b) in full during the Reporting Period.

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

During the Reporting Period:

- (a) the Company had in place a Diversity Policy which was disclosed on its website;
- (b) for the reasons set out below, the Board did not set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally;
- (c) the respective proportions of men and women on the Board, in senior executive positions and across the whole organisation are set out below. The Company defines ‘senior executives’ as those executives identified as “Key Management Personnel” in the Remuneration Report of the Company’s 2022 Annual Report:
  - (i) 100% of the Company’s four Board members as at 31 December 2022 were male;
  - (ii) 100% of the Company’s Senior Executives as at 31 December 2022 (of which there were two), were male; and
  - (iii) 31.6% of the Company’s entire workforce of 19 people as at 31 December 2022, were female.

The Company was not in the S&P/ASX300 Index at the commencement of the Reporting Period.

Notwithstanding the Board’s commitment to diversity in the workplace, the Company did not comply with Recommendation 1.5 in full during the Reporting Period, as given the size of the Company and its workforce, it does not currently have sufficient resources to be able to define and implement a formal diversity program that is compliant with the Recommendations. Further, the Board considers that, at this stage, the incremental benefits of a structured diversity program are disproportionate to the implementation costs involved, when compared to the Company’s current practices.

The Company has, however, adopted a tiered approach to the implementation of its Diversity Policy which is relative to the size of the Company and its workforce. The Company’s approach is that where the Company employs 100 or more employees, the Board will adopt practices in line with the Recommendations of the ASX Corporate Governance Council, including compliance with the requirement for the Company to set and report against measurable objectives for achieving gender diversity.

Whilst the Company’s workforce remains below this threshold, the Board will continue to drive the Company’s diversity strategies on an informal basis and will apply the initiatives contained in its Diversity Policy to the extent that the Board considers relevant, practical and achievable in the context of the Company’s needs and available resources.

### **Recommendation 1.6**

**A listed entity should:**

- (a) have and disclose a process for periodically evaluating the performance of the Board, its committees and individual Directors; and**
- (b) disclose for each reporting period, whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.**

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

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

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

During the Reporting Period, the Company was focussed on progressing the acquisition of Mobile Business Devices Pty Ltd ("MBD") ("Acquisition"), completion of which would likely result in a majority of the Board resigning, to be replaced by the incoming Directors. As such, during the Reporting Period, the Company did not deem it a priority to undertake formal annual performance evaluations, however it monitored its, and each individual Directors' performance on an informal, ongoing basis.

Having reconstituted its Board in conjunction with completion of the Acquisition, the Company intends to complete formal Board performance evaluations during the 2023 Financial Year.

### **Recommendation 1.7**

***A listed entity should:***

- (a) have and disclose a process for periodically evaluating the performance of its senior executives at least once every reporting period; and***
- (b) disclose for each reporting period, whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.***

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

The Company has adopted a Performance Evaluation Policy which sets out the process for annually evaluating the performance of its senior executives. The Remuneration and Nomination Committee (the function of which is currently performed by the full Board) is responsible for evaluating the performance of senior executives on an annual basis, with the aid of an independent advisor, if deemed required.

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

The Company did not have any senior executives during the Reporting Period, until the appointment of MBD's senior executives following completion of the Acquisition. Performance evaluations of these senior executives by the Company were not deemed necessary during the period between completion of the Acquisition and the end of the Reporting Period.

The Company intends to undertake formal senior executive performance evaluations during the 2023 Financial Year.

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

### **Recommendation 2.1**

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

- (a) have a nomination committee which:***
  - (i) has at least three members, a majority of whom are independent directors; and***
  - (ii) is chaired by an independent director,***  
***and disclose:***
    - (iii) the charter of the committee;***
    - (iv) the members of the committee; and***
    - (v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or***
- (b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance***

***of skills, experience, independence and knowledge of the entity to enable it to discharge its duties and responsibilities effectively.***

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

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

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

The Nomination Committee Charter is set out in the Company's Corporate Governance Plan which is available on the Company's website.

The Board considers board composition and succession issues informally at least on an annual basis. In doing this, the Board maintains and refers to its skills matrix 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. All members of the Board are involved in the Company's nomination process, to the maximum extent permitted under the Corporations Act and ASX Listing Rules.

**Recommendation 2.2**

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

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

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

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

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

**Recommendation 2.3**

***A listed entity should disclose:***

- (a) the names of the directors considered by the board to be independent directors;***
- (b) if a director has an interest, position or relationship of the type described in Box 2.3, but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and***
- (c) the length of service of each director.***

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

During the Reporting Period, the following Directors served on the Board of the Company:

- Mr Russell Baskerville (Current Non-Executive Chairman) – appointed 15 September 2022;
- Mr Mark Waller (Current Managing Director) – appointed 15 September 2022;
- Mr Nathan Kerr (Current Executive Director) – appointed 15 September 2022;
- Mr Winton Willesee (Current Non-Executive Director, Former Non-Executive Chairman (ceased 15 September 2022)) – appointed 3 October 2020;
- Mrs Eryn Dawson (Former Non-Executive Director) - appointed 23 October 2020, resigned 15 September 2022; and

- Mr James Bahen (Former Non-Executive Director) - appointed 23 October 2020, resigned 15 September 2022.

During the Reporting Period, for the duration of their appointment, Mr Russell Baskerville, Mr Winton Willesee, Mrs Eryn Dawson and Mr James Bahen were each considered to be independent.

During the Reporting Period, Mr Baskerville received performance rights in connection with the Acquisition. The Board has considered the materiality of this interest, and determined that it is not reasonably likely to interfere with Mr Baskerville's capacity to bring an independent judgement to bear on issues before the Board, or to act in the best interests of the entity as a whole, because the quantum of those performance rights is not material in the circumstances.

During the Reporting Period, Mr Mark Waller and Mr Nathan Kerr were not considered to be independent. Mr Waller was not considered to be independent due to his being a substantial shareholder, and his executive role in the Company. Mr Kerr was not considered to be independent due to his executive role in the Company.

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

#### **Recommendation 2.4**

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

The Company complied with Recommendation 2.4 in part for the Reporting Period, as outlined in the Company's response to Recommendation 2.3. The Company considers that the current Board (half of which is independent) is appropriate in the circumstances, and that the current Directors bring the desired mix of skills, experience and abilities to the Board, however, the Company will continue to assess opportunities to appoint additional independent Directors to the Board.

#### **Recommendation 2.5**

***The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.***

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

During the Reporting Period, the Chair of the Board was Mr Winton Willesee up to 15 September 2022, who is considered to be independent, and is not the CEO. From 15 September 2022 the Chair of the Board was Russell Baskerville, who is considered to be independent, and is not the CEO.

#### **Recommendation 2.6**

***A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as a director effectively.***

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

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

All Directors are encouraged to undergo continual professional development and, subject to prior approval by the Nomination Committee (or in its absence, the Board), all Directors have access to numerous resources and professional development training to address any skills gaps. Whilst a formal review was not undertaken during the Reporting Period, the identification of skills gaps and the need for professional development opportunities will be considered and tabled for discussion annually as part of the Company's annual Board performance review process going forward.

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

### **Recommendation 3.1**

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

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

The Company has a Statement of Values that applies to its Directors, senior executives and employees, which is set out in its Corporate Code of Conduct.

The Company's Corporate Code of Conduct is set out in the Corporate Governance Plan which is available on the Company's website.

### **Recommendation 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.***

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

The Company has established a Code of Conduct (**Code**), which applies to all employees of the Company (which the Board interprets to extend to all Directors, senior executives, and employees), and addresses matters relevant to the Company's legal and ethical obligations to its stakeholders. A copy of the Code is disclosed on the Company's website.

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

### **Recommendation 3.3**

***A listed entity should:***

- (a) have and disclose a whistleblower policy; and***
- (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.***

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

The Company has, and has disclosed, its Whistleblower Policy which is set out on the Company's website.

The Company requires all personnel to comply with its Whistleblower Policy and any applicable whistleblower laws and regulations, including encouraging reports of reportable matters to be made to eligible recipients set out in the Policy. Material incidents reported under this Whistleblower Policy will be reported by the eligible recipients to the Audit and Risk Committee (if formed), or in its absence, the Board of the Company.

### **Recommendation 3.4**

***A listed entity should:***

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

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

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

The Company requires all personnel to comply with its ABC Policy. Any personnel or stakeholder

who believes that a violation of the Company's ABC Policy or any laws has been committed, is being committed, or is being planned, is encouraged to report the matter immediately to the Company. Material breaches of the ABC Policy are reported to the Board or a committee of the Board.

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

##### **Recommendation 4.1**

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

- (a) have an audit committee which:**
  - (i) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and**
  - (ii) is chaired by an independent director, who is not the chair of the board, and disclose:**
    - (iii) the charter of the committee;**
    - (iv) the relevant qualifications and experience of the members of the committee; and**
    - (v) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or**
- (b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its financial reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.**

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

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

As a result, the duties that would ordinarily be assigned to the Audit Committee under the Audit and Risk Committee Charter are carried out by the full board.

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

The Board considers the robustness of the various internal control systems it has in place to safeguard the integrity of the Company's financial reporting on an informal ongoing basis

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

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

##### **Recommendation 4.2**

**The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.**

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

Prior to the execution of all financial statements of the Company during the Reporting Period, the



Company's Board received written assurances from persons fulfilling the roles of CEO and CFO, in compliance with this Recommendation.

#### **Recommendation 4.3**

***A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.***

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

The Company undertakes significant review of periodic corporate reports, whether audited or unaudited, and is diligent in verifying the integrity of those reports prior to their release to the market. This includes verification to source records and separate reviews, as relevant, by the Company's Board, finance and accounting staff, legal advisers (as required) and Company Secretary. The Company also engages with independent experts and its auditors on complex matters prior to the release of any unaudited financial information.

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

#### **Recommendation 5.1**

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

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

The Company is committed to:

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

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

#### **Recommendation 5.2**

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

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

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

#### **Recommendation 5.3**

***A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.***

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

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

Period.

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

### **Recommendation 6.1**

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

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

Shareholders can access information about the Company and its governance (including adopted governance policies) from the Company's website at <https://oneclickgroup.com.au/corporate-governance/>.

### **Recommendation 6.2**

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

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

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

- a) ASX announcements;
- b) general meetings; and
- c) the Company website.

In addition to the above, securityholders can email or call the Company, via the Company Secretary, Investor Relations Liaison or Share Registry, to seek further information to assist them in exercising their rights as securityholders.

### **Recommendation 6.3**

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

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

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

The Company also accommodates shareholders who are unable to attend general meetings in person by accepting votes by proxy.

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

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

### **Recommendation 6.4**

***A listed entity should ensure that all substantive resolutions at a meeting of security holders are***

**decided by a poll rather than by a show of hands.**

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

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

#### **Recommendation 6.5**

**A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.**

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

Shareholders are given the option to receive communications from, and send communication to, the Company and its share registry electronically. Shareholders can update their communications with the share registry at any time.

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

### **PRINCIPLE 7: RECOGNISE AND MANAGE RISK**

#### **Recommendation 7.1**

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

- (a) have a committee or committees to oversee risk, each of which:**
- (i) has at least three members, a majority of whom are independent directors; and**
  - (ii) is chaired by an independent director,**  
**and disclose:**
    - (iii) the charter of the committee;**
    - (iv) the members of the committee; and**
    - (v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings;**
- or**
- (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the process it employs for overseeing the entity's risk management framework.**

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

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

As a result, the duties that would ordinarily be assigned to the Risk Committee under the Audit and Risk Committee Charter are carried out by the full board.

The Audit and Risk Committee Charter is contained in the Company's Corporate Governance Plan which is available on the Company's website.

The Board devotes time (which it endeavours to do on at least an annual basis) to fulfil the roles and responsibilities ordinarily carried out by a Risk Committee, including those tasks related to overseeing risk and maintaining the Company's risk management framework.

#### **Recommendation 7.2**

**The board or a committee of the board should:**

- (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and**
- (b) disclose in relation to each reporting period, whether such a review has taken place.**

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

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

During the Reporting Period, prior to the Acquisition, the Company's operations consisted only of assessing new opportunities for the Company. As such, the Board took an active role in the material matters and day-to-day risk management of the Company, and therefore did not consider it necessary to undertake a formal review of its risk management framework.

Following completion of the Acquisition and resumption of ordinary business activities, the new Board will conduct annual reviews of the effectiveness of the Company's risk management framework, in line with its risk management policies.

### **Recommendation 7.3**

**A listed entity should disclose:**

- (a) if it has an internal audit function, how the function is structured and what role it performs; or**
- (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.**

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

Due to the size and nature of the Company's operations, the Company does not consider it necessary to establish a formal internal audit committee at this stage. The Board (fulfilling the role of the Audit & Risk Committee) is responsible for the role ordinarily carried out by an internal audit function.

The effectiveness of the Company's governance, risk management and internal control processes is subject to regular review by Board (fulfilling the role of the Audit & Risk Committee), in consultation with the Company's external auditors.

### **Recommendation 7.4**

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

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

The Company's Risk Management Policy details the Company's risk management system which assists in identifying and managing potential or apparent, environmental and social sustainability risks (where appropriate).

In addition to ongoing monitoring, the Company undertook a thorough risk assessment process as part of the due diligence process in preparation of the prospectus released in connection with the Acquisition. The Company's business is based on the provision of partly-automated tax lodgement, and other life administration services, and as such, it does not consider that it has any material exposure to environmental or social sustainability risks. The Board is live to the social risk of a data or security breach affecting the Company, however considers that this risk is adequately mitigated by the protection measures implemented by the Company, which have been mandated (and accepted as suitable) by the Australian Taxation Office.

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

### **Recommendation 8.1**

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

- (a) have a remuneration committee which:**
  - (i) has at least three members, a majority of whom are independent directors; and**
  - (ii) is chaired by an independent director,****and disclose:**
  - (iii) the charter of the committee;**
  - (iv) the members of the committee; and**
  - (v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or**
- (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.**

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

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

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

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

The Board devotes time (which it endeavours to do on at least an annual basis) to fulfil the roles and responsibilities of the Remuneration Committee, including consideration of the level and composition of remuneration for Directors and senior executives and ensuring that such remuneration is appropriate and not excessive.

### **Recommendation 8.2**

**A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.**

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

Disclosure of the Company's policies and practices regarding the remuneration of non-executive directors, executive directors and other senior employees are set out separately in the Remuneration Report section of the Company's 2022 Annual Report.

### **Recommendation 8.3**

**A listed entity which has an equity-based remuneration scheme should:**

- (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and**
- (b) disclose that policy or a summary of it.**

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

The Company's Remuneration Committee (the function of which is currently performed by the full Board) is responsible for the review and approval of any equity-based remuneration schemes offered to Directors and employees of the Company. Further, in accordance with the Remuneration Committee Charter, the Remuneration Committee is also responsible for granting permission, on a case-by-case basis, for scheme participants to enter into transactions (whether

through the use of derivatives or otherwise) which limit the economic risk of participating in the Scheme.

The Company's policy in this regard is set out the Company's Remuneration Committee Charter, a copy of which is available on the Company's website.

The Company's current Employee Securities Incentive Plan, which was approved by shareholders at the General Meeting held on 11 July 2022, provides that participants must not enter into a derivative with reference to, nor enter into any arrangement for the purpose of hedging their economic exposure to, a convertible security granted thereunder.

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

### **Recommendation 9.1**

***A listed entity with a director who does not speak the language in which the board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.***

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

### **Recommendation 9.2**

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

Recommendation 9.2 does not apply to the Company, as the Company was established within Australia. All meetings held during the Reporting Period were held at the Company's registered office, and are always held at reasonable times, taking into account the time zones within which each of the Directors are based. All directors are given advance notice of Board meetings and the Company always endeavours to accommodate the availability of each of its Directors, wherever possible.

### **Recommendation 9.3**

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

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