



## CORPORATE GOVERNANCE STATEMENT OF SEZZLE INC. A.R.B.N. 633 327 358

### (ASX: SZL) PROVIDED PURSUANT TO ASX LISTING RULE 4.10.3

#### 1 INTRODUCTION

This Corporate Governance Statement (**CGS**) is provided by the Directors of Sezzle Inc. A.R.B.N. 633 327 358 (**SZL** or the **Company**) pursuant to ASX Listing Rule 4.10.3 and reports against the ASX Corporate Governance Council's '*Corporate Governance Principles and Recommendations*' 4<sup>th</sup> Edition (the **Recommendations**) including the 8 principles and 35 specific recommendations included therein. This is the third time the Company has reported against the 4<sup>th</sup> Edition of the Recommendations.

This CGS was approved by a resolution of the Board of the Company dated 24 February 2023 and is effective as at the same date and is in addition to and supplements the Company's Appendix 4G which is lodged with the ASX together with this CGS.

The Board as a whole recognises that best practice principles assist in its role of overseeing the Company's affairs. Given the size and structure of the Company and the nature of its business activities, the Board has adopted a range of modified systems, procedures and practices which it considers will enable it to meet the central Principles contained in the Recommendations. The Company's practices are broadly consistent with those set out in the Recommendations and, where they do not correlate with the Recommendations, the Company considers that its adopted practices are appropriate to it. The Company is compliant with 34 of the 35 recommendations with the only exception with respect to having the roles of CEO and Chair of the Company held by the same person, the Company's founder, Mr Charlie Youakim.

The table set out below identifies the 34 Recommendations the Company follows and the 1 Recommendation which it does not, together with the Board's reasoning for not following that 1 Recommendation with which it does not comply.

The Company's corporate governance policies together with a copy of this Corporate Governance Statement are all available on the Investor section of the Company's website at [sezzle.com](https://sezzle.com) (**Website**).

## 2 RECOMMENDATIONS COMPLIANCE TABLE

Recommendation	Compliance	Statement
<p><b>Principle 1 – Lay solid foundations for management and oversight</b></p> <p>A listed entity should clearly delineate the respective roles and responsibilities of its board and management and regularly review their performance.</p>		
<p><b>1.1</b> A listed entity should have and disclose a board charter setting out:</p> <p>(a) the respective roles and responsibilities of its board and management; and</p> <p>(b) those matters expressly reserved to the board and those delegated to management.</p>	<p><b>Compliant</b></p>	<p>The board of directors of the Company (<b>Board</b>) has adopted a charter (<b>Board Charter</b>) which sets out the principles regarding the ongoing operation of the Board. The Board Charter sets out the role and responsibilities of the Board and expressly provides for the delegation of authority to the Company’s Chief Executive Officer (<b>CEO</b>) for matters pertaining to the day to day operations of the Company.</p> <p>A copy of the Board Charter is available on the Website.</p>
<p><b>1.2</b> A listed entity should:</p> <p>(a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and</p> <p>(b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.</p>	<p><b>Compliant</b></p>	<p>The Board Charter sets out the Company’s process for selection, appointment and re-appointment of directors.</p> <p>The Company’s Remuneration and Nomination Committee is responsible for implementing these procedures and does so in accordance with the Remuneration and Nomination Committee’s charter (<b>Remuneration and Nomination Committee Charter</b>).</p> <p>In accordance with these Charters, the Company undertakes relevant background checks on director candidates and provides all material information to shareholders that it considers relevant to a decision on whether or not to elect or re-elect a director including the nominee’s biographical details, qualifications, a statement whether the Board</p>

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		<p>supports their election, a statement whether the Board considers the nominee independent, details of the term of office for nominees who are currently directors and any materially adverse findings arising out of background checks undertaken for nominees who are to be elected or appointed as directors for the first time.</p> <p>The Company confirms that all directors of the Company have been subject to appropriate background checks including criminal history and insolvency checks.</p> <p>The Remuneration and Nomination Committee Charter is available on the Website.</p>
<p><b>1.3</b> A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	<p><b>Compliant</b></p>	<p>The Board Charter provides that each director and senior executive is required by the Company to execute a written agreement setting out the terms of their appointment. The Company confirms that a written agreement is in place with all directors and senior executives.</p>
<p><b>1.4</b> 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><b>Compliant</b></p>	<p>The Board Charter sets out the role and responsibilities of the Company's Secretary and provides that the Secretary is accountable to the Board, via the chair of the Board (<b>Chair</b>) on all matters to do with the proper function of the Board and any committee of the Board and sets out the specific obligations of the Secretary in this regard.</p>
<p><b>1.5</b> A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p>	<p><b>Compliant</b></p>	<p>The Company has adopted a diversity policy (<b>Diversity Policy</b>) which is available on the Website.</p> <p>The Diversity Policy provides that the Board will at the appropriate time and subject to the Company's size and operations, endeavour to, on an</p>

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<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>annual basis, establish appropriate and measurable diversity targets to achieve and maintain gender diversity within the Company and assess the Company’s progress in achieving these objectives.</p> <p>The Remuneration and Nomination Committee Charter provides that the Remuneration and Nomination Committee is responsible for the implementation and review of the Diversity Policy.</p> <p>The Remuneration and Nomination Committee and the Board have considered the requirements of the Company’s Diversity Policy and are of the opinion there is a broad diversity that already exists throughout the Company at all levels with the Company’s commitment to embracing diversity and inclusion. While no specific target was set across the Company again this year, the Board has a clear objective of providing an inclusive workplace and recognises the value that a workforce made up of individuals with diverse skills, values, backgrounds and experiences brings to the Company, which the Board believes already exists.</p> <p>Diversity is a strong focus and something which the Company values. The Company will continue to provide updates on its progress towards achieving any objectives arising out of the future implementation of the Diversity Policy if and when any specific targets are determined.</p> <p>As at the date of this CGS, the Company has 278 employees, of which 108 (39%) are women. There are 7 senior executives in the Company of which 2 of those 7 are women. A senior executive position within the Company is defined as a C -Level employee being one who reports to the CEO or President. Overall, 27% of the Company’s leaders are women including:</p>

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		<p>Karen Hartje – Chief Financial Officer; and</p> <p>Kathleen Pierce-Gilmore – Board Member.</p> <p>The Company believes that “<i>differences fuel our success</i>”.</p> <p>In addition to the Board level Diversity Policy and its objectives, the Company has also formed a Diversity, Equity and Inclusion Group at the management level to address three key areas – Representation &amp; Retention, Inclusive Experience and External Impact. Further details regarding the Company’s values around diversity and inclusiveness can be found in the Company’s US SEC Form 10-K (Refer pages 10 and 16 specifically).</p> <p>The Company is not a ‘<i>relevant employer</i>’ for the purposes of the Workplace Gender Equality Act.</p>
<p><b>1.6</b> A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; 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><b>Compliant</b></p>	<p>The Board Charter provides that the Board is required to review and evaluate the performance of the Board, its committees and individual directors from time to time and that, at least once annually, it must review and evaluate the Board’s compliance with the Board Charter and amend that charter or any other governance policies to meet the goals and objectives of the Board as they develop over time.</p> <p>In the latter half of the 2022 Financial Year, the Board undertook a “Board Effectiveness” Survey. The survey included an assessment of:</p>

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		<ul style="list-style-type: none"> <li>- the collective performance of the board with the aim of understanding how the board perceives that it is performing as a collective unit;</li> <li>- individual performance to enable each director to review their own performance based on a self-assessment and of their peers; and</li> <li>- a range of other key focus areas relevant to the identifying areas of improvement.</li> </ul> <p>The survey was designed by the Company Secretary with input from the Chair of the Remuneration and Nomination Committee and then included relevant feedback from all Board members prior to implementation. The survey was in a similar format to that used by the Board for its 2021 “Board Effectiveness” survey but with additions to capture relevant outcomes from the 2021 survey as well as measure the Board’s performance in 2022 against its performance in 2021.</p> <p>In assessing the results from the survey, changes were required to some of the Company’s corporate governance policies which have now been implemented. The feedback from the Board Effectiveness Survey is continuing to help the Board since that time to assess, on an ongoing basis, its effectiveness and be aware of whether, at any point, it identifies a gap in skills that the Board needs to fill or any areas of weakness that need to be addressed.</p>

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<p><b>1.7</b> 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><b>Compliant</b></p>	<p>The Board Charter provides that the Board will review and evaluate the performance of the Company’s executives at least once annually.</p> <p>The Board will ensure that an evaluation of the Company’s executives will be undertaken by the Company in accordance with the Board Charter and will provide details as to its compliance with this Recommendation in this CGS. The process for reviewing the performance of senior executives is ongoing. The Company undertook an evaluation of its senior executives in 2021 and is presently mid-way through the current senior executive review at the time of reporting.</p>
<p><b>Principle 2 – Structure the board to be effective and add value</b></p> <p>The board of a listed entity should be of an appropriate size and collectively have the skills, commitment and knowledge of the entity and the industry in which it operates, to enable it to discharge its duties effectively and to add value.</p>		
<p><b>2.1</b> The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(i) has at least three members, a majority of whom are independent directors; and</p> <p>(ii) is chaired by an independent director, and disclose;</p> <p>(iii) the charter of the committee;</p>	<p><b>Compliant</b></p>	<p>The Board has established a Remuneration and Nomination Committee to oversee the selection and appointment practices of the Company.</p> <p>The Remuneration and Nomination Committee is governed by the Remuneration and Nomination Committee Charter, which is available on the Website.</p> <p>The Remuneration and Nomination Committee membership comprises:</p> <ul style="list-style-type: none"> <li>• Paul Lahiff – Chair;</li> </ul>

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<p>(iv) the members of the committee; and</p> <p>(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</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>		<ul style="list-style-type: none"> <li>• Paul Purcell - Member;</li> <li>• Kathleen Pierce Gilmore – Member; and</li> <li>• Mike Cutter - Member.</li> </ul> <p>The Company considers that all 4 members of the committee are independent non-executive directors.</p> <p>The Committee met 4 times during the reporting period with all 4 committee members in attendance at each meeting.</p>
<p><b>2.2</b> A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.</p>	<p><b>Compliant</b></p>	<p>The Board Charter provides that the Board is responsible for developing and implementing a skills matrix setting out the mix of skills and diversity that the Board has or is looking to achieve in its membership.</p> <p>The mix of skills of the Board is set out on the Company’s website and reviewed annually with the last review in February 2023. The Board believes that it currently has the appropriate mix of skills and experience required for a Company with the size and nature of operations of Sezzle</p>



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<p><b>2.3</b> 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 or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p><b>Compliant</b></p>	<p>The Company assesses the independence of its directors against the requirements for independence set out in the Board Charter which reflect the independence criteria detailed in the Recommendations.</p> <p>The independence of a director is assessed upon their appointment and periodically from time to time or when a director has advised the Board of any new actual or potential conflict of interest.</p> <p>The Company considers that each of Paul Lahiff, Paul Purcell, Kathleen Pierce Gilmore and Mike Cutter are independent directors, free from any interest, position, association or relationship that may influence or reasonably be perceived to influence, the independent exercise of their judgement.</p> <p>The length of service of each of the Company’s directors is as follows:</p> <ul style="list-style-type: none"> <li>• Charlie Youakim appointed 4 January 2016;</li> <li>• Paul Paradis appointed 10 May 2018;</li> <li>• Paul Purcell appointed 15 April 2019;</li> <li>• Kathleen Pierce Gilmore appointed 15 April 2019;</li> <li>• Paul Lahiff appointed 7 May 2019; and</li> <li>• Mike Cutter appointed 1 June 2020.</li> </ul>

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<p><b>2.4</b> A majority of the board of a listed entity should be independent directors.</p>	<p><b>Compliant</b></p>	<p>The Board consists of a majority of independent directors being 4 independent directors out of a total of 6 Board members.</p>
<p><b>2.5</b> The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.</p>	<p><b>Not Compliant</b></p>	<p>The Chair of the Board is Charlie Youakim who is not an independent director and is also the CEO of the entity. While the Board does not comply with this recommendation currently, the Board believes that the Board and Company are best served at this stage of the Company's growth and operations for the founding shareholder to be the Chairman. While the Chair and CEO are held by the same person, the Company maintains a majority of independence with 4 out of 6 directors being independent and who provide appropriate oversight of the CEO's performance and functioning. Mr Youakim is not a member of either the Company's Audit &amp; Risk Committee or the Remuneration and Nomination Committee.</p>
<p><b>2.6</b> 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.</p>	<p><b>Compliant</b></p>	<p>The Board Charter provides that directors are expected to participate in induction or orientation programs upon their election or appointment, and any continuing education or training arranged by the Company for them from time to time.</p> <p>The Remuneration and Nomination Committee supports the development and implementation of programs aimed at director development, in particular for non-executive directors. This support is tailored to individual needs and takes into account those areas where directors may benefit from additional education.</p>
<p><b>Principle 3 – Instil a culture of acting lawfully, ethically and responsibly</b></p>		

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A listed entity should instil and continually reinforce a culture across the organisation of acting lawfully, ethically and responsibly.		
<p><b>3.1</b> A listed entity should articulate and disclose its values.</p>	<p><b>Compliant</b></p>	<p>The Company has developed both a statement of 5 core values and, quite separately, a mission which are displayed on the Company's website:</p> <p><b><u>Statement of Values:</u></b></p> <ol style="list-style-type: none"> <li>1. <b><u>Exhibit Strong Character.</u></b>  We do what we say we are going to do. We do the right thing. We are good team members. We are secure enough to praise others.</li> <li>2. <b><u>Demonstrate Excellent Communication.</u></b>  We communicate openly and honestly. We maintain accountability. We are open-minded. We are good listeners.</li> <li>3. <b><u>Have Fun.</u></b>  We like working with each other. We have a sense of humour. We keep work issues in perspective.</li> <li>4. <b><u>Act Like an Owner.</u></b>  We are stakeholder obsessed. We surface solutions, not just problems. We seek responsibility. We work hard and smart.</li> </ol>

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		<p><b>5. <u>Driven to Succeed.</u></b></p> <p>We are passionate. We are tenacious. We are competitive.</p> <p><b><u>Mission Statement:</u></b></p> <p><i>“it’s our mission to financially empower the next generation of change-makers. Financial freedom is a right, not a privilege. Everyone deserves to be trusted, and by valuing, respecting, and supporting each individual, opportunities expand for everyone to achieve their potential. We’re here to help you achieve financial freedom and take control over your finances so you can build your future.”</i></p>
<p><b>3.2</b> A listed entity should:</p> <p>(a) have 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><b>Compliant</b></p>	<p>The Company has adopted a Code of Conduct that applies to all directors, officers, employees, consultants, contractors and advisors of the Company, as applicable.</p> <p>The Company is committed to acting ethically and responsibly and has prepared this policy having regards to the Recommendations.</p> <p>The Code of Conduct Policy is available on the Website.</p>
<p><b>3.3</b> A listed entity should:</p> <p>(a) have and disclose a whistleblower policy; and</p>	<p><b>Compliant</b></p>	<p>The Company complies with this Recommendation. The Company has a whistleblower policy and any material breaches of this policy are brought directly before the Board.</p>

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(b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.		
<p><b>3.4</b> 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 a committee of the board is informed of any material breaches of that policy.</p>	<b>Compliant</b>	<p>The Company has adopted an Anti-Bribery and Corruption Policy that applies to all directors, officers, employees, consultants, contractors and advisors of the Company, as applicable.</p> <p>The Company is committed to acting ethically and responsibly and has prepared this policy having regards to the Recommendations.</p> <p>The Anti-Bribery and Corruption Policy is available on the Website</p>
<p><b>Principle 4 – Safeguard the integrity of corporate reports</b></p> <p>A listed entity should have appropriate processes to verify the integrity of its corporate reports.</p>		
<p><b>4.1</b> The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(i) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(ii) is chaired by an independent director, who is not the chair of the board,</p>	<b>Compliant</b>	<p>The Board has established an Audit and Risk Committee to assist the Board in carrying out its accounting, auditing, risk management, governance, compliance and financial reporting responsibilities.</p> <p>The Audit and Risk Committee is governed by the Audit and Risk Committee charter (<b>Audit and Risk Committee Charter</b>) which is available on the Website.</p> <p>The Audit and Risk Committee consists of:</p>

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<p>and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the relevant qualifications and experience of the members of the committee; and</p> <p>(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</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>		<ul style="list-style-type: none"> <li>• Paul Lahiff – Chair;</li> <li>• Paul Purcell - Member;</li> <li>• Kathleen Pierce Gilmore – Member; and</li> <li>• Mike Cutter - Member.</li> </ul> <p>The Company considers that all 4 members of the committee are independent non-executive directors.</p> <p>The qualifications and experience of the members of the Audit and Risk Committee are set out on the Website and in the Company's US SEC Form 10-K.</p> <p>The Committee met 4 times during the reporting period with all 4 committee members in attendance at each meeting.</p>
<p><b>4.2</b> 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</p>	<p><b>Compliant</b></p>	<p>The Company is a Delaware incorporated entity that is registered with the Australian Securities and Investments Commission as a foreign company. Accordingly, the Company is not subject to certain aspects of Australian company law, including, without limitation, the financial reporting requirements as set out in Chapter 2M of the <i>Corporations Act 2001</i> (Cth).</p> <p>Notwithstanding this, the Audit and Risk Committee Charter provides that the Audit and Risk Committee will ensure that the Company</p>

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<p>a sound system of risk management and internal control which is operating effectively.</p>		<p>receives a declaration from the Company's CEO or Chief Financial Officer 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>This declaration was provided to the Sezzle Board by the CEO and CFO in conjunction with the 2022 full year accounts on a similar foundational basis to a declaration provided by the CEO and/or CFO of an entity who is required to provide such a declaration pursuant to s.295A of the <i>Corporations Act 2001 (Cth.)</i>.</p>
<p><b>4.3</b> 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.</p>	<p><b>Compliant</b></p>	<p>The Audit and Risk Committee Charter provides that the Audit and Risk Committee will arrange for and ensure that the Company's external auditor attends the Company's annual general meeting to answer any questions from security holders relevant to the audit.</p> <p>This requirement is also set out in the Company's Shareholder Communication Policy. The Company's Auditor has attended each of the Company's AGMs.</p>
<p><b>Principle 5 – Make timely and balanced disclosure</b></p> <p>A listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.</p>		

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<p><b>5.1</b> A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.</p>	<p><b>Compliant</b></p>	<p>The Board has adopted a Continuous Disclosure Policy that sets out the Company's commitment to ensuring shareholders have access to appropriate information about the Company, its governance and matters affecting the Company's performance in order to allow them to effectively exercise their rights.</p> <p>The Continuous Disclosure Policy is available on the Website.</p>
<p><b>5.2</b> A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.</p>	<p><b>Compliant</b></p>	<p>The Company Secretary ensures that all directors and senior executives receive a copy of each ASX announcement either prior to release for input where required and, in all cases, either immediately before or promptly after such release has been made to the ASX. This has been the Company's process since listing on the ASX.</p>
<p><b>5.3</b> 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</p>	<p><b>Compliant</b></p>	<p>The Company complies with this recommendation.</p>
<p><b>Principle 6 – Respect the rights of security holders</b></p> <p>A listed entity should provide its security holders with appropriate information and facilities to allow them to exercise their rights as security holders effectively.</p>		



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<p><b>6.1</b> A listed entity should provide information about itself and its governance to investors via its website.</p>	<p><b>Compliant</b></p>	<p>The Company provides all relevant information about itself, the Board and the governance of the Company generally, including all relevant policies and charters on its Website.</p>
<p><b>6.2</b> A listed entity should have an investor relations program that facilitates effective two-way communication with investors.</p>	<p><b>Compliant</b></p>	<p>The Company has adopted a Shareholder Communication Policy which promotes two-way communication with the Company's shareholders by attendance at the Company's general meetings, through publication of policies and announcements on the Website and by direct electronic communication.</p>
<p><b>6.3</b> A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.</p>	<p><b>Compliant</b></p>	<p>The Company invites all security holders to attend the Company's annual general meetings, either in person (where that option is available), electronically or by representative.</p> <p>Security holders also have an opportunity to submit questions to the Board and/or the Company's external auditor at or prior to the Company's AGM.</p> <p>These rights and opportunities are outlined in the Company's Shareholder Communication Policy.</p>
<p><b>6.4</b> A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.</p>	<p><b>Compliant</b></p>	<p>At each of the Company's AGMs all resolutions have been decided by way of a poll.</p>

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<p><b>6.5</b> A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.</p>	<p><b>Compliant</b></p>	<p>The Company's Shareholder Communication Policy provides that shareholders may elect to send and receive communications electronically and the Company circulates information to shareholders via electronic means in formats that are easily accessible, readable and printable.</p>
<p><b>Principle 7 – Recognise and manage risk</b></p> <p>A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework.</p>		
<p><b>7.1</b> The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(i) has at least three members, a majority of whom are independent directors; and</p> <p>(ii) is chaired by an independent director, and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the members of the committee; and</p> <p>(v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual</p>	<p><b>Compliant</b></p>	<p>The Board has established the Audit and Risk Committee to oversee and review the effectiveness of the Company's risk management framework.</p> <p>As outlined in relation to Recommendation 4.1, the Audit and Risk Committee is comprised of Paul Lahiff as chair and Paul Purcell, Kathleen Pierce-Gilmore and Mike Cutter as members, each of whom the Board considers to be independent directors.</p> <p>The Committee met 4 times during the reporting period with all 4 committee members in attendance at each meeting.</p> <p>The Audit and Risk Committee charter is available on the Website.</p>

Recommendation	Compliance	Statement
<p>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><b>7.2</b> The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p><b>Compliant</b></p>	<p>The Audit and Risk Committee Charter provides that the Audit and Risk Committee will prepare a risk profile that describes all material business risks facing the Company and developing policies to identify, manage, mitigate and transfer risk where possible and as they arise and regularly review and update that framework from time to time.</p> <p>The Audit and Risk Committee will review and report to the Board at least once annually and otherwise as necessary.</p> <p>Risk is a standing agenda item at every Committee and Board meeting. At each Board meeting, the Company's Chief Risk Officer provides a presentation on risk including any material changes to key risks or the Company's risk profile overall together with the updated risk appetite statement and risk matrix for review and discussion.</p> <p>The Company's key risks and business challenges are also outlined in detail in the Company's 2022 US SEC Form 10-K (refer pages 3, 4 and specifically as well as generally throughout the Form).</p>

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<p><b>7.3</b> A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	<p><b>Compliant</b></p>	<p>The Audit and Risk Committee Charter provides that the Company may undertake internal audits and sets out who the process and procedure of any internal audit. The Company also operates an internal audit function within its Compliance team.</p> <p>The internal audit function within the Compliance team is separate from the Company's accounting &amp; finance team. The internal audit function is also supported by a firm of external consultants who assist with testing the design and effectiveness of the Company's internal controls over financial reporting. In addition to the work of the internal audit team and external consultants, the Audit and Risk Committee prepares a risk management framework as outlined above and reports to the Board following every committee meeting on the effectiveness of the Company's internal systems and processes for identifying, managing and monitoring material business risks. Additionally, at all Board meetings, the Company's internal risk management team reports to the Board on these matters as well.</p>
<p><b>7.4</b> 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.</p>	<p><b>Compliant</b></p>	<p>The Audit and Risk Committee is responsible for assessing all material risks to the Company's operations, regularly updating that risk profile from time to time and implementing processes and procedures to manage those risks.</p> <p>The Company's key risks and business challenges are outlined in detail in the Company's 2022 US SEC Form 10-K (refer pages 3, 4 and specifically as well as generally throughout the Form)..</p>
<p><b>Principle 8 – Remunerate fairly and responsibly</b></p>		

Recommendation	Compliance	Statement
<p>A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retain and motivate high quality senior executives and to align their interests with the creation of value for security holders and with the entity's values and risk appetite.</p>		
<p><b>8.1</b> The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(i) has at least three members, a majority of whom are independent directors; and</p> <p>(ii) is chaired by an independent director,</p> <p>and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the members of the committee; and</p> <p>(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</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</p>	<p><b>Compliant</b></p>	<p>The Board has established a Remuneration and Nomination Committee that is responsible for providing recommendations to the Board for the appropriate remuneration of the Company's executive directors, non-executive directors and executives.</p> <p>The Remuneration and Nomination Committee is governed by the Remuneration and Nomination Committee Charter, which is available on the Website.</p> <p>The Remuneration and Nomination Committee consists of:</p> <ul style="list-style-type: none"> <li>• Paul Lahiff - Chair;</li> <li>• Paul Purcell - Member;</li> <li>• Kathleen Pierce-Gilmore – Member; and</li> <li>• Mike Cutter - Member.</li> </ul> <p>The Company considers that all 4 members are independent directors.</p> <p>The Committee met 4 times during the reporting period with all 4 committee members in attendance at each meeting.</p>

Recommendation	Compliance	Statement
and ensuring that such remuneration is appropriate and not excessive.		
<p><b>8.2</b> 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>	<p><b>Compliant</b></p>	<p>The Company's policies and practices regarding the remuneration of non-executive directors and executive directors and other executives is set out in the Company's Remuneration and Nomination Committee Charter.</p> <p>Details of the current remuneration of the Company's executive directors, non-executive directors and executives is available in the Company's US SEC Form 10-K released to the ASX together with this CGS.</p>
<p><b>8.3</b> A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p><b>Compliant</b></p>	<p>The Company's Securities Trading Policy provides, among other things, that the Company's directors, officers and employees must not enter into arrangements or transactions which would have the effect of limiting the economic risk related to the Company's securities without first obtaining prior written clearance as outlined in the policy.</p> <p>The Securities Trading Policy is available on the Website and the most recent version was lodged with the ASX on 15 February 2023.</p>
<p><b>Additional Recommendations that apply only in certain cases</b></p>		

Recommendation	Compliance	Statement
<p><b>9.1</b> 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.</p>	<p><b>Not applicable</b></p>	<p>Not applicable</p>
<p><b>9.2</b> A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.</p>	<p><b>Compliant</b></p>	<p>The Company's AGM held in 2022 was held at 10.30 am (Sydney time) and will be held at a similar time this year.</p>
<p><b>9.3</b> 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</p>	<p><b>Compliant</b></p>	<p>The Company's external auditor has attended each of the Company's AGMs by virtual means.</p>