

ZEBIT, INC.
ARBN 639 736 726
CORPORATE GOVERNANCE STATEMENT

This Corporate Governance Statement details Zebit. Inc's (**Company**) current compliance with the fourth edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (**Recommendations**).

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 <https://shareholders.zebit.com/investor-centre/> and a link can be found in the footer on the Company's main website at www.zebit.com (**Website**).

RECOMMENDATIONS COMPLIANCE TABLE

Recommendation	Comply (Yes/No)	Statement
<p>Principle 1 – Lay solid foundations for management and oversight</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>1.1. A listed entity should have and disclose a board charter setting out:</p> <p style="margin-left: 20px;">(a) the respective roles and responsibilities of its board and management; and</p> <p style="margin-left: 20px;">(b) those matters expressly reserved to the board and those delegated to management.</p>	Yes	<p>The board of directors of the Company (Board) has adopted a charter (Board Charter) 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 (CEO) for matters pertaining to the day to day operations of the Company. A copy of the Board Charter is available on the Website.</p>
<p>1.2. A listed entity should:</p> <p style="margin-left: 20px;">(a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and</p>	Yes	<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</p>

Recommendation	Comply (Yes/No)	Statement
<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>these procedures and does so in accordance with the Remuneration and Nomination Committee's charter (Remuneration and Nomination Committee Charter).</p> <p>In accordance with these charters, the Company undertakes relevant background checks on director candidates and provides all material information to shareholders that may be relevant to a decision on whether or not to elect or re-elect a director, including the nominee's biographical details, qualifications, a statement on whether the Board supports their election, a statement on whether the Board considers the nominee to be 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 Remuneration and Nomination Committee Charter is available on the Website.</p>
<p>1.3. 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>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.</p>
<p>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.</p>	<p>Yes</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 (Chair) 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>

Recommendation	Comply (Yes/No)	Statement												
<p>1.5. 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 the its board, senior executives and workforce generally; and</p> <p>(c) disclose in relation to each reporting period:</p> <p>(i) the measurable objectives set for that period to achieve gender diversity;</p> <p>(ii) the entity’s progress towards achieving those objectives; and</p> <p>(iii) 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>1.5(a) Yes 1.5(b) No 1.5(c)(i) and (ii) No 1.5(c)(3) Yes</p>	<p>The Company has adopted a diversity policy (Diversity Policy) which is available on the Website.</p> <p>The Diversity Policy requires the Board to, at the appropriate time and subject to the Company’s size and operations, on an annual basis, establish appropriate and measurable diversity targets (Measurable Objectives) to achieve and maintain gender diversity in the Company. As the Company is newly listed on ASX and has a relatively small number of employees, the Board has not yet adopted Measurable Objectives. The Board is considering appropriate Measurable Objectives which will be disclosed in future annual reports.</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 respective proportion of men and women on the Board, in senior executive positions and across the whole organization as at 31 December 2020, are as follows:</p> <table border="1" data-bbox="1361 1082 2085 1251"> <thead> <tr> <th></th> <th>Female</th> <th>Male</th> </tr> </thead> <tbody> <tr> <td>Board</td> <td>33%</td> <td>67%</td> </tr> <tr> <td>Senior Executive*</td> <td>40%</td> <td>60%</td> </tr> <tr> <td>All employees</td> <td>42%</td> <td>58%</td> </tr> </tbody> </table> <p>*Senior executives are employees holding a title of Vice President or higher who also have functional responsibility for a department.</p>		Female	Male	Board	33%	67%	Senior Executive*	40%	60%	All employees	42%	58%
	Female	Male												
Board	33%	67%												
Senior Executive*	40%	60%												
All employees	42%	58%												

Recommendation	Comply (Yes/No)	Statement
		The Company is not a “relevant employer” under the Workplace Gender Equality Act.
<p>1.6. 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>1.6(a) Yes 1.6(b) No</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. The Company listed on ASX on 26 October 2020 and an evaluation did not occur between the listing date and 31 December 2020. The Board will ensure the evaluation is undertaken in future years in accordance with the Board Charter.</p> <p>Due to the global pandemic in 2020, a performance evaluation review did not occur as the Board was focused on business issues. The Board will ensure that an evaluation of the Board, its committees and individual directors is undertaken in accordance with the Board Charter in future years.</p>
<p>1.7. 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>1.7(a) Yes 1.7(b) No</p>	<p>The Board Charter provides that the Board will review and evaluate the performance of the Company’s executives at least once annually. The Company listed on ASX on 26 October 2020 and an evaluation did not occur between the listing date and 31 December 2020. The Board will ensure the evaluation is undertaken in future years in accordance with the Board Charter.</p>

Recommendation	Comply (Yes/No)	Statement
<p>Principle 2 – Structure the board to add value</p> <p>The board of a listed entity should be of a board 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>2.1. 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>(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>	<p>Yes</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 consists of:</p> <ul style="list-style-type: none"> • Sylvia Falzon as the Chair of the committee; • Scott Thompson; and • Miriam Rivera. <p>The Company considers that 2 of the 3 members of the committee, including the Chair, are independent non-executive directors which meets the majority criteria.</p> <p>The Remuneration and Nomination Committee did not meet between the listing date on 26 October 2020 and 31 December 2020. The Company will provide details as to the number of times the Remuneration and Nominations Committee meets and the individual attendance of the members at those meetings in future annual reports.</p>

Recommendation	Comply (Yes/No)	Statement										
<p>2.2. A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.</p>	<p>Yes</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 Board has adopted a Board skills matrix, as represented below.</p> <p>The Board is made up of members with a broad range of skills, expertise and experience and from a diverse range of backgrounds, which the members of the Board believe is appropriate to ensure that it can carry out its obligations in accordance with the Board Charter and the requirements of good governance.</p>										
Director	Audit/Risk	Capital Markets	Compensation	Credit Risk	Debt Financing	Governance	Investor Relations	Legal	M&A	Operations	Public Company Experience	Regulatory & Compliance
Jim Feuille	X	X	X	X	X	X	X	X	X	X	X	X
Scott Thompson	X	X	X	X	X	X	X		X	X	X	
Miriam Rivera	X	X	X			X	X	X			X	X
Sylvia Falzon	X	X	X			X	X		X	X	X	
Larry Rosenberger	X	X	X	X		X	X	X	X	X	X	X
Marc Schneider		X	X	X	X			X	X	X		X
<p>2.3. A listed entity should disclose:</p>	<p>Yes</p>	<p>The Company assesses the independence of its directors against the requirements for independence</p>										

Recommendation	Comply (Yes/No)	Statement
<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>		<p>set out in the Board Charter which reflects 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 Larry Rosenberger, Scott Thompson and Sylvia Falzon 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. The length of service of the Company's independent directors is as follows:</p> <ul style="list-style-type: none"> • Larry Rosenberger appointed June 2015; • Scott Thompson appointed June 2015; and • Sylvia Falzon appointed August 2020.
<p>2.4. A majority of the board of a listed entity should be independent directors.</p>	<p>No</p>	<p>The Board consists of 3 independent directors out of a total of 6.</p>
<p>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.</p>	<p>No</p>	<p>The Chair of the Board is Jim Feuille who is not an independent director. 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 that Jim remains as Chair of the Board, since he has done this role since the beginning of the Company and his experience is valuable.</p>

Recommendation	Comply (Yes/No)	Statement
<p>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.</p>	Yes	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>Principle 3 – Instill a culture of acting lawfully, ethically and responsibly</p>		
<p>A listed entity should instill and continually reinforce a culture across the organisation of acting lawfully, ethically and responsibly.</p>		
<p>3.1. A listed entity should articulate and disclose its values</p>	Yes	The Company has adopted a mission and value statement which is available on its Website.
<p>3.2. A listed entity should:</p> <ul style="list-style-type: none"> (a) have a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code. 	Yes	<p>The Company has adopted a Code of Conduct, Anti-Bribery and Corruption Policy and Securities Trading 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 these policies having regards to the Recommendations.</p> <p>The Code of Conduct, Anti-Bribery and Corruption Policy and Securities Trading Policy are available on the Website.</p> <p>The Code of Conduct Policy provides that personnel must inform either chair of the Audit and Risk Committee or the Company Secretary of any material disclosures made under the policy.</p>
<p>3.3. A listed entity should:</p>	3.3(a) Yes	The Company has adopted a Whistleblowing Policy. The purpose of the policy is to deter wrongdoing and

Recommendation	Comply (Yes/No)	Statement
<ul style="list-style-type: none"> (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. 	3.3(b) No	<p>encourage reporting of such wrongdoing through the provision of safe and secure processes which protect and support individuals who disclose wrongdoing.</p> <p>The Whistleblowing Policy provides that the Company must inform the board of any material disclosures made under the policy.</p>
<p>3.4. A listed entity should:</p> <ul style="list-style-type: none"> (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. 	Yes	<p>The Company has developed an Anti-Bribery and Corruption Policy that can be found on the Website.</p> <p>The Anti-bribery and Corruption Policy provides that personnel must inform the chair of the Audit and Risk Committee or the Company Secretary of any material disclosures made under the policy.</p>
<p>Principle 4 – Safeguard the integrity of corporate reports</p> <p>A listed entity should have appropriate processes to verify the integrity of its corporate reports.</p>		
<p>4.1. The board of a listed entity should:</p> <ul style="list-style-type: none"> (a) have an audit committee which: <ul style="list-style-type: none"> (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; 	Yes	<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 (Audit and Risk Committee Charter) which is available on the Website.</p> <p>The Audit and Risk Committee consists of:</p>

Recommendation	Comply (Yes/No)	Statement
<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(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"> • Scott Thompson as Chair of the committee; • Larry Rosenberger; and • Jim Feuille. <p>The Company considers that 2 of the 3 members of the committee, including the Chair, are independent non-executive directors which meets the majority criteria.</p> <p>The Company will provide details as to the number of times the Audit and Risk Committee meets and the individual attendance of the members at those meetings in its future annual reports.</p>
<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 or 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>Yes</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 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</p>

Recommendation	Comply (Yes/No)	Statement
		system of risk management and internal control which is operating effectively.
<p>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.</p>	<p>Yes</p>	<p>The CEO reviews all reports before they are presented to the Board for review and subsequently released to the market. Such reports are not to be released to the market unless they have been reviewed by the CEO and approved by the Board.</p>
<p>Principle 5 – Make timely and balanced disclosure</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>		
<p>5.1. A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1</p>	<p>Yes</p>	<p>The Company is committed to taking a proactive approach to continuous disclosure and creating a culture within the Company that promotes and facilitates compliance with the Company's continuous disclosure obligations. The Board has adopted a Continuous Disclosure Policy to ensure compliance with ASX Listing Rule continuous disclosure obligations.</p> <p>The Continuous Disclosure Policy is available on the Website.</p>
<p>5.2. A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.</p>	<p>Yes</p>	<p>The Company maintains an investor website https://shareholders.zebit.com/investor-centre that is updated when market announcements are made. The Company ensures the Board is copied on all market communications as they are posted on the ASX platform and on the website by alerting the Board to such communications and sending them directly to their e-mail addresses.</p>

Recommendation	Comply (Yes/No)	Statement
<p>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</p>	<p>Yes</p>	<p>The Company Secretary manages these communications and ensures they are posted on the ASX platform in advance.</p>
<p>Principle 6 – Respect the rights of security holders</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>		
<p>6.1. A listed entity should provide information about itself and its governance to investors via its website</p>	<p>Yes</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 the Website.</p>
<p>6.2. A listed entity should have an investor relations program that facilitates effective two- way communication with investors.</p>	<p>Yes</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>6.3. A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.</p>	<p>Yes</p>	<p>The Shareholder Communication Policy encourages participation at meetings of shareholders. The Company invites all security holders to attend the Company’s annual general meetings, either in person, electronically or by representative.</p> <p>Security holders also have an opportunity to submit questions to the Board or the Company’s external auditor.</p>

Recommendation	Comply (Yes/No)	Statement
		These rights and opportunities are outlined in the Company's Shareholder Communication Policy which is available on the Website.
<p>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.</p>	<p>Yes</p>	<p>The Company will ensure a poll is used at all meetings of security holders.</p>
<p>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.</p>	<p>Yes</p>	<p>Stakeholders can communicate to the registry electronically. The Company has hired an outside party to manage the registry and this is a service offering.</p>
<p>Principle 7 – Recognise and manage risk</p> <p>A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework.</p>		
<p>7.1. 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"> (i) has at least three members, a majority of whom are independent directors; and (ii) is chaired by an independent director, and disclose (iv) the charter of the committee; (v) the members of the committee; and (vi) as at the end of each reporting period, the number of times the committee met throughout the period and 	<p>Yes</p>	<p>The Board has established the Audit and Risk Committee to oversee and review the effectiveness of the Company's risk management framework as outlined in relation to Recommendation 4.1.</p> <p>The number of times the Audit and Risk Committee met and the individual attendance of the members at those meetings will be set out in the annual report.</p> <p>The Audit and Risk Committee Charter is available on the Website.</p>

Recommendation	Comply (Yes/No)	Statement
<p>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>7.2. The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	No	<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. The Company listed on ASX on 26 October 2020 and a review and report did not occur between the listing date and 31 December 2020. The Audit and Risk Committee will ensure the review and report is undertaken in future years.</p>
<p>7.3. A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	No	<p>Due to the Company's current size and business circumstances, the Company currently does not operate an internal audit function. The Company will reconsider this decision as appropriate and appoint an internal auditor if, and when, the Company considers necessary.</p> <p>Under the Audit and Risk Committee Charter, the Audit and Risk Committee is responsible for preparing</p>

Recommendation	Comply (Yes/No)	Statement
		a risk management framework and reporting to the board at least once annually on the effectiveness of the Company's internal systems and processes for identifying, managing and monitoring material business risks.
<p>7.4. A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.</p>	Yes	<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 does not consider that it has any material disclosure to economic, environmental, and social sustainability risks. If the Company determines in future that it has any material exposure to economic, environmental, and social substantiality risks, the Company will provide details in its future annual reports.</p>
<p>Principle 8 – Remunerate fairly and responsibly</p> <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>8.1. 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>	Yes	<p>The Board has established a Remuneration and Nomination Committee as outlined in relation to Recommendation 4.1 that is responsible for providing recommendations to the Board for the appropriate remuneration of the Company's executive directors, non- executive directors and other executives.</p>

Recommendation	Comply (Yes/No)	Statement
<p>and disclose:</p> <ul style="list-style-type: none"> (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 <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>The Remuneration and Nomination Committee did not meet between the listing date on 26 October 2020 and 31 December 2020.</p> <p>The Remuneration and Nomination Committee is governed by the Remuneration and Nomination Committee Charter, which is available on the Website.</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'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 set out in the annual report.</p>
<p>8.3. A listed entity which has an equity-based remuneration scheme should:</p> <ul style="list-style-type: none"> (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of 	Yes	<p>The Company's Securities Trading Policy provides, among other things, that the Company's directors, officers and employees must provide notification to the Chair and Company Secretary (or if the Chair, to the Board and the Company Secretary) prior to any proposed trading in securities.</p>

Recommendation	Comply (Yes/No)	Statement
<p>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>The Securities Trading Policy is available on the Website.</p>
<p>Additional recommendations that only apply in certain cases.</p>		
<p>9.2 A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.</p>	<p>Yes</p>	<p>The Company will ensure that meetings of Shareholders are held at a reasonable place and time.</p>
<p>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.</p>	<p>Yes</p>	<p>The Company will ensure that its external auditor attends its AGM and security holders are given an opportunity to ask questions of the auditor.</p>

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

Zebit, Inc.

ABN/ARBN

639 736 726

Financial year ended:

December 31, 2020

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://shareholders.zebit.com/investor-centre/>

The Corporate Governance Statement is accurate and up to date as at March 31, 2021 and has been approved by the board.

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

Date: March 31, 2021

Name of authorised officer authorising lodgement:
Kim Bradley-Ware

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 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
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://shareholders.zebit.com/investor-centre/	
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 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
<p>1.5 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 checked="" type="checkbox"/> set out in our Corporate Governance Statement at page 3</p> <p>We have disclosed a copy of our diversity policy at: https://shareholders.zebit.com/investor-centre/</p>
<p>1.6 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"/> set out in our Corporate Governance Statement at page 4 and we have disclosed the evaluation process referred to in paragraph (a) within our Board Charter at: https://shareholders.zebit.com/investor-centre/</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"/> set out in our Corporate Governance Statement at page 4 and we have disclosed the evaluation process referred to in paragraph (a) within our Board Charter at:</p> <p>https://shareholders.zebit.com/investor-centre/</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	
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 checked="" type="checkbox"/></p> <p>and we have disclosed a copy of the charter of the committee at: https://shareholders.zebit.com/investor-centre/ and the information referred to in paragraphs (4) and (5) in our Annual Report at page 23: https://shareholders.zebit.com/investor-centre/</p>	<p><input type="checkbox"/></p>
2.2	<p>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><input checked="" type="checkbox"/></p> <p>and we have disclosed our board skills matrix in our Corporate Governance Statement at page 6.</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
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p><input checked="" type="checkbox"/></p> <p>We have disclosed the names of the directors considered by the board to be independent directors in our Corporate Governance Statement at page 7: https://shareholders.zebit.com/investor-centre/</p> <p>The information referred to in paragraph (b) is N/A</p> <p>The length of service of each director in our Corporate Governance Statement at page 7: https://shareholders.zebit.com/investor-centre/</p>	
2.4	A majority of the board of a listed entity should be independent directors.		<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement at page 7: https://shareholders.zebit.com/investor-centre/</p>
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.		<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement at page 7: https://shareholders.zebit.com/investor-centre/</p>
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.		<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement at page 8: https://shareholders.zebit.com/investor-centre/</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 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 at: https://shareholders.zebit.com/investor-centre/	
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	<input checked="" type="checkbox"/> and we have disclosed our code of conduct at: https://shareholders.zebit.com/investor-centre/	
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"/> set out in our Corporate Governance Statement at page 8 and we have disclosed our whistleblower policy at: https://shareholders.zebit.com/investor-centre/ The policy will be amended to include a requirement for the board or a committee of the board be informed of any material incidents.
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://shareholders.zebit.com/investor-centre/	

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	
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 checked="" type="checkbox"/></p> <p>and we have disclosed a copy of the charter of the committee at: https://shareholders.zebit.com/investor-centre/ and the information referred to in paragraphs (4) and (5) in our Corporate Governance Statement at: https://shareholders.zebit.com/investor-centre/</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>	
4.3	<p>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><input checked="" type="checkbox"/></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
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://shareholders.zebit.com/investor-centre/	
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	<input checked="" type="checkbox"/>	
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	<input checked="" type="checkbox"/>	
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://shareholders.zebit.com/investor-centre/	
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<input checked="" type="checkbox"/>	
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	<input checked="" type="checkbox"/> and we have disclosed how we facilitate and encourage participation at meetings of security holders in our Shareholder Communications Policy at: https://shareholders.zebit.com/investor-centre/	
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"/>	

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
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"/>	
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>	<input checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at: https://shareholders.zebit.com/investor-centre/ and the information referred to in paragraphs (4) and (5) in our Annual Report at page 23: https://shareholders.zebit.com/investor-centre/	
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>		<input checked="" type="checkbox"/> set out in our Corporate Governance Statement at page 10

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
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 checked="" type="checkbox"/> set out in our Corporate Governance Statement at page 14
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 in our Corporate Governance Statement at page 15 https://shareholders.zebit.com/investor-centre/	

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	
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 checked="" type="checkbox"/></p> <p>and we have disclosed a copy of the charter of the committee at: https://shareholders.zebit.com/investor-centre/ and the information referred to in paragraphs (4) and (5) in the Annual Report at page 23: https://shareholders.zebit.com/investor-centre/</p>	
8.2	<p>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><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 in our Remuneration and Nomination Committee Charter at: https://shareholders.zebit.com/investor-centre/</p>	
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed our policy on this issue or a summary of it in our Securities Trading Policy at: https://shareholders.zebit.com/investor-centre/</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
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.	Not Applicable	
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	<input checked="" type="checkbox"/>	
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	<input checked="" type="checkbox"/>	
ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES			
-	<i>Alternative to Recommendation 1.1 for externally managed listed entities:</i> The responsible entity of an externally managed listed entity should disclose: (a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and (b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.	Not Applicable	
-	<i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i> An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.	Not Applicable	